
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Sandfire Resources N L will be convened at 11.00 am on Friday, 12 November 2004, at the Celtic Club 48 Ord Street West Perth, Western Australia, to consider, and if thought fit, to pass the following resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement is attached. Shareholders should read this in full.

GENERAL BUSINESS

Annual Accounts:

"To Receive and consider the annual Company and consolidated financial statements and reports of the Directors and the Auditor for the year ended 30 June 2004."

ORDINARY BUSINESS

To consider, and if thought fit, to pass, with or without modification, the following ordinary resolutions:

RESOLUTION 1

Re-Election of Peter S Thomas as a Director

"That Mr Peter S Thomas, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 2

Re-Election of Gregory H Steemson as a Director

"That Mr Gregory H Steemson, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 3

Re-Election of Graeme J Hutton as a Director

"That Mr Graeme J Hutton, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 4

Appointment of Auditor

"That in accordance with Section 327B of the Corporations Act, Somes and Cooke, having consented to act, is hereby appointed as auditor of the Company.

Dated this 30th day of September 2004

BY ORDER OF THE BOARD

Malcolm K Smartt

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Official Listing Rules of the Australian Stock Exchange Limited (ASX Listing Rules).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders.

General Business

Receiving Financial Statements & Reports

The Corporations Law 2001 requires that Shareholders view the Annual Company and consolidated financial statements and reports of the Directors and the Auditor each and every year.

Shareholders will be given an opportunity to ask questions of the Directors and the Auditors in relation to the financial statements of the Company that have been provided to shareholders with this Notice and Explanatory Statement at the Annual General Meeting.

Ordinary Business

RESOLUTION 1, RESOLUTION 2 AND RESOLUTION 3

Appointment of Directors – Peter S Thomas, Gregory H Steemson and Graeme J Hutton

All of these individuals were appointed as Directors of the Company at the date of incorporation being 18 June 2003.

The Company's Constitution requires that the appointment of any Director by the other Directors be put to shareholders for approval.

RESOLUTION 4

Appointment of Auditors – Somes & Cooke

Section 327A of the Corporations Act provides that an auditor appointed by the Directors of the Company on Incorporation only holds office until the first Annual General Meeting of the Company. In addition Section 327B of the Corporations Act requires that the company a person or firm as auditor of the Company at its first Annual General Meeting.

Accordingly, pursuant to Resolution 4, the Company seeks the appointment of Somes & Cooke as auditor for the Company in accordance with the Corporations Act.

As required by Section 328B of the Corporations Act, a shareholder of the Company has nominated Somes & Cooke as auditor of the Company. A copy of this nomination is annexed to this Explanatory Statement. Somes & Cooke have consented to be auditors of the Company.

FAUSTUS NOMINEES PTY LTD
1304 Hay Street
WEST PERTH WA 6005

1 September 2004

Sandfire Resources NL
PO Box 806
WEST PERTH WA 6872

Dear Sirs

As a registered shareholder of Sandfire Resources NL, I nominate Simes & Cooke to be appointed as auditors of the Company.

Yours faithfully
FAUSTUS NOMINEES PTY LTD

JOHN HUTTON
Director

PROXY FORM

The Secretary

Sandfire Resources N L
Po Box 806
West Perth, Western Australia 6872
Fax: (08) 9226 5844

SHAREHOLDER DETAILS

Name of Shareholder:

Address of Shareholder:

I/We being a member(s) of Sandfire Resources N L, hereby appoint the following person or failing him/her the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the Celtic Club, 48 Ord Street West Perth, Western Australia on Thursday 12th November 2004 at 11 am (and at any adjournment thereof) in the manner indicated below or as he/she thinks fit.

PROXY'S DETAILS:

Name of Proxy:
(Surname) (Given Names)

Address of Proxy:

INSTRUCTIONS AS TO VOTING – Refer attached Notes to the Proxy Form

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded of that interest.

PROXY'S VOTING INSTRUCTIONS (OPTIONAL)
⇒

Ordinary Resolutions

	FOR	AGAINST	ABSTAIN
1. Election of Peter S Thomas as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Gregory H Steemson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Graeme J Hutton as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.

REFER OVERLEAF

FOR INDIVIDUALS OR JOINT HOLDERS

.....
Signature of Shareholder Name (Please Print) Date

.....
Signature of Shareholder Name (Please Print) Date
(Joint Shareholders)

IF THE MEMBER IS A COMPANY. The COMMON SEAL of the company was herewith affixed in accordance with the Constitution in the presence of:

.....
Director Director/Secretary Date

IF THE MEMBER IS A COMPANY HAVING ONE PERSON AS ITS SOLE DIRECTOR AND SOLE COMPANY SECRETARY. The COMMON SEAL of the company was herewith affixed in accordance with the Constitution in the presence of:

.....
Sole Director/Company Secretary Date

NOTES TO THE PROXY FORM

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

A member is entitled to appoint up to two proxies to attend and vote at the meeting. A separate form must be used for each proxy. You can obtain an additional form from the Company at the address shown below (or by photocopying this form). You may appoint each proxy to represent a specified proportion or number of your voting rights. To do this, delete the word "all" and specify the proportion or number of your votes the proxy is to exercise. If you do not specify a proportion or number, each proxy may exercise half of your votes.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company (10 Walker Avenue, West Perth Western Australia 6005) at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a Shareholder of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is (08) 9226 5844.

The proxy may, but need not be, a Shareholder of the Company.

Corporate Representation

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or under power of attorney, which must be produced, with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.