



Notice of Annual General Meeting

Meeting Documents

- **Notice of Annual General Meeting**
- **Explanatory Statement**
- **Proxy Form**

Notice is given that the Annual General Meeting of the members of Gindalbie Metals Ltd will be held at the Swan Room, Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at 10:00am (Perth time) on Thursday, 5 November 2009.

What Action You Need to Take

Read Meeting Documents

The Meeting Documents set out the details of the Resolutions being put to Shareholders. This information is important. You should read the documents carefully and if necessary seek your own independent advice on any aspects about which you are not certain.

The 2009 Annual Report can be accessed via the Gindalbie website at [www.gindalbie.com.au/Investor Relations/Reports/Annual Reports](http://www.gindalbie.com.au/InvestorRelations/Reports/AnnualReports).

Vote on resolutions

Your vote is important. Details of the Resolutions are set out in the Notice of Annual General Meeting included in the Meeting Documents.

Shareholders should complete the Proxy Form that accompanies the Meeting Documents and return it by mail or facsimile so as to be received by the Company before 10.00am (Perth time) on 3 November 2009 whether or not they propose to attend the meeting. Proxy Forms received after this time will be invalid.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as at 5:00pm (Perth time) on Tuesday, 3 November 2009. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Annual General Meeting.

Lodgement of a Proxy

Proxy forms (and the certified copy of the power of attorney, if any, under which the proxy form is signed) must be received at the offices of Advanced Share Registry or Gindalbie by no later than 10.00 am (Perth time) on Tuesday, 3 November 2009. Proxy Forms received after this time will be invalid.

For details on how to complete and lodge the Proxy Form please refer to the instructions on the Proxy Form.

Documents may be lodged:

IN PERSON Share Registry – Advanced Share Registry, 150 Stirling Highway Nedlands WA 6009, Australia
Registered Office – Gindalbie Metals Ltd, Level 9 London House, 216 St George's Terrace, Perth WA 6000, Australia
BY MAIL Share Registry - Advanced Share Registry, PO Box 1156, Nedlands WA 6909, Australia
BY FAX +61 8 9389 7871

Key Dates

Date and time for determining eligibility to vote	3 November 2009 at 5.00pm (Perth time)
Deadline for lodgement of Proxy Forms	3 November 2009 at 10.00am (Perth time)
Date of Annual General Meeting	5 November 2009 at 10.00am (Perth time)

Queries

If you have any queries about any matter contained in the Meeting Documents please call the Company Secretary, David Stokes, on +61 8 9480 8700.

GINDALBIE METALS LTD
ABN 24 060 857 614

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Gindalbie Metals Ltd ("**the Company**") will be held at the Swan Room, Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at 10.00am (Perth time) on 5 November 2009 for the purpose of considering and if thought fit:

Ordinary Business

Financial Reports

1. To receive, consider and accept the annual financial report, together with the director and auditor reports as set out in the Annual Report of the Company and its controlled entities for the year ended 30 June 2009.

Advisory Resolution - Remuneration Report

2. To pass the following as an advisory resolution:

"To approve the Remuneration Report for the year ended 30 June 2009."

Resolution 1 - Re-election of Director – Tunku Ya'acob Bin Tunku Abdullah

3. To pass the following as an ordinary resolution:

"That Mr Tunku Ya'acob Bin Tunku Abdullah, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 2 - Re-election of Director – Michael O'Neill

4. To pass the following as an ordinary resolution:

"That Mr Michael O'Neill, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3 - Election of Director – Yu Wanyuan

5. To pass the following as an ordinary resolution:

"That Mr Yu Wanyuan, who was appointed to the Board since the last annual general meeting of the Company, be elected as a Director of the Company."

Resolution 4 - Election of Director – Chen Ping

6. To pass the following as an ordinary resolution:

"That Mr Chen Ping, who was appointed to the Board since the last annual general meeting of the Company, be elected as a Director of the Company."

Special Business

Resolution 5 – Employee Share Option Plan

7. To pass the following as ordinary resolutions:

Resolution 5.1 - Amendments to Employee Share Option Plan

"That, for the purposes of rule 11 of the Company's Employee Share Option Plan and for all other purposes, approval is hereby given for the Company to amend the Employee Share Option Plan as provided in the Explanatory Statement."

Resolution 5.2 - Approval of Employee Share Option Plan

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is hereby given for the grant of options under the Company's Employee Share Option Plan, and the issue of fully paid ordinary shares in the capital"

of the Company pursuant to those options, from time to time upon the terms and conditions specified in the rules of the Employee Share Option Plan (which are summarised in the Explanatory Statement) as an exception to ASX Listing Rule 7.1.”

Voting Exclusion Statement

In accordance with ASX Listing Rules 7.2 (Exception 9(b)) and 14.11, the Company will disregard any votes cast on Resolution 5.2 by a director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) or by an associate of the director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Notes

1. For further information and explanation on the above resolutions, please refer to the “Explanatory Statement” which is annexed to and forms part of this Notice of Annual General Meeting.
2. All resolutions are required pursuant to the provisions of the Listing Rules of the Australian Securities Exchange, the Constitution of the Company and the Corporations Act 2001 (Cth).

Dated: 30 September 2009
By order of the Board of Directors.



David Stokes
Company Secretary

only
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For persons

GINDALBIE METALS LTD
ABN 24 060 857 614
EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders with their consideration of the resolutions proposed for the Annual General Meeting of Gindalbie Metals Ltd ("**the Company**") to be held at 10.00am (Perth time) on 5 November 2009, at the Swan Room, Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia.

FINANCIAL REPORTS

The Corporations Act 2001 (Cth) ("**Corporations Act**") requires the Company to lay its financial statements, directors' report and auditor's report for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor.

ADVISORY RESOLUTION – Remuneration Report

The Annual Report of the Company for the year ended 30 June 2009 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for directors and specified senior managers. A copy of the report is set out on pages 25 -33 of the 2009 Annual Report available from the Company's website.

The Corporations Act requires that a resolution in relation to the Remuneration Report be included in the Notice of Annual General Meeting. The shareholder vote is advisory only and if the resolution is not passed the Company is not required to alter any arrangements detailed in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering remuneration policy and practices.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make statements on the Remuneration Report.

ORDINARY RESOLUTION 1 – Re-election of Director – Tunku Ya'acob Bin Tunku Abdullah

It is a requirement under clause 13.2 of the Company's Constitution and ASX Listing Rule ("**Listing Rule**") 14.4 that Mr Tunku Ya'acob Bin Tunku Abdullah retires by rotation. Mr Tunku Abdullah has offered himself for re-election as a Director of the Company.

Mr Tunku Abdullah was appointed as director of the Company on 1 October 2004. Mr Tunku Abdullah graduated with a Bachelor of Science (Hons) degree in Economics and Accounting from City University, London. An accountant by training, he is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants. He is the Group Managing Director of the Melewar Industrial Group Berhad, one of the largest steel tube producers in Malaysia and a major shareholder of the Company. Mr Tunku Abdullah is also the Group Managing Director of MAA Holdings Berhad, Malaysia's largest local insurance group with total assets under management of RM5.6 billion (A\$2.07 billion). He also sits on the executive board of several trade associations in Malaysia, specifically, the National Insurance Association of Malaysia, the Federation of Public Listed Companies, the Financial Planning Association of Malaysia (FPAM) and the Federation of Malaysian Unit.

Directors' Recommendation

The Company's Directors (other than Mr Tunku Abdullah) recommend that shareholders vote in favour of Resolution 1.

ORDINARY RESOLUTION 2 – Re-election of Director – Michael O'Neill

It is a requirement under clause 13.2 of the Company's Constitution and Listing Rule 14.4 that Mr Michael O'Neill retires by rotation. Mr O'Neill has offered himself for re-election as a Director of the Company.

Mr O'Neill was appointed as a director of the Company on 12 April 2006. Mr O'Neill joined the ANZ Bank in Rangiora, New Zealand in 1963. In 1979, he was appointed Manager Corporate Accounts, followed by a period in Strategic Planning NZ, where he was appointed Senior Manager in 1983. In 1984 he was transferred to Australia as Senior Manager, Liquidity Control. Other positions in Australia were as Senior Manager, Treasury and Chief Manager, Australian Treasury. He was appointed General Manager Retail Banking, New Zealand in 1989, where he oversaw the integration of PostBank into the ANZ Group before returning to Australia in 1993 and undertook a series of project management roles. Subsequent appointments included, Chief Manager, Melbourne Central Zone and, in January 1996, General Manager, Western Australia. Since his retirement from the ANZ Bank in November 2002, Mr O'Neill has established and operated a boutique investment bank, Cornhill Group Pty Ltd. He is also an independent Director of Perth Market Authority and is on the Board of the Western Australian Institute of Sport.

Directors' Recommendation

The Company's Directors (other than Mr O'Neill) recommend that shareholders vote in favour of Resolution 2.

ORDINARY RESOLUTION 3 – Election of Director – Yu Wanyuan

It is a requirement under clause 13.5 of the Company's Constitution and Listing Rule 14.4 that as Mr Yu Wanyuan was appointed to the Board since the last annual general meeting of the Company he must now retire and stand for re-election if he is to continue as a Director of the Company.

Mr Yu is currently Vice President and Chief Financial Officer of Anshan Iron and Steel Group Corporation ("**Ansteel**") and Manager of Angang Group Finance Co Ltd, positions he has held since 2001. He was previously Assistant General Manager and Deputy Chief Accountant with Ansteel and, before joining the Ansteel Group in 1998, held a number of senior academic and management positions at the Northeastern Institute of Technology in China.

Mr Yu is one of Ansteel's representatives on the Board of the Company.

Directors' Recommendation

The Company's Directors (other than Mr Yu) recommend that shareholders vote in favour of Resolution 3.

ORDINARY RESOLUTION 4 – Election of Director – Chen Ping

It is a requirement under clause 13.5 of the Company's Constitution and Listing Rule 14.4 that as Mr Chen Ping was appointed to the Board since the last annual general meeting of the Company he must now retire and stand for re-election if he is to continue as a Director of the Company.

Mr Chen is currently Vice President of Ansteel and the former Chairman of its subsidiary, Anshan Mining Co. He has held a wide range of engineering and senior management positions with Anshan Mining Co since 1982, including Assistant Manager, General Manager and Chairman. He was appointed as Vice President of Ansteel in November 2005.

Mr Chen is one of Ansteel's representatives on the Board of the Company.

Directors' Recommendation

The Company's Directors (other than Mr Chen) recommend that shareholders vote in favour of Resolution 4.

ORDINARY RESOLUTION 5 – Employee Share Option Plan

On 23 October 2001, the Board established the Employee Share Option Plan of Gindalbie Metals Ltd ("**ESOP**").

The ESOP was first approved by shareholders at the 2004 Annual General Meeting held on 19 November 2004, and then subsequently amended and approved by shareholders at the 2006 Annual General Meeting held on 22 November 2006.

The Board proposes to update the existing ESOP to reflect current industry practice and allow greater flexibility to offer performance-based incentive options under the ESOP which are aligned to deliver the Company's strategic objectives. The proposed amendments are consistent with what the Board understands to be current industry practice. Under rule 11 of the ESOP shareholder approval is required to amend the ESOP.

Resolution 5.1 - Amendments to Employee Share Option Plan

A summary of the proposed amendments to the rules of the ESOP is set out below. A copy of the full terms of the ESOP, as approved by shareholders at the 2006 Annual General Meeting, and the proposed amendments is available from the Company on request.

Amendment 1 - Insert an objectives clause (Rule 1A)

- The Board proposes to insert a statement in the ESOP specifying the objectives of the ESOP, which are to:
 - (a) issue options based on Board-approved performance-based incentive programs aligned to the delivery of strategic objectives for the Company;
 - (b) provide an incentive and reward for Directors and employees for their contributions to the Company in the achievement of its objectives; and
 - (d) attract and retain a high standard of corporate, managerial and technical personnel for the benefit of the Company.
- The reason for the amendment is to improve the transparency of the ESOP by expressly specifying the purpose for which the ESOP is intended to operate and its application to Directors and employees.

Amendment 2 – Provide greater flexibility with pricing of options (Rule 4)

- The Board proposes to amend the requirement that options must have an exercise price of not less than the market value of the average sale price of shares traded on the Australian Securities Exchange ("**ASX**") during the 5 trading days immediately prior to the time of grant plus 25% (or if there have been no sales in that period, the sale price of shares last traded on the ASX), so that the Board has the ability to grant options at any exercise price.
- The reason for the amendment is to provide greater flexibility with the pricing of options so that future grants of options may be calculated by reference to the achievement of performance conditions as opposed to being obliged to comply with a set option premium pricing formula.
- This flexibility is now a common feature of performance-based incentive programs.

Amendment 3 – Transfer of options (Rule 9)

- The Board proposes to amend the ability of options to be transferred to enable the Board to approve the transfer of vested options by "Eligible Persons" (as defined in the rules of the ESOP - see the summary of the rules of the ESOP below) to third parties, subject to any additional conditions deemed appropriate by the Board.

- The reason for this amendment is to provide flexibility for Eligible Persons in the manner in which they may realise the benefit of their entitlement to vested options. For instance, by allowing options to be transferred to a third party financier rather than separately exercising the options and transferring the shares issued on exercise of those options on market, the need to separately secure finance to exercise the options is removed.
- The amendment will enable the Board to control which third parties are considered acceptable for that purpose and impose any additional restrictions that they consider appropriate, subject to any Listing Rule requirements. For example, the Board may decide that a condition of transfer is that the options must be exercised within a reduced timeframe by the third party.

Amendment 4 – Tax (Rule 13.7)

- The Board proposes to insert an acknowledgement in the ESOP that neither the Company nor its directors, officers, employees, representatives or agents take any responsibility or assume any liability for the taxation liabilities of Eligible Persons or their associates in connection with the ESOP.
- The reason for the amendment is to acknowledge that participation in the ESOP may have taxation implications and Eligible Persons should seek individual taxation advice regarding the taxation treatment of the acquisition of options and their participation in the ESOP. The Company and its representatives accept no liability for the taxation consequences of any dealings in options by Eligible Persons.

Directors' Recommendation - Resolution 5.1

The Directors recommend that shareholders vote in favour of Resolution 5.1.

Resolution 5.2 – Approval of Employee Share Option Plan

Listing Rule 7.1

Listing Rule 7.1 provides, in summary, that, subject to certain conditions, the Company must not issue or agree to issue equity securities, including options, in any 12 month period equal to more than 15% of the number of issued fully paid ordinary shares of the Company at the beginning of the 12 month period, except with prior shareholder approval in general meeting of the precise terms and conditions of the proposed issue.

Exception to Listing Rule 7.1

One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 9(b)), which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the date of the issue, shareholders have approved the issue of securities under the employee incentive scheme as an exception to Listing Rule 7.1.

Resolution 5.2 seeks shareholder approval under Listing Rule 7.2 (Exception 9(b)), for the grant of options under the ESOP (and the issue of fully paid ordinary shares in the capital of the Company on exercise of those options) from time to time as an exception to Listing Rule 7.1 for a period of three years commencing on the date of the Meeting without being required to count those securities as part of, and without reducing, the number of securities which the Company can issue under its annual 15% limit. The impact is that for a period of three years the grant of options, or issue of shares upon exercise of options, will be excluded from the number of securities used to determine the Company's annual 15% limit in each rolling 12 month period.

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is disclosed to shareholders for the purposes of Resolution 5.2:

- a summary of the terms and conditions of the ESOP, including the proposed amendments pursuant to Resolution 5.1, is set out below. A copy of the full terms of the ESOP will be sent free of charge to any shareholder on request;
- since 22 November 2006, 8,300,000 options have been granted under the ESOP and 11,250,000 options granted under the ESOP since its inception have been exercised; and
- a voting exclusion statement in respect of Resolution 5.2 is in the Notice and set out below.

Summary of the key terms and conditions of the ESOP

The following is a summary of the key terms and conditions of the ESOP. In the event that shareholders pass Resolution 5.1, the ESOP will be amended as described above. If Resolution 5.1 is not passed by shareholders, the terms and conditions of the ESOP will not be amended. Copies of the rules of the ESOP including the proposed amendments are available from the Company Secretary on request.

Eligible Person means:

- a full or part time employee;
- a director of the Company or a related body corporate;
- a spouse of an above employee or director;
- a company controlled by any of the above persons; and
- a trust or superannuation fund where any of the above persons is the sole trustee,

whom the Directors determine is entitled to participate in the ESOP.

Offers of Options - The Directors may offer options, each an option to acquire a fully paid ordinary share in the capital of the Company, under the ESOP ("**Options**") to employees at the times, in the manner and subject to any conditions (including vesting dates and pre-conditions to vesting) as the Directors determine. Options will not be offered to a Director without shareholder approval in accordance with the Corporations Act and Listing Rules. An employee may in accepting an offer, nominate an Eligible Person to be issued the Options which will be subject to the approval of the Directors.

Options - Options are granted for no consideration. Options will not be quoted on the ASX. Shares issued pursuant to the exercise of Options rank pari passu with all ordinary issued shares of the Company.

Exercise Price - The exercise price is determined by the Board but must not be less than the market value of the average sale price of shares traded on the ASX during the 5 trading days immediately prior to the time of grant plus 25% (or if there have been no sales in that period, the sale price of shares last traded on the ASX). However, if shareholders pass Resolution 5.1, the exercise price for Options may be determined by the Board in its absolute discretion.

Vesting Conditions - The Board may determine the periods within which an Option may be exercised.

Exercising Options - Options can be exercised at any time after the Options have vested and prior to the Option expiry date by notice to the Company in the prescribed form.

Lapsing of Options - Options lapse if they are not exercised by the Option expiry date. Unless determined otherwise by the Directors, where the relevant employee or Director in respect of an Option ceases their employment with the Company or a related body corporate, the holder of the Option has 3 months in which to exercise any vested Options or until the Option expiry date, whichever is earlier.

Transfer of Options - Options may only be transferred with the approval of the Directors to another Eligible Person of the relevant employee. However, if shareholders pass Resolution 5.1, Options may also be transferred to persons who are not Eligible Persons with the approval of the Directors and subject to any conditions imposed by the Directors that they consider appropriate in their absolute discretion.

Rights/Entitlements and Bonus Issues - Holders of Options will not be entitled to participate in new issues of capital offered to shareholders. However, the Company will give holders of Options not less than 9 business days notice before the record date for determining entitlements to any such issue to provide holders of Options with the opportunity to exercise their Options prior to the record date.

New Issues - If the Company makes a pro rata issue of securities and the holder of an Option does not exercise it in time to enable the holder to participate, the exercise price of an Option after the issue of those securities will be adjusted in accordance with the Listing Rules.

Sub-division or Consolidation - If the Company subdivides or consolidates its shares, the Options must be subdivided or consolidated in the same ratio and the exercise price amended in inverse proportion to that ratio.

Return of Capital - If the Company makes a return of capital, the number of Options remains the same and the exercise price of each Option is reduced by the same amount as returned in relation to each share.

Cancellation of Capital - If the Company makes a pro rata reduction of capital, the number of Options must be reduced in the same ratio as shares, and the exercise price of each Option must be amended in inverse proportion to that ratio. If the Company makes a cancellation of capital that is lost or not represented in available assets, the number of Options and the exercise price of each Option remains unchanged.

Reorganisation - In the event of a reorganisation of the capital of the Company, other than as set out above, Options will be reorganised so that a holder of Options will not receive a benefit that shareholders do not receive.

Amendments - The rules of the ESOP may be amended by the Company, subject to compliance with the Listing Rules, Corporations Act and the constitution of the Company.

Directors' Recommendation

The Company's Directors recommend that shareholders vote in favour of Resolution 5.2.

Voting Exclusion Statement

In accordance with Listing Rules 7.2 (Exception 9(b)) and 14.11, the Company will disregard any votes cast on this resolution by a director (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) or by an associate of the director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

ASX's Role

The fact that the accompanying Notice of Meeting, this Explanatory Statement and other relevant documentation has been received by the ASX is not to be taken as an indication of the merits of the Resolutions. The ASX and their respective officers take no responsibility for any decision a shareholder may make in reliance on any of that documentation.

Proxies

Members can return their proxy appointments to the Company or Advanced Share Registry by facsimile on the facsimile number set out on the proxy form.

Queries

If you have any queries on any matter arising out of the business proposed for the Annual General Meeting, please call Mr David Stokes on +61 8 9480 8700.

**GINDALBIE METALS LTD
ABN 24 060 857 614
PROXY FORM**

The Company Secretary
Gindalbie Metals Ltd
Level 9 London House
216 St George's Terrace
PERTH WA 6000
Telephone +61 8 9480 8700
Facsimile +61 8 9480 8799

Share Registry
Advanced Share Registry Ltd
PO Box 1156
Western Australia 6906
Telephone +61 8 9389 8033
Facsimile +61 8 9389 7871
Website: www.advancedshare.com.au
Email: admin@advancedshare.com.au

being a member(s) of GINDALBIE METALS LTD hereby appoint

the Chairman of the meeting
(mark with an X) OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the meeting.

or failing that, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 5 November 2009 at 10.00am (Perth time) at the Swan Room, Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia and at any adjournment thereof.

If appointing two proxies, please show proportion of voting rights attaching to this proxy: _____%

If you wish to direct your proxy how to vote on the proposed resolutions, please indicate the manner in which your proxy is to vote by ticking the appropriate column below, otherwise your proxy may vote as he thinks fit.

If you do not wish to direct your proxy how to vote, please place a mark in this box. By marking this box you acknowledge the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the resolutions.

	FOR	AGAINST	ABSTAIN
Advisory Resolution – Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 1 – Re-election of Director – Tunku Ya'acob Bin Tunku Abdullah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2 – Re-election of Director – Michael O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3 – Election of Director – Yu Wanyuan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 4 – Election of Director – Chen Ping	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 5.1 – Amendments to Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 5.2 – Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Security Holder 1

Sole Director and
Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone or
Email

____/____/____
Date

Proxy Instructions

Generally

A shareholder entitled to attend and vote at the Annual General Meeting convened by the Notice is entitled to appoint not more than 2 proxies to vote on the shareholder's behalf. A proxy need not be a shareholder. The proxy appointment may be a standing appointment for all general meetings until it is revoked. Additional proxy forms are available from the Company.

If a representative of a shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission. A form of the certificate may be obtained from the Company's share registry by calling +61 8 9389 8033.

Appointing Two Proxies

A shareholder entitled to cast 2 or more votes may appoint 2 proxies. Where 2 proxies are appointed, if the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half of your votes. Fractions of votes will be disregarded.

Signing Instructions

Individuals: The shareholder must sign personally.

Joint Holding: If the holding is in more than 1 name, all of the shareholders must sign.

Company: 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) 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 in the appropriate place to indicate the office held.

Power of Attorney: The attorney must sign and the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.

Lodgement of a Proxy

Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be lodged at, or sent by facsimile transmission to, the offices of the Company so that it is received no later than 10.00am (Perth time), 3 November 2009.

Documents may be lodged:

IN PERSON Share Registry – Advanced Share Registry, 150 Stirling Highway Nedlands WA 6009, Australia
Registered Office – Gindalbie Metals Ltd, Level 9 London House, 216 St George's Terrace, Perth
WA 6000, Australia

BY MAIL Share Registry - Advanced Share Registry, PO Box 1156, Nedlands WA 6909, Australia

BY FAX +61 8 9389 7871

Your Address

This is your address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form and sign it. Security holders sponsored by a broker (in which case your reference number overleaf will commence with an "X") should advise your broker of any changes. You cannot change ownership of your shares using this form.