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ARBN 085 782 994

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29 May 2003

Australian Stock Exchange
Company Announcements Office
Level 10
20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

Dear Sir/Madam

NOTICE OF SPECIAL GENERAL MEETING

Please find enclosed the Notice of Special General Meeting sent to shareholders today.

Yours sincerely
Thundelarra Exploration Ltd

FRANK DEMARTE
Executive Director

THUNDELARRA EXPLORATION LTD

ARBN 085 782 994

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250 St Georges Terrace
Perth, Western Australia, 6000

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NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that a Special General Meeting of the Shareholders of **Thundelarra Exploration Ltd.** (the "**Corporation**") will be held at the **QV1 Building, Function Room, Level 2, 250 St. George's Terrace, Perth, Australia**, on 27th June 2003 at the hour of **10:00 a.m. (Western Australian time)** in the forenoon (the "**Meeting**") for the following purpose:

1. **TO** consider and, if thought fit, to approve an ordinary resolution that, for the purposes of Rule 7.4 of the Listing Rules of Australian Stock Exchange Limited and all other purposes, the Corporation hereby ratifies the previous issue of 3,532,644 common shares (at an issue price of AU\$0.23 each share) and 3,532,644 attaching free options (at an exercise price of AU\$0.23 each option) pursuant to a Prospectus issued by the Corporation dated 20 March 2003.

| |
|--|
| The Corporation will disregard any votes cast on Resolution 1 by a person who participated in the issue and any associates of those persons. However, the Corporation will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by a person whilst chairing the meeting, as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides. |
|--|

2. **TO** consider and, if thought fit, to approve an ordinary resolution that Stanton and Partners be appointed auditors of the Corporation effective from (and inclusive of) the date the Corporation is continued from the Yukon to Western Australia.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Shareholders of record on the Corporation's books at the close of business on **28th May 2003** are entitled to notice of and to vote at the Meeting or at any postponement or adjournment thereof. One (1) Shareholder present in person or represented by proxy, holding a minimum of 5% of the Issued Voting Shares of the Corporation, constitutes a quorum for the conduct of business at the Meeting. Pursuant to the Corporation's governing documents, each share is entitled to one (1) vote.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the Instrument of Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting. **WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED INSTRUMENT OF PROXY. IF YOU ATTEND THE MEETING, YOU MAY VOTE**

IN PERSON IF YOU WISH TO DO SO, EVEN THOUGH YOU HAVE SENT IN YOUR INSTRUMENT OF PROXY.

PLEASE NOTE that if you are a CDI holder rather than a shareholder (that is if you have a CDI holding statement which permits you to trade on Australian Stock Exchange Limited rather than a share certificate), you are invited to attend the Meeting however, you cannot vote personally at the Meeting. If you are a CDI holder and you wish to vote personally, you must convert you CDIs into shares in sufficient time before the Meeting. Alternatively, if you are a CDI holder you can direct the depositary entity to cast proxy votes in accordance with your written directions. In order to do this, please complete and return the Notice of Direction enclosed herewith to direct the depositary entity to cast proxy votes in accordance with your written directions.

The Notice of Direction must be received by the Computershare Investor Services Pty Ltd at Level 2, 45 St Georges Terrace, Perth, Western Australia or GPO Box D182, Perth, Western Australia, 6840 **BY NOT LATER THAN 96 HOURS BEFORE THE MEETING, ie. 10.00 AM (WESTERN AUSTRALIAN TIME) 23rd June 2003.**

DATED at Vancouver, British Columbia, on the **28th** day of **May**, 2003

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'Philip G Crabb', with a long horizontal line extending from the end of the signature.

Philip G Crabb
President and Director

THUNDELARRA EXPLORATION LTD
ARBN 085 782 994
INFORMATION CIRCULAR
(As at May 28th, 2003, except as indicated)
For the Special General Meeting to Be Held 27th June 2003

SOLICITATION OF PROXIES BY MANAGEMENT

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **Thundelarra Exploration Ltd.** (the "**Corporation**") for use at the Special General Meeting (the "**Meeting**") of the Shareholders of the Corporation to be held at the time and place and for the purposes set forth in the accompanying Notice of Special General Meeting of Shareholders, and at any adjournment thereof. The solicitation will be by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. The Corporation does not reimburse Shareholders, nominees or agents for the cost incurred in obtaining from their principals authorisation to execute instruments of proxy.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy (the "Proxy") are directors of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO ATTEND AND ACT FOR HIM/HER/IT ON HIS/HER/ITS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AND INSERT THE NAME OF HIS/HER/ITS NOMINEE IN THE BLANK SPACE PROVIDED OR COMPLETE ANOTHER PROXY. THE COMPLETED PROXY SHOULD BE DEPOSITED WITH THE CORPORATION'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE TRUST CORPORATION OF CANADA, SUITE 408, 510 BURNARD STREET, VANCOUVER, BRITISH COLUMBIA, CANADA V6C 3B9, OR WITH THE REGISTERED OFFICE OF THE CORPORATION AT SUITE 501, TERMINAL CITY CLUB TOWER, 837 WEST HASTINGS STREET, VANCOUVER, BRITISH COLUMBIA, V6C 3N6 ("REGISTERED OFFICE") AT LEAST FORTY EIGHT (48) HOURS BEFORE THE TIME OF THE MEETING, IE. 10.00AM (WESTERN AUSTRALIAN TIME) 25th June 2003 OR ADJOURNMENT THEREOF.**

The Proxy must be signed by the Shareholder or by his/her/its attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorised officer.

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his/her attorney authorised in writing or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorised officer and deposited with either the Registered Office or Computershare Trust Company of Canada at their addresses set out herein at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust Corporation through which they purchased the shares. More particularly, a person is a registered shareholder in respect of shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either (a) in the name of an intermediary (the “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, Information Circular and Form of Proxy (collectively referred to as the “Meeting Material”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Material to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Material to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Material will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not complete. Because the Intermediary has already signed the Form of Proxy, this Form of Proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the Form of Proxy and deposit it with the Corporation’s Registrar and Transfer Agent, Computershare Trust Corporation of Canada, as provided above; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service Corporation, will constitute voting instructions (often called a “proxy” or “authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page printed form, the proxy authorization form will constitute of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service Corporation in accordance with the instructions of the Intermediary or its service Corporation.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the

Management Proxyholders named in the form and insert the Non-Registered Holder's name in the blank space provided (executed by the broker).

In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those when and where the proxy or proxy authorization form is to be delivered.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

THE SHARES REPRESENTED BY PROXY WILL BE VOTED OR WITHHELD FROM VOTING BY THE PROXY HOLDER IN ACCORDANCE WITH THE INSTRUCTIONS OF THE SHAREHOLDER ON ANY BALLOT THAT MAY BE CALLED FOR AND, IF THE SHAREHOLDER SPECIFIES A CHOICE WITH RESPECT TO ANY MATTER TO BE ACTED UPON, THE SHARES WILL BE VOTED ACCORDINGLY.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, Management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgement of the nominee.

CDI HOLDERS

If you are a CDI holder (that is if you have a CDI holding statement which permits you to trade on Australian Stock Exchange Limited rather than a share certificate), you are invited to attend the Meeting however, you cannot vote personally at the Meeting nor may you complete the enclosed Proxy. If you are a CDI holder and you wish to vote personally, you must convert your CDI's into shares in sufficient time before the Meeting.

HOWEVER, A CDI HOLDER HAS THE RIGHT TO DIRECT CHESS DEPOSITARY NOMINEES PTY LTD TO CAST PROXY VOTES IN ACCORDANCE WITH THE CDI HOLDER'S WRITTEN DIRECTIONS. IF YOU ARE A CDI HOLDER AND YOU WISH TO DIRECT THE DEPOSITARY ENTITY TO CAST PROXY VOTES IN ACCORDANCE WITH YOUR WRITTEN DIRECTIONS, PLEASE COMPLETE AND RETURN THE NOTICE OF DIRECTION ENCLOSED HERewith. THE COMPLETED NOTICE OF DIRECTION SHOULD BE DEPOSITED WITH THE CORPORATION'S SHARE REGISTRAR, COMPUTERSHARE INVESTOR SERVICES PTY LTD, LEVEL 2, 45 ST GEORGES TERRACE, PERTH, WESTERN AUSTRALIA OR GPO BOX D182, PERTH, WESTERN AUSTRALIA, 6840 AT LEAST 96 HOURS BEFORE THE TIME OF THE MEETING, IE. 10.00AM (WESTERN AUSTRALIAN TIME) 23rd June 2003 OR ADJOURNMENT THEREOF.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorised capital of the Corporation consists of three hundred million (300,000,000) shares divided into:

- (a) 100,000,000 common shares without par value;
- (b) 100,000,000 Class "A" preference shares without par value; and
- (c) 100,000,000 Class "B" preference shares without par value.

of which 50,634,566 common shares of the Corporation are issued and outstanding, each share carrying the right to one vote. Only those Shareholders of record on 28th May 2003 holding common shares shall be entitled to vote at the forthcoming Meeting or any adjournment thereof in person or by Proxy. No preference shares are issued or outstanding as of the date hereof.

To the knowledge of the directors and senior officers of the Corporation ⁽¹⁾, only the following own, directly or indirectly, or exercise control or discretion over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

| Name of Shareholder | Number of Shares | Percentage of Issued and Outstanding |
|---|------------------|--------------------------------------|
| Ragged Range Mining Pty. Ltd & Associates. ⁽²⁾ | 13,855,084 | 27.36% |

Notes:

- (1) the above information was supplied by Computershare Investor Services of Australia and management of the Corporation.
- (2) the shareholders of Ragged Range Mining Pty Ltd are Philip Crabb, a director and officer of the Corporation, June Crabb, Rick Crabb and Midland Mines Pty. Ltd., a Corporation controlled by Philip Crabb.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or officers of the Corporation, or any subsidiary thereof (if any), or any associates or affiliates of any of them, is or has been indebted to the Corporation at any time during the last three (3) completed fiscal years of the Corporation, in connection with the purchase of securities of the Corporation, or any subsidiary thereof (if any), or otherwise. There has been no indebtedness the subject of a guarantee, support agreement, letter of credit or other arrangement provided by the Corporation or any subsidiary thereof.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed herein, none of the directors or officers of the Corporation, or any associate or affiliate of such person or Corporation, has any material interest, direct or indirect, in any transaction during the past year or any proposed transaction which has materially affected or will materially affect the Corporation.

MANAGEMENT CONTRACTS

Other than as set forth below, or elsewhere in this Information Circular, management functions of the Corporation are not, to any substantial degree, performed by a person or persons other than the directors or senior officers of the Corporation, other than as disclosed herein:

Jeremy Caddy

On April 14, 1999, the Corporation entered into a management agreement with Jeremy Caddy (the "Management Agreement") with a term commencing on January 1, 1999 and renewable by mutual consent for successive one year periods. Under the terms of the Management Agreement, Mr. Caddy is entitled to compensation in the amount of CDN. \$36,000 per year. Mr. Caddy is also entitled to the reimbursement of out-of-pocket expenses, dental and disability benefits, and rights and benefits under any profit sharing, deferred compensation, stock appreciation rights, stock option or other plans or programs adopted by the Corporation, if any, comparable to rights and benefits under such plans and programs as are customarily granted to persons holding similar positions as that held by Mr. Caddy or performing duties similar to those performed by him in corporations of similar size that carry on a similar type of business as that carried on by the Corporation. The Management Agreement also provides for termination on the following basis:

1. by the Corporation:
 - should Mr. Caddy be guilty of any misconduct, he may be dismissed upon giving ninety days' notice, or the payment to him of compensation in lieu of such notice; or
 - at any time upon three months previous notice. Mr. Caddy is then entitled to receive compensation to the date of termination, plus six month's compensation for every year of service in excess of one year;
2. by Mr. Caddy: at any time upon giving thirty days' notice and, in such event, Mr. Caddy shall receive his compensation to the date of termination;
3. by reason of Mr. Caddy's death: compensation shall be payable to his widow or estate for the remainder of the term of the Management Agreement;
4. by reason of Mr. Caddy's illness: the compensation and benefits, less amounts equal to sickness or disability payments received by Mr. Caddy under the Corporation's sickness and disability plan, if any, for the remainder of the term of the Management Agreement; or
5. by reason of the Corporation's amalgamation, merger, consolidation or sale of assets: compensation shall be payable to Mr. Caddy to the date of termination, plus consideration equal to six months compensation.

Brian Richardson

On January 1, 1999, the Corporation entered into a consulting agreement with Brian Richardson (the "Consulting Agreement") pursuant to which Mr. Richardson has been engaged to provide the Corporation with gold and base metal exploration consulting services. Under the terms of the Consulting Agreement, Mr. Richardson is entitled to his reasonable out-of-pocket expenses and compensation in the amount of A\$300 per day for each day that the Corporation formally invites Mr. Richardson to provide his services. The Consulting Agreement also provides for termination on the following basis:

1. at any time upon giving thirty days' notice by either the Corporation or Mr. Richardson or, if by the Corporation, upon the payment to Mr. Richardson of his compensation in lieu of such notice; or
2. immediately, in the event of misconduct by Mr. Richardson.

Mr. Brian Richardson was appointed to the board of directors effective October 9, 2001.

Malcolm Randall

On August 15, 1999, the Corporation entered into a consulting agreement with Malcolm Randall (the "Exploration/Consulting Agreement") pursuant to which Mr. Randall has been engaged to provide the Corporation with diamond exploration consulting services. Under the terms of the Exploration/Consulting Agreement, Mr. Randall is entitled to his reasonable out-of-pocket expenses and compensation in the amount of A\$800 per day for each day that the Corporation formally invites Mr. Randall to provide his services. The Exploration/Consulting Agreement provides for termination on the same terms as the agreement with Mr. Brian Richardson noted above.

Mr. Brian Randall was appointed to the board of directors effective October 9, 2001.

RESOLUTION 1 – RATIFICATION OF THE PREVIOUS SHARE AND OPTION ISSUE PURSUANT TO THE PROSPECTUS

Resolution 1 has been included so that Shareholders may approve and ratify, pursuant to Rule 7.4 of the ASX Listing Rules, 3,532,644 common shares (at an issue price of AUS\$0.23 each share) and 3,532,644 attaching free options (at an exercise price of AUS\$0.23 each option) issued to members of the public pursuant to the Prospectus. *The funds raised from this issue will be used to fund exploration projects and for general working capital as set out in the prospectus issued by the Corporation dated 20 March 2003 ("Prospectus").*

All shares issued as detailed above are common shares and rank equally in all respects with existing common shares on issue in the capital of the Corporation.

In general the terms and conditions of the options granted under the Prospectus (as detailed above) are set-out in Annexure A to the Information Circular. However, **PLEASE NOTE** that since the date of the Prospectus, the options have been quoted on the official list of the Australian Stock Exchange Limited.

Rule 7.1 of the ASX Listing Rules provides a formula which limits the number of equity securities the Corporation may issue to 15% of each class of securities issued within a 12 month period without shareholder approval. Rule 7.4 of the ASX listing Rules provides that an issue of securities made without approval under Rule 7.1 of the ASX Listing Rules is treated as having been made with shareholder approval for the purpose of Rule 7.1 of the ASX Listing Rules if the shareholders subsequently approve it.

The purpose of this resolution is to ratify the issue of the shares being the subject of those resolutions within the 15% limit so as to provide the Corporation with the flexibility to issue further securities in accordance with the Listing Rules should the need arise. A majority of votes (51%) cast at the Meeting is required to approve this resolution.

RESOLUTION 2 – APPOINTMENT OF AUDITOR

Resolution 2 has been included so that Shareholders may approve the appointment of Stanton Partners as the Corporation's Australian based auditor, effective on the date the Corporation continues its jurisdiction of registration from the Yukon Territory to Western Australia.

Accordingly the Corporations current auditor, Desai and Associates, will retire from the office of auditor upon the appointment of Stanton Partners.

The Corporation's auditors for the 5 year's preceding this meeting were Desai and Associates, being appointed as auditors from 1995 to present.

BOARD APPROVAL

The contents and the sending of this Information Circular have been approved and its mailing has been authorized by the Directors of the Corporation.

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement contained herein not misleading in the light of the circumstances in which it was made.

CERTIFICATION

The undersigned hereby certifies that the contents and the sending of this Information Circular to the Corporation's shareholders has been approved by the Board of Directors. The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

DATED at Vancouver, in the Province of British Columbia this **28th** day of **May**, 2003.

Signed



PHILIP CRABB,
PRESIDENT AND DIRECTOR

Signed



FRANK DE MARTE,
CHIEF FINANCIAL OFFICER AND
DIRECTOR

ANNEXURE A

Terms and Conditions of the Options *[as per the Prospectus]*

Due to the technical difficulties with the system of CHESS Depository Interests, whilst the Company remains incorporated in the Yukon, the options will not be listed for quotation on the ASX. However following the relocation of the Company's incorporation to Western Australia (and upon complying with other statutory requirements) if there is a sufficient spread of option holders, the Company will apply to the ASX for the options to be quoted.

Each option will entitle the holder to apply for and be allotted one Share on the following terms and conditions:

- (a) A holding statement will be issued for the options.
- (b) The options will expire at 5.00pm WST on 30 April 2005 ("**Expiry Date**").
- (c) The option is a right in favour of the option holder to subscribe for one share.
- (d) Shares allotted to option holders on exercise of options shall be issued at 23 cents each ("**Exercise Price**"). The Exercise Price of Shares the subject of the options shall be payable in full on exercise of the options.
- (e) The option holder may exercise options any time prior to the Expiry Date by delivering to the registered office of the Company, to be received by the Company prior to the Expiry Date:
 - (i) a notice in writing stating the intention of the option holder to exercise all or a specified number of options; and
 - (ii) the holding statement and a cheque made payable to the Company for the subscription monies for the Shares.
- (f) An exercise of only some options shall not affect the rights of the option holder to the balance of the options held by the option holder.
- (g) The Company shall allot the resultant Shares and deliver the holding statement within five business days of the exercise of the option.
- (h) The Company will only apply for official quotation on ASX of the options if the Company successfully relocates its place of incorporation to Western Australia, and the requirements for quotation are satisfied.
- (i) The options shall be freely transferable.
- (j) Shares allotted pursuant to an exercise of option shall rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all aspects.
- (k) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the issue capital of the Company, the rights of the options shall be reconstructed (as appropriate) in accordance with the Listing Rules.
- (l) The options will not give any right to participate in dividends, bonus issues or entitlement issues until Shares are allotted pursuant to the exercise of the relevant options. There is no right to change the exercise price of options if the Company completes a bonus or entitlements issue.

THUNDELARRA EXPLORATION LTD
(the "Corporation")

ARBN 085 782 994

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**NOTICE OF DIRECTION
SPECIAL GENERAL MEETING TO BE HELD ON 27 JUNE 2003**

**THIS FORM OF NOTICE OF DIRECTION IS TO BE COMPLETED BY REGISTERED HOLDERS OF CDIs
(AUSTRALIAN REGISTER ONLY)**

Name:

Address:

.....

TO: CHESS DEPOSITARY NOMINEES PTY LTD

I/We am/are the holder of CHESS Depositary Interests ("CDIs") of the Corporation and I/we direct CHESS Depositary Nominees Pty Ltd to vote for me/us in respect of the CDIs held in my/our name at the Special General Meeting of the Corporation to be held on 27 June 2003 at 10.00 am (Western Australian time) the QVI Building, Function Room, Level 2, 250 St George's Terrace, Perth, Western Australia and at any and all adjournments of that meeting as follows:

| | Mark an "X" in the appropriate box if you want to direct Chess Depositary Nominees Pty Ltd how to vote on your behalf | | |
|--|---|---------|---------|
| | For | Against | Abstain |
| Resolution 1 Ratify previous issue of 3,532,644 Common Shares and 3,532,644 attaching Options pursuant to a Prospectus issued by the Corporation dated 20 March 2003 | | | |
| Resolution 2 Appoint Stanton Partners as auditors of the Corporation | | | |

Authorised Signature/s This section **MUST** be signed to enable your directions to be implemented.

Affix company seal (if required by Constitution)

Individual or CDI Holder 1

Individual/Sole Director and Sole Company Secretary Director

CDI Holder 2

CDI Holder 3

Director/Company Secretary

Dated:

Contact telephone number:

NOTES:

1. You have the right to direct CHESS Depositary Nominees Pty Ltd how to vote in respect to the resolutions described in the attached Notice of Special General Meeting. If you complete the Notice of Direction and the directions in it are certain, then CHESS Depositary Nominees Pty Ltd will submit a proxy vote in accordance with your instructions.
2. Each CDI holder must sign this form. If your CDIs are held in joint names, all holders must sign in the boxes. If you are signing as attorney, the Power of Attorney must have been noted by Computershare Investor Services Pty Ltd or a certified copy of it must accompany this form. If you are a corporation, the Notice of Direction must be executed under seal, if required by your Constitution, or if the corporation does not have a seal, by two directors or a director and company secretary.

3. You must deposit the Notice of Direction with Computershare Investor Services Pty Ltd, Level 2, 45 St Georges Terrace, Perth, Western Australia, 6000 or GPO Box D182, Perth, Western Australia, 6840 **BY NOT LATER THAN 96 HOURS BEFORE THE SPECIAL GENERAL MEETING ie. 10.00 am (Western Australian time) 23 June 2003**
4. If you have any queries in respect to completing this Notice of Direction, please contact Computershare Investor Services Pty Ltd on telephone (08) 9323 2000 and facsimile (08) 9323 2033.