

## 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, 26 May 2016 at 9.00am Perth time.

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*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 2015.

*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](http://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 8 6555 3996.

### **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 2015."

*Notes:*

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

### **3. RESOLUTION 2: 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, a Director retiring from office and eligible to be re-elected, be and is hereby elected as a Director of the Company."

## **SPECIAL BUSINESS**

### **4. RESOLUTION 3: RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS**

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

"That the proportional takeover approval provisions contained in Rule 163 of the Company's constitution be renewed."

### **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  
15 April 2016

## 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, Level 1, 5 Ord Street West Perth WA 6005; or
- facsimile to Finders Resources Limited on facsimile number +61 8 6555 3998;

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, Level 1, 5 Ord Street West Perth WA 6005; or
- facsimile to Finders Resources Limited on facsimile number +61 8 6555 3998

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 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 24 May 2016. 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 2015 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 Financial Statements.

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. RESOLUTION 1 - REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 31 December 2015 is set out in the Company's 2015 Annual Report which is available on the Company's website [www.findersresources.com](http://www.findersresources.com).

The Remuneration Report sets out the Company's remuneration arrangements for Directors, the Managing Director and other 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 2015 AGM, less than 25% of votes were cast against adoption of the remuneration report for the year ended 31 December 2014.

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. RESOLUTION 2 - ELECTION OF DIRECTOR (MR GAVIN CAUDLE)

Mr Gavin Caudle 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 Caudle's qualifications and experience are set out below.

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

<b><i>Gavin A Caudle</i></b> <i>(Appointed 15 August 2013)</i>	<b><i>Non-Executive Director</i></b>
Qualifications	BCom UWA)
Experience	Mr Caudle has over 25 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), Provident Agro (a plantation business) and Merdeka Copper & Gold with assets valued at more than \$3 billion.
Interest in Shares and Options	80,058,765 Ordinary Shares
Special Responsibilities	Chairman of Audit Committee Member of Remuneration and Nomination Committee
Other Listed Company	Sihayo Gold Limited
Directorships in last 3 years	Sumatra Copper & Gold Plc PT. Merdeka Copper & Gold Tbk.

### 4. RESOLUTION 3 - RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

A proportional takeover offer is an offer for a specified proportion of securities in a class. Rule 163 of the Company's constitution include a prohibition on the registration of a transfer of shares resulting from a proportional takeover offer which has not been approved by a resolution passed at a general meeting of shareholders or by postal ballot.

Under section 648G of the Corporations Act 2001, such a prohibition may have a term of 3 years. Rule 163 of the Company's constitution was approved at a general meeting of shareholders on 23 May 2013 and expires on 22 May 2016. It may be renewed by special resolution of shareholders and this resolution is for that purpose.

The Directors consider that it is in the interests of Shareholders to include a proportional takeover approval provision in the Constitution and recommend that Shareholders vote in favour of Resolution 3.

If Rule 163 is renewed by Shareholders, then it will cease to apply after 3 years unless renewed by a special resolution of Shareholders.

#### Effect of Proportional Takeover Approval Provisions

Rule 163 of the Constitution provides that, if a proportional takeover offer is received, the registration of a transfer resulting from acceptance of an offer made under the proportional takeover offer is prohibited unless a resolution is passed by Shareholders approving the proportional offer. Rule 163 provides that for an approval resolution to be passed, the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution must be greater than one-half. The bidder under the takeover offer and its associates are not entitled to vote on the resolution.

Under section 648E of the Corporations Act 2001, the Directors must ensure that the approval resolution is voted on at least 14 days before the close of the proportional offer. If that resolution is not voted on by that time, then a resolution approving the offer is taken to have been passed under section 648E(3) of the Corporations Act 2001. The Directors will also be guilty of an offence under the Corporations Act 2001 in that event.

If the resolution is voted on but not passed by the required vote, then the registration of any transfer of shares resulting from the proportional offer will be prohibited and the offer is taken to be withdrawn under section 648F of the Corporations Act 2001. If the resolution is passed, the relevant transfers of shares will be registered, provided they comply with the other provisions of the Constitution.

#### Reasons for Resolution

The Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover offer. A proportional takeover offer for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without Shareholders having the opportunity to dispose of all their Shares, with the attendant risk of Shareholders being left as part of a minority interest. Adoption of Rule 163 will prevent this situation from arising without Shareholder approval.

#### Present Acquisition Proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### Advantages and Disadvantages

Directors consider that there are no advantages or disadvantages for the Directors in the renewal of Rule 163, as they still have the ability to make a recommendation on whether a proportional takeover offer should be rejected or accepted. The adoption of Rule 163 will enable Shareholders to decide whether to accept proportional offers which may result in a change in control in the Company and will ensure that all Shareholders will have an opportunity to study a proportional takeover offer before voting on the proposal.

It may be argued that renewal of Rule 163 will reduce the possibility of a successful proportional takeover bid and that as a result proportional offers for the Company will be discouraged. This in turn may reduce the opportunities which Shareholders may have to sell some of their Shares at an attractive price which includes a premium for control. It may also be said that the renewal of Rule 163 imposes a restriction on the ability of individual Shareholders to freely deal in their Shares.

### **5. RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY**

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 this resolution 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 4 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:

$$(A \times D) - E$$

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 673,667,245 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
			\$ 0.07	\$ 0.14	\$ 0.28
Current Variable A	673,667,245	10% Voting Dilution	67,366,725	67,366,725	67,366,725
		Funds raised	\$ 4,715,671	\$ 9,431,341	\$ 18,862,683
50% increase in Current Variable A	1,010,500,868	10% Voting Dilution	101,050,087	101,050,087	101,050,087
		Funds raised	\$ 7,073,506	\$ 14,147,012	\$ 28,294,024
100% increase in Current Variable A	1,347,334,490	10% Voting Dilution	134,733,449	134,733,449	134,733,449
		Funds raised	\$ 9,431,341	\$ 18,862,683	\$ 37,725,366

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 \$0.14, being the closing price of the Shares on the ASX on 14 April 2016.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 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 or other projects.

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 28 May 2015.
  - (i) No Shares have been issued under Listing Rule 7.1A.
  - (j) The Company has not issued any Shares during the 12 months preceding the date of this meeting.
- (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 2015, 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.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Perth Time) on Wednesday 25 May 2016**

### 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 **9:00am (Perth Time) on Wednesday 25 May 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 📠 **By Fax** + 61 8 6555 3998
- ✉ **By Mail** Finders Resources Limited  
Level 1, 5 Ord Street  
WEST PERTH WA 6005 Australia
- 👤 **In Person** Finders Resources Limited  
Level 1, 5 Ord Street  
WEST PERTH WA 6005 Australia

#### 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 Associations of Western Australia, 1176 Hay Street, West Perth, WA 6005 on Thursday, 26 May 2016 at 9:00am (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### 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.

#### Ordinary Business

Resolution 1 Adoption of Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 Election of Director – Mr Gavin Caudle

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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#### Special Business

Resolution 3 Renewal of proportional takeover approval provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4 Approval of 10% placement facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### 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 / / 2016

FINDERS RESOURCES LIMITED

APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001,

We, \_\_\_\_\_  
*(Insert name of Shareholder/Body Corporate)*

ABN/ACN/ARBN \_\_\_\_\_

Hereby Authorise

\_\_\_\_\_  
*(Insert name of appointee)*

- (\*) 1. To act as the Company's representative at all General Meetings of Finders Resources Limited ABN: 82 108 547 413.
- (\*)2. To act as the Company's Representative at the General Meeting to be held on 26 May 2016 at 9.00am (Perth time) and any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

\_\_\_\_\_

(\*) Director

\_\_\_\_\_

(\*) Sole Director & Sole Secretary

\_\_\_\_\_

(\*) Director/Secretary

Affix Common Seal here (optional)

*(\*) Delete if not applicable*

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

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