

24 August 2009



Dear Shareholder,

The Directors of Finders Resources Limited (the "Company" or "FND") are pleased to make an offer under the Finders Resources Share Purchase Plan to eligible FND shareholders.

The enclosed documents are important and I urge you to give them your full consideration.

Invitation to Participate in the Finders Resources Share Purchase Plan ("SPP")

FND recently announced that it had raised A\$20 million through a placement of new ordinary fully paid shares for A\$0.33 cash each to certain institutions and private investors. The first tranche of money (A\$5.5 million) has been received by the Company, and the notice of extraordinary general meeting for FND shareholders to approve the second tranche (A\$14.5 million gross before fees) was recently mailed to shareholders.

At the time of the placement, FND announced that shareholders would be given the opportunity to acquire shares through a SPP at the same price as the placement, namely A\$0.33 each. The SPP is optional and entitles such shareholders in the Company, irrespective of the size of their shareholding, to purchase up to \$10,000 of ordinary fully paid shares in FND free of brokerage. Should you wish to participate, the terms and conditions of the SPP and a personalised Application Form are enclosed.

If you do participate, you are asked to choose between one of three purchase alternatives: 3,030 shares at a total cost of A\$1,000; 15,152 shares at a total cost of A\$5,000; or 30,303 shares at a total cost of A\$10,000. The Company has rounded the number of shares to be issued to the nearest whole number.

If all eligible shareholders take up their maximum entitlement, this SPP would raise approximately \$4.8 million.

Funds received in the SPP will supplement those raised in the recent placement and will be further applied towards post feasibility work to progress the Wetar Copper Project towards full development. This work will include, but not be limited to, detailed engineering, deposits on long lead items, civil works, the costs of arranging development finance, and will also facilitate further exploration at the Company's Ojalali gold project.

I urge you to consider this opportunity and to read the enclosed terms and conditions of the SPP. Should you decide to participate, please follow the instructions for payment on the enclosed personalised application form and ensure that your payment is received by the Company **no later than 5.00pm on Monday, 14 September 2009.**

I thank you for your continuing support of the Company.

If you have any questions regarding this SPP, please call the Company on + 61 (2) 9211 8299 during business hours.

Yours sincerely
Finders Resources Limited

A handwritten signature in black ink, appearing to read 'Russell Fountain', is written over a horizontal line.

Russell Fountain
Chairman

FINDERS RESOURCES LIMITED – SHARE PURCHASE PLAN

TIMETABLE

The timetable for the implementation of this SPP is as follows:

Event	Day	Date
Record Date to identify eligible shareholders entitled to participate in the offer under this SPP	Monday	3 August 2009
Announcement Date	Tuesday	4 August 2009
Opening Date	Tuesday	25 August 2009
Closing Date	Monday	14 September 2009
Issue and allot Shares	Friday	18 September 2009
Quotation of Shares	Monday	21 September 2009

TERMS AND CONDITIONS

The following are the terms and conditions of the Share Purchase Plan announced on 4 August 2009 and approved by the Directors of the Company ("SPP"). The offer under this SPP is dated 25 August 2009. By accepting the offer to acquire Shares under this SPP you agree to be bound by these Terms and Conditions and the Constitution of the Company.

1. ELIGIBILITY

- 1.1 Those members of the Company who are eligible to apply for Shares under the offer (the "Eligible Members") are those who:
 - are recorded in the Company's register of members at 7:00pm on 3 August 2009; and
 - have an address (as recorded in the Company's register of members) in Australia or New Zealand.
- 1.2 This SPP does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.
- 1.3 Eligible Members may apply for one of the three Share parcel sizes set out in the enclosed application form. The number of Shares to be issued under each parcel size have been rounded up or down to the nearest whole number.
- 1.4 The maximum amount that can be taken up by an Eligible Member in this SPP has been fixed by the Board at A\$10,000. This maximum amount is the same for all Eligible Members, irrespective of how many Shares were held on the record date.
- 1.5 The maximum amount of A\$10,000 also applies to Eligible Members who receive more than one offer from the Company, for example, if the Eligible Member is both a joint and a sole shareholder, or if the Eligible Member is a shareholder with more than one holding under a separate account.

- 1.6 Participation in the SPP is optional and Eligible Members should seek independent financial advice from a licensed adviser if they are unsure as to whether they should participate in the SPP.

2. CUSTODIAN

- 2.1 The SPP permits custodian offers. The Company will not issue Shares to a custodian with a total application price exceeding \$10,000, unless on application for the Shares, the custodian certifies in accordance with the requirements of ASIC Class Order CO 09/425.
- 2.2 To the extent that a Custodian holds Shares on account of a beneficiary resident outside Australia or New Zealand, it is the responsibility of the registered holder to ensure that any acceptance complies with all applicable foreign laws.

3. OFFER AND APPLICATION

- 3.1 The offer will open on Tuesday, 25 August 2009 and close at 5.00pm (AEST) on Monday, 14 September 2009. The Company reserves the right to vary the closing date.
- 3.2 Applications to participate in the SPP must be made using the enclosed application form or by making payment using BPAY[®] as instructed on the application form. Applications must be received by the Company's share registry with the correct payment no later than the Closing Date. Applicants should be aware that if applying for shares and payment is being made by BPAY[®], their own financial institutions may impose earlier cut off times with regards to electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY[®] are received by this time. By returning the application form or by making payment via BPAY[®], you agree to be bound by these Terms and Conditions, and the Company's Constitution.

4. CALCULATION OF ISSUE PRICE

4.1 The issue price of the Shares under the SPP is A\$0.33 each. This is the same price as the recent placement made to institutional and private investors.

4.2 The issue price is:

- a 4.4% discount to the last traded price on ASX; and
- a 5.4% discount to the 20 day volume weighted average price on ASX;

before the announcement of the SPP on 4 August 2009.

5. TERMS OF ISSUE OF SHARES

5.1 The Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member or has not otherwise complied with the terms of the SPP or for any other reason. If an application is refused, the application monies received will be refunded without interest.

5.2 The offer of Shares under the SPP is non-renounceable which means that Eligible Members cannot transfer their entitlement to purchase Shares under the SPP to another person.

5.3 Applications cannot be withdrawn, in whole or in part, during or after the offer period. Any acceptance by an Eligible Member to participate in the SPP is irrevocable.

5.4 By accepting this offer and applying for Shares under the SPP, each Eligible Member acknowledges that although the issue price is at a discount to the price of the Company's Shares on the ASX during the period described in clause 4.2, the Shares are a speculative investment and the price of the Shares quoted on the ASX may change between the date of the offer and the date of issue of the Shares and that the value of the Shares received under the SPP may rise or fall accordingly.

5.5 No brokerage or other transaction costs are payable by Eligible Members participating in the SPP.

5.6 Shares allotted under the SPP will rank equally in all respects with all other Shares in the Company on the date of issue.

5.7 The Company will apply for quotation on the ASX of Shares issued under the SPP.

6. GENERAL

6.1 The SPP will be administered by the Board, or any committee of the Board, which will have an absolute discretion to:

- (a) determine appropriate procedures for administration of the SPP consistent with these Terms and Conditions, and the Company's Constitution;
- (b) resolve conclusively all questions of fact or interpretation arising in connection with the SPP, these Terms and Conditions, or the Company's Constitution; and

(c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the SPP, these Terms and Conditions, or the Company's Constitution.

6.2 The SPP and these Terms and Conditions may be suspended, terminated or amended at any time by the Board.

6.3 These Terms and Conditions are governed by and construed in accordance with the laws for the time being in force in the State of New South Wales.

7. RIGHT TO SCALE BACK

The Company has the right to scale back the number of Shares applied for pursuant to the SPP so the number of Shares to be issued will not exceed the maximum number permitted to be issued under the ASX Listing Rules. Any scale back shall be done on a fair and equitable basis as may be determined by the Company in its discretion. Application moneys in respect of Shares not issued will be refunded to applicants. No interest will be paid on refunded amounts.

8. DEFINITIONS

In this SPP, unless the context otherwise indicates:

AEST means Australian Eastern Standard Time;

ASX means ASX Limited ABN 98 008 624 691;

Board means the board of Directors of the Company;

Closing Date means the date defined in clause 3.1;

Company means Finders Resources Limited ABN 82 108 547 413;

Eligible Members means members of the Company eligible to participate in the SPP as determined under clause 1; and

Shares means fully paid ordinary shares in the Company.

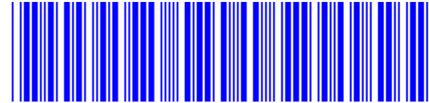


Computershare

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 253 Sydney
New South Wales 2001 Australia
Enquiries (within Australia) 1300 025 339
(outside Australia) 61 3 9415 4815
web.queries@computershare.com.au
www.computershare.com

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SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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For your security keep your SRN/HIN confidential.

Entitlement Number:
Record Date: Monday, 3 August 2009
Offer Closes: 5.00pm (AEST) 14 September 2009
Price per Security: A\$0.33

SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the securityholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Finders Resources Limited Share Purchase Plan (SPP) contained in the letter to Finders Resources Limited (Finders) securityholders dated 24 August 2009, Finders is offering Eligible Members the opportunity to purchase fully paid ordinary shares up to a maximum value of A\$10,000.00 per Eligible Member, subject to a minimum application of A\$1,000.00.

If you do not wish to purchase additional Shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Finders and agree that the submission of this payment constitutes an irrevocable offer to you by Finders to subscribe for Finders Shares on the terms of the SPP. In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the Shares the subject of the slip below; and
any other Shares and interests in the class applied for by you under the Share Purchase Plan or any similar arrangement in the 12 months prior to the date of submission of the slip below, does not exceed \$15,000.00.

METHOD OF ACCEPTANCE

You can apply for Shares and make your payment utilising one of the payment options detailed overleaf.

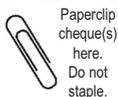
Finders may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Finders will be conclusive and binding on all Eligible Members and other persons to whom the determination relates. Finders reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Members even where Finders does not notify you of that event.

FND

SPRB

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PLEASE DETACH HERE



Paperclip cheque(s) here. Do not staple.



Please see overleaf for Payment Options



Biller Code: 123456

Ref No: 1234 5678 9012 3456 78

I/We wish to purchase:

3,030 Shares for A\$1,000.00

or

15,152 Shares for A\$5,000.00

or

30,303 Shares for A\$10,000.00

* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

Payment Details - Please note that funds are unable to be directly debited from your bank account

Form with fields for Drawer, Cheque number, BSB number, Account number, and Cheque amount (A\$).

Make your cheque or bank draft payable to Finders Share Purchase Plan

Contact Details

Please provide your contact details in case we need to speak to you about this slip

Name of contact person

Contact person's daytime telephone number

1234567890123456+1234567890-1234+12

How to accept the Share Purchase Plan

Payment Details

You can apply for Shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you:

- agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this Application Form;

Your cheque, bank draft or money order payable to Finders Share Purchase Plan in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. **Please note that funds are unable to be directly debited from your bank account.**

If paying by cheque, return the slip below and Cheque, Bank Draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for Shares and your payment is being made by BPAY[®], you do not need to return the slip below. Your payment must be received by no later than 5:00pm (Sydney Time) on 14 September 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Sydney by no later than 5:00pm (Sydney Time) on 14 September 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications.

You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 025 339.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 850 505 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHES holders must contact their Controlling Participant to notify a change of address

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Payment Options:



Billers Code: 123456

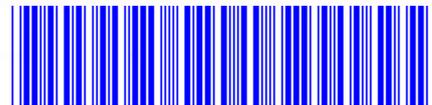
Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



By Mail
Finders Resources Limited
Computershare Investor
Services Pty Limited
GPO Box 253
Sydney, New South Wales, 2001
AUSTRALIA



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
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SAMPLE STREET
SAMPLETOWN TAS 7000

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