



Resources Limited
ACN 064 121 133

Jindalee Resources Limited
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West Perth WA 6005
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West Perth WA 6872
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Notice of Annual General Meeting Explanatory Memorandum Proxy Form

Date of Meeting

22 November 2017

Time of Meeting

10.00am (WST)

Place of Meeting

Level 2, 9 Havelock Street,
West Perth, Western Australia, 6005

YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:
www.jindalee.net

This Notice of Annual General Meeting and 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 advisor without delay.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Jindalee Resources Limited will be held at Level 2, 9 Havelock Street, West Perth, Western Australia on Wednesday 22nd November 2017 at 10.00am (Western Standard Time), for the purpose of transacting the business referred to in this Notice of Annual General Meeting ("Notice").

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting. Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10.00am (WST) on 20th November 2017.

AGENDA

ANNUAL REPORT

To receive and consider the Company's Financial Report, Directors' Report and Auditors' Report for the financial year ended 30 June 2017 ("2017 Annual Report").

RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass the following resolution with or without amendment as an **ordinary 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 2017."

Voting Exclusion: In accordance with section 250R of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy 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 this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if this 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 DIRECTOR – MS PATRICIA FARR

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That, Ms Patricia Farr, being a Director of the Company who retires in accordance with clause 13.2 of the Company's Constitution, be re-elected as a Director of the Company."

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass with or without amendment the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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 4 – APPROVAL OF ESOP

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.2 Exception 9 and for all other purposes, the Company's ESOP be approved and the issue of securities from time to time under the ESOP as an exception to the ASX Listing Rule 7.1 be approved."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Restriction on proxy voting by Restricted Voters: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel or a Director of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 4.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 5 – APPROVAL OF PROPOSED ISSUE OF DIRECTOR OPTIONS TO MR JUSTIN MANNOLINI

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to issue to Mr Justin Mannolini or his nominee, up to 500,000 Director Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Mannolini (and his nominee) and any associates of Mr Mannolini.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Restriction on proxy voting by Restricted Voters: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel or a Director of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 5.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

RESOLUTION 6 – APPROVAL OF PROPOSED ISSUE OF DIRECTOR OPTIONS TO MR LINDSAY DUDFIELD

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to issue to Mr Lindsay Dudfield or his nominee, up to 1,000,000 Director Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Dudfield (and his nominee) and any associates of Mr Dudfield.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Restriction on proxy voting by Restricted Voters: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel or a Director of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 6.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

RESOLUTION 7 – APPROVAL OF PROPOSED ISSUE OF DIRECTOR OPTIONS TO MS PATRICIA FARR

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Directors to issue to Ms Patricia Farr or her nominee, up to 500,000 Director Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Ms Farr (and her nominee) and any associates of Ms Farr.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Restriction on proxy voting by Restricted Voters: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel or a Director of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 7.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO MR PIP DARVALL

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue to Mr Pip Darvall or his nominee up to 1,500,000 Tranche A Options, 1,500,000 Tranche B Options, and 1,500,000 Tranche C Options on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Darvall (and his nominee) and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Restriction on proxy voting by Restricted Voters: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel or a Director of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 8.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

By Order of the Board.



PATRICIA FARR

Company Secretary

5 October 2017

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 9 Havelock Street, West Perth, Western Australia on Wednesday 22nd November 2017 at 10.00am (WST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

A Proxy Form is located at the end of the Explanatory Memorandum.

Please contact the Company Secretary on 61 8 9321 7550 or enquiry@jindalee.net if you wish to discuss any matter concerning the meeting.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10.00 am (WST) on 20th November 2017. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	PO Box 1033, West Perth, Western Australia, 6872
By Facsimile	61 8 9321 7950
By Hand	Level 2, 9 Havelock Street, West Perth, Western Australia, 6005
By Email	enquiry@jindalee.net

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the meeting.

2.2 Corporate representatives

Shareholders who are body corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executive in accordance with the Corporations Act authorising him or her to act as the body corporate representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (www.advancedshare.com.au).

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are registered holders of Shares at 4.00pm (WST) on 20th November 2017.

3. ANNUAL REPORT

The first item of the Notice of Meeting deals with the presentation of the 2017 Annual Report, including the Financial Report for the year ended 30 June 2017 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 and ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

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.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- the content of the Auditor's Report to be considered at the Meeting; and
 - the conduct of the audit of the annual financial report to be considered at the Meeting,
- may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. REMUNERATION REPORT

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 2017 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 2017 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 2017.

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

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

5. RE-ELECTION OF DIRECTOR

Resolution 2 seeks approval for the re-election of Ms Patricia 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 (Trish) Farr

GradCertProfAcc, GradDipAppCG, AGIA, GAICD

Executive Director/Joint Company Secretary – Appointed 28 August 2008

Age 45.

Ms Farr joined Jindalee Resources in July 2002 and has been closely involved with the growth and development of the Company since its listing on ASX. She is an experienced company administrator with over 19 years experience in the mining industry. Ms Farr was previously the Company Secretary of uranium junior Energy Metals Limited from its initial listing on the ASX in 2005 until resigning following the successful proportional takeover bid by China General Nuclear Power Group. Ms Farr is also the Company Secretary of Musgrave Minerals Limited.

Ms Farr is a graduate member of the Australian Institute of Company Directors, Governance Institute of Australia (formerly Chartered Secretaries Australia) and the Institute of Chartered Secretaries & Administrators. Ms Farr was appointed to the Jindalee Board in 2008.

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

6. APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity, as its market capitalisation based on a share price of \$0.265 (being the last closing price of the Shares on ASX as at 18 September 2017) is \$9,247,115.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 7.2(c) of this Explanatory Memorandum below).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: JRL).

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

7.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 7.2(c) of this Explanatory Memorandum above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Issue Price		
		\$0.1325 50% decrease in Issue Price	\$0.265 Issue Price	\$0.53 100% increase in Issue Price
Current Variable A 34,894,775 Shares	10% voting dilution	3,489,477 Shares	3,489,477 Shares	3,489,477 Shares
	Funds raised	\$462,355	\$924,711	\$1,849,422
50% increase in current Variable A 52,342,162 Shares	10% voting dilution	5,234,216 Shares	5,234,216 Shares	5,234,216 Shares
	Funds raised	\$693,533	\$1,387,067	\$2,774,134
100% increase in current Variable A 69,789,550 Shares	10% voting dilution	6,978,955 Shares	6,978,955 Shares	6,978,955 Shares
	Funds raised	\$924,711	\$1,849,423	\$3,698,849

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.265, being the last closing price of the Shares on ASX as at 18 September 2017.

- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration in relation to the acquisition of new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use funds raised towards the ongoing costs associated with the exploration of its existing projects and to investigate additional acquisitions to complement these projects. Funds raised will be used to meet cash payments in connection with these projects or any additional acquisitions, while also being used to fund subsequent exploration activities associated with any new acquisitions.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) In the 12 months preceding the date of the AGM, the Company has issued 400,000 Equity Securities. This represents approximately 1.15% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of all issues of Equity Securities by the Company during the 12 months preceding the date of the AGM are as follows:

Date of issue:	22 August 2017
Number of equity securities issued:	400,000
Class of equity security:	Unlisted options
Summary of the terms of the class of equity security:	Upon exercise of the options into ordinary fully paid shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted securities
Names of persons to whom the equity securities were issued or on the basis on which those persons were determined:	Unlisted options issued to consultant employees of the Company pursuant to the Company's existing employee share option plan

Price at which the equity securities were issued:	Nil
Discount of price to closing market price (if any):	Nil
Total cash consideration received:	Nil
Amount of cash consideration spent and its use:	N/A
Intended use of remaining cash consideration:	N/A
Non-cash consideration (if any):	Performance based remuneration for employees
Current value of non-cash consideration:	\$16,652

¹ The value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Resolution 3 is a special resolution.

The Directors recommend that shareholders vote in favor of Resolution 3.

8. APPROVAL OF SHARE OPTION PLAN

The Company has an existing employee share option plan which was adopted by the Board and approved by Shareholders on 26 November 2014. The Board has now adopted a new employee share option plan (**ESOP**) incorporating some revisions to reflect regulatory changes and contemporary employee incentive practices since the existing employee share option plan was approved. Resolution 4 seeks approval of the ESOP and the issues of securities under the ESOP.

ASX Listing Rule 7.1 prohibits an entity from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

However ASX Listing Rule 7.2, exception 9(b) provides that ASX Listing Rule 7.1 does not apply in relation to, amongst other things, an issue under an employee incentive plan if within 3 years before the date of the issue the holders of the entity's ordinary securities approve the issue of securities under the plan as an exception to Listing Rule 7.1.

The ASX Listing Rules define "employee incentive plan" as:

- (a) a plan for the issue or acquisition of equity securities in an entity to be held by, or for the benefit of, participating employees or non-executive directors of the entity or a related entity or their associates; or
- (b) a plan which, in ASX's opinion, is an employee incentive plan.

Under the ASX Listing Rules, equity securities include options over issued or unissued shares in an entity. The proposed ESOP is therefore an employee incentive plan for the purposes of the ASX Listing Rules.

If this Resolution is passed, equity securities issued under the ESOP during the next 3 years will be excluded in determining the 15% limit under Listing Rule 7.1. This would assist the Company should it require additional fundraising flexibility.

The following information is provided for the purposes of Listing Rule 7.2 Exception 9(b):

- (a) a summary of the terms of the ESOP is outlined in Annexure A and a full copy of the ESOP is available for inspection at the Company's registered office until the date of the General Meeting; and
- (b) 400,000 Options have been issued under the Company's existing employee share option plan since the date of its approval in November 2014. No shares have been issued on exercise of options issued under the Company's existing employee share option plan.

The Board recommends that Shareholders vote in favour of Resolution 4.

9. RESOLUTIONS 5-7 – ISSUES OF OPTIONS TO DIRECTORS

The Company is proposing to issue Options to Mr Justin Mannolini (Non-Executive Chairman), Mr Lindsay Dudfield (Managing Director) and Ms Patricia Farr (Executive Directors/Company Secretary) as a component of their remuneration, in order to keep cash payments to a minimum and to provide incentives linked to the performance of the Company.

The Board has resolved, subject to obtaining Shareholder approval, to issue a total of 2,000,000 Director Options to the Directors (**Related Parties**) on the terms and conditions set out below.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Director Options to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Options constitutes giving a financial benefit, and as a Director, each Director is a related party of the Company. The Company will not issue the Director Options unless Shareholder approval is granted.

The offer of Director Options to the Related Parties forms part of the Company's long term incentive objectives to encourage Directors to have a 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.

The number of Director Options to be issued to Directors is determined based on factors such as length of service, continuity of executive management, significant contribution to the Company's success and to provide ongoing equity incentives to advance the Company and its assets. Furthermore, the grant of Director Options, is viewed as a cost effective and efficient reward and incentive of the Company as opposed to alternative forms of incentive, such as the payment of additional cash compensation to Directors.

9.1 Information required pursuant to Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options:

- (a) The related Parties are Mr Lindsay Dudfield, Mr Justin Mannolini, and Ms Patricia Farr who are related parties by virtue of being Directors.
- (b) The maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is set out below:

Related Party	Maximum number	Exercise Price	Expiry date
Mr Justin Mannolini	500,000	Equal to the higher of \$0.40 or 150% of the prevailing market price of the Shares on ASX on the day approval is provided	30 June 2022
Mr Lindsay Dudfield	1,000,000	Equal to the higher of \$0.40 or 150% of the prevailing market price of the Shares on ASX on the day approval is provided	30 June 2022
Ms Patricia Farr	500,000	Equal to the higher of \$0.40 or 150% of the prevailing market price of the Shares on ASX on the day approval is provided	30 June 2022

- (c) The Director Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date.
- (d) The Director Options will be granted for nil cash consideration, accordingly no funds will be raised.
- (e) The terms and conditions of the Director Options are set out in Annexure B.
- (f) The value of the Director Options and the pricing methodology is set out in Annexure C.
- (g) The relevant interests of the Related Party in securities of the Company are set out below:

Director	Number of Shares	Number of Options
Mr Justin Mannolini	250,000	Nil
Mr Lindsay Dudfield	11,980,844	Nil
Ms Patricia Farr	406,533	Nil

- (h) The remuneration and emoluments from the Company to the Related Party for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Mr Justin Mannolini	\$54,750	\$54,750
Mr Lindsay Dudfield	\$115,000	\$115,158
Ms Patricia Farr	\$105,120	\$109,163

- (i) If the Director Options granted to the Related Parties are exercised, a total 2,000,000 Shares would be issued. This will increase the number of Shares on issue from 34,894,775 to 36,894,775 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.42%, comprising 1.355% by Justin Mannolini, 2.71% Lindsay Dudfield, and 1.355% by Patricia Farr.

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

- (j) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.295	5 September 2017
Lowest	\$0.18	16 August 2017
Last	\$0.28	28 September 2017

- (k) The primary purpose of the grant of Director Options to the Related Parties is to provide cost effective consideration to the Related Parties for their ongoing commitment and contribution to the Company in their respective roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed.
- (l) Mr Mannolini declines to make a recommendation to Shareholders in relation to Resolution 5 due to his personal interest in the outcome of the Resolution, on the basis that he is to be granted Director Options in the Company should the Resolution be passed. However, in respect of Resolutions 6 and 7, Mr Mannolini recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Director Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed.
- (m) Mr Dudfield declines to make a recommendation to Shareholders in relation to Resolution 6 due to his personal interest in the outcome of the Resolution, on the basis that he is to be granted Director Options in the Company should the Resolution be passed. However, in respect of Resolutions 5 and 7, Mr Dudfield recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Director Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed.
- (n) Ms Farr declines to make a recommendation to Shareholders in relation to Resolution 7 due to her personal interest in the outcome of the Resolution, on the basis that she is to be granted Director Options in the Company should the Resolution be passed. However, in respect of Resolutions 5 and 6, Ms Farr recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Director Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed.

- (o) In forming their recommendations, each Director considered the experience of each other Director, the current market price of Shares and the current market practices when determining the basis of issue of the Director Options.
- (p) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 7.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Party as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Party will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

10. ISSUE OF OPTIONS TO PIP DARVALL

As was announced to ASX on 25 September 2017, the Company has appointed Mr Pip Darvall as chief executive officer of the Company. As part of his appointment, the Company proposes to issue Mr Darvall 4,500,000 Options to be issued in three (3) tranches, subject to Shareholder approval. Resolution 8 seeks Shareholder approval for the issue of those Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. The effect of Resolution 8 will be to allow the Directors to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Board recommends that Shareholders vote in favour of Resolution 8.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Option issue:

- (a) the maximum number of Options to be granted is 4,500,000;
- (b) the Options will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and is intended that allotment will occur on the same date;
- (c) the Options will be issued for nil cash consideration;
- (d) the Options will be issued to Mr Pip Darvall or his nominee;
- (e) the Options are subject to the following terms and conditions:
 - 1,500,000 Options (Tranche A Options) will vest on 30 June 2018, have an exercise price of \$0.40 each and will expire on 30 June 2022;
 - 1,500,000 Options (Tranche B Options) will vest on 30 June 2019, have an exercise price of \$0.50 each and will expire on 30 June 2022;
 - 1,500,000 Options (Tranche C Options) will vest on 30 June 2020, have an exercise price of \$0.60 each and will expire on 30 June 2022;

Other material terms of the Options are set out in Annexure D; and

- (f) no funds will be raised from the Option issue. The primary purpose of the issue of the Options to Mr Darvall is to provide a long-term incentive and to align Mr Darvall's interests with those of Shareholders in seeking to maximise the value of the Company.

Schedule 1

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

10% Placement Facility	Has the meaning given in section 7.1 of this Explanatory Memorandum.
10% Placement Period	Has the meaning given in section 7.2(f) of this Explanatory Memorandum.
Annual General Meeting or Meeting or AGM	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 2017 which can be downloaded from the Company's website at www.jindalee.net .
Associate	Has the meaning set out in the Corporations Act except that a reference to "Associate" in relation to a Listing Rule has the meaning given to it in the note to Listing Rule 14.11.
Associated Body Corporate	Has the meaning given in the Corporations Act.
ASX	ASX Limited.
ASX Listing Rules or Listing Rules	The Listing Rules of the ASX.
Board	The board of Directors of the Company.
Business Day	Means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Closely Related Party of a member of the Key Management Personnel	• 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 or Jindalee Resources	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.
Director Option	Means an Option to be issued to a Director of the Company on the terms and conditions set out in Annexure B.
Equity Securities	Has the same meaning given in the Listing Rules.
ESOP	Has the meaning given in section 8.

Explanatory Memorandum	This explanatory memorandum which accompanies and forms part of the Notice.
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).
Listing Rules	Means the listing rules of the ASX.
Meeting or Annual General Meeting	Means the meeting convened by this Notice (as adjourned from time to time).
Notice	Means this notice of meeting.
Option	Means an option to acquire a Share.
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 2017.
Restricted Voter	Means Key Management Personnel and their Closely Related Parties.
Resolution	A resolution referred to in the Notice of Meeting.
Securities	Means a Share or an Option.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
Trading Days	Means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	Means volume weighted average price as defined in the Listing Rules.
WST	Western Standard Time.
2017 Annual Report	The financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2017.

ANNEXURE A – SUMMARY OF TERMS OF THE ESOP

(a) ASIC Relief

ASIC Relief means the relief from the disclosure and licensing provisions of the Corporations Act contemplated by ASIC Regulatory Guide 49 as modified from time to time and any additional relief granted by ASIC pursuant to an application made by the Company. ASIC Relief includes the relief set out in ASIC Class Order 14/1000 and any future ASIC Class Order relating to ASIC Regulatory Guide 49.

(b) Eligibility

The Board may invite any person to participate in the ESOP (**Plan**) including full, part time, casual or prospective employees, contractors, directors of the Company or an Associated Body Corporate of the Company, or a prospective participant being a person to whom an invitation is made but who can only accept the invitation if an arrangement has been entered into that will result in the person becoming a full, part time, or casual employee, contractor, director of the Company or an Associated Body Corporate of the Company (**Eligible Participant**).

(c) Offer of Plan Options

The Plan will be administered by the Board which may, in its absolute discretion, offer Plan Options to any Eligible Participant from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

- (i) the seniority of the Eligible Participant and the position the Eligible Participant occupies with the relevant Company;
- (ii) the length of service of the Eligible Participant with the Company;
- (iii) the record of employment of the Eligible Participant with the Company;
- (iv) the potential contribution of the Eligible Participant to the growth and profitability of the Company;
- (v) the extent (if any) of the existing participation of the Eligible Participant in the Plan; and
- (vi) any other matter the Board considers relevant.

(d) Number of Plan Options

The number of Plan Options to be offered to an Eligible Participant will be determined by the Board in its discretion and in accordance with the rules of the Plan and applicable law.

(e) Conversion

Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(f) Consideration

Plan Options issued under the Plan will be issued for no consideration.

(g) Exercise price

The exercise price for Plan Options offered under the Plan will be determined by the Board.

(h) **Exercise conditions**

The Board may impose conditions, including performance-related conditions, on the right of a participant to exercise Plan Option granted under the Plan.

(i) **Exercise of Plan Options**

A participant in the Plan will be entitled to exercise their Plan Options in respect of which the exercise conditions have been met provided the Plan Options have not lapsed and the exercise of the Plan Options will not result in the Company contravening the ASIC Relief. A holder may exercise Plan Options by delivering an exercise notice to the Company secretary along with the Plan Options certificate, and paying the applicable exercise price of the Plan Options multiplied by the number of Plan Options proposed to be exercised.

After receipt of the required items, the Company will, subject to the ASX Listing Rules, issue to the participant the relevant number of Shares.

(j) **Cessation of employment**

If at any time before the exercise of a Plan Option, an Optionholder ceases to be an Eligible Participant:

- (i) by reason of death, disability, bona fide redundancy or other reason approved by the Board, and at that time the Eligible Participant continued to satisfy any other relevant conditions of the grant, the Board may determine the extent to which the Plan Options held by the Eligible Participant vest; and a period of time for the Plan Options to be exercised; or
- (ii) for any other reason, all Plan Options held by the Eligible Participant will automatically lapse unless the Board otherwise determines within 30 days of the Optionholder ceasing to be an Eligible Participant.

(k) **Restrictions on trading**

- (i) The Board may determine, prior to the offer of the relevant Plan Options, any restrictions upon trading in Shares issued pursuant to the exercise of a Plan Option.
- (ii) The Board must provide the Eligible Participant with details of any restrictions.
- (iii) The Company may implement any procedure it considers appropriate to restrict an Eligible Participant from trading in the relevant Shares.

(l) **Participation in Rights Issues and Bonus Issues**

The Plan Options granted under the Plan do not give the holder any right to participate in rights issues or bonus issues unless Shares are allotted pursuant to the exercise of the relevant Plan Options prior to the record date for determining entitlements to such issue. The number of Shares issued on the exercise of Plan Options will be adjusted for bonus issues made prior to the exercise of the Plan Options in accordance with the Listing Rules.

(m) **Reorganisation**

The terms upon which the Plan Options will be granted will not prevent the Plan Options being reorganised as required by the ASX Listing Rules on the reorganisation of the capital of the Company.

(n) **Limitation on offers**

If the Company makes an offer under the Plan where:

- (i) the total number of Shares to be received on exercise of Plan Options the subject of that offer exceeds the limit set out in the relevant ASIC Relief; or
- (ii) the Offer does not otherwise comply with the terms and conditions set out in the relevant ASIC Relief,

the Company must comply with Chapter 6D of the Corporations Act at the time of that offer.

(o) **Entitlement**

There are no participating rights or entitlements inherent in the Plan Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 5 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Plan Options prior to the date for determining entitlements to participate in any such issue.

(p) **Deferred Taxation**

It is the intention of the Board that the issue of Options and Shares under the Plan will be subject to the deferred taxation regime contained in Division 83A of the Tax Act.

(q) **Change of control**

If any of the following events occur:

- (i) the Company is subject to a takeover bid;
- (ii) the Company proposes a scheme of arrangement with its members under Part 5.1 of the Corporations Act; or
- (iii) a person, or group of associated persons, becomes entitled to sufficient Shares to give him or them the ability, in general meeting, to replace all or a majority of the Board, where such ability was not already held by a person associated with such a person or group of persons,

then the Board may:

- (iv) determine that Plan Options may be exercised at any time from the date of such event so as to permit the holder to participate in the change of control arising from the event; or
- (v) use its reasonable endeavours to procure that an offer is made to holder of Plan Options on like terms to the terms proposed in such event.

ANNEXURE B – DIRECTOR OPTIONS

The Director Options (Director Options) entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share.
- (b) The Director Options will expire at 5.00pm (WST) on 30 June 2022 (Expiry Date). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Director Option will be equal to the higher of \$0.40 or 150% of the prevailing market price of the Shares on ASX on the day approval is provided (Exercise Price).
- (d) The Director Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised,
 (Exercise Notice).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (h) The Director Options may be transferable subject to Board approval and compliance with the Corporations Act and the ASX Listing Rules (where applicable).
- (i) All Shares issued upon the exercise of Director Options will upon issue rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Director Options on ASX on or before the issue date of those Shares. To the extent any Shareholder or regulatory approval is required by the Company for the issue of any Shares the subject of any exercise notice (Approval), the Company shall use its best endeavours to seek the Approval and upon receipt, the Company will issue the relevant Shares within five (5) Business Days following Approval.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

-
- (l) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 5 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
 - (m) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.

ANNEXURE C – VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to the Directors pursuant to Resolutions 5 to 7 have been valued by Stanton International Securities using the Black and Scholes option valuation methodology.

Using the Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed the following values:

Assumptions:	
Valuation date	18 September 2017
Market price of Shares (closing price)	\$0.265 being the last closing price as at 18 September 2017
Director Options	
- Number of Director Options	2,000,000
- Exercise price*	\$0.40
- Expiry date	30 June 2022 (55 months)
Risk free interest rate	2.35%
Volatility	65%
Indicative value per Director Option	\$0.11671
Total value of Director Options	\$233,420
Mr Justin Mannolini	
- Number of Director Options	500,000
- Value of Director Options	\$58,355
Mr Lindsay Dudfield	
- Number of Director Options	1,000,000
- Value of Director Options	\$116,710
Mrs Patricia Farr	
- Number of Director Options	500,000
- Value of Director Options	\$58,355

* The actual exercise price of the Director Options will be the higher of \$0.40 or 150% of the prevailing market price of the Shares on the ASX on the day approval is provided.

Note: The valuation noted above is not necessarily the market price that the Director Options could be traded at and is not automatically the market price for taxation purposes.

ANNEXURE D – OPTION ISSUE TO PIP DARVALL

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) Each Tranche of Options will vest in full, and become exercisable, on the following dates:
 - Tranche A – vesting on 30 June 2018
 - Tranche B – vesting on 30 June 2019
 - Tranche C – vesting on 30 June 2020

Cessation of employment

If at any time before the exercise of an Option, the Optionholder ceases to be an employee of the Company:

- (i) by reason of death, disability, bona fide redundancy or other reason approved by the Board, the Board may determine the extent to which the Options held by the Optionholder vest; and a period of time for the Options to be exercised; or
 - (ii) for any other reason, all unvested Options held by the Eligible Participant will automatically lapse unless the Board otherwise determines upon the Optionholder ceasing to be an employee.
- (c) The Options will expire at 5.00pm (WST) on 30 June 2022 (Expiry Date). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (d) The amount payable upon exercise of each Option will be:
 - Tranche A - \$0.40 per Option
 - Tranche B - \$0.50 per Option
 - Tranche C - \$0.60 per Option.
 - (e) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(Exercise Notice).
 - (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (i) The Options may be transferable subject to Board approval and compliance with the Corporations Act and the ASX Listing Rules (where applicable).
 - (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.

-
- (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX on or before the issue date of those Shares. To the extent any Shareholder or regulatory approval is required by the Company for the issue of any Shares the subject of any exercise notice (Approval), the Company shall use its best endeavours to seek the Approval and upon receipt, the Company will issue the relevant Shares within five (5) Business Days following Approval.
 - (l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (m) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 5 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 - (n) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

[NAME]
[ADDRESS 1]
[ADDRESS 2]
[ADDRESS 3]

The Company Secretary
Jindalee Resources Limited
Registered Office Address: Level 2, 9 Havelock Street
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, 9 Havelock Street, West Perth, Western Australia on 22nd November 2017 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 Resolutions 1 and 4 to 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 to 8 are connected directly with the remuneration of a member of key management personnel for the Company. However, where the Chairman is the related party the subject of Resolutions 1 and 4 to 8 or is an associate of the related party, the Chairman will be excluded from voting undirected proxies.

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 Resolutions 1 and 4 to 8 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 – Remuneration Report (non-binding)	☐	☐	☐
Resolution 2 – Re-election of Director – Ms Patricia Farr	☐	☐	☐
Resolution 3 – Approval of 10% Placement Facility	☐	☐	☐
Resolution 4 – Approval of Employee Share Option Plan	☐	☐	☐
Resolution 5 – Issue of Options to Director – Mr Justin Mannolini	☐	☐	☐
Resolution 6 – Issue of Options to Director – Mr Lindsay Dudfield	☐	☐	☐
Resolution 7 – Issue of Options to Director – Ms Patricia Farr	☐	☐	☐
Resolution 8 – Issue of Options to Mr Pip Darvall	☐	☐	☐

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) on 20th November 2017** 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 prior to admission.

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.