

**FINDERS RESOURCES LIMITED ABN 82 108 547 413**  
**NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT**

**Time:** 11.00am (Sydney time)

**Date:** Friday 18<sup>th</sup> January 2013

**Place:** Finders Resources Limited, Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000

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***This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.***

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Notice is given that a General Meeting of shareholders of Finders Resources Limited (the **Company**) will be held at Finders Resources Limited, Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000 at 11.00am (Sydney time) on Friday 18<sup>th</sup> January 2013.

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**SPECIAL BUSINESS**

**Ordinary Resolutions**

**1. Resolution 1 – Approve the issue of Shares to Provident**

To consider and, if thought fit, to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to issue and allot to Provident, or its nominees, 17,500,000 Shares at an issue price of \$0.20 cash each and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**2. Resolution 2 – Approve the granting of Options to Provident**

To consider and, if thought fit, to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to grant to Provident, or its nominees, for nil consideration 50,000,000 Options with an exercise price of \$0.20 cash each and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**3. Resolution 3 - Ratification of prior issue of Shares and options to RCF**

To consider and, if thought fit, to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify:*

*(a) Issue and allotment of 785,038 Shares to RCF, as follows:*

*(i) On 28<sup>th</sup> September 2012, issue and allotment of 198,241 Shares at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and*

*(ii) On 24<sup>th</sup> October 2012, issue and allotment of 586,797 Shares at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares; and*

*(b) On 24<sup>th</sup> October 2012, the granting of 11,737,089 Facility Establishment Options to RCF, each to subscribe for one Share*

*and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**4. Resolution 4 - Ratification of prior issue of Shares and options to Taurus**

To consider and, if thought fit, to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify:*

*(a) Issue and allotment of 1,042,087 Shares to Taurus as follows*

*(i) On 28<sup>th</sup> September 2012, issue and allotment of 259,691 at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and*

*(ii) On 24<sup>th</sup> October 2012, issue and allotment of 782,396 at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares; and*

*(b) On 24<sup>th</sup> October 2012, the granting of 15,649,452 Facility Establishment Options to Taurus, each to subscribe for one Share*

*and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**5. Resolution 5 - Ratification of prior issue of Shares and options to AMI**

To consider and, if thought fit, to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify:*

*(c) The Issue and allotment of 261,679 Shares to AMI as follows*

*(i) On 28<sup>th</sup> September 2012, issue and allotment of 66,080 at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and*

*(ii) On 24<sup>th</sup> October 2012, issue and allotment of 195,599 at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares; and*

*(d) On 24<sup>th</sup> October 2012, the granting of 3,912,363 Facility Establishment Options, each to subscribe for one Share*

*and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**6. Resolution 6 - Approve the issue of Facility Conversion Shares to AMI**

To consider and, if thought fit to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Board to issue and allot up to 10,000,000 Facility Conversion Shares to AMI or its nominee at an issue price of \$0.20 each and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**7. Resolution 7 - Approve the issue of Facility Interest Shares to RCF**

To consider and, if thought fit to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to issue and allot up to 900,000 Facility Interest Shares to RCF or its nominee at an issue price each not less than 80% of the average market price for Shares on the five trading days prior to the date of the issue of the Facility Interest Shares on which sales were recorded (as required by ASX Listing Rules) and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**8. Resolution 8 - Approve the issue of Facility Interest Shares to Taurus**

To consider and, if thought fit to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to issue and allot up to 1,200,000 Facility Interest Shares to Taurus or its nominee at an issue price each not less than 80% of the average market price for Shares on the five trading days prior to the date of the issue of the Facility Interest Shares on which sales were recorded (as required by ASX Listing Rules) and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**9. Resolution 9 - Approve the issue of Facility Interest Shares to AMI**

To consider and, if thought fit to pass the following resolution as an *ordinary resolution*:

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to issue and allot up to 300,000 Facility Interest Shares to AMI or its nominee at an issue price each not less than 80% of the average market price for Shares on the five trading days prior*

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*to the date of the issue of the Facility Interest Shares on which sales were recorded (as required by ASX Listing Rules) and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**10. Voting Exclusion Statements**

Resolutions 1 and 2

The Company will disregard any votes cast on Resolutions 1 and 2 by:

- Provident;
- A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of those persons.

Resolution 3

The Company will disregard any votes cast on Resolution 3 by:

- RCF; and
- any associate of that person.

Resolution 4

The Company will disregard any votes cast on Resolution 4 by:

- Taurus; and
- any associate of that person.

Resolution 5

The Company will disregard any votes cast on Resolution 5 by:

- AMI and Acorn Capital; and
- any associate of those persons.

Resolution 7

The Company will disregard any votes cast on Resolution 7 by:

- RCF;
- A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of those persons.

Resolution 8

The Company will disregard any votes cast on Resolution 8 by:

- Taurus;
- A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of those persons.

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Resolutions 6 and 9

The Company will disregard any votes cast on Resolutions 6 and 9 by:

- AMI and Acorn Capital;
- A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any associate of those persons.

However, the Company need not disregard a vote cast on Resolutions 1, 2, 3, 4, 5, 6, 7, 8, and 9 if:

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

**11. Proxies**

Each ordinary shareholder entitled to attend and vote at the meeting has a right to appoint a proxy. This appointment may specify the proportion or number of votes that the proxy may exercise. The proxy need not be an ordinary shareholder of the Company. An ordinary shareholder 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 ordinary shareholder appoints two proxies and the appointment does not specify the proportion or number of the ordinary shareholder's votes that each proxy may exercise, each proxy may exercise half of the votes.

Proxies may be lodged by:

- posting to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
- facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540,

so that it is received not later than 24 hours before the time of holding the meeting.

The proposed Chairman of the meeting intends to vote undirected proxies in favour of all resolutions.

**12. Power of Attorney**

If an ordinary shareholder has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney must likewise be received by:

- Delivery to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
- Facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540

not less than 24 hours before the time for holding the meeting.

**13. Corporate Representatives**

An ordinary shareholder who is a body corporate may appoint an individual as a representative to exercise the ordinary shareholder's voting rights at the General Meeting pursuant to section

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250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

**14. Voting and Required Majority**

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Board has set the End of Day on Wednesday 16<sup>th</sup> January 2013 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the General Meeting. Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the General Meeting.

In accordance with the Corporations Act 2001 (Clth) for the resolutions to be effective:

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

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

By Order of the Board:

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Ian Morgan

Company Secretary

Monday, 17 December 2012

**EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to assist shareholders with their consideration of the resolutions detailed in the Notice of General Meeting dated Monday, 17 December 2012. This Explanatory Statement should be read with, and forms part of, the accompanying Notice of General Meeting.

Capitalised terms used in this Explanatory Statement are defined in the glossary section at the end.

**1. Resolutions 1 and 2 – Approve the Issue of Equity Securities**

On Wednesday 12<sup>th</sup> December 2012, the Company announced that it had signed a share subscription agreement whereby, subject to approval by the Company's shareholders, the Company entered into an agreement with Provident as follows:

- (a) Provident agreed to subscribe for 17,500,000 Shares, at \$0.20 cash per Share to be issued to Provident including its nominees. The funds are to be used as part of the Wetar Island Copper Project financing in support of near term capital expenditure requirements and working capital requirements; and
- (b) The Company agreed to grant Provident, including its nominees, for nil consideration, 50,000,000 Options, each to acquire one Share for \$0.20. The Option exercise period is the period of 20 business days commencing on the Option Conditional Event and otherwise no later than 30<sup>th</sup> September 2013.

Resolutions 1 and 2 seek Company shareholder approval for the issue and allotment of 17,500,000 Shares to Provident, including its nominees, and 50,000,000 Options to Provident.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of passing the resolution will be to allow the Directors to issue the Shares and Options during the three month period after the General Meeting (or a longer period if allowed by the ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company may only deliver Shares and Options to Provident, if the Company:

- (a) can do so without the approval of Company shareholders in accordance with ASX Listing Rule 7.1; or
- (b) the approval of Company shareholders in accordance with ASX Listing Rule 7.1 is required and the Company has obtained such approval.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Equity Securities:

- (a). the maximum number of Equity Securities to be issued is 67,500,000;
- (b). the Equity Securities would be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c). the issue price of the Shares is \$0.20 cash each and the Options issue price is \$nil;
- (d). the Shares will be issued and allotted to Provident including its nominees and the Options will be issued to Provident including its nominees;



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- (e). the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, and the Options provide the right to acquire one Share for an exercise price of \$0.20 each - during the Option exercise period of 20 business days commencing on the Option Conditional Event and otherwise no later than 30<sup>th</sup> September 2013;
- (f). the Company intends to use the funds raised from the Equity Securities as part of the Wetar Island Copper Project financing in support of near term capital expenditure requirements;
- (g). issue and allotment of the Equity Securities may occur progressively; and
- (h). the Company will disregard any votes cast on Resolutions 1 and 2 by:
  - Provident;
  - A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
  - any associate of those persons.

However, the Company need not disregard a vote if:

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

Each of the Directors recommends that shareholders vote in favour of Resolutions 1 and 2.

## **2. Resolutions 3, 4 and 5 – Ratification of prior issue of Shares and Options**

On 7<sup>th</sup> June 2012, the Company announced that three of its major shareholders, RCF, Taurus and Acorn Capital ('Acorn') agreed to provide a loan facility of up to A\$8 million to the Company. The funds are being used for the continued development of the Wetar Island Copper Project including continuing funding of the refurbishment of the MFO generators, additional engineering and design work and progressing the project financing.

The loan facility is by way of an amendment to the Convertible Equity Facility dated 25<sup>th</sup> October 2011, which was the subject of a shareholders' meeting held on 8<sup>th</sup> March 2012. Under the Convertible Equity Facility, RCF and Taurus agreed to lend the Company up to A\$8,000,000. Under the Amended Convertible Equity Facility, the facility was increased by A\$8,000,000 to A\$16,000,000, with AMI becoming a party to the facility agreement and RCF, Taurus and AMI agreeing to lend the Company the increased facility amount totalling up to A\$8,000,000.

The Amended Convertible Equity Facility matured on 24<sup>th</sup> October 2012 and, on 22<sup>nd</sup> October 2012, was extended until 24<sup>th</sup> October 2013.

Resolutions 3, 4 and 5 seek shareholders' ratification of the following:

- (a) Issue and allotment of 785,038 Shares to RCF, as follows:
  - (i) On 28<sup>th</sup> September 2012, issue and allotment of 198,241 Shares at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and
  - (ii) On 24<sup>th</sup> October 2012, issue and allotment of 586,797 Shares at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares;
- (b) Issue and allotment of 1,042,087 Shares to Taurus as follows

- (i) On 28<sup>th</sup> September 2012, issue and allotment of 259,691 Shares at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and
- (ii) On 24<sup>th</sup> October 2012, issue and allotment of 782,396 Shares at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares;
- (c) Issue and allotment of 261,679 Shares to AMI as follows
  - (i) On 28<sup>th</sup> September 2012, issue and allotment of 66,080 Shares at an issue price of A\$0.1855 per Share, being Facility Interest Shares; and
  - (ii) On 24<sup>th</sup> October 2012, issue and allotment of 195,599 Shares at an issue price of A\$0.2045 per Share, being Facility Establishment Fee Shares;
- (d) On 24<sup>th</sup> October 2012, granting of 31,298,904 Facility Establishment Options, each to subscribe for one Share, as follows:
  - (i) RCF 11,737,089;
  - (ii) Taurus 15,649,452; and
  - (iii) AMI 3,912,363.

The key terms of the Amended Convertible Equity Facility are set out below.

***Terms of Amended Convertible Equity Facility***

The principal terms of the Amended Convertible Equity Facility are:

- facility amount totalling up to A\$16,000,000 provided by RCF, Taurus and AMI;
- the facility is unsecured;
- interest rate of 8% p.a. payable quarterly in arrears and may, subject to agreement between the individual Lenders (RCF, Taurus and AMI) and the Company, be paid by way of issue of Shares at the weighted average market price for the Shares on the five trading days preceding the conversion notice;
- the facility is repayable on the earlier of the project equity raising for development of the Wetar Island Copper Project or 24<sup>th</sup> October 2013;
- if the Company is issuing Shares, the individual Lenders may elect to convert some or all of the Amended Convertible Equity Facility into Shares at the same issue price per Share as the equity raising;
- the Lenders are entitled to a facility establishment fee totalling A\$320,000 being 2.0% of the facility amount under the Amended Convertible Equity Facility – payment of this facility fee to RCF, Taurus and AMI was satisfied by the issue of Facility Establishment Fee Shares;
- the Lenders were granted Facility Establishment Options over a total of 31,298,904 Shares in consideration for the renewed facility amount under the Amended Convertible Equity Facility, the terms of the Facility Establishment Options are described below;
- the Company is required to use funds raised on the exercise of the Facility Establishment Options to repay any outstanding amounts under the Amended Convertible Equity Facility;
- the Company agreed not to dispose of all or a substantial part of its property, with certain exceptions including receiving Lenders' consents, or disposals in the ordinary course of business for arm's length consideration; and
- the Company has undertaken not to change its Wetar Island Copper Project and take all action necessary or desirable in order to operate the Wetar Island Copper Project and ensure that all its assets are maintained in good and efficient operating condition.

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***Facility Establishment Fee Shares***

Pursuant to the terms of the Amended Convertible Equity Facility, the Lenders were entitled to a facility establishment fee of 2.0% of the facility amount of A\$16,000,000. This fee was permitted to be paid by way of issue of the Facility Establishment Fee Shares at the weighted average market price for the Shares on the five trading days prior to entry into the Amended Convertible Equity Facility. RCF, Taurus and AMI agreed to issue of the Facility Establishment Fee Shares which were issued as follows:

| <b>Lenders</b> | <b>No. of Facility Establishment Fee Shares</b> |
|----------------|---|
| RCF            | 586,797   |
| Taurus         | 782,396   |
| AMI            | 195,599   |
| Total          | 1,564,792                                       |

***Facility Interest Shares***

Pursuant to the terms of the Amended Convertible Equity Facility, facility interest of 8% p.a. payable quarterly in arrears is permitted to be paid by way of issue of Facility Interest Shares at the weighted average market price for the Shares on the five trading days preceding the conversion notice.

Facility Interest Shares were the subject of a shareholders' meeting held on 17<sup>th</sup> August 2012, when shareholders resolved *"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Board to issue and allot up to 1,200,000 Facility Interest Shares at an issue price each not less than 80% of the average market price for Shares on the five trading days prior to the date of the issue of the Facility Interest Shares on which sales were recorded (as required by ASX Listing Rules) and otherwise on the terms and conditions set out in the Explanatory Statement."*

RCF, Taurus and AMI agreed to the issue and allotment on 28<sup>th</sup> September 2012 of Facility Interest Shares totaling 1,724,012 in satisfaction of interest payable for the quarter ended 30<sup>th</sup> September 2012. The issue and allotment resulted in a shareholder approval shortfall of Facility Interest Shares totaling 524,012, for which Resolutions 3, 4 and 5 seek shareholders' ratification as follows:

| <b>Lenders</b> | <b>No. of Facility Interest Shares Issued</b> | <b>No. of Facility Interest Shares Approved by Shareholders (pro-rata)</b> | <b>No. of Facility Interest Shares Approved Shortfall</b> |
|----------------|---|--|---|
|                | <b>A</b>                                      | <b>B</b>   | <b>A less B</b>   |
| RCF            | 652,217                                       | 453,976  | 198,241   |
| Taurus         | 854,391                                       | 594,700  | 259,691   |
| AMI            | 217,404                                       | 151,324  | 66,080  |
| Total          | 1,724,012                                     | 1,200,000  | 524,012   |

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***Facility Establishment Options***

Pursuant to the terms of the Amended Convertible Equity Facility, the Lenders were granted Facility Establishment Options over a total of 31,298,904 Shares in consideration for the renewed facility amount. The principle terms of the Facility Establishment Options are as follows:

- each Facility Establishment Option is an option to acquire one Share at an exercise price of A\$0.2556 per Share;
- the Facility Establishment Options may be exercised at any time up to and including 21<sup>st</sup> October 2017; and
- the Company is required to use funds raised on the exercise of the Facility Establishment Options to repay any outstanding amounts under the Amended Convertible Equity Facility.

The Facility Establishment Options were granted as follows:

| <b>Lenders</b> | <b>No. of Facility Establishment Options</b> |
|----------------|--|
| RCF            | 11,737,089                                   |
| Taurus         | 15,649,452                                   |
| AMI            | 3,912,363                                    |
| Total          | 31,298,904                                   |

Resolutions 3, 4 and 5 seek shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Facility Establishment Fee Shares, Facility Interest Shares, and Facility Establishment Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue does not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The issue did not breach ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the matters specified above:

***Entry into Amended Convertible Equity Facility***

- (a) only one Amended Convertible Equity Facility has been issued for consideration of the agreement of the Lenders to provide a renewal in the facility amount of up to A\$16,000,000 and there is no maximum number of Shares that may be issued on the conversion of the whole or part of any amounts payable pursuant to the terms of the Amended Convertible Equity Facility, the number of Shares that may be issued is calculated as follows:

- (i) the number of Shares issued on conversion of interest pursuant to the Amended Convertible Equity Facility will be calculated by dividing the amount to be converted by a price per Share equal to the weighted average market price for the Shares on the five trading days prior to the issue of a conversion notice by the Company to convert the interest to Shares; and
  - (ii) Shares issued as a result of a Lender electing to convert some or all of the Amended Convertible Equity Facility into Shares upon an issue of Shares by the Company will be issued at the same price per Share as other Shares issued by the Company under the terms of the equity raising;
- (b). Examples of the total number of Shares that may be issued each quarter when converting Amended Convertible Equity Facility interest into Shares, with different weighted average market Share prices and A\$16.0 million total drawings:

| Weighted average market Share price (cents per Share) | Number of Shares |
|---|------------------|
| 10  | 3,200,000        |
| 15  | 2,133,333        |
| 20  | 1,600,000        |
| 25  | 1,280,000        |
| 30  | 1,066,667        |

- (c). the amount of the facility amount under the Amended Convertible Equity Facility is up to A\$16,000,000, the price at which Shares may be issued under the Convertible Equity Facility in the event of the exercise of conversion rights under the Convertible Equity Facility is:
- (i) Shares issued on conversion of interest pursuant to the Amended Convertible Equity Facility will be issued at a price per Share equal to the weighted average market price for the Shares on the five trading days prior to the issue of a conversion notice by the Company to convert interest to Shares; and
  - (ii) Shares issued as a result of a Lender electing to convert some or all of the Amended Convertible Equity Facility into Shares upon an issue of Shares by the Company will be issued at the same price per Share as other Shares issued by the Company under the terms of the equity raising;
- (d). the terms of the Amended Convertible Equity Facility are set out above and all Shares issued in the event of the exercise of conversion rights under the Amended Convertible Equity Facility will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e). the names of the allottees and the respective amounts of funding provided by each allottee under the Amended Convertible Equity Facility are as follows:

| Lenders | Funding provided |
|---------|------------------|
| RCF     | A\$6,000,000     |
| Taurus  | A\$8,000,000     |
| AMI     | A\$2,000,000     |
| Total   | A\$16,000,000    |

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- (f). the funds raised are being used for the continued development of the Wetar Island Copper Project including continuing funding of the refurbishment of the MFO generators, additional engineering and design work and progressing the project financing.

***Facility Establishment Fee Shares***

- (a). 1,564,792 Facility Establishment Fee Shares were issued and allotted;
- (b). the issue price for the Facility Establishment Fee Shares was A\$0.2045 per Share;
- (c). the Facility Establishment Fee Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d). the Facility Establishment Fee Shares were issued to RCF, Taurus and AMI as set out above; and
- (e). the Facility Establishment Fee Shares were issued in satisfaction of the obligation to pay the facility establishment fee under the Amended Convertible Equity Facility as described above.

***Facility Interest Shares***

- (a). 1,724,012 Facility Interest Shares were issued and allotted;
- (b). the issue price for the Facility Interest Shares was A\$0.1855 per Share;
- (c). the Facility Interest Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d). the Facility Interest Shares were issued to RCF, Taurus and AMI as set out above; and
- (e). the Facility Interest Shares were issued in satisfaction of the obligation to pay the facility interest under the Amended Convertible Equity Facility as described above.

***Facility Establishment Options***

- (a). 31,298,904 Facility Establishment Options were granted;
- (b). the issue price for the Facility Establishment Options was \$nil and they have an exercise price of A\$0.2556 per Share;
- (c). the terms of the Facility Establishment Options are set out above, all Shares to be issued pursuant to an exercise of the Facility Establishment Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d). the Facility Establishment Options were granted to RCF, Taurus and AMI as set out above;
- (e). the Facility Establishment Options were granted pursuant to the terms of the Amended Convertible Equity Facility and any funds raised on the exercise of the Facility Establishment Options will be firstly used to repay any outstanding amounts under the Amended Convertible Equity Facility and then for general working capital purposes;
- (f). Reconstruction of issued shares

If at any time the issued share capital of the Company is reconstructed (whether by consolidation of capital, sub-division of capital, return of capital, reduction of capital by a cancellation of paid-up capital that is lost or not represented by available assets where no securities are cancelled, a pro-rata cancellation of share capital or otherwise) all rights of the Facility Establishment Option holder will be amended:

- (i) to the extent necessary to comply with the ASX Listing Rules applying to a re-organisation of capital at the time of the re-organisation; and
  - (ii) as agreed by the parties in writing; and
- (g). New issues of Shares

If the Company undertakes an issue of Shares during the Facility Establishment Option exercise period, the Facility Establishment Option holder may only participate in that issue by exercising the Option in part or in whole.

Each of the independent Directors recommends that shareholders vote in favour of Resolutions 3, 4 and 5.

### **3. Resolution 6 – Approve the issue of Facility Conversion Shares**

Resolution 6 seeks Company shareholder approval for the issue and allotment of up to a total of 10,000,000 Facility Conversion Shares to AMI.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of passing the resolutions will be to allow the Directors to issue the Facility Conversion Shares during the three month period after the General Meeting (or a longer period if allowed by the ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As set out in the explanatory information for Resolutions 3, 4 and 5, if the Company is issuing Shares for the project equity raising for development of the Wetar project, the individual Lenders may elect to convert some or all of the Convertible Equity Facility into Shares at the same issue price per Share as the equity raising.

The Company may only deliver Facility Conversion Shares to the Lenders, if the Company:

- (a) can do so without the approval of Company shareholders in accordance with ASX Listing Rule 7.1; or
- (b) the approval of Company shareholders in accordance with ASX Listing Rule 7.1 is required and the Company has obtained such approval.

The Company may not issue Shares and, if the Company does issue Shares, the individual Lenders may not elect to convert some or all of the Convertible Equity Facility into Shares, so there is no certainty that the Company will proceed with the issue of Facility Conversion Shares.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Facility Conversion Shares:

- (a). the maximum number of Facility Conversion Shares to be issued is 10,000,000;
- (b). the Facility Conversion Shares would be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c). the issue price of the Facility Conversion Shares would be \$0.20 each;
- (d). the Facility Conversion Shares will be issued and allotted to RCF, Taurus and AMI;
- (e). the Facility Conversion Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (f). the Company intends to use the funds raised from the Facility Conversion Shares to convert into Shares the individual Lenders' rights for repayment of the loan under the Amended Convertible Equity Facility;
- (g). allotment of the Facility Conversion Shares may occur progressively;
- (h). the Company will disregard any votes cast on Resolution 6 by:
  - AMI and Acorn Capital;
  - A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
  - any associate of those persons.

However, the Company need not disregard a vote on Resolution 6 if:

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

Each of the independent Directors recommends that shareholders vote in favour of Resolution 6.

#### **4. Resolutions 7, 8 and 9 – Approve the issue of Facility Interest Shares**

Resolutions 7, 8 and 9 seek Company shareholder approval for the issue and allotment of up to 2,400,000 Facility Interest Shares to RCF (900,000), Taurus (1,200,000) and AMI (300,000).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of passing the resolution will be to allow the Directors to issue the Facility Interest Shares during the three month period after the General Meeting (or a longer period if allowed by the ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As set out in the explanatory information for Resolutions 3, 4 and 5, the Amended Convertible Equity Facility's interest rate of 8% p.a. is payable quarterly in arrears and may, subject to agreement between the individual and the Company, be paid by way of issue of Shares at the weighted average market price for the Shares on the five trading days preceding the conversion notice.

The Company may only deliver Facility Interest Shares to the Lenders, if the Company:

- (a) can do so without the approval of Company shareholders in accordance with ASX Listing Rule 7.1; or
- (b) the approval of Company shareholders in accordance with ASX Listing Rule 7.1 is required and the Company has obtained such approval.

The Company and individual Lenders may not agree to pay the Amended Convertible Equity Facility's interest by way of issue of Shares, so there is no certainty that the Company will proceed with the issue of Facility Interest Shares.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Facility Interest Shares:



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- (a). the maximum number of Facility Interest Shares to be issued is 2,400,000;
- (b). the Facility Interest Shares would be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c). the issue price of the Facility Interest Shares would be at least 80% of the average market price for the Shares on the five trading days prior to the issue of the Facility Interest Shares on which sales were recorded;
- (d). the Facility Interest Shares will be issued and allotted to RCF, Taurus and AMI;
- (e). the Facility Interest Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f). the Company intends to use the funds raised from the Facility Interest Shares to convert the individual Lenders' rights, in respect of the Company's obligation to pay interest, into Shares;
- (g). issue and allotment of the Facility Interest Shares may occur progressively; and
- (h). the Company will disregard any votes cast on Resolution 7 by:
  - RCF;
  - A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
  - any associate of those persons.
- (i). the Company will disregard any votes cast on Resolution 8 by:
  - Taurus;
  - A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
  - any associate of those persons.
- (j). the Company will disregard any votes cast on Resolution 9 by:
  - AMI and Acorn Capital;
  - A person who may participate in the proposed issue and a person who might obtain a benefit, expect a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
  - any associate of those persons.

However, the Company need not disregard a vote on Resolutions 7, 8 and 9 if:

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

Each of the independent Directors recommends that shareholders vote in favour of Resolutions 7, 8 and 9.

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**GLOSSARY**

**Acorn Capital** means Acorn Capital Limited ABN 51 082 694 531, a company associated with AMI.

**Amended Convertible Equity Facility** means the amended convertible loan facility dated 6<sup>th</sup> June 2012 under which the Convertible Equity Facility was increased by A\$8,000,000 to A\$16,000,000. As described in the explanatory information for Resolutions 3, 4 and 5 on 22<sup>nd</sup> October 2012 the Convertible Equity Facility was extended until 24<sup>th</sup> October 2013.

**AMI** means Australian Microcap Investments Pty Ltd ABN 17 127 745 395, a company associated with Acorn Capital.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the Australian Securities Exchange Listing Rules.

**Board** means the board of Directors of the Company.

**Company** means Finders Resources Limited ABN 82 108 547 413.

**Convertible Equity Facility** means the convertible loan facility provided by RCF and Taurus to the Company on or about 24<sup>th</sup> October 2011 as described in the explanatory information for Resolutions 3, 4 and 5 pursuant to which RCF and Taurus agreed to lend the Company up to A\$8,000,000.

**Directors** mean directors of the Company, as appointed from time to time.

**End of Day** means on any trading day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.

**Equity Securities** mean Shares and Options.

**Facility Conversion Shares** means Shares to be issued to RCF, Taurus and AMI upon conversion of the loan under the Amended Convertible Equity Facility, and described in the explanatory information for Resolutions 3, 4 and 5.

**Facility Establishment Fee Shares** means a total of 1,564,792 Shares allotted and issued on 24<sup>th</sup> October 2012 for A\$0.2045 per Share to RCF, Taurus and AMI pursuant to the Amended Convertible Equity Facility, and described in the explanatory information for Resolutions 3, 4 and 5.

**Facility Establishment Options** means a total of 31,298,904 Options granted to RCF, Taurus and AMI on 24<sup>th</sup> October 2012 pursuant to the Amended Convertible Equity Facility, on the terms described in the explanatory information for Resolutions 3, 4 and 5.

**Facility Interest Shares** means:

- (a) A total of 1,724,012 Shares issued and allotted on 28<sup>th</sup> September 2012 for A\$0.1855 per Share to RCF, Taurus and AMI pursuant to the Amended Convertible Equity Facility; and
- (b) Up to 2,400,000 Shares to be issued and allotted, upon conversion of interest under the Amended Convertible Equity Facility, to RCF, Taurus and AMI, and

described respectively in the explanatory information for Resolutions 3, 4 and 5 and Resolutions 7, 8 and 9.

**Lenders** mean RCF, Taurus and AMI.

**Option** means the right, not the obligation, to purchase one Share for the Option Exercise Price at any time during the Option Exercise Period.

**Option Conditional Event** means the Company has obtained, by 30<sup>th</sup> September 2013, one of the following permitting approvals for its Wetar Copper Project:

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- (a) The pinjam pakai eksploitasi for its Wetar Island Copper Project; or
- (b) The Maluku spatial plan has been updated in a form which gives access to the entire project area, except for approximately 4 hectares of Lerokis.

**Option Exercise Period** means any business day during the period of 20 business days commencing completion of the Option Conditional Event. If the Option Conditional Event does not occur by 30<sup>th</sup> September 2013, the Options expire.

**Option Exercise Price** means \$0.20 cash each Share.

**Provident** means Provident Capital Partners Pte. Ltd.

**RCF** means Resource Capital Fund IV, L.P.

**Share** means a fully paid ordinary share in the capital of the Company.

**Taurus** means Taurus Funds Management Pty Limited ABN 52 121 452 560.

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**PROXY FORM**

If appointing a Proxy to attend the 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 General Meeting to be held at 11.00am (Sydney time) on Friday 18<sup>th</sup> January 2013 at Finders Resources Limited, Suite 901, Level 9, 60 Pitt Street Sydney NSW 2000 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.

**FINDERS RESOURCES LIMITED ABN 82 108 547 413**  
**PROXY FORM FOR GENERAL MEETING TO BE HELD ON Friday 18th January 2013**

**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> Approve the issue of Shares to Provident   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2:</b> Approve the granting of Options to Provident   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 3:</b> Ratification of prior issue of Shares and options to RCF   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 4:</b> Ratification of prior issue of Shares and options to Taurus  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 5:</b> Ratification of prior issue of Shares and options to AMI   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 6:</b> Approve the issue of Facility Conversion Shares AMI  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 7:</b> Approve the issue of Facility Interest Shares to RCF   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 8:</b> Approve the issue of Facility Interest Shares to Taurus  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 9:</b> Approve the issue of Facility Interest Shares to AMI   | <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 (Clth) in the presence of:

**Individual or Shareholder 1**

**Sole Director & Company Secretary**

**Joint Shareholder 2**

**Director / Company Secretary**

**Joint Shareholder 3**

**Director**

**Dated this**

\_\_\_\_\_

**Day of**

\_\_\_\_\_

**2013**

**FINDERS RESOURCES LIMITED ABN 82 108 547 413**  
**PROXY FORM FOR GENERAL MEETING TO BE HELD ON Friday 18th January 2013**

**Instructions for Completing Proxy Form**

1. Each ordinary shareholder entitled to attend and vote at the meeting has a right 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 (Clth).
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 (Clth). Section 127 of the Corporations Act 2001 (Clth) 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:
  - posting to Finders Resources Limited, Suite 901, Level 9, 60 Pitt St Sydney NSW 2000; or
  - facsimile to Finders Resources Limited on facsimile number +61 2 8068 2540, so that it is received not later than 24 hours before the time of holding the meeting.

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

8. Chapter 2C of the Corporations Act (Clth) 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.

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**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 General Meeting to commence at 11.00am (Sydney time) on Friday 18<sup>th</sup> January 2013 and any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

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

\_\_\_\_\_  
**(\* ) Director**

\_\_\_\_\_  
**(\* ) Sole Director & Sole Secretary**

\_\_\_\_\_  
**(\* ) Director/Secretary**

**Affix Common Seal here (optional)**

**(\* ) Delete if not applicable**

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

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