



Resources Limited
ACN 064 121 133

Jindalee Resources Limited
ABN 52 064 121 133
Level 2, 18 Kings Park Road
West Perth WA 6005
PO Box 1033
West Perth WA 6872
Telephone: 08 9321 7550
Facsimile: 08 9321 7950
Web: www.jindalee.net

Notice of Annual General Meeting Explanatory Statement Proxy Form

This Notice of Annual 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 accountant,
solicitor or other professional advisor without delay.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that Shareholders holding ordinary shares at 5.00 pm WST on 16 November 2011 will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after this time will be disregarded in determining Shareholders entitlements to attend and vote at the Meeting.

HOW TO VOTE

Shareholders may vote by attending the meeting in person, by proxy or authorised representative.

To vote in person, attend the Meeting on the date and at the venue outlined in the Notice. The meeting will commence at 10.00am WST.

VOTING BY PROXY

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting. A proxy may, but need not be, a Shareholder of the Company.

The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies. Fractions will be disregarded.

To be effective, the Company must receive the completed proxy form signed by the member and, if the form is signed by the shareholder's attorney or authorised officer of a corporation, the authority under which the proxy form is signed (or a certified copy of the authority).

The proxy's appointment and, if applicable, the authority appointing an attorney, must be received **no later than 10.00am (WST) on Wednesday 16th November 2011** to :

| Mail | In Person | Facsimile / Email |
|--|--|--|
| Jindalee Resources Limited PO Box 1033 West Perth WA 6872 AUSTRALIA | Jindalee Resources Limited Level 2, 18 Kings Park Road West Perth WA 6005 AUSTRALIA | Jindalee Resources Limited (within Australia) 08 9321 7950 (outside Australia) + 61 8 9321 7950 Email: enquiry@jindalee.net |

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy form is enclosed.

VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendances recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

VOTING BY A CORPORATION

A Shareholder that is a corporation may elect to appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed to present to the Company before the Meeting.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Jindalee Resources Limited will be held at Level 2, 18 Kings Park Road, West Perth, Western Australia on Friday 18th November 2011 at 10.00am (Western Standard Time), for the purpose of transacting the business referred to in this Notice of Annual General Meeting ("Notice").

An Explanatory Statement containing information in relation to the following Resolutions and a Proxy Form accompany this Notice and are hereby incorporated in and comprise part of this Notice of Meeting. Please note capitalised terms used in this Notice have the meanings set out in the glossary of the Explanatory Statement.

AGENDA

Ordinary Business

Annual Report

To receive and consider the Company's Financial Report, Directors' Report and Auditors' Report for the financial year ended 30 June 2011 ("2011 Annual Report").

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2011

To consider and, if thought fit, to pass the following resolution as an advisory only resolution:

"To adopt the Remuneration Report for the year ended 30 June 2011."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Resolution 2 - Re-election of Ms Patricia Anne Farr as a Director

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

"That, Ms Patricia Anne Farr, being a Director of the Company who retires in accordance with clause 13.2 of the Company's Constitution, be re-elected."

Other Business

To transact any other business which may be properly brought before the meeting in accordance with the Company's Constitution and the Corporations Act.

By Order of the Board.

A handwritten signature in black ink, appearing to read "P. Farr", enclosed within a circular scribble.

PATRICIA FARR
Company Secretary
10 October 2011

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

Annual Report

The first item of the Notice of Meeting deals with the presentation of the 2011 Annual Report, including the Financial Report for the year ended 30 June 2011 together with the Directors' Declaration and Report in relation to that financial year and the Auditors' Report on the Company's financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The reports are available on the Company's website at www.jindalee.net

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Company's Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of the Remuneration Report for year ended 30 June 2011

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2011 Annual Report. Section 250R(3) of the Corporations Act expressly provides that the vote is advisory only and is not binding on the Directors or the Company. The Remuneration Report is set out in the Company's 2011 Annual Report, a copy of which is available on the Company's website (www.jindalee.net).

The Remuneration Report sets out the Company's remuneration arrangements for Directors and Senior Management of the Company. The Remuneration Report is part of the directors' report contained in the Annual Financial Report of the Company for the financial year ending 2011.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Changes to the Corporations Act

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 Annual General Meeting, the Company will be required to put to shareholders a resolution proposing the calling of an [extraordinary] general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the [extraordinary] general meeting (**Spill Meeting**) within 90 days of the Company's 2012 Annual General Meeting. All of the directors who were in office when the Company's 2012 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the Company.

Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chairman, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chairman, or another member of Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

Resolution 2 - Re-election of Ms Patricia Anne Farr as a Director

Resolution 2 seeks approval for the re-election of Ms Farr as a director of the Company with effect from the end of the meeting.

Ms Farr is required to retire pursuant to the rotation of directors rule in clause 13.2 of the Company's Constitution. That clause provides that at each Annual General Meeting one-third of the Directors (other than Alternate Directors or the Managing Director), or, if their number is not a multiple of three, then the nearest to but not more than one-third of the Directors must retire from office.

Ms Farr retires from office in accordance with this requirement and, being eligible, has offered herself for re-election as a Director of the Company.

Details of this candidate are as follows:

Patricia Anne Farr *GradCertProf Acc. GAICD*

Executive Director/Company Secretary

Appointed Director 29/08/2008

Ms Farr joined Jindalee Resources in July 2002 and has been closely involved with the Company since its listing on the ASX. Ms Farr is an experienced company administrator with over 12 years experience in the mining industry having previously worked for Resolute Mining and more recently Energy Metals Limited where she was Company Secretary for a period of 5 years. Ms Farr is a graduate member of the Australian Institute of Company Directors and is currently undertaking the Graduate Diploma in Applied Corporate Governance with Chartered Secretaries Australia. Age 39.

The Directors unanimously support the re-election of Ms Farr as a Director of the Company (with Ms Farr abstaining).

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**Annual General Meeting**” or “**Meeting**” means the annual general meeting the subject of the Notice;

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

“**Board**” means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors;

“**Closely Related Party**” of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member’s spouse;
- a dependent of the member or the member’s spouse;
- anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth);

“**Company**” or “**Jindalee Resources**” means Jindalee Resources Limited ACN 064 121 133;

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means this explanatory statement accompanying the Notice;

“**Key Management Personnel**” has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company;

“**Notice**” means the notice of annual general meeting accompanying this Explanatory Statement;

“**Remuneration Report**” means the remuneration report set out in the Director’s Report section of the Company’s annual financial report for the year ended 2011;

“**Resolution**” means a resolution proposed pursuant to the Notice;

“**Shareholder**” means the registered holder of a Share;

“**Western Standard Time**” or “**WST**” means Western Standard Time in Australia.

PROXY FORM

**The Company Secretary
Jindalee Resources Limited**

Registered Office Address: Level 2, 18 Kings Park Road, West Perth, WA 6005
 Postal Address: PO Box 1033, West Perth, Western Australia 6872
 Email: enquiry@jindalee.net

Telephone: (08) 9321 7550
 Facsimile: (08) 9321 7950

PROXY FORM

Please mark  to indicate your directions

1: Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Jindalee Resources Limited hereby appoint

The Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at Level 2, 18 Kings Park Road, West Perth, Western Australia on 18th November 2011 at 10.00am (WST) and at any adjournment of that meeting.

Important Resolution 1 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If the Chairman of the Meeting or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chairman, another member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or Closely Related Party of that member is your proxy, in order for your votes to be counted on Resolution 1, you **MUST** direct your proxy how to vote on Resolution 1.

If the Chairman of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolution 2, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chairman of the meeting for those 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 Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

2: Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 – To adopt the remuneration report for the year ended 30 June 2011 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Re-election of Ms Patricia Anne Farr as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If no directions are given, the Chairman will vote in favour of Resolutions in which the Chairman is entitled to vote undirected proxies.

3: Signature of Securityholder(s)

This section MUST be completed

| | | |
|---|---|---|
| Individual or Securityholder 1 <input style="width: 95%; height: 25px;" type="text"/> Sole Director and Sole Company Secretary | Securityholder 2 <input style="width: 95%; height: 25px;" type="text"/> Director | Securityholder 3 <input style="width: 95%; height: 25px;" type="text"/> Director/Company Secretary |
|---|---|---|

Contact Name: _____ **Contact Daytime Telephone:** _____ **Date:** ____/____/____

Instructions for Completion of the Proxy Form

For your vote to be effective it must be received by **10.00am (WST) Wednesday 16th November 2011** by post, facsimile or email to the respective addresses stipulated in this proxy form.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether Shareholders or not) as proxy or proxies to attend in the Shareholder's place at the Meeting. The proxy has the same right as the Shareholder to speak and vote at the Meeting. If you leave this section blank, the Chairman of the Meeting will be your proxy to vote your shares. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.

Voting 100% of your holding: Director your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote. 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.

A proxy need not be a securityholder of the Company.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate evidence of appointment.

If you have any questions or comments for the Company, please write them on a separate sheet of paper and return with this form.

Contact Telephone Number

If you provide your contact telephone number, we can contact you if there are any problems with your proxy form (although the Company is not under an obligation to do so).

Signature(s)

The proxy form must be personally signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign the appropriate place to indicate the office held. Delete titles as applicable.