

HINDMARSH RESOURCES LIMITED

ABN 29 106 444 857

NOTICE OF ANNUAL GENERAL MEETING

DATE OF MEETING: 25 NOVEMBER 2004
TIME OF MEETING: 2.30 PM
PLACE OF MEETING: C/- GRYPHON PARTNERS PTY LTD
60 HINDMARSH SQUARE, ADELAIDE
SOUTH AUSTRALIA

Notice is hereby given that the 2004 Annual General Meeting of members of the Company will be held at the Registered Office of the Company, c/- Gryphon Partners, 60 Hindmarsh Square, Adelaide, South Australia at 2.30 pm on 25th November 2004 to consider the following items of business and to consider and, if thought fit, to pass the following resolutions:

ORDINARY BUSINESS

“To consider the Annual Financial Report for 2004 together with the Directors’ Report and Auditors’ Report thereon.”

1. ORDINARY RESOLUTION

“That Mr F Creagh O’Connor who in accordance with the Company’s Constitution retires and being eligible offers himself for election, be and is hereby elected as a director of the Company with immediate effect.”

2. ORDINARY RESOLUTION

“That Mr Robert JS Greenslade who in accordance with the Company’s Constitution retires and being eligible offers himself for election, be and is hereby elected as a director of the Company with immediate effect.”

3. ORDINARY RESOLUTION

“That Mr Simon T O’Loughlin who in accordance with the Company’s Constitution retires and being eligible offers himself for election, be and is hereby elected as a director of the Company with immediate effect.”

DATED this 18th day of October 2004.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Peter E Cox', with a long horizontal stroke extending to the right.

Peter E Cox
Company Secretary

Proxies:

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy is attached with this notice.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Hindmarsh Resources Limited
C/- Gryphon Partners Pty Ltd
60 Hindmarsh Square
ADELAIDE SA 5000

Facsimile Number: + 61 8 8223 5062

Voting Entitlement

Hindmarsh Resources Limited (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm Sydney time on the 23rd day of November 2004.

This means that any Shareholder registered at 7.00pm Sydney time on the 23rd day of November 2004 is entitled to attend and vote at the Meeting.

HINDMARSH RESOURCES LIMITED
ABN 29 106 444 857

FORM OF PROXY

I/We _____

of _____

a member(s) of Hindmarsh Resources Limited ABN 29 106 444 857 hereby appoint

of _____

or failing him/her _____

of _____

or failing him/her, the Chairman of the meeting, as my/our proxy at the General Meeting of the Company to be held commencing at 2.30pm on 25th November 2004, and at any adjournment thereof and to vote for me/us on my/our behalf in respect of all/the following
*

_____ of my/our shares in
the following manner:

		For	Against	Abstain
Resolution 1	To elect Mr O'Connor as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Greenslade as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Mr O'Loughlin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2004

Signature of Member/s

Notes:

1. Each proxy form and the power of attorney or a certified copy thereof (if any) under which it is signed must be received by the Company at: Hindmarsh Resources Limited, c/- Gryphon Partners Pty Ltd, 60 Hindmarsh Square, Adelaide, SA, 5000, facsimile number +61 8 8223 5062, not later than 48 hours before the appointed time of the Meeting.
2. Proxy forms executed by a corporation must be in accordance with the requirements of the Corporations Act or under the hand of its attorney.
3. Should you desire to direct your proxy on how to vote, place a cross in the appropriate box for each item, otherwise your proxy may vote as your proxy thinks fit or abstain from voting.
- 4.* If two proxies are appointed you may delete “all” and insert the relevant number or proportion of shares in respect of which each such appointment is made. A separate proxy must be completed for each proxy.
5. The proposed Chairman of the Meeting has informed the Company that it is his intention to vote in favour of all Resolutions in the Notice in respect of any undirected proxies which may be granted in respect of the Chairman.
6. If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.