



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.

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 Wednesday 28th November 2012 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 2012 (“2012 Annual Report”).

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2012

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2012."

Note: In accordance with the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

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 1 if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolution 2 - Re-election of Mr Mark Richard Scott as a Director

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

"That, Mr Mark Richard Scott, 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 'PF' or similar initials, followed by a period.

PATRICIA FARR
Company Secretary
19th October 2012.

HOW TO VOTE

VOTING METHODS

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 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.

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.

Under amendments to the *Corporations Act 2001* which took effect on 1 August 2011 and 27 June 2012 there are some changes to the way in which proxy votes are processed.

DIRECTED PROXY VOTES

If you appoint someone as your proxy and give them voting instructions, the legislation provides that they must, either if they vote on a show of hands or if a poll is demanded, vote as directed. If on a poll, your appointed proxy does not vote as directed, the Chairman is taken to have been appointed as your proxy, and will vote as you have directed.

UNDIRECTED PROXY VOTES

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of Key Management Personnel or their Closely Related Parties voting as a proxy on resolution 1, if a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting as they see fit. Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they see fit.

If you wish to appoint a Director or other member of the Key Management Personnel or their Closely Related Parties (other than the Chairman) as your proxy, you must specify how they should vote on resolution 1 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not do that, your proxy will be unable to vote on your behalf for that resolution.

The Chairman will be able to exercise your vote on your behalf on resolution 2 as he sees fit, if you appoint the Chairman as your proxy in accordance with Step 1 of the proxy form, but do not direct him how to vote (in which case the Chairman will vote in favour of each of those items).

If you appoint the Chairman as your proxy in relation to resolution 1, and do not complete any of the boxes “For”, “Against” or “Abstain” opposite that resolution on the proxy form, you will be expressly authorising the Chairman to vote in favour of resolution 1. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on resolution 1, you should specify this by completing the “Against” or “Abstain” boxes on the proxy form.

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).

VOTING DEADLINES

The proxy’s appointment and, if applicable, the authority appointing an attorney, must be received **no later than 10.00am (WST) on Monday 26th November 2012** 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

VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00 pm (WST) on 26 November 2012. Accordingly, transactions registered after this time will be disregarded in determining Shareholders entitlements to attend and vote at the Meeting.

Your proxy form is enclosed.

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 2012 Annual Report, including the Financial Report for the year ended 30 June 2012 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 2012

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 2012 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 2012 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 2012.

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

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.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at this Annual General Meeting, and then again at the Company's 2013 Annual General Meeting, the Company will be required to put to shareholders a resolution proposing the calling of another meeting of members 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 another meeting of members (Spill Meeting) within 90 days of the Company's 2013 Annual General Meeting. All of the Directors who were in office when the Company's 2013 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.

Resolution 2 - Re-election of Mr Mark Richard Scott as a Director

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

Mr Scott 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.

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

Details of this candidate are as follows:
Mark Richard Scott *MSc, MCom (Hons)*
Non-Executive Chairman

Mr Scott has a background in finance and investment banking with formal qualifications in commerce and accounting. Over his career he has held senior positions in both private and public companies involved in the area of stockbroking and investments. Mr Scott is a founding director of Jindalee Resources Limited and was appointed Chairman of the Board in 2008. Age 65.

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

GLOSSARY

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

Annual General Meeting or Meeting	Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company of the year ended 30 June 2012 which can be downloaded from the Company's website at www.jindalee.net
Board	The board of Directors of the Company.
Closely Related Party of a member of the Key Management Personnel	<ul style="list-style-type: none"> • 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	Jindalee Resources Limited ACN 064 121 133.
Constitution	The Company's constitution.
Corporations Act	The <i>Corporations Act 2001 (Cth)</i> .
Director	A director of the Company.
Explanatory Statement	This explanatory memorandum which accompanies and forms part of the Notice of Annual General Meeting.
Key Management Personnel	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).
Managing Director	The managing director of the Company, (currently Mr Lindsay Dudfield).
Notice and Notice of Meeting	The Notice of Annual General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying this Notice.
Remuneration Report	The remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2012.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A share in the Company.
Shareholder	A registered holder of a Share.
WST	Western Standard Time.

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
 Telephone: (08) 9321 7550
 Facsimile: (08) 9321 7950
 Email: enquiry@jindalee.net

PROXY FORM

Please mark to indicate your directions

Step 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 28th November 2012 at 10.00am (WST) and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (to adopt the Remuneration Report) (except where I/we have indicated a different voting intention below) even though Resolution 1 (to adopt the Remuneration Report) is connected directly with the remuneration of a member of key management personnel for the Company, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 (to adopt the Remuneration Report) by marking in the appropriate box below.

Step 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 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Mr Mark Richard Scott as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Step 3: Signature of Securityholder(s)

This section MUST be completed

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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) Monday 26th November 2012** 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: Direct 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.