



Austindo Resources Corporation NL
ACN 002 678 640

**Notice of General Meeting
and Explanatory Statement**

29 August 2003



AUSTINDO RESOURCES CORPORATION NL
(ACN 002 678 640)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a general meeting of shareholders of Austindo Resources Corporation NL ("**the Company**") will be held at 2.00 pm (Melbourne time) on Tuesday 7 October 2003 at Level 5, 161 Collins Street, Melbourne Vic 3000.

BUSINESS

Resolution 1: Approval of share placements to related parties

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

"That approval is given, under Australian Stock Exchange Listing Rule 10.11, for the Company to issue to the related parties of the Company specified below the number of ordinary fully paid shares in the capital of the Company specified below, each at an issue price of 3.2 cents per share:

Related party	Number of shares
PT Austindo Nusantara Jaya	32,328,000
Genview Holdings Pte Limited	672,000
Mr. Pieter Willem Greeff <The Greeff Family A/C>	687,500
John Carlile	3,281,250

such shares to be issued to those related parties by no later than one month after the date of this meeting."

Note: If approval is given in Resolution 1 under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting restrictions on Resolution 1

The company will disregard any votes cast on Resolution 1 by:

- PT Austindo Nusantara Jaya, Genview Holdings Pte Limited Pieter Greeff or John Carlile; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

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



Resolution 2: Approval of share placements to other parties

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

“That approval is given, under Australian Stock Exchange Listing Rule 7.1, for the Company to issue up to 15,531,250 ordinary fully paid shares in the capital of the Company at an issue price of 3.2 cents per share, to such persons (other than related parties of the Company) as determined on by the directors of the Company, such shares to be issued to such persons by no later than 3 months after the date of this meeting.”

Voting restrictions on Resolution 2

The Company will disregard any votes cast on Resolution 2 by:

- a person who may participate in the proposed issue of shares; and
- a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 2 is passed; and
- an associate of any of those persons.

However, the Company need not disregard a vote if:

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

Resolution 3: Approval of issues under Share Purchase Plan

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

“That approval is given, under Australian Stock Exchange Listing Rule 7.1, for the Company to issue:

- (a) such number of ordinary fully paid shares in the capital of the Company at an issue price of 3.2 cents per share as may be applied for by shareholders under the Company’s Share Purchase Plan; and
- (b) such number of shares as may be applied for at 3.2 cents per share as a result of the obligations of the underwriters for \$1,600,000 to be raised by such Share Purchase Plan,

as described in the Explanatory Statement accompanying the notice of this meeting, such shares to be issued by no later than 3 months after the date of this meeting.”

Voting restrictions on Resolution 3

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

- a person who may participate in the proposed issue of shares; and
- a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 3 is passed; and



- an associate of any of those persons.

However, the Company need not disregard a vote if:

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

By order of the Board

Andrew J Cooke
Company Secretary

Dated: 1 September 2003

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

For the purposes of the meeting and in accordance with regulation 7.11.37 of the Corporations Regulation 2001, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00 pm (Sydney time) on Sunday 5 October 2003.



EXPLANATORY STATEMENT

1. INFORMATION RELEVANT TO ALL 3 RESOLUTIONS

Raising of funds for the Company

1.1 Your Directors are proposing to raise funds for the Company by means of issues of ordinary fully paid shares by means of:

- (a) placements of up to 52,500,000 shares:
 - (i) as to 36,968,750 shares between 3 specified “related parties” of the Company, being the largest shareholder in the Company, another company related to a director, and to 2 of the directors of the Company (which placements are the subject of Resolution 1); and
 - (ii) as to the remaining 15,531,250 shares between other persons as determined on by your Directors (which placements are the subject of Resolution 2); and
- (b) a Share Purchase Plan which is outlined in paragraph 1.4 to 1.6 below and which is the subject of Resolution 3.

Placements

1.2 The Company announced on 13 August 2003 that it proposed to effect a capital raising by way of placements of up to 52,500,000 ordinary shares at an issue price of 3.2 cents per share.

1.3 If all 52,500,000 shares are issued, the funds raised by such placements will be a gross amount of \$1,680,000.

Share Purchase Plan

1.4 On 20 August 2003 the Company announced that it would be offering all of those shareholders of the Company whose address in the register of members is within Australia the opportunity to participate in a Share Purchase Plan.

1.5 Under the Share Purchase Plan each eligible shareholder in the Company, irrespective of the size of their shareholding, is entitled to purchase between \$500 and \$5,000 worth of shares in the Company at an issue price of 3.2 cents per share. No brokerage, commission or stamp duty, will apply to shares purchased under the Share Purchase Plan.

1.6 The subscription for shares by shareholders under the Share Purchase Plan has been underwritten by brokers as to a gross amount of \$1,600,000. Based on that underwriting, your Directors believe that a net amount of not less than \$1,520,000 will be raised through the Share Purchase Plan.



Use of funds raised

- 1.7 The sum of \$1,680,000 to be raised from the placements referred to in paragraph 1.1(a) above, and the net amount of at least \$1,520,000 to be raised from the Share Purchase Plan referred to in paragraph 1.6 above, makes a total of \$3,200,000. This will be used by the Company primarily for the purpose of proceeding with a Bankable Feasibility Study ("BFS") on the Company's 75% owned Cibaliung Project in Banten Province, Indonesia. The funds will be used to finalise the BFS and to meet the Company's working capital requirements at Cibaliung while project funding for the project is put in place. In addition, a portion of the funds will be applied to advance the Company's gold exploration interests in Victoria.

Increases in share capital

- 1.8 At the date of the Notice of General Meeting there are 370,317,262 ordinary fully paid shares in the capital of the Company on issue.
- 1.9 The placements referred to in paragraph 1.1(a) above totalling 52,500,000 represent 14.2% of 370,317,262, and will take the number of shares on issue to 422,817,262.
- 1.10 At the date of the Notice of General Meeting there are 1,652 shareholders entitled to participate in the Share Purchase Plan. It is not known how many of those 1,652 shareholders will subscribe for the full amount of \$5,000 worth of shares (being 156,250 shares at 3.2 cents per share) offered under the Share Purchase Plan. In theory every eligible shareholder might subscribe for their full entitlement, thereby raising \$8,260,000, and resulting in 258,125,000 new shares being issued.
- 1.11 As each of the 1,652 eligible shareholders may elect, in response to the Share Purchase Plan:
- (a) to take up none of their entitlement; or
 - (b) to take up the minimum \$500 worth of shares (15,625 shares); or
 - (c) to take up the maximum \$5,000 worth of shares (156,250) shares; or
 - (d) to take up a number of shares between \$500 worth and \$5,000 worth.

it is unknown how many shares will be issued under the Share Purchase Plan.

- 1.12 Your directors speculate that, in reality, under the Share Purchase Plan only 55,000,000 shares will be issued. If 55,000,000 shares are so issued the number of shares on issue referred to in paragraph 1.9 above will further expand to 477,817,262.



2. RESOLUTION 1: APPROVAL OF SHARE PLACEMENTS TO RELATED PARTIES

Listing Rule 10.11

- 2.1 Listing Rule 10.11 requires shareholder approval for the issue of equity securities to a “related party” of the Company. Resolution 1 is proposed for this purpose.

Related parties – ANJ and Genview

- 2.2 The first 2 named related parties of the Company in Resolution 1 are PT Austindo Nusantara Jaya (“ANJ”) and Genview Holdings Pte Ltd (“Genview”) to whom a total of 33 million shares are proposed to be issued, thereby raising \$1,056,000.
- 2.3 ANJ is a “related party” of the Company by reason of the fact that it is regarded as the controlling entity of the Company by virtue of it being the registered holder of 46.63% of the current issued share capital of the Company. Further, it is a “related party” of the Company by reason of the fact that one of the directors of the Company, Mr George Tahija, is a director of ANJ and has a direct and indirect controlling interest in ANJ.
- 2.4 Genview is a “related party” of the Company by reason of the fact that it is a self-declared associate of ANJ. Genview is the registered holder of 1.28% of the current issued share capital of the Company. The brother of Mr George Tahija, Dr Sjakon Tahija, is a director of Genview and has a direct and indirect controlling interest in Genview.
- 2.5 If shareholders approve both Resolution 1 and Resolution 2 and the whole of the 52,500,000 shares are placed and issued on the one day (and before any shares are issued under the Share Purchase Plan), the combined voting power of ANJ and its associate Genview will move from 47.9% of the current issued share capital of the Company to 49.76% of the expanded capital of the Company.

Related parties – Greeff, Carlile

- 2.6 Each of the last 2 named related parties of the Company in Resolution 1 who are to receive placements of shares (Pieter Greeff and John Carlile) is a “related party” of the Company by virtue of his directorship of the Company.

Terms of issue

- 2.7 The shares to be issued to those 4 related parties of the Company will be issued by no later than one month after the date of the general meeting.
- 2.8 The new shares, when issued, will have the same rights and rank equally with the existing ordinary fully paid shares of the Company.
- 2.9 The intended use of the funds raised by means of the issue of shares referred to in Resolution 1 is described in paragraph 1.7 above.



Recommendation on Resolution 1

- 2.10 Of the directors of the Company, Messrs George Tahija, Pieter Greeff and John Carlile, are the subject of Resolution 1, and do not for that reason make a recommendation in relation to Resolution 1.
- 2.11 Each of the remaining directors, Ian Price, Christopher Melloy, and Bruce Paterson, recommends that shareholders vote in favour of Resolution 1 as it authorises a material part of the fund raising required by the Company for the purposes set out in paragraph 1.7 above.

Voting restrictions on Resolution 1

- 2.12 There are voting restrictions in relation to Resolution 1, the terms of which are set out immediately after the text of Resolution 1 in the Notice of General Meeting.

3. RESOLUTION 2: APPROVAL OF SHARE PLACEMENTS TO OTHER PARTIES

Listing Rule 7.1

- 3.1 Under Listing Rule 7.1 your Directors, in effect have the authority to make placements of up to 15% of the issued share capital of the Company without having to obtain shareholder approval.
- 3.2 As noted in paragraph 1.9 above, the placements the subject of Resolutions 1 and 2 total 52,500,000 and represent 14.2% of the current shares on issue. If Resolution 1 is approved it has the added effect of being an issue of shares approved under Listing Rule 7.1. The purpose of Resolution 2 is, therefore, to refresh the full 15% authority of your directors referred to in paragraph 3.1 above.
- 3.3 If Resolution 2 is not passed your directors would still be permitted to make the placements referred to in Resolution 2 if either those placements precede the issues of shares under the Share Purchase Plan (Resolution 3 not having been passed) or Resolution 3 is passed. However, another impact of Resolution 2 not being passed is that it restricts the authority of your directors to make further placements until the formula in Listing Rule 7.1, and lapse of time, allows your directors to do so.

Terms of issue

- 3.4 Under Resolution 2, the maximum number of shares to be issued is 15,531,250. Those shares will be placed at 3.2 cents per share. The shares will be issued by no later than 3 months after the date of the general meeting.



- 3.5 The names of the persons to whom the shares will be placed pursuant to the authority in Resolution 2 is not known at this stage. However, they will not include any “related party” of the Company. In other words, they will not include any director of the Company, any specified members of the family of a director of the Company, ANJ, Genview, or any other company under the control of any director (or their family) of the Company.
- 3.6 The new shares, when issued, will have the same rights and rank equally with the existing ordinary fully paid shares of the Company.
- 3.7 The intended use of the funds raised by means of the issue of shares referred to in Resolution 2 is described in paragraph 1.7 above.

Recommendation on Resolution 2

- 3.8 Of the directors of the Company, Mr. Chris Melloy, who represents Lion Selection Group Limited, which is likely to participate in the placement of shares being the subject of Resolution 2, does not for that reason make a recommendation in relation to Resolution 2.
- 3.9 Each of the remaining directors, Pieter Greeff, Ian Price, George Tahija, John Carlile and Bruce Paterson, recommends that shareholders vote in favour of Resolution 2 as it authorises a material part of the fund raising required by the Company for the purposes set out in paragraph 1.7 above.
- 3.10 Each of ANJ and Genview, which together hold 47.9% of the current issued share capital of the Company, have advised the Company that, if Resolution 1 (on which ANJ and Genview are not permitted to vote) is passed, they will vote in favour of Resolution 2.

Voting restrictions on Resolution 2

- 3.11 There are voting restrictions in relation to Resolution 2, the terms of which are set out immediately after the text of Resolution 2 in the Notice of General Meeting.
- 3.12 If you are a person who is likely to participate in the placement of shares (as distinct from the Share Purchase Plan which is offered to all shareholders) then that potential participant, and any associate of that potential participant, should refrain from voting on Resolution 2.

4. RESOLUTION 3: APPROVAL OF ISSUES UNDER SHARE PURCHASE PLAN

Listing Rule 7.1

- 4.1 Under Listing Rule 7.1 your Directors have the authority to make placements of up to 15% of the issued share capital of the Company without having to obtain shareholder approval. The purpose of Resolution 3 is to seek that approval.



- 4.2 As noted in paragraph 1.10 above, in theory every eligible shareholder might subscribe for their full \$5,000 entitlement under the Share Purchase Plan, thereby resulting in 258,125,000 new shares having to be issued under the Share Purchase Plan.
- 4.3 As noted in paragraph 1.11 above, it is not known as to how many shares will need to be issued in response to the offers made to eligible shareholders under the Share Purchase Plan. Your directors seek approval in accordance with Resolution 3 so that:
- (a) whatever number of shares are applied for under the Share Purchase Plan, the number of shares issued under the Plan will not “eat up” the authority of the directors to make future issues of shares of up to 15% as referred to in paragraph 4.1 above; and
 - (b) if the number of shares applied exceeds that 15% limit (about 55,000,000 shares) your directors may still issue all shares applied for under the Share Purchase Plan even though the total number may exceed such 15% limit.
- 4.4 Your directors consider it appropriate to grant such approval as:
- (a) it is most unlikely that the full theoretical number of shares will need to be issued under the Share Purchase Plan; and
 - (b) as the offer under the Share Purchase Plan is being made to all eligible shareholders with each being entitled to take up their full \$5,000 worth of shares, irrespective of the size of their respective shareholdings, there is, to some degree, fairness in the proposed issue under the Share Purchase Plan.

Terms of issue

- 4.5 Under Resolution 3, the maximum theoretical number of shares that might be issued is 258,125,00. Those shares will be issued at 3.2 cents per share. The shares will be issued by no later than 3 months after the date of the general meeting.
- 4.6 The shares offered under the Share Purchase Plan are offered only to those shareholders whose address in the register of members of the Company is a place in Australia.
- 4.7 The new shares, when issued, will have the same rights and rank equally with the existing ordinary fully paid shares of the Company.
- 4.8 The intended use of the funds raised by means of the issue of shares referred to in Resolution 3 is described in paragraph 1.7 above.
- 4.9 The Share Purchase Plan is being made pursuant to the Australian Securities & Investments Commission’s Class Order 02/831 “Small Offers of Shares to Existing Shareholders by Listed Companies – Share Purchase Plans”



Recommendation on Resolution 3

- 4.10 Each of the directors of the Company recommends that shareholders vote in favour of Resolution 3 as it authorises the directors to issue shares under the Share Purchase Plan, which is for the benefit of all eligible shareholders, and it is a material part of the fund raising required by the Company for the purposes set out in paragraph 1.7 above.
- 4.11 Each of ANJ and Genview, which together hold 47.9% of the current issued share capital of the Company, have advised the Company that, if Resolution 1 (on which ANJ and Genview are not permitted to vote) is passed, they will not participate in the Share Purchase Plan and they will vote in favour of Resolution 3.

Voting restrictions on Resolution 3

- 4.12 There are voting restrictions in relation to Resolution 3, the terms of which are set out immediately after the text of Resolution 3 in the Notice of General Meeting.
- 4.13 If you are an eligible shareholder who is likely to participate in the Share Purchase Plan then you, and any associate of yours, should refrain from voting on Resolution 3.

Austindo Resources Corporation NL

ABN 48 002 678 640

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia)
(outside Australia) 61 3 9615 5970
Facsimile

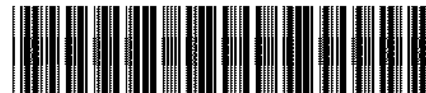
Mark this box with an 'X' if you have made any changes to your address details (see reverse)



MR JOHN SMITH
FLAT 123
123 SAMPLE STREET
SAMPLEVILLE VIC 3030

000001

Securityholder Reference Number (SRN)



ARX

Appointment of Proxy

I 1234567890 I ND

I/We being a member/s of Austindo Resources Corporation NL and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

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

or failing the person named, or if no person 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 Austindo Resources Corporation NL to be held at Level 5, 161 Collins Street, Melbourne Victoria 3000 on Tuesday 7 October 2003 at 2.00pm and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 1,2 AND 3 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 1,2 and 3 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those Items and that votes cast by him, other than as proxy holder, would 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 of the Meeting will not cast your votes on Items 1,2 and 3 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of each item.

Voting directions to your proxy - please mark



to indicate your directions

1. Approval of share placements to related parties
2. Approval of share placements to other parties
3. Approval of share issues under Share Purchase Plan

For Against Abstain*

☐	☐	☐
☐	☐	☐
☐	☐	☐

* 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, or if your votes entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you
wish to appoint a second
proxy.

AND

%

OR

State the percentage of your voting rights or the number
of securities for this Proxy Form.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

ARX

5 P R



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 24 hours before the commencement of the meeting at 2.00pm on Tuesday 7 October 2003. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- by posting, delivery or facsimile to Austindo Resources Corporation NL being:
PO Box 259, Forresterville NSW 2087; or
Company's Head Office: Level 13, 303 Collins Street, Melbourne Vic 3000; or
by facsimile on +61 2 9241 6714

Austindo Resources Corporation NL share registry
Computershare Investor Services Pty Limited
GPO Box 1903
Adelaide South Australia 5001
Australia
Facsimile +61 8 8236 2305