



Dear Shareholder,

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FINDERS RESOURCES LIMITED ABN 82 108 547 413 ("COMPANY")**

Notice is hereby given that an Annual General Meeting (**AGM**) of Shareholders is to be held as follows:

Venue: Royal Automobile Club, Level 2, Phillip Room, 89 Macquarie Street, Sydney NSW  
 Time: 10 am  
 Date: 16 October 2008

Apart from the usual business of an AGM, the meeting will consider a number of resolutions related to past and proposed share issues. These resolutions are explained in the Explanatory Statement in some detail.

Three of the resolutions seek approval for three Directors (Messrs Fountain, Farmer and De Belle) to participate in pending Share placements which will be at the same price as the price of Shares offered to all Shareholders under the Company's Share Purchase Plan announced on 3 September 2008 and will be at the same price as pending placements to third parties. In these circumstances, the additional investments by the three Directors are effectively on arms length terms and the only Independent Director, Mr Lonergan has recommended that these placements to these Directors be approved by Shareholders.

Please find enclosed the following documents in relation to the AGM:

	Page
<b>1. AGENDA</b> .....	2
1.1. Ordinary Business .....	2
1.2. Special Business .....	2
1.3. Voting Exclusion Statements .....	4
1.4. Voting Rights and Proxies .....	7
1.5. Voting and required majority .....	7
1.6. Definitions .....	8
1.7. Interpretation .....	9
<b>2. EXPLANATORY STATEMENT</b> .....	10
2.1. General .....	10
2.2. Financial Reports .....	10
2.3. Resolution 1 - Remuneration Report .....	10
2.4. Resolution 2 - Re-election of Stephen de Belle .....	10
2.5. Resolutions 3 to 5 – Ratification of Previous Share Placements (Tranches 1 to 3) .....	10
2.6. Resolution 6 – Participation in Share Placement by Placement Shareholders (Tranche 4) .....	13
2.7. Resolution 7 – Participation in Share Placement by Russell Fountain (Tranche 5) .....	14
2.8. Resolution 8 – Participation in Share Placement by Christopher Farmer (Tranche 6) .....	14
2.9. Resolution 9 – Participation in Share Placement by Stephen de Belle (Tranche 7) .....	15
<b>3. APPOINTMENT OF A PROXY FORM</b> .....	16
<b>4. APPOINTMENT OF CORPORATE REPRESENTATIVE</b> .....	19

We look forward to seeing you at the meeting and receiving your vote in support of the resolutions.

If you are not able to attend the AGM in person, you are urged to complete and lodge the enclosed Proxy or appointment of Corporate Representative form, if a company.

Ian Morgan  
 Company Secretary  
 15 September 2008

## FINDERS RESOURCES LIMITED NOTICE OF ANNUAL GENERAL MEETING 16 OCTOBER 2008

NOTICE IS GIVEN that an Annual General Meeting of the Company will be held on 16 October 2008 at 10 am at Royal Automobile Club, Level 2, Phillip Room, 89 Macquarie Street, Sydney NSW 2000, to consider, and if thought fit, pass the resolutions below.

The Explanatory Statement and the Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice.

### 1. AGENDA

#### 1.1. Ordinary Business

##### 1.1.1. Financial Reports

To receive and consider the financial reports of the Company including the balance sheet and profit and loss account and statements of cash flows of the Company, the consolidated Financial Statements, the directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2008.

##### 1.1.2. Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following non binding Resolution:

"That the Remuneration Report for the year ended 30 June 2008 included in the Directors' Report, which is attached to the Financial Statements, be adopted by the Company."

**Note:** In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

##### 1.1.3. Resolution 2: Re-election of Stephen de Belle

To consider and, if thought fit, with or without amendment, to pass the following Resolution:

"That Stephen de Belle, having retired from his office as a Director in accordance with the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

#### 1.2. Special Business

##### 1.2.1. Resolution 3 – Ratification of Previous Share Placement (Tranche 1)

Resolution 3 is to consider and, if thought fit, with or without amendment, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment by the Company on 3 January 2008, of 4,000,000 fully paid ordinary shares in the capital of the Company ("Tranche 1

Shares") for a cash issue price of 110 cents per Share, to those persons set out in the explanatory statement forming part of this Notice."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

**1.2.2. Resolution 4 – Ratification of Previous Share Placement (Tranche 2)**

Resolution 4 is to consider and, if thought fit, with or without amendment, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment by the Company on 11 January 2008 of 2,066,116 fully paid ordinary shares in the capital of the Company ("Tranche 2 Shares") for a cash issue price of 110 cents per Share, to that person set out in the explanatory statement forming part of this Notice."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

**1.2.3. Resolution 5 – Ratification of Previous Share Placement (Tranche 3)**

Resolution 5 is to consider and, if thought fit, with or without amendment, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment by the Company on 11 January 2008, of 3,099,173 fully paid ordinary shares in the capital of the Company ("Tranche 3 Shares") for a cash issue price of 110 cents per Share, to that person set out in the explanatory statement forming part of this Notice.."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

**1.2.4. Resolution 6 – Participation in Share Placement by Placement Shareholders (Tranche 4)**

To consider and, if thought fit, with or without amendment, to pass the following Resolution:

"That, in accordance with ASX Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue and allot up to 8,333,333 Shares to the Placement Investors for a cash issue price of 60 cents per Share; 28 pence per Share; or the US currency equivalent of 60 cents per Share at the date these new Shares are issued."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.

**1.2.5. Resolution 7 – Participation in Share Placement by Russell Fountain (Tranche 5)**

To consider and, if thought fit, with or without amendment, to pass the following Resolution:

"That, in accordance with ASX Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to issue and allot up to 416,667 Shares to

Russell Fountain, a Director, or his nominee for a cash issue price of 60 cents per Share. "

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 7.

**1.2.6. Resolution 8 – Participation in Share Placement by Christopher Farmer (Tranche 6)**

To consider and, if thought fit, with or without amendment, to pass the following Resolution:

"That, in accordance with ASX Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to issue and allot up to 166,667 Shares to Christopher Farmer, a Director, or his nominee for a cash issue price of 60 cents per Share. "

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 8.

**1.2.7. Resolution 9 – Participation in Share Placement by Stephen de Belle (Tranche 7)**

To consider and, if thought fit, with or without amendment, to pass the following Resolution:

"That, in accordance with ASX Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to issue and allot up to 416,666 Shares to Stephen de Belle, a Director, or his nominee for a cash issue price of 60 cents per Share. "

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 9.

**1.3. Voting Exclusion Statements**

**1.3.1. Resolution 3**

For the purposes of ASX Listing Rule 7.5.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 3 by:

- (i) a person who participated in the issue of Shares referred to in Resolution 3;
- (ii) any Associate of that person(s); and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**1.3.2. Resolution 4**

For the purposes of ASX Listing Rule 7.5.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 4 by:

- (i) Tennant Metals Pty Limited;
- (ii) any Associate of Tennant Metals Pty Limited; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**1.3.3. Resolution 5**

For the purposes of ASX Listing Rule 7.5.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 5 by:

- (i) MIT Nominees Pty Limited;
- (ii) any Associate of MIT Nominees Pty Limited; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**1.3.4. Resolution 6**

In accordance with the notice requirements of ASX Listing Rule 7.3.8 for approval under ASX Listing Rule 7.1 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 6 by:

- (i) each Placement Investor;
- (ii) any Associate of that person; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed, and an Associate of any such person.

However, the entity will not disregard a vote if:

- (i) 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

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

#### 1.3.5. Resolution 7

For the purposes of ASX Listing Rule 10.13.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 7 by:

- (i) Russell Fountain;
- (ii) any Associate of Russell Fountain; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 1.3.6. Resolution 8

For the purposes of ASX Listing Rule 10.13.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 7 by:

- (i) Christopher Farmer;
- (ii) any Associate of Christopher Farmer; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 1.3.7. Resolution 9

For the purposes of ASX Listing Rule 10.13.6 and ASX Listing Rule 14.11.1, and all other purposes, the Company will disregard any votes cast on Resolution 7 by:

- (i) Stephen de Belle;
- (ii) any Associate of Stephen de Belle; and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the Company will not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 1.4. Voting Rights and Proxies

- (i) A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- (ii) This appointment may specify the proportion or number of votes that the proxy may exercise.
- (iii) The proxy need not be a member of the Company.
- (iv) 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.
- (v) Proxies may be lodged by :
  - posting to Finders Resources Limited, Suite 51, Level 3 330 Wattle St Ultimo NSW 2007; or
  - facsimile to Finders Resources Limited on facsimile number +61 2 9212 0200, so that it is received not later than 10.00 A.M., 14 October 2008, Sydney time
- (vi) All United Kingdom holders of the Company's depositary interests will receive a Form of Instruction for use at the Annual General Meeting instead of a Proxy Form.
- (vii) To be valid, the Form of Instruction, duly signed and executed, together with a power of attorney (if any) or other authority under which it is signed (if any) must be deposited at the offices of the Custodian, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol BS99 7NH at least 96 hours before the time for holding the meeting.

#### 1.5. Voting and required majority

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5:00pm Sydney time on 14 October 2008, being the second Business Day prior to the date of the Annual General Meeting.

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

- (i) the resolutions must be passed at a General Meeting of which not less than 28 days written notice specifying the intention to propose the resolutions has been given (satisfied by this Notice);
- (ii) in the case of ordinary resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative); and
- (iii) in the case of special resolutions must be passed by not less than 75% of all the votes cast by Shareholders 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.

## 1.6. Definitions

For the purposes of this Explanatory Statement and the Notice of Annual General Meeting the following definitions apply unless the context requires otherwise.

**AGM or Annual General Meeting** means the annual general meeting to be held at 10 am on 16 October 2008 and notified to the Company's Shareholders by the Notice.

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

**ASX** means ASX Limited ABN 98 008 624 691.

**ASX Listing Rules** means the official listing rules issued and enforced by the ASX as amended from time to time.

**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** means the Corporations Act 2001 (Cth).

**Directors** mean the directors of the Company from time to time.

**Directors' Report** means the Company's directors' report for the financial year ended 30 June 2008 prepared in accordance with the Corporations Act.

**Explanatory Statement** means the explanatory statement incorporated into this Notice.

**Issued Shares** means the total number of ordinary fully paid shares currently on issue.

**Financial Statements** means the Company's audited annual financial statements and associated reports for the financial year ended 30 June 2008 prepared in accordance with the Corporations Act.

**MIT Nominees Pty Limited** means MIT Nominees Pty Limited ACN 121 962 043.

**Notice** means this notice incorporating the Explanatory Statement.

**Placement** means the placement of fully paid ordinary shares to a limited number of institutions and other exempt investors in accordance with Chapter 6D of the Corporations Act.

**Placement Investors** means institutional or sophisticated investors, being persons who, because of one or more of sections 708(8), 708(10), 708(11) and 708(12) of the Corporations Act, may subscribe for Tranche 4 Shares without receiving a disclosure document issued by the Company in accordance with Part 6D.2 of the Corporations Act, excluding related parties of the Company.

**Resolutions** means the resolutions proposed in the Notice.

**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.

**Tennant Metals Pty Limited** means Tennant Metals Pty Limited ACN 107 199 655, holder of a relevant interest in MIT Nominees Pty Limited in accordance with section 608(3) of the Corporations Act.

**Tranche 1 Shares** means 4,000,000 Shares issued and allotted on 3 January 2008 for a cash issue price of 110 cents per Share to certain professional and sophisticated investors.

**Tranche 2 Shares** means 2,066,116 Shares issued and allotted on 11 January 2008 for a cash issue price of 110 cents per Share to Tennant Metals Pty Limited.

**Tranche 3 Shares** means 3,099,173 Shares issued and allotted on 11 January 2008 for a cash issue price of 110 cents per Share to MIT Nominees Pty Limited.

**Tranche 4 Shares** means 8,333,333 new Shares to be issued and allotted within three months of the AGM to Placement Investors for a cash issue price of 60 cents per Share; 28 pence per Share; or the US currency equivalent of 60 cents per Share at the date these new Shares are issued.

**Tranche 5 Shares** means up to 416,667 new Shares to be issued and allotted within one month of the AGM to Russell Fountain or his nominee for a cash issue price of 60 cents per Share.



**Tranche 6 Shares** means up to 166,667 new Shares to be issued and allotted within one month of the AGM to Christopher Farmer or his nominee for a cash issue price of 60 cents per Share.

**Tranche 7 Shares** means up to 416,666 new Shares to be issued and allotted within one month of the AGM to Stephen de Belle or his nominee for a cash issue price of 60 cents per Share.

### 1.7. Interpretation

For the purposes of interpreting the Explanatory Statement and the Notice:

- (i) the singular includes the plural and vice versa;
- (ii) words importing any gender include both genders;
- (iii) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (iv) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Explanatory Statement and the Notice;
- (v) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment);
- (vi) reference to **cents**, **\$**, **A\$**, **Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (vii) reference to **pence** is a reference to the lawful tender for the time being and from time to time of the United Kingdom; and
- (viii) reference to **US currency** is a reference to the lawful tender for the time being and from time to time of the United States of America.

By order of the Board of Directors  
Ian Morgan  
Company Secretary  
15 September 2008

## 2. EXPLANATORY STATEMENT

### 2.1. General

This Explanatory Statement has been prepared to provide you with material information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Annual General Meeting (**AGM**).

The purpose of the AGM is to consider and if thought fit, pass the Resolutions.

The Directors recommend that Shareholders read this Explanatory Statement, which forms part of the accompanying Notice of Meeting of Shareholders, before determining whether to support the Resolutions or otherwise.

### 2.2. Financial Reports

The consolidated Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2008 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. A copy of these financial reports may be downloaded from the company's web-site address at [www.findersresources.com/pdfs/FND-AR-2008.PDF](http://www.findersresources.com/pdfs/FND-AR-2008.PDF)

### 2.3. Resolution 1 - Remuneration Report

Resolution 1 is proposed for the adoption of the Remuneration Report contained in the Directors' Report referred to in the first item of the agenda set out in the Notice. The Remuneration Report of the Company for the financial year ended 30 June 2008 is set out in the Directors' Report contained in the 2008 annual report.

### 2.4. Resolution 2 - Re-election of Stephen de Belle

Resolution 2 relates to the re-election of Stephen de Belle as a Director of the Company. Under the Constitution, one-third of the Company's Directors, excluding the Managing Director, must resign and, if eligible, may be re-elected.

Stephen de Belle has vacated his office as Director in accordance with the Constitution and, being eligible, offers himself for re-election. The Board recommends that members vote in favour of this Resolution.

### 2.5. Resolutions 3 to 5 – Ratification of Previous Share Placements (Tranches 1 to 3)

#### 2.5.1. Background

On 3 January 2008, the Company issued 4,000,000 ordinary fully paid shares, each for 110 cents cash, to certain sophisticated and professional investors.

On 11 January 2008, the Company issued:

- 2,066,116 ordinary fully paid shares to Tennant Metals Pty Limited; and
- 3,099,173 ordinary fully paid shares to MIT Nominees Pty Limited, each for 110 cents cash.

These Placements were each to raise funds for the construction of a heap leach SX-EW pilot plant for the Company's Wetar copper project and additional working capital.

### 2.5.2. Approvals Required

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

Although the issue of 4,000,000 Tranche 1 Shares, 2,066,116 Tranche 2 Shares, and 3,099,173 Tranche 3 Shares under the Placements were within the 15% prescribed limit when issued, the issue of those shares had not previously obtained Shareholder approval.

ASX Listing Rule 7.4 however treats the issue of those Tranche 1 Shares, Tranche 2 Shares, and Tranche 3 Shares made without the approval under ASX Listing Rule 7.1, as having been made with approval for the purposes of ASX Listing Rule 7.1 if those issues did not breach ASX Listing Rule 7.1, and the Shareholders subsequently approve them. Those issues did not breach ASX Listing Rule 7.1.

Under Resolutions 1, 2 and 3, the Company seeks the ratification by the Shareholders of the issue and allotment of the Tranche 1 Shares, Tranche 2 Shares, and Tranche 3 Shares issued and allotted to the subscribers under the Placements, so as to 'refresh' the effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

### 2.5.3. Details of Tranche 1 Shares

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

*Issue Date:* 3 January 2008

**ASX Listing Rule 7.5.1:** *Number of fully paid ordinary shares:* 4,000,000

**ASX Listing Rule 7.5.2:** *Issue Price:* 110 cents cash each Share.

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

**ASX Listing Rule 7.5.4:** *Allottee (basis):* Certain professional and sophisticated investors.

**ASX Listing Rule 7.5.5:** *Use or intended use of the funds raised:* Funds raised were for the construction of a heap leach SX-EW pilot plant for the Company's Wetar copper project and additional working capital.

**ASX Listing Rule 7.5.6:** *A voting exclusion statement:* A voting exclusion statement is included at paragraph 1.3.1 of this Notice.

#### 2.5.4. Details of Tranche 2 Shares

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

*Issue Date:* 11 January 2008.

**ASX Listing Rule 7.5.1:** *Number of fully paid ordinary shares:* 2,066,116.

**ASX Listing Rule 7.5.2:** *Issue Price:* 110 cents cash each Share.

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

**ASX Listing Rule 7.5.4:** *Allottee (basis):* Tennant Metals Pty Limited.

**ASX Listing Rule 7.5.5:** *Use or intended use of the funds raised:* Funds raised were for the construction of a heap leach SX-EW pilot plant for the Company's Wetar copper project and additional working capital.

**ASX Listing Rule 7.5.6:** *A voting exclusion statement:* A voting exclusion statement is included at paragraph (ii) of this Notice.

#### 2.5.5. Details of Tranche 3 Shares

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

*Issue Date:* 11 January 2008.

**ASX Listing Rule 7.5.1:** *Number of fully paid ordinary shares:* 3,099,173.

**ASX Listing Rule 7.5.2:** *Issue Price:* 110 cents cash each Share.

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

**ASX Listing Rule 7.5.4:** *Allottee (basis):* MIT Nominees Pty Limited.

**ASX Listing Rule 7.5.5:** *Use or intended use of the funds raised:* Funds raised were for the construction of a heap leach SX-EW pilot plant for the Company's Wetar copper project and additional working capital.

**ASX Listing Rule 7.5.6:** *A voting exclusion statement:* A voting exclusion statement is included at paragraph 1.3.3 of this Notice.

2.6. Resolution 6 – Participation in Share Placement by Placement Shareholders (Tranche 4)

Pursuant to ASX Listing Rule 7.3, the following information is provided regarding ASX Listing Rule 7.1 approval:

2.6.1. **ASX Listing Rule 7.3.1:** *Maximum number of securities to be issued and allotted* pursuant to Resolution 6:

Up to 8,333,333 Tranche 4 Shares will be issued and allotted to Placement Investors.

2.6.2. **ASX Listing Rules 7.3.2 and 7.3.7:** *Date by which securities will be issued and allotted*

If Shareholder approval is obtained, the issue and allotment of Tranche 4 Shares to the Placement Investors will occur on a date or dates which is or are no later than three months after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

2.6.3. **ASX Listing Rule 7.3.3:** *Issue price of securities*

The issue price is a cash issue price of 60 cents per Tranche 4 Share (which is the same price as offered to Shareholders under the Share Purchase Plan announced on 3 September 2008); 28 pence per Tranche 4 Share; or the US currency equivalent of 60 cents per Tranche 4 Share at the date these Tranche 4 Shares are issued.

2.6.4. **ASX Listing Rule 7.3.4:** *Names of allottees*

The allottees are the Placement Investors. The Placement Investors must be persons who are not related parties of the Company.

2.6.5. **ASX Listing Rule 7.3.5:** *Terms of securities*

The Company will apply to the ASX to have Tranche 4 Shares issued to the Placement Investors Officially Quoted and these Tranche 4 Shares will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the holders in respect of the Tranche 4 Shares issued to the Placement Investors will be identical to the rights and entitlements of the holders of existing issued Shares.

2.6.6. **ASX Listing Rule 7.3.6:** *Intended use of the funds*

The funds raised by the issue and allotment of Tranche 4 Shares to the Placement Investors will be applied to additional working capital, particularly for the continued development of the Wetar Copper Project.

2.6.7. **ASX Listing Rule 7.3.8:** *A voting exclusion statement*

A voting exclusion statement is included at paragraph 1.3.4 of this Notice.

**2.7. Resolution 7 – Participation in Share Placement by Russell Fountain (Tranche 5)**

**2.7.1. ASX Listing Rule 10.13.1: *Name of Person***

Russell Fountain, a Director, or his nominee.

**2.7.2. ASX Listing Rule 10.13.2: *Maximum number of securities to be issued and allotted***

Up to 416,667 Tranche 5 Shares will be issued and allotted to Russell Fountain or his nominee.

**2.7.3. ASX Listing Rule 10.13.3: *Date by which securities will be issued and allotted***

If Shareholder approval is obtained, the issue and allotment of Tranche 5 Shares to Russell Fountain or his nominee will occur on a date or dates which is or are no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

**2.7.4. ASX Listing Rule 10.13.5: *Issue price of securities***

The issue price is 60 cents cash per Tranche 5 Share, which is the same price as offered to Shareholders under the Share Purchase Plan announced on 3 September 2008.

**2.7.5. ASX Listing Rule 10.13.6: *A voting exclusion statement***

A voting exclusion statement is included at paragraph 1.3.5 of this Notice.

**2.7.6. ASX Listing Rule 10.13.6A: *Intended use of the funds***

The funds raised by the issue and allotment of Tranche 5 Shares to Russell Fountain or his nominee will be applied to additional working capital, particularly for the continued development of the Wetar Copper Project.

**2.8. Resolution 8 – Participation in Share Placement by Christopher Farmer (Tranche 6)**

**2.8.1. ASX Listing Rule 10.13.1: *Name of Person***

Christopher Farmer, a Director, or his nominee.

**2.8.2. ASX Listing Rule 10.13.2: *Maximum number of securities to be issued and allotted***

Up to 166,667 Tranche 6 Shares will be issued and allotted to Christopher Farmer or his nominee.

**2.8.3. ASX Listing Rule 10.13.3: *Date by which securities will be issued and allotted***

If Shareholder approval is obtained, the issue and allotment of Tranche 6 Shares to Christopher Farmer or his nominee will occur on a date or dates which is or are no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

**2.8.4. ASX Listing Rule 10.13.5: *Issue price of securities***

The issue price is 60 cents cash per Tranche 6 Share, which is the same price as offered to Shareholders under the Share Purchase Plan announced on 3 September 2008.

**2.8.5. ASX Listing Rule 10.13.6: *A voting exclusion statement***

A voting exclusion statement is included at paragraph 1.3.6 of this Notice.

**2.8.6. ASX Listing Rule 10.13.6A: *Intended use of the funds***

The funds raised by the issue and allotment of Tranche 6 Shares to Christopher Farmer or his nominee will be applied to additional working capital, particularly for the continued development of the Wetar Copper Project.

**2.9. Resolution 9 – Participation in Share Placement by Stephen de Belle (Tranche 7)**

**2.9.1. ASX Listing Rule 10.13.1: *Name of Person***

Stephen de Belle, a Director, or his nominee.

**2.9.2. ASX Listing Rule 10.13.2: *Maximum number of securities to be issued and allotted***

Up to 416,666 Tranche 7 Shares will be issued and allotted to Stephen de Belle or his nominee.

**2.9.3. ASX Listing Rule 10.13.3: *Date by which securities will be issued and allotted***

If Shareholder approval is obtained, the issue and allotment of Tranche 7 Shares to Stephen de Belle or his nominee will occur on a date or dates which is or are no later than one month after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver.

**2.9.4. ASX Listing Rule 10.13.5: *Issue price of securities***

The issue price is 60 cents cash per Tranche 7 Share, which is the same price as offered to Shareholders under the Share Purchase Plan announced on 3 September 2008.

**2.9.5. ASX Listing Rule 10.13.6: *A voting exclusion statement***

A voting exclusion statement is included at paragraph 1.3.7 of this Notice.

**2.9.6. ASX Listing Rule 10.13.6A: *Intended use of the funds***

The funds raised by the issue and allotment of Tranche 7 Shares to Stephen de Belle or his nominee will be applied to additional working capital, particularly for the continued development of the Wetar Copper Project.

### 3. APPOINTMENT OF A PROXY FORM

If appointing a Proxy to attend the Annual General Meeting on your behalf, please complete and lodge this Proxy form in accordance with the instructions following.

I/We being a shareholder/shareholders of Finders Resources Limited pursuant to my/our right to appoint not more than two proxies, appoint

<input type="checkbox"/> The Chairman of the Meeting (mark with an "X")	OR		Write here the name of the person you are appointing if this person is <b>someone other than</b> the Chairman of the Meeting.
or failing him/her			Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above) the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at 10 am (Sydney time) on 16 October 2008 at the Royal Automobile Club, Level 2, Phillip Room, 89 Macquarie Street, Sydney NSW and any adjournment of that meeting.

This proxy is to be used in respect of \_\_\_\_\_ % of the Ordinary Shares I/we hold.

If you wish to indicate how your proxy is to vote, please place an "X" in the appropriate box, beside each resolution, below. If no indication is given on a resolution, the proxy may abstain or vote at his/her discretion. Proxies lodged in favour of the Chairman which do not include a vote will be used to vote in favour of the 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 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 the resolutions. Votes cast by the Chair of the meeting for the resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions. The Chair intends to vote 100% of all open proxies in favour of all resolutions.

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

	For	Against	Abstain*
To consider and, if thought fit, to pass, with or without amendment, the following resolutions as ordinary resolutions:			
<b>Resolution 1:</b> To adopt the Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> To re-elect Stephen de Belle as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> To ratify the placement of 4,000,000 Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4:</b> To ratify the placement of 2,066,116 Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5:</b> To ratify the placement of 3,099,173 Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6:</b> To approve the placement of up to 8,333,333 Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7:</b> To approve the placement of up to 416,667 Shares to a Director, Russell Fountain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8:</b> To approve the placement of up to 166,667 Shares to a Director, Christopher Farmer.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9:</b> To approve the placement of up to 416,666 Shares to a Director, Stephen de Belle.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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 votes will not be counted in computing the required majority on a poll.*

**PLEASE SIGN HERE**

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented. *Executed in accordance with section 127 of the Corporations Act 2001 (Cth):*

<b>Individual or Shareholder 1</b>	<b>Joint Shareholder 2</b>	<b>Joint Shareholder 3</b>
[Signature Box]	[Signature Box]	[Signature Box]
<b>Sole Director &amp; Company Secretary</b>	<b>Director / Company Secretary</b>	<b>Director</b>

Dated this \_\_\_\_\_ Day of \_\_\_\_\_ 2008

**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. 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.
3. 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.
4. 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.
5. 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
6. 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.
7. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
  - post to Finders Resources Limited, Suite 51, Level 3 330 Wattle St Ultimo NSW 2007; or
  - facsimile to Finders Resources Limited on facsimile number +61 2 9212 0200, so that it is received not later than 10.00 am, 14 October 2008, Sydney time

**Proxy forms received later than this time will be invalid.**

8. 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.



4. APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

\_\_\_\_\_  
(ABN/ACN/ARBN \_\_\_\_\_ )  
*(Insert name of Shareholder/Body Corporate & ACN/ARBN)*

Hereby Authorises

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

(\* ) 1. To act as the Company's representative at all General Meetings of FINDERS Resources Limited (ABN 82 108 547 413)

(\* ) 2. To act as the Company's Representative at the Annual General Meeting to be held at 10 am on 16 October 2008 and any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

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.