



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

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 20th November 2009 at 10.00am (Western Standard Time), for the purpose of transacting the following business:

BUSINESS

Financial Statements and Reports

The Company's 2009 Annual Report (including the financial, directors' and auditors' report for the year ended 30 June 2009) will be tabled.

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2009

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act, the Directors' Remuneration Report for the financial year ended 30 June 2009 as set out in the Director's Report in the Company's 2009 Annual Report be adopted."

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

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.

Please note defined terms used in this Notice have the same meanings set out in the glossary of the Explanatory Memorandum.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Greg Ledger'.

GREG LEDGER
Company Secretary
12 October 2009

Proxies

Please note that:

- A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Each proxy will have the right to vote on a poll and also to speak at a meeting. Where there is a vote taken by a show of hands, if a shareholder has appointed two proxies, neither of those proxies may vote;
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights;
- A proxy may but need not be a shareholder of the Company;
- A Shareholder may appoint a body corporate or an individual as its proxy;
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised;
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors' have set a time to determine the identity of those entitled to attend and vote at the Meeting. The time is 7.00p.m. (EST) on 18th November 2009. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Annual General Meeting.

Corporate Representative

Any Corporate Shareholder who has appointed a person to act as its Corporate Representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

JINDALEE RESOURCES LIMITED
ACN 064 121 133

EXPLANATORY MEMORANDUM

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

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Memorandum.

The Directors recommend shareholders read this Explanatory Memorandum 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:

Financial Statements and Reports

The *Corporations Act 2001 (Cth)* ("Corporations Act") requires the Company's financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report for the year ended 30 June 2009 to be laid before the annual general meeting. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's constitution that shareholders vote on or approve those reports.

Shareholders can access a copy of the Company's financial report, directors' report and auditors report for the year ended 30 June 2009 (which form part of the Company's 2009 Annual Report) on the Company's website: www.jindalee.net

Shareholders may elect to receive, free of charge, a physical copy of the reports for each financial year. A physical copy of the reports has been sent to shareholders who have previously made this election. Shareholders who have not received a physical copy of the reports but wish to do so should contact the Company's Share Registry to obtain information about making the necessary election.

Resolution 1 – Adoption of the Remuneration Report for year ended 30 June 2009

The Corporations Act requires the Company to include, in the directors' report for the year ended 30 June 2009, a detailed remuneration report setting out certain prescribed information relating to the remuneration of the directors and certain members of the Company's senior management, and to submit this for adoption by resolution of the shareholders at the annual general meeting. The vote on the resolution is advisory only and does not bind the directors of the Company or the Company.

The directors recommend that shareholders vote in favour of adopting the Remuneration Report.

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

Resolution 1 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 MAICD GradCertProfAcc
Non-executive Director

Ms Farr joined Jindalee Resources Limited in July 2002 and has been closely involved with the growth and development of the Company and was appointed to the Board in August 2008. She is an experienced company administrator with over 10 years experience in the mining industry, having previously worked for large mining house Resolute Mining. Ms Farr is currently Company Secretary for Energy Metals Limited. Age 37.

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

GLOSSARY

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

"ASIC" means the Australian Securities and Investments Commission;

"ASX" means the Australian Stock Exchange Limited;

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

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

"Corporations Act" means the Corporations Act 2001 (Clth);

"Director" means a Director of the Company;

"Listing Rules" means the Listing Rules of the ASX; and

"Notice" means the notice of meeting accompanying this Explanatory Memorandum;

Shareholder/Corporate Proxy Details

This is to certify that by a resolution of the Directors of:

..... (Company)
Insert name of shareholder company / corporate proxy

the Company has appointed:

..... ,
Insert name of corporate representative

In accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Jindalee Resources Limited to be held on Friday 20th November 2009 and at any adjournments of that meeting/all meetings of the members of Jindalee Resources Limited.

DATED..... 2009

Please sign here

Executed by the Company)
In accordance with its constituent documents)

Signed by authorised representative

Signed by authorised representative

Name of authorised representative (print)

Name of authorised representative (print)

Position of authorised representative (print)

Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (eg. "John Smith" or "each director of the company").
2. Execute the certificate following the procedure required by your constitution or other constituent documents.
3. Print the name and position (eg. Director) of each company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to Jindalee Resources Limited registered office or fax the Certificate to the registered office at 61 8 9321 7950.

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

I/We (name of shareholder)
of (address)
being a member/members of Jindalee Resources Limited ("Company")
holding shares in the Company

HEREBY APPOINT

(proxy's name)
of (proxy's address)
and/or failing him (name)
of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Level 2, 18 Kings Park Road, West Perth, Western Australia on 20th November 2009 at 10.00am WST and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:	For	Against	Abstain
Resolution 1 – To adopt the remuneration report for the year ended 30 June 2009	☐	☐	☐
Resolution 2 – Re-election of Ms Patricia Anne Farr as Director	☐	☐	☐

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

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares

SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

If the Shareholder is an individual

Name: _____

Signed: _____

If the Shareholder acts as a Trustee of Superfund

Name: _____

Signed: _____

Name: _____

Signed: _____

If the Shareholder is a company:

Affix common seal (if required by articles)

Name: _____

Signed: _____

Sole Director/Director

Name: _____

Signed: _____

Director/Secretary

Dated: _____ 2009.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his or her attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, **that is by 10.00am (WST) on 18th November 2009** by post, facsimile or email to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) 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
 - (c) if the proxy is the Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.