



Dear Shareholder,

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

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

Venue: Royal Automobile Club, Level 4, ISC Room, 89 Macquarie Street, Sydney NSW
Time: 11.00 am
Date: Thursday 27 May 2010

Although the previous AGM was held only a few months ago in November 2009, the Company is required to hold another AGM at this time due to its recent change in its financial year end from 30 June to 31 December.

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

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

Ian Morgan
Company Secretary

22 April 2010

FINDERS RESOURCES LIMITED NOTICE OF ANNUAL GENERAL MEETING 27 MAY 2010

NOTICE IS GIVEN that an Annual General Meeting of the Company will be held on Thursday 27 May 2010 at 11.00 am at Royal Automobile Club, Level 4, ISC Room, 89 Macquarie Street, Sydney NSW 2000, to consider, and if thought fit, pass the resolutions below.

The Proxy Form accompanying this Notice is incorporated in and comprises part of this Notice.

Explanatory notes, appearing under each item of business below, have been prepared to provide you with material information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Annual General Meeting (AGM).

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

The Directors recommend that Shareholders read this Notice of Meeting of Shareholders, before determining whether to support the Resolutions or otherwise.

1. ORDINARY BUSINESS AGENDA

Financial Report

To receive and consider the Financial Report of the Company.

There is no requirement for Shareholders to approve the Financial Report. A copy of this Financial Report may be downloaded from the Company's web-site address at <http://www.findersresources.com/articlecategory/Annual-Reports>

Resolution 1: Adoption of Remuneration Report

Resolution 1 is proposed for the adoption of the Remuneration Report of the Company for the financial half-year ended 31 December 2009, which is set out in the Directors' Report contained in the Financial Report.

Resolution 1 is to consider and, if thought fit, to pass the following non binding Resolution:

"That the Remuneration Report for the half-year ended 31 December 2009 included in the Directors' Report, which forms part of the Financial Report, be adopted by the Company."

Note: In accordance with the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

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

Resolution 2: Re-election of Russell Fountain

Resolution 2 relates to the re-election of Russell Fountain as a Director. Under the Constitution, one third of the Directors, excluding the Managing Director, must resign and, if eligible, may be re-elected.

Russell Fountain resigns as Director in accordance with the Constitution and, being eligible, offers himself for re-election.

Dr Fountain's qualifications are:

- (i) BSc (University of Sydney), PhD (University of Sydney), FAIG ; and
- (ii) Dr Fountain has over 40 years of successful international experience in all aspects of mineral exploration, project feasibility and development of mining projects. Dr Fountain is also a director of Geopacific Resources NL.

Resolution 2 is to consider and, if thought fit, with or without amendment, to pass the following ordinary Resolution:

"That Russell Fountain, who resigns from office as a Director in accordance with the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

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

Resolution 3: Re-election of Stephen de Belle

Resolution 3 relates to the re-election of Stephen de Belle as a Director. Under the Constitution, one third of the Directors, excluding the Managing Director, must resign and, if eligible, may be re-elected.

Stephen de Belle resigns as Director in accordance with the Constitution and, being eligible, offers himself for re-election.

Mr de Belle's qualifications are:

- (i) BA (Macquarie University), MSc (London University), MTCP (University of Sydney); and
- (ii) Mr de Belle has been closely involved with the start-up and operation of iron ore, coal, base metals, gold and petroleum projects and companies, and has particular expertise in the development and financing of projects in the resources and infrastructure sectors both in Australia and overseas. He is currently managing director of a geothermal and power technology company. Mr de Belle is also a director of Mantle Mining Corporation Limited.

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

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

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

2. SPECIAL BUSINESS AGENDA

Resolution 4: Alteration of the Constitution to include Proportional Takeover Provisions

The Corporations Act permits a company's constitution to include a prohibition on the registration of a transfer of shares resulting from a proportional takeover offer which has not been approved by a resolution passed at a general meeting of shareholders or by postal ballot. A proportional takeover offer is an offer for a specified proportion of securities in a class. Under section 648G of

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the Corporations Act, such a prohibition may have a term of 3 years. It may be renewed by special resolution of shareholders.

Such a provision was previously in the Company's constitution but has expired.

The Directors consider that it is in the interests of Shareholders to include a proportional takeover approval provision as contained in proposed Rule 163 of the Constitution.

Effect of Proportional Takeover Approval Provisions

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

Under section 648E of the Corporations Act, the Directors must ensure that the approval resolution is voted on at least 14 days before the close of the proportional offer. If that resolution is not voted on by that time, then a resolution approving the offer is taken to have been passed under section 648E(3) of the Corporations Act. The Directors will also be guilty of an offence under the Corporations Act in that event. If the resolution is voted on but not passed by the required vote, then the registration of any transfer of shares resulting from the proportional offer will be prohibited and the offer is taken to be withdrawn under section 648F of the Corporations Act. If the resolution is passed, the relevant transfers of shares will be registered, provided they comply with the other provisions of the Constitution.

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

Reasons for Resolution

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

Present Acquisition Proposals

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

Advantages and Disadvantages

Directors consider that there are no advantages or disadvantages for the Directors in the adoption of Rule 163, as they still have the ability to make a recommendation on whether a proportional takeover offer should be rejected or accepted. The adoption of Rule 163 will enable Shareholders to decide whether to accept proportional offers which may result in a change in control in the Company and will ensure that all Shareholders will have an opportunity to study a proportional takeover offer before voting on the proposal. It may be argued that adoption of Rule 163 will reduce the possibility of a successful proportional takeover bid and that as a result proportional offers for the Company will be discouraged. This in turn may reduce the opportunities which Shareholders may have to sell some of their Shares at an attractive price which includes a premium for control. It may also be said that the adoption of Rule 163 imposes a restriction on the ability of individual Shareholders to freely deal in their shares.

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Directors consider that the adoption of Rule 163 is in the interests of Shareholders, and recommend Shareholders vote in favour of this special resolution.

Resolution 4 is to consider and, if thought fit, with or without amendment, to pass the following special Resolution:

“That the Constitution be amended by inserting therein the proportional takeover approval provisions contained in proposed Rule 163 of the Company’s Constitution set out in Annexure A to the Notice.”

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

3. OTHER MATTERS

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 11.00 am Wednesday 26 May 2010, Sydney time.
- (vi) All United Kingdom holders of the Company’s depository interests will receive a Form of Instruction for use at the Annual General Meeting instead of a Proxy Form.
- (vii) To be valid, the Form of Instruction, duly signed and executed, together with a power of attorney (if any) or other authority under which it is signed (if any) must be deposited at the offices of the Custodian, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol BS99 7NH not later than 5.00pm Thursday 20 May 2010, BST.

Voting and required majority

For the purpose of determining a person’s entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5.00 pm Sydney time on Tuesday 25 May 2010, being the second Business Day prior to the date of the Annual General Meeting.

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

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

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- (iii) in the case of special resolutions must be passed by not less than 75% of all the votes cast by Shareholders present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

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

Definitions

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

AGM or Annual General Meeting means the annual general meeting to be held at 11.00 am on Thursday 27 May 2010 and notified to the Company's Shareholders by the Notice.

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

BST means British Summer Time.

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 (Clth).

Directors mean the directors of the Company from time to time and Director has a corresponding meaning.

Directors' Report means the Company's directors' report for the financial half-year ended 31 December 2009 prepared in accordance with the Corporations Act and which forms part of the Financial Report.

Financial Report means the Company's audited annual financial statements and associated reports for the financial half-year ended 31 December 2009 prepared in accordance with the Corporations Act.

Notice means this notice and incorporating the proxy form.

Resolutions means the resolutions proposed in the Notice.

Share means a fully paid ordinary share in the issued capital of the Company and Shares has a corresponding meaning.

Shareholder means shareholder of the Company and Shareholders has a corresponding meaning.

Interpretation

For the purposes of interpreting 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; and
- (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 Notice.

By order of the Board of Directors

Ian Morgan
Company Secretary
22 April 2010

4. ANNEXURE A

Proposed Rule 163 to be inserted into the Company's Constitution

PARTIAL TAKEOVERS

Rule 163 Partial Takeovers

163.1 In this rule 163:

- (1) "proportional takeover scheme" means a proportional takeover bid as defined in section 9 of the Act and regulated by section 648D of the Act;
- (2) "relevant day" in relation to a takeover scheme means the day that is the 14th day before the end of the period during which the offers under the takeover scheme remain open; and
- (3) a reference to "a person associated with" another person has the meaning given to that expression by Division 2 of Part 1.2 of the Act.

163.2 Where offers have been made under a proportional takeover scheme in respect of shares included in a class of shares in the Company:

- (1) other than where a transfer is effected in accordance with the takeover provisions (if any) under the ASTC Settlement Rules, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the takeover scheme is prohibited unless and until a resolution (in this rule 163.2 referred to as an "approving resolution") to approve the takeover scheme is passed in accordance with this rule 163;
- (2) a person (other than the offeror or a person associated with the offeror) who, as at the end of the day on which the first offer under the takeover scheme was made, held shares in that class is entitled to vote on an approving resolution and, for the purpose of so voting, is entitled to 1 vote for each of the shares;
- (3) an approving resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the resolution; and
- (4) an approving resolution that has been voted on, is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 1/2, and otherwise is taken to have been rejected.

163.3 The provisions of these rules that apply in relation to a general meeting of the Company apply with any modifications the circumstances require, in relation to a meeting that is convened pursuant to this rule 163 as if the last mentioned meeting were a general meeting of the Company.

163.4 Where takeover offers have been made under a proportional takeover scheme then the directors must ensure that a resolution to approve the takeover scheme is voted on in accordance with this rule 163 before the relevant day in relation to the takeover scheme.

163.5 Where a resolution to approve a takeover scheme is voted on in accordance with this rule 163, the Company must, on or before the relevant day in relation to the takeover scheme:

- (1) give to the offeror; and
- (2) serve on each notifiable securities exchange in relation to the Company;

a notice in writing stating that a resolution to approve the takeover scheme has been voted on and that the resolution has been passed, or has been rejected, as the case requires.

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163.6 Where, at the end of the day before the relevant day in relation to a proportional takeover scheme under which offers have been made, no resolution to approve the takeover scheme has been voted on in accordance with this rule 163, a resolution to approve the takeover scheme must, for the purposes of this rule 163, be treated as having been passed in accordance with this rule 163.

163.7 Where a resolution to approve a proportional takeover scheme is voted on in accordance with this rule 163 before the relevant day in relation to the takeover scheme and is rejected, then:

- (1) despite section 652A of the Act, all offers under the takeover scheme that have not, as at the end of the relevant day, been accepted, and all offers under the takeover scheme that have been accepted and from whose acceptance binding contracts have not, at the end of the relevant day, resulted, must be treated as withdrawn at the end of the relevant day; and
- (2) a person who has accepted an offer made under the takeover scheme is entitled to rescind the contract (if any) resulting from that acceptance.

163.8 Nothing in this rule 163 authorises the Company to interfere with any takeover transfer procedures contained in the ASTC Settlement Rules.

163.9 This rule 163 ceases to have effect on the 3rd anniversary of the date of its adoption or of its most recent renewal.

5. APPOINTMENT OF PROXY FORM

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

I/We _____

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

<input type="checkbox"/> The Chairman of the Meeting (mark with an "X")	OR	
or failing him/her		

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.
Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above) the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at 11.00 am (Sydney time) on Thursday 27 May 2010 at the Royal Automobile Club, Level 4, ISC Room, 89 Macquarie Street, Sydney NSW and any adjournment of that meeting.

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

If you wish to indicate how your proxy is to vote, please place an "X" in the appropriate box, beside each resolution, below. If no indication is given on a resolution, the proxy may abstain or vote at his/her discretion. Proxies lodged in favour of the Chairman which do not include a vote will be used to vote in favour of the resolutions.

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 adopt the Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: To re-elect Russell Fountain as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: To re-elect Stephen de Belle as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: To amend the Constitution by inserting proportional takeover provisions.	<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
Sole Director & Company Secretary	Director / Company Secretary	Director

Dated this _____ Day of _____ 2010

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. 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:
 - (i) directors of the company;
 - (ii) a director and a company secretary of the company; or
 - (iii) 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, 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:
 - (i) post to Finders Resources Limited, Suite 51, Level 3 330 Wattle St Ultimo NSW 2007;
or
 - (ii) facsimile to Finders Resources Limited on facsimile number +61 2 9212 0200, so that it is received not later than 11.00 am, Wednesday 26 May 2010, Sydney time.

Proxy forms received later than this time will be invalid.

8. Chapter 2C of the Corporations Act 2001 requires information about you as a member (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on this form.



6. APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

_____ (ABN/ACN/ARBN

_____))
(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*) 1. To act as the Company's representative at all General Meetings of Finders Resources Limited (ABN 82 108 547 413)
- (*) 2. To act as the Company's Representative at the Annual General Meeting to be held at 11.00 am Sydney time on Thursday 27 May 2010 and any adjournment thereof.

Dated this _____ day of _____ 2010

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

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

(*) Delete if not applicable

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