



Austindo Resources Corporation NL

ACN 002 678 640

Notice of General Meeting and Explanatory Statement

NOTICE is hereby given that a general meeting of shareholders of Austindo Resources Corporation NL ("**the Company**") will be held at

3.00pm (Melbourne time) on
Monday 11 October 2004
at Level 39, 101 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 4.3 cents per share:

Related party	Number of shares
PT Austindo Nusantara Jaya	29,148,000
Genview Holdings Pte Limited	770,000

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 and Genview Holdings Pte Limited; 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 40,082,000 ordinary fully paid shares in the capital of the Company at an issue price of 4.3 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.

By order of the Board

Andrew J Cooke
Company Secretary

Dated: 8 September 2004



EXPLANATORY STATEMENT

1. INFORMATION RELEVANT TO BOTH 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 placements of up to 70,000,000 shares:
- (i) as to 29,918,000 shares between 2 specified “related parties” of the Company, being the largest shareholder in the Company and another company related to a director (which placements are the subject of Resolution 1); and
 - (ii) as to the remaining 40,082,000 shares between other existing major shareholders or other selected investors as may be determined by your Directors (which placements are the subject of Resolution 2).
- 1.2 The Company announced on 25 August 2004 that it proposed to effect a capital raising by way of placements of up to 70,000,000 ordinary shares at an issue price of 4.3 cents per share.
- 1.3 If all 70,000,000 shares are issued, the funds raised by such placements will be a gross amount of \$3,010,000.
- 1.4 Subject to shareholder approval of Resolution 1 the allotment of up to 29,918,000 shares to related parties will be effected within 7 days after such resolution is passed.
- 1.5 Prior to the date of the general meeting being the subject of this Notice of Meeting and Explanatory Statement the Directors will seek the commitment of other existing major shareholders or other selected investors to participate in the placement of the 40,082,000 shares (which placements are the subject of Resolution 2). The allotment of these shares will be effected at the same time as the allotment of shares pursuant to Resolution 1. Any balance will be allotted progressively within 3 months after the date of the meeting.

Use of funds raised

- 1.4 The sum of \$3,010,000 to be raised from the placements referred to in paragraph 1.1 above will be used by the Company to fund the Company through the pre-implementation phase of its 83.76% owned Cibaliung Gold Project in Banten Province, Indonesia and to meet the Company’s working capital requirements at Cibaliung while project funding is put in place.



Increases in share capital

- 1.5 At the date of the Notice of General Meeting there are 492,299,667 ordinary fully paid shares in the capital of the Company on issue.
- 1.6 The placements referred to in paragraph 1.1 above totalling 70,000,000 represent 14.2% of 492,299,667, and will take the number of shares on issue to 562,299,667.

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 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 29,918,000 million shares are proposed to be issued, thereby raising \$1,286,474.
- 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 41.64% 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 1.10% 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 70,000,000 shares are placed and issued on the one day, the combined voting power of ANJ and its associate Genview will not change from 42.7% of the current issued share capital of the Company and will remain at 42.7% of the expanded capital of the Company.

Terms of issue

- 2.7 The shares to be issued to those 2 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 1.4 above.



Recommendation on Resolution 1

- 2.10 Of the directors of the Company, Mr George Tahija is the subject of Resolution 1, and does not for that reason make a recommendation in relation to Resolution 1.
- 2.11 Each of the remaining directors, Pieter Greeff, Ian Price, John Carlile, 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 1.4 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 70,000,000 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. 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 40,082,000. Those shares will be placed at 4.3 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 have not been finalised at this stage. It is anticipated that these shares will be placed with existing major shareholders or other selected investors as may be determined by your



Directors, 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 1.4 above.

Recommendation on Resolution 2

- 3.8 Of the directors of the Company, Mr. Chris Melloy, who is associated with Lion Selection Group Limited and AuSelect Limited, who have both confirmed they will 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 1.4 above.
- 3.10 Each of ANJ and Genview, which together hold 42.7% 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 then that potential participant, and any associate of that potential participant, should refrain from voting on Resolution 2.

Austindo Resources Corporation NL

ABN 48 002 678 640

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 1903 Adelaide
South Australia 5001 Australia
Enquiries (within Australia) 1300 556 161
(outside Australia) 61 3 9615 5970
Facsimile 61 8 8236 2305

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

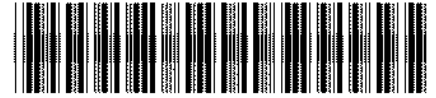


000001
ARX



MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



Appointment of Proxy

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 General Meeting of Austindo Resources Corporation NL to be held at Level 39, 101 Collins Street, Melbourne Victoria 3000 on Monday 11 October 2004 at 11.00am and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 1 AND 2 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 and 2 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 and 2 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 of these items.

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

For Against Abstain*

☐	☐	☐
☐	☐	☐

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

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

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



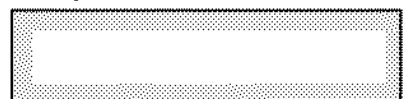
Individual/Sole Director and
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

ARX

5 PR



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 11.00am on Monday 11 October 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON Head Office: Level 13, 303 Collins Street, Melbourne VIC 3000

BY MAIL PO Box 259, Forestville NSW 2087
BY FAX (02) 9415 6344