HADDINGTON

RESOURCES LIMITED

ACN 093 391 774

Notice of Annual General Meeting of Shareholders

PROXY FORM AND EXPLANATORY MEMORANDUM

10:30 am, Wednesday, November 26, 2003

The Celtic Club
48 Ord Street
West Perth
Western Australia

Notice is hereby given that the Annual General Meeting of Haddington Resources Limited ("Company") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, November 26, 2003 commencing at 10.30 am for the purpose of transacting the following business:

Agenda

ANNUAL ACCOUNTS

To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Audit Report for the year ended 30 June 2003.

RESOLUTION 1 – ELECTION OF MR JAMES PEARSON AS A DIRECTOR

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

"That Mr Anthony James Pearson, a Director of the Company, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election be elected as a Director of the Company."

RESOLUTION 2 – RATIFICATION OF PREVIOUS ISSUE OF SHARES TO WEDGETAIL EXPLORATION NL

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Company hereby ratifies the previous issue of 2,200,000 fully paid ordinary shares issued in the capital of the Company to Wedgetail Exploration NL on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

The Company will disregard any votes cast on this Resolution 2 by Wedgetail Exploration NL and any associate of Wedgetail Exploration NL. However, the Company will 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 whilst chairing the meeting, as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL TO THE GRANT OF OPTIONS TO DIRECTOR – MR COLIN MCCAVANA

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

"That, pursuant to and in accordance with Listing Rules 7.1 and 10.11 and section 208 of the Corporations Act 2001 and for all other purposes, the Company approves and authorises the Directors to grant to Mr Colin McCavana (or his nominee or nominees) 1,000,000 options on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

The Company will, in accordance with section 224 of the Corporations Act 2001, disregard any votes cast on this Resolution 3 by Mr Colin McCavana and any associate of Mr McCavana. However, the Company will 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 whilst chairing the meeting, as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

OTHER BUSINESS

To transact any other business that may be legally brought before the meeting.

By order of the Board

BRUNO SENEQUE
Company Secretary
October 9, 2003

Proxies

In accordance with Section 249L of the Corporations Act 2001, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with Section 250BA of the Corporations Act 2001 the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Ground floor,
7 Havelock Street,
West Perth, WA 6005
AUSTRALIA

or

PO Box 1909
West Perth WA 6872
AUSTRALIA

Facsimile Number: +(618) 9226 1551

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that members holding ordinary shares at 10.30 am (WST) November 26, 2003 will be entitled to attend and vote at the Annual General Meeting.

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Haddington Resources Limited ("Company") in connection with the business to be conducted at the Annual General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth on Wednesday, November 26, 2003 commencing at 10.30 am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

This Explanatory Memorandum 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 adviser prior to voting.

RESOLUTION 1 – ELECTION OF MR JAMES PEARSON AS A DIRECTOR

Mr Pearson was appointed as a Director of the Company on 15 January, 2001. Pursuant to clause 13.2 of the Company's Constitution he is required to retire as a Director. Mr Pearson, being eligible, has offered himself for re-election as a Director.

RESOLUTION 2 – RATIFICATION OF PREVIOUS ISSUE OF SHARES TO WEDGETAIL EXPLORATION NL

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained. It is possible under Listing Rule 7.4 to ratify previous issues that were made otherwise than under Listing Rule 7.1. The effect of such a ratification is to restore Haddington's discretionary power to issue further shares up to 15% of the nominal value of Haddington's issued shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

Haddington experiences delays and incurs quite significant costs when obtaining shareholder approval each time it wishes to issue securities which exceed the 15% limit and do not otherwise fall within one of the nominated Listing Rule exceptions. It is for this reason that the Company has chosen to take this opportunity to ratify the previous non-exempt issue made in the last 12 months and thereby restore its discretionary limit to 15%.

In compliance with Listing Rule 7.5 shareholders are advised as follows:

(a) The number of securities allotted is 2,200,000 ordinary shares;

(b) The shares were issued at deemed issue price of 20 cents per share;

(c) The shares rank pari passu in all respects with the Company's existing fully paid ordinary shares; and

(d) The issue was part consideration for the purchase of the Wallace Project mineral tenements, located near Cloncurry in Queensland, from Wedgetail Exploration NL. The Company is confident that these areas will form the basis for the Company's exploration activities over the coming years.

RESOLUTION 3 – APPROVAL TO THE GRANT OF OPTIONS TO DIRECTOR – MR COLIN MCCAVANA

The Company proposes to issue 1,000,000 options to the Managing Director of the Company, Mr Colin McCavana. This issue will replace 1,000,000 options, held by Mr Colin McCavana, which expired on 31 December 2002.

The grant of options is designed to encourage the recipient to have greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership.

Under the Company's current circumstances, the Directors consider that the incentives to the Directors, represented by the issue of these options, are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of cash compensation to the Directors.

RELATED PARTY TRANSACTIONS

Section 208 of the Corporations Act 2001, prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or

(b) shareholder approval is obtained prior to the giving of the financial benefit.

For the purpose of Chapter 2E, the Managing Director of the Company is considered to be a related party of the Company. Resolution 3 provides for the grant of options to the Managing Director of the Company which is a financial benefit which requires shareholder approval.

In accordance with the requirements of Chapter 2E and in particular, section 219 of the Corporations Act 2001, the following information is provided to shareholders to allow them to assess the proposed grant of options to the Managing Director:

The related party to whom Resolution 3 would permit the financial benefit to be given

Subject to shareholder approval, the following options will be granted to the following related party or their respective nominees:

Name of Related Party (Director)	Number of Options
Colin McCavana	1,000,000

The nature of the financial benefit

The proposed financial benefit to be given is the grant of options for no consideration to the Managing Director as noted above. The terms and conditions of the options are set out in Annexure A to this Explanatory Memorandum.

Directors recommendation

Mr Tarrant, Mr Pearson and Ms Medhurst recommend that shareholders vote in favour of Resolution 3. Mr McCavana declines to make a recommendation about Resolution 3 as he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

Resolution 3 would have the effect of giving power to the Directors to grant up to 1,000,000 options on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above. The Company currently has 4,738,190 unlisted options on issue, and should Resolution 3 be passed, a further 1,000,000 unlisted options will be issued in accordance with Annexure A to this Explanatory Memorandum.

If any options granted as proposed above are exercised, the effect would be to dilute the shareholding of existing shareholders. Based on the number of Shares on issue as at the date of this Explanatory Memorandum, the Company's share capital would be diluted by approximately 2.4%. The market price of the Company's Shares during the period of the options will normally determine whether or not option holders exercise the options. At the time any options are exercised and Shares are issued pursuant to the exercise of the options, the Company's shares may be trading at a price which is higher than the exercise price of the options.

Since Listing on ASX on 8 January 2001, the Company's shares have traded from a low of 8.3 cents on 15 July 2003 to a high of 29.5 cents on 20 February 2001. The latest available trading price of the shares prior to the date of this Explanatory Memorandum was 13 cents on 8 October 2003.

If Resolution 3 is passed, the Managing Directors' relevant interests in securities in the Company will be as follows:

Director	Shares	Options to be granted pursuant to Resolutions 3	Existing Options
Colin McCavana	1,001,249	1,000,000	281,640

Valuation of Options

An estimate of the value of the options proposed to be granted pursuant to Resolution 3 using the Black and Scholes Option Pricing Model has been calculated as set out below:

Name of Related Party	Number of Options exercisable at 20 cents	Total Value using Black & Scholes Model (a)
Colin McCavana	1,000,000	$66,640

(a) This has been calculated with the following assumptions:

(i) risk free rate of 5.19%

(ii) closing price (mid point) of 14 cents

(iii) dividend yield of 0%

(iv) forecast volatility of 82%

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to the issue of options to a related party of the Company. As all Directors of the Company are related parties of the Company as noted above, shareholder approval is also sought pursuant to Listing Rule 10.11.

Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company where the securities proposed to be issued represent more than 15% of the Company's shares then on issue. While the options to be granted pursuant to Resolution 3 do not exceed this limit, ratification of this issue will provide the Company with the flexibility to issue further shares in accordance with the Listing Rules should the need arise. Accordingly shareholder approval is sought.

The following information is provided to shareholders for the purposes of Listing Rules 7.3 and 10.13:

(a) the maximum number of options to be granted under Resolution 3 is 1,000,000;

(b) the options will be issued no later than one month after the date of this Annual General Meeting or such later date as approved by ASX;

(c) the options will be granted as incentive options and hence will attract no consideration;

(d) the allottee is the party referred to above;

(e) the options will be issued on the terms and conditions as set out in Annexure A to this Explanatory Memorandum; and

(f) no funds will be raised from the grant of the options.

DATED this 9th day of October 2003.
BY ORDER OF THE BOARD

Glossary of Terms

In this Explanatory Memorandum and accompanying Notice of Meeting the following words and expressions have the following meanings:

ASIC	Australian Securities & Investments Commission;
ASX	Australian Stock Exchange Limited;
Company or Haddington	Haddington Resources Limited (ACN 093 391 774);
Corporations Act 2001	Australian Corporations Act 2001;
Explanatory Memorandum	the information attached to the Notice of Meeting which provides information to shareholders about the resolutions contained in the Notice of Meeting;
Notice of Meeting	the notice of meeting which accompanies this Explanatory Memorandum;
Options	options to acquire Shares;
Shares	ordinary fully paid shares in the Company;
$	Australian dollars.

Annexure A

TERMS AND CONDITIONS OF OPTIONS TO BE GRANTED TO MANAGING DIRECTOR

The terms and conditions of the options are as follows:

1. The options shall expire on 31 December 2006 ("Expiry Date").
2. Each option shall confer the right to subscribe for one fully paid ordinary share, ranking pari passu with existing issued fully paid ordinary shares, in the capital of the Company.
3. The options shall be exercisable by notice in writing to the Company received at any time on or before the Expiry Date, however the fully paid ordinary shares will be allotted not more than fifteen days after (but not including) the exercise date.
4. The options may be exercised in whole or in part. If the options are exercised in part each notice of exercise must be for not less than 1,000 shares and in multiples of 1,000 shares.
5. The exercise price for each option shall be 20 cents.
6. The options may be transferred at any time in whole or part.
7. A statement will be issued for the options. On the reverse side of the statement there will be endorsed a statement of the rights of the optionholder and a notice that is to be completed when exercising the options. If there is more than one option comprised in this statement and prior to the Expiry Date those options are exercised in part, the Company will issue another statement for the balance of the options held and not yet exercised.
8. The optionholder will not be permitted to participate in any new pro rata entitlement issues of securities of the Company, unless the options are first exercised.
9. In the event of a reorganisation of the issued capital of the Company, the options will be reorganised in accordance with the Listing Rules of the Australian Stock Exchange Limited.
10. The options will not give any right to participate in dividends until shares are allotted pursuant to the exercise of the relevant options.

Proxy Form

THE SECRETARY
HADDINGTON RESOURCES LIMITED
PO BOX 1909
WEST PERTH WA 6872

I/We ______________________________

Of ______________________________

Being a member / members of Haddington Resources Limited hereby appoint ______________

____

of ______________________________

or, failing him/her ______________________________

of ______________________________

or, failing him/her, the Chairman of the meeting, as my / our proxy to vote for me/ us on my/our behalf at the General Meeting of the company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, at 10.30 am Wednesday, November 26, 2003, and at any adjournment of that meeting.

This form may, if wished, be used to direct the proxy to vote in respect of the resolutions by marking with an "X" in the appropriate box "For" or "Against", otherwise the proxy may vote as he or she thinks fit or abstain from voting.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1.Re-election of James Pearson as Director	☐	☐	☐
2.Ratification of previous issue of shares	☐	☐	☐
3.Approval to issue options to Colin McCavana	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

If 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 Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Signature of member ______________

Signature of joint member ______________

If the Shareholder is a Company:

Executed in accordance with the Constitution of the Company:

Director/Sole Director and Sole Secretary: ______________

Director/Secretary: ______________