

VALDERA RESOURCES LIMITED
ABN 34 090 074 785

NOTICE OF ANNUAL GENERAL MEETING

AND

PROXY FORM

Date of Meeting

25 November 2002

Time of Meeting

2.30pm

Place of Meeting

Ground Floor
50 Colin Street West Perth
Western Australia

VALDERA RESOURCES LIMITED
ABN 34 090 074 785

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of **Valdera Resources Limited ABN 34 090 074 785 ("Company")** will be held at Ground Floor, 50 Colin Street, West Perth, Western Australia on 25 November 2002 at 2.30pm for the purpose of transacting the following business.

AGENDA

BUSINESS

2002 Accounts

1. To receive, consider and adopt the financial report of the Company for the year ended 30 June 2002, and the reports by the Directors and Independent Auditors.

Re-election of Directors

The following candidate retires by rotation and submits himself for re-election:

2. Mr Charles Waite Morgan

The following candidate was appointed a Director by the Board since the last annual general meeting and offers himself for election:

3. Mr Donal Windrim

By order of the Board



Mr Mark Freeman
Company Secretary
Dated: 8 October 2002

Proxies

A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. A proxy may, but need not be, a shareholder of the Company.

Proxy forms must reach the Company at least 48 hours prior to the meeting. For the convenience of shareholders, a proxy form is attached.

Enquiries

Shareholders are invited to contact Mark Freeman, Company Secretary, on (08) 9324 1177 if they have any queries in respect of the matters set out in these documents.

VALDERA RESOURCES LIMITED

ABN 34 090 074 785

PROXY FORM**Shareholder's Name and Address**

Please write your name(s) above

Please write your address above

Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman see fit) at the annual general meeting of the Company to be held on 25 November 2002 at Ground Floor, 50 Colin Street, West Perth, Western Australia (and at any adjournment thereof).

or the Chairman of the meeting

Name and address of person you are appointing as your first proxy (if not the meeting Chairman)

and/or failing him

Appointing a Second Proxy

Name and address of person you are appointing as your second proxy (if not the meeting Chairman)

Ordinary Business

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

	For	Against	Abstain*
2 Re-election of Mr Charles Morgan	<input type="text"/>	<input type="text"/>	<input type="text"/>
3 Election of Mr Donal Windrim	<input type="text"/>	<input type="text"/>	<input type="text"/>

2 Re-election of Mr Charles Morgan

3 Election of Mr Donal Windrim

*If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Contact Email address

Contact Telephone Number

Area Code Telephone Number

Signature(s)

Shareholder 1

Director

Shareholder 2

Director/Secretary

Shareholder 3

Sole Director and Secretary

Proxies may be lodged either by facsimile on (08) 9324 2171, by mail to PO Box 453, West Perth, 6872, Western Australia or delivery to the registered office of the Company at Ground Floor, 50 Colin Street, West Perth, Western Australia. To be valid, a proxy form must be received by the Company no later than 48 hours before the time appointed for the annual general meeting. For assistance in completing this form, please refer to the rear of this form.

INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

Shareholders Name

This is the name of the shareholder as it appears on the Company's share register. For the purposes of this annual general meeting, shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of this annual general meeting.

Appointment of Proxy

A shareholder entitled to attend and vote at the annual general 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 annual general meeting. The proxy has the same right as the shareholder to speak and vote at the annual general meeting. If you leave this section blank, the Chairman of the meeting will be your proxy to vote your shares even if you attend the annual general meeting (unless you revoke your proxy before the meeting).

Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting.

Appointing a Second Proxy

If a shareholder appoints two proxies, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.

Contact Telephone

This will help us if there are any problems with your proxy form.

Signature(s)

Each shareholder must sign this form. If your shares are held in joint names, all shareholders must sign in the boxes. If you are signing as an Attorney, then the Power of Attorney must have been noted by the Company or be duly stamped and accompany this form. Only duly authorised officer/s can sign on behalf of a Company. Please sign in the boxes provided which state the office held by the signatory.

Delivery of Proxy

To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this annual general meeting, that is by 23 November 2002, by post or facsimile to the respective addresses stipulated in this proxy form.

Chairman's Voting Intentions

The Chairman intends to vote in favour of the resolutions set out in the Notice.