

12 August 2009

Dear Shareholder

As you may be aware, Finders Resources Ltd (Finders) recently announced a share placement to raise \$20 million, by the issue of 60.6 million shares at an issue price of \$0.33 per share. The issue was over subscribed and was scaled back, but as the total number of shares to be issued exceeds 15% of the total capital of the company, that portion of the placement which exceeds 15% requires the approval of shareholders. The formal notice of an extraordinary general meeting of the company (EGM) to approve the issue of these shares is included herewith.

The issue of the initial tranche 1 shares, totaling 16.6 million shares and falling within the 15% limit was completed on 7th August. The EGM also includes a resolution for shareholders to ratify the issue of these shares so as to “refresh” the company’s ability to issue up to 15% of its capital within a 12 month period without further shareholder approval.

An additional resolution at the EGM will seek approval for the grant of 1 million incentive options, at an exercise price of \$0.37 each subject to specific performance hurdles to Mr Michael Stirzaker, who has recently joined the board as Finance Director.


Funds raised will be applied to repaying the company’s US\$5.0 million debt facility which is due by 31 December 2009. The balance of funds raised will be used for completion of the Feasibility Study at the Wetar Copper Project in Indonesia and for post feasibility work to progress the project towards full development.

Also, as previously announced, the company will offer a Share Purchase Plan (SPP) to registered shareholders as of record date 3 August 2009 to participate in the equity raising by subscribing up to A\$10,000 for new shares at a price of A\$0.33. If fully subscribed, the SPP would raise approximately AUD\$4.9 million additional to the current placement. Letters of offer with respect to this SPP will be distributed separately to shareholders by Computershare.

Your Directors believe that this placement will greatly strengthen the company’s financial position going forwards, and all eligible directors plan to support all the resolutions to be put at the EGM.

Thank you for your on-going support of Finders in this very exciting phase of the company’s development.

Yours faithfully



Russell Fountain
Chairman



Dear Shareholder,

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

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

Venue: Finders Resources Limited, Suite 51, Level 3, 330 Wattle Street, Ultimo NSW 2007.

Time: 10.00 am

Date: Monday 14 September 2009

The meeting will consider a number of resolutions related to past and proposed security issues. These resolutions are explained in the Explanatory Statement in some detail. Please find enclosed the following documents in relation to the EGM:

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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 EGM in person, you are urged to complete and lodge the enclosed Proxy or appointment of Corporate Representative form.

Ian Morgan
Company Secretary
12 August 2009

NOTICE IS GIVEN that an Extraordinary General Meeting of the Company will be held on Monday 14 September 2009 at 10.00 am at Finders Resources Limited, Suite 51, Level 3, 330 Wattle Street, Ultimo NSW 2007, 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. Special Business

1.1.1. Resolution 1 – Ratification of Previous Share Issue to Placement Investors (Tranche 1 Placement Shares)

Resolution 1 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 7 August 2009 of 16,600,000 fully paid ordinary shares in the capital of the Company (“Tranche 1 Placement Shares”) for a cash issue price of 33 cents per Share to the Placement Investors.”

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

1.1.2. Resolution 2 – Approval of Share Placement to Placement Investors (Tranche 2 Placement Shares)

To consider and, if thought fit, with or without amendment, to pass the following ordinary 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 45,000,000 Shares to the Placement Investors (“Tranche 2 Placement Shares”) for a cash issue price of 33 cents per Share.”

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

1.1.3. Resolution 3 – Granting Options to Michael Stirzaker

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

“That, for the purposes of ASX Listing Rule 10.11, approval is given for the Directors to grant 1,000,000 Options to Michael Stirzaker, a Director (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

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

1.2. Voting Exclusion Statements

1.2.1. Resolution 1

For the purposes of ASX Listing Rules 7.5.6 and 14.11.1 and all other purposes, the Company will disregard any votes cast on Resolution 1 by:

- (i) each Placement Investor;
- (ii) any Associate of a Placement Investor; 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.

1.2.2. Resolution 2

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 2 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.

1.2.3. Resolution 3

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 3 by:

- (i) Michael Stirzaker;
- (ii) any Associate of Michael Stirzaker; 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. 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 am, 11 September 2009, Sydney time
- (vi) All United Kingdom holders of the Company's depository interests will receive a Form of Instruction for use at the Extraordinary 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.

1.4. Voting and required majority

For the purpose of determining a person's entitlement to vote at the Extraordinary 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 10 September 2009, being the second Business Day prior to the date of the Extraordinary 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); and
- (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).

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each fully paid Share.

1.5. Definitions

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

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.

EGM or Extraordinary General Meeting means the extraordinary general meeting to be held at 10.00 am on Monday 14 September 2009 and notified to the Company's Shareholders by this Notice.

Explanatory Statement means the explanatory statement incorporated into this Notice.

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

Notice means this notice incorporating the Explanatory Statement.

Option(s) means the right to acquire one Share for an exercise price during a defined period.

Placement means the placement of fully paid ordinary shares to a limited number of institutions and other exempt investors in accordance with Section 708 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, have subscribed for Tranche 1 Placement Shares or will subscribe for Tranche 2 Placement 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.

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.

Tranche 1 Placement Shares means 16,600,000 Shares issued and allotted on 7 August 2009 for a cash issue price of 33 cents per Share to the Placement Investors.

Tranche 2 Placement Shares means up to 45,000,000 Shares to be issued and allotted within three months of the EGM to Placement Investors for a cash issue price of 33 cents per Share.

1.6. 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); and
- (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.

By order of the Board of Directors
Ian Morgan
Company Secretary
12 August 2009

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 Extraordinary General Meeting (EGM).

The purpose of the EGM 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. 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 issues of 16,600,000 Tranche 1 Placement Shares were within the 15% prescribed limit when issued, Shareholder approval was not obtained prior to the issues of those Shares.

However, ASX Listing Rule 7.4 treats the issues of those Tranche 1 Placement 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 Shareholders subsequently approve them.

Those issues did not breach ASX Listing Rule 7.1.

Under Resolution 1, the Company seeks the ratification by the Shareholders of the issues and allotments of the Tranche 1 Placement Shares, so as to 'refresh' the effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

2.3. Resolution 1 – Ratification of Previous Share Issue (Tranche 1 Placement Shares)

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

Issue Date: 7 August 2009

ASX Listing Rule 7.5.1: *Number of Shares:* 16,600,000

ASX Listing Rule 7.5.2: *Issue Price:* 33 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):* the allottees are certain professional and sophisticated investors unrelated to the Company.

ASX Listing Rule 7.5.5: *Use or intended use of the funds raised:* The funds raised by the issue and allotment of Tranche 1 Placement Shares to the Placement Investors will be applied to

repay half the Company's US\$5.0 million debt facility, complete the Wetar feasibility study and provide additional working capital.

ASX Listing Rule 7.5.6: *A voting exclusion statement:* A voting exclusion statement is included at paragraph 1.2.1 of this Notice.

2.4. Resolution 2 – Participation in Share Placement by Placement Investors (Tranche 2 Placement Shares)

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

ASX Listing Rule 7.3.1: *Maximum number of securities to be issued and allotted pursuant to Resolution 2:* Up to 45,000,000 Tranche 2 Placement Shares will be issued and allotted to Placement Investors.

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 2 Placement 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 Extraordinary General Meeting or such later time as deemed appropriate by an ASX waiver.

ASX Listing Rule 7.3.3: *Issue price of securities:* The issue price is a cash issue price of 33 cents per Tranche 2 Placement Share.

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.

ASX Listing Rule 7.3.5: *Terms of securities:* The Company will apply to the ASX to have Tranche 2 Placement Shares officially quoted and they 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 2 Placement Shares issued to the Placement Investors will be identical to the rights and entitlements of the holders of existing issued Shares.

ASX Listing Rule 7.3.6: *Intended use of the funds:* The funds raised by the issue and allotment of Tranche 2 Placement Shares to the Placement Investors will be applied to complete the repayment of the Company's US\$5 million debt facility which is due by 31 December 2009. The balance of funds raised will be used for completion of the Wetar feasibility study and for post feasibility work to progress the project towards full development and provide additional working capital.

ASX Listing Rule 7.3.8: *A voting exclusion statement:* A voting exclusion statement is included at paragraph 1.2.2 of this Notice.

2.5. Resolution 3 – Granting Options to Michael Stirzaker

2.5.1. General

The Company proposes to issue 1,000,000 Options to Michael Stirzaker as part of his remuneration package as an executive Director of the Company, and to secure his ongoing commitment to the continued growth of the Company.

In determining the number and terms of the Options to be issued to Michael Stirzaker or his nominee, consideration was given to his relevant experience and role as a Director, his overall remuneration terms including whether the Options constitute reasonable remuneration in the

circumstances, the current market price of Shares and the terms of option packages granted to directors of other companies within the sector in which the Company operates.

Shareholder approval for the issue of the Options to Michael Stirzaker is required pursuant to ASX Listing Rule 10.11.

2.5.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company (which includes a director).

Separate approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to Michael Stirzaker, as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of securities to Michael Stirzaker will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

2.5.3. Technical Information Required by ASX Listing Rule 10.13

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 3:

ASX Listing Rule 10.13.1: *Name of person:* Michael Stirzaker or his nominee.

ASX Listing Rule 10.13.2: *Maximum number of securities to be issued to the person:* 1,000,000 Options.

ASX Listing Rule 10.13.3: *Date by which the securities are to be issued:* The Options will be issued no later than one (1) month after the date of the Extraordinary General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on the same date.

ASX Listing Rule 10.13.4: *Nature of relationship:* Michael Stirzaker is an executive Director of the Company.

ASX Listing Rule 10.13.5: *Issue price of the securities and a statement of terms of issue:* Each Option will entitle the holder to subscribe for one Share in the Company. The Option terms include:

- (i) The Options will vest and become exercisable at any time commencing the Vesting Date (defined below) and prior to the date 5 years after the date of granting the Options (Expiry Date).
- (ii) Vesting Date means the date that is 180 days after the first drawdown under a debt facility (excluding convertible notes) to fund the construction and operation of the Full Scale Wetar Copper Project or, if the Company decides that equity (including convertible notes) rather than debt will be the source of funding for the Full Scale Wetar Copper Project, then the date of receipt of the last raising of equity.
- (iii) Full Scale Wetar Copper Project means the Wetar copper project commissioned to produce at the rate approved by the Board following completion of a feasibility study.
- (iv) Each Option will be issued for no consideration.
- (v) Options not exercised on or before the Expiry Date will automatically lapse.

- (vi) The exercise price of each Option is 37 cents per Share.
- (vii) Options may only be exercised by notice in writing to the Board delivered to the registered office of the Company.
- (viii) The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the exercise price (for example, if the exercise price is paid by cheque, by clearance of that cheque).
- (ix) All Shares allotted upon exercise of Options rank *pari passu* in all respects with Shares previously issued and, in particular, entitle the holder to participate fully in:
 - a) dividends declared by the Company after the date of allotment; and
 - b) all issues of securities made or offered pro rata to holders of Shares.
- (x) The Company will not apply for official quotation by ASX of any Options.
- (xi) The Company must apply for official quotation of all Shares allotted pursuant to the exercise of these Options within a timeframe in accordance with the ASX Listing Rules.
- (xii) The Option holder may only participate in entitlements issues of securities to Shareholders if an Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue.
- (xiii) Neither the exercise price nor the underlying number of Shares into which an Option may be converted will be adjusted upon any entitlements issue or other issue of securities by the Company.
- (xiv) In the event of any reconstruction (including consolidations, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

ASX Listing Rule 10.13.6A: *Intended use of the funds:* The Options will be issued for no cash consideration and otherwise for the reasons set out in Section 2.5 of this Explanatory Statement. No funds will be raised from the issue of the Options to Michael Stirzaker or his nominee.

ASX Listing Rule 10.13.6: *Voting exclusion statement:* A voting exclusion statement is included at paragraph 1.2.3 of this Notice.

2.5.4. Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit (which includes options) to a related party (which includes a Director) without prior shareholder approval unless one of a number of exceptions applies. It is the Directors' view that the exception set out in Section 211 (benefits that are reasonable remuneration) applies in this case.

2.5.5. Additional Information

The following additional information is provided to enable Shareholders to assess the proposed issue of the Options to Michael Stirzaker or his nominee:

The related party to whom the financial benefit will be given:
Michael Stirzaker or his nominee.

The nature of the financial benefits:
1,000,000 Options, each to subscribe for one Share.

Director's recommendations:

Michael Stirzaker declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution.

Russell Fountain, Christopher Farmer, Stephen de Belle, Stephen Loneragan, T Quinn Roussel and Robert Thomson each recommend that Shareholders vote in favour of Resolution 3 as they are of the view that the issue of the Options to Michael Stirzaker or his nominee is an appropriate form of reasonable remuneration to provide him with an incentive to maximise returns to Shareholders. The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3.

Director's interest in resolution:

None of Russell Fountain, Christopher Farmer, Stephen de Belle, Stephen Loneragan, T Quinn Roussel or Robert Thomson has an interest in Resolution 3.

If Resolution 3 is passed, Michael Stirzaker or his nominee will receive Options to subscribe for Shares in the Company.

All other relevant information:

Remuneration generally: As at the date of this Notice, the annual remuneration payable to Michael Stirzaker as Director's fees for his services is \$nil.

During the previous financial year Michael Stirzaker received \$nil as Director's fees for his services to the Company.

Under a consultancy agreement entered into with an entity related to Michael Stirzaker prior to his appointment as a Director, the Company pays \$15,000 per month for his services from 1 July 2009 and will pay an additional fee of \$75,000 on the Vesting Date. Pursuant to the agreement, the fees paid and payable by the Finders group for Mr. Stirzaker's services up to 31 July 2009 total \$15,000.

Director's current interests:

As at the date of this Notice, Michael Stirzaker has an indirect interest in 4,017,858 Shares in the Company.

Dilution effect:

If Shareholders approve the issue of the Options to Michael Stirzaker or his nominee, and all of the Options are exercised by Michael Stirzaker or his nominee, the effect will be to dilute the shareholding of existing Shareholders by 0.86% on an undiluted basis (based on 115,717,311 Shares currently being on issue) or by 0.56% if each of the other Resolutions in this Notice is approved by Shareholders.

Share trading prices in the past 12 months:

In the 12 months preceding the date of this Notice, the highest, lowest and last trading price of Shares on the ASX are as set out below:

	Cents
Highest	80.0
Lowest	21.0
Last	38.0

Valuation of Options:

The Options have been valued by internal management of the Company using the Black-Scholes pricing model and based upon the following assumptions:

- (i) the valuation date for the Options is 12 August 2009, although the Options will not be granted until the Shareholders have approved the grant of these Options;
- (ii) the market price of a Share quoted on the ASX as at 5 August 2009 was 38.0 cents;
- (iii) the exercise price of the Options is 37.0 cents;
- (iv) the Options expire on the date 5 years after the date of granting the Options;
- (v) a risk free rate of 5.23% (being an estimate of the 5 year government bond rate);
- (vi) a volatility rate of 76.7% has been applied after considering the industry volatility for the past twenty-six months on a daily basis;
- (vii) the Options will not be listed on the ASX;
- (viii) the Options vest and become exercisable on the Vesting Date, which will only occur if the vesting conditions described at paragraph 2.5.3 of this Notice are satisfied; and
- (ix) the valuation noted below is not necessarily the market price that the Options could be traded at and it is not automatically the market price for taxation purposes.

Based on the above assumptions, the value of each Option to be issued to Michael Stirzaker or his nominee is 22.2 cents.

3. APPOINTMENT OF A PROXY FORM

If appointing a Proxy to attend the Extraordinary 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

The Chairman of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** 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 Extraordinary General Meeting to be held at 10.00 am (Sydney time) on Monday 14 September 2009 at Finders Resources Limited, Suite 51, Level 3, 330 Wattle Street, Ultimo NSW 2007 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:			
Resolution 1: To ratify issue of 16,600,000 Shares to Placement Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: To approve the placement of up to 45,000,000 Shares to Placement Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: To approve the granting of 1,000,000 Options to Michael Stirzaker	<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):

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
<div style="border: 1px solid black; height: 40px; width: 100%;"></div>	<div style="border: 1px solid black; height: 40px; width: 100%;"></div>	<div style="border: 1px solid black; height: 40px; width: 100%;"></div>
Sole Director & Company Secretary	Director / Company Secretary	Director

Dated this _____ Day of _____ 2009

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, 11 September 2009, Sydney time.

Proxy forms received later than this time will be invalid.

8. Chapter 2C of the Corporations Act 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 Extraordinary General Meeting to commence at **10.00 am on Monday 14 September 2009** and any adjournment thereof.

Dated this _____ day of _____ 2009

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 Extraordinary General Meeting which this appointment accompanies or handed in at the Extraordinary General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.