



HDDINGTON
RESOURCES LIMITED

ABN 39 093 391 774

7 Havelock Street
West Perth WA 6005
Australia
PO Box 1909
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HDDINGTON RESOURCES LIMITED

ABN 39 093 391 774

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1.30pm WST
DATE: Wednesday, 22 November 2006
PLACE: City West Function Centre
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on + 61 8 9482 0500.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Haddington Resources Limited which this Notice of Meeting relates to will be held at 1.30 pm (WST) on Wednesday 22 November 2006 at:

City West Function Centre
City West Centre
45 Plaistowe Mews
WEST PERTH WA 6005

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Haddington Resources Limited, PO Box 1909, West Perth WA 6872; or
- (b) send the proxy form by facsimile to the Company on facsimile number + 61 8 9226 1551

so that it is received not later than 1.30 pm WST Monday 20 November 2006.

Proxy forms received later than this time will be invalid.

Notice is hereby given that the Annual General Meeting of Haddington Resources Limited ("Company") will be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia on Wednesday 22 November 2006 commencing at 1.30 pm for the purpose of transacting the following business:

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 20 November 2006.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

Reports and Accounts

To receive the financial report of the Company for the year ended 30 June 2006, together with the Directors' report and the Auditor's report.

Resolution 1 – Adoption of Remuneration Report (Non-binding)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Directors' Report in the Annual Report for the year ended 30 June 2006".

Short Explanation: The Corporations Act provides that a resolution that the Directors' remuneration be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr James Pearson as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr James Pearson, being a Director, retires in accordance with the Constitution and, being eligible, is hereby re-elected as a Director."

Short Explanation: Pursuant to clause 13.2 of the Company's constitution, one third of the Company's Directors must retire at each Annual General Meeting. A Director who retires in accordance with clause 13.2 of the Constitution is eligible for re-election.

Resolution 3 ~ Election of Mr Dennis O'Neill as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Mr Dennis O'Neill having been appointed as a Director of the Company since the previous meeting be elected a Director of the Company."

Short Explanation: Pursuant to the Company's Constitution, a Director appointed by the board must stand for election at the first Annual General Meeting of the company since the date of appointment.

Resolution 4 – Issue of Options to Mr Dennis O'Neill

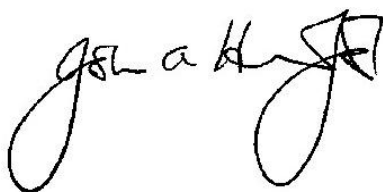
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue up to 500,000 Options to Mr Dennis O'Neill (or his nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Short Explanation: Pursuant to the Corporations Act and the ASX Listing Rules, in order give a related party a financial benefit, the Company must obtain the approval of shareholders prior to giving the benefit.

Voting Exclusion: The Company will disregard any votes cast on this resolution by Mr O'Neill and any of his associates.

By order of the Board



JOHN A. HANNAFORD
Company Secretary
9th October 2006

Voting Exclusion Note:

Where a voting exclusion applies, 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Haddington Resources Limited ("Company") in connection with the business to be conducted at the Annual General Meeting to be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia on Wednesday 22 November 2006 commencing at 1.30 pm.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

1. RESOLUTION 1 – DIRECTORS' REMUNERATION (NON-BINDING RESOLUTION)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Directors' Remuneration as set out in the Directors' Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration at the Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Clause 13.2 of the Constitution provides that one third of all the Directors shall retire from office at each annual general meeting of the Company. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr James Pearson retires and seeks re-election.

Details regarding Mr James Pearson are set out in the 2006 Annual Report.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR

Mr Dennis O'Neill was appointed as a Director by a resolution of Directors on 19 June 2006

In accordance with the Constitution, Mr O'Neill must stand for election at the AGM.

Details regarding Mr Dennis O'Neill are set out in the 2006 Annual Report.

4. RESOLUTION 4 – ISSUE OF OPTIONS TO DIRECTOR - MR DENNIS O'NEILL

Resolution 4 seeks Shareholder approval for the issue of up to 500,000 Options to Mr Dennis O'Neill (or his nominee).

The ASX Listing Rules and the Corporations Act set out a number of regulatory requirements which must be satisfied. These are summarised below.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including an option) to a related party of the Company.

If Resolution 4 is passed, Options will be issued to Mr O'Neill, who is a related party of the Company. Accordingly, approval for the issue of Options is required pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to Mr O'Neill as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of Options to Mr O'Neill will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the maximum number of Options to be issued by the Company is 500,000 to Mr O'Neill;
- (b) the Options will be issued for no consideration;
- (c) the Options will be issued not later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date;
- (d) no funds will be raised from the issue of the Options as the purpose of the issue is to give Mr O'Neill incentive to provide dedicated and ongoing commitment to the Company. The Company acknowledges that the issue of Options to Non-Executive Directors is contrary to recommendation 9.3 of the ASX Principles of Good Corporate Governance and Best Practice Recommendations. However, the Board (other than Mr O'Neill) considers the grant of the Options pursuant to Resolution 4 to be reasonable given the Company's size and stage of development and the necessity to retain the highest calibre of professionals to the role, whilst preserving the Company's cash reserves; and
- (e) the Options will be issued on the terms and conditions set out in Annexure "A".

Section 208 of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in general meeting approved the giving of that financial benefit to the related party.

In the current circumstances, the issue of the Options to Mr O’Neill constitutes a “financial benefit” as defined in the Corporations Act. Further, Mr O’Neill is a “related party” of the Company as defined under the Corporations Act. Accordingly, the proposed issue of Options to Mr O’Neill will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the Directors that the exceptions under the Corporations Act to the provision of a financial benefit to a related party may not apply in the current circumstances. The Directors have determined to seek Shareholder approval under Section 208 of the Corporations Act to permit the issue of the Options.

Sections 217 to 227 of the Corporations Act

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefits to be given to Mr O’Neill the related party to whom the financial benefits will be given is Mr O’Neill;

- (a) the maximum number of Options (being the nature of the financial benefit to be provided) to be issued is 500,000;
- (b) the Directors (other than Mr O’Neill), who do not have a material personal interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4 as they are of the view that the issue of Options to Mr O’Neill is appropriate to provide him with an incentive to maximise returns to Shareholders. The Directors (other than Mr O’Neill) considered Mr O’Neill’s experience, the investment of his time in the Company, his current remuneration package, the current market price of the Shares and current market practice when determining the number and exercise price of the Options to be issued to Mr O’Neill. Mr O’Neill declined to make a recommendation in relation to Resolution 4 due to the fact that he has a material personal interest in its outcome;
- (c) Mr O’Neill currently receives Director’s fees of \$36,000 per annum from the Company (exclusive of superannuation);
- (d) Mr O’Neill currently has an interest in the following securities in the Company:

	Shares	Options
Direct interest	150,000	-
Indirect interest	-	-

- (f) if the Options granted to Mr O'Neill are exercised, a total of 500,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 55,720,678 to 56,220,678 (assuming that no additional Shares are issued and options exercised) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Number of Options to be issued	Issued Shares upon exercise of Options	Dilutionary effect if all Options issued to the related party are exercised
Mr O'Neill	500,000	500,000	0.90%

The market price for Shares during the term of the Options would normally determine whether or not Mr O'Neill exercises the Options. If, at the time any of the Options are exercised, the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company. In the 12 months before the date of this Notice, the highest, lowest and last trading price of Shares on ASX are as set out below:

	Date	Price (cents)
Highest	11 October 2005	41.5
Lowest	11 September 2006	10.5
Latest available	28 September 2006	11.0

- (g) the ASIC in reviewing documents lodged under section 218 relating to the giving of a financial benefit to a related party of a public company requires explanatory information regarding the value of the options proposed to be granted. The value of the Options has been calculated using the Black & Scholes pricing model and is set out at Annexure "B".

Terms and Conditions of Options

Subject to shareholder approval, the Options will be granted to Mr O'Neill on the terms and conditions set out in Annexure "A" to this Explanatory Memorandum.

Valuation of Options

An estimate of the value of the Options is set out in Annexure "B" to this Explanatory Memorandum.

Scrutineer

A representative of Haddington's external auditor, Grant Thornton, will act as a scrutineer for any polls that may be required at the meeting.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders – as a whole – to ask questions or make comments on the management of Haddington at the meeting.

Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask questions to Haddington's external auditor Grant Thornton, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit report;
- (c) the accounting policies adopted by Haddington in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Grant Thornton if the question is relevant to the content of Grant Thornton's audit report or the conduct of its audit of Haddington's financial report for the year ended 30 June 2006.

Relevant written questions for Grant Thornton must be received no later than 5.00pm (WST) on Wednesday, 8 November 2006. A list of those relevant questions will be made available to Shareholders attending the meeting. Grant Thornton will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be announced on ASX no later than the start of the meeting.

Please send any written questions for Grant Thornton:

- (a) by post to Haddington Resources Limited, PO Box 1909, West Perth WA 6872; or
- (b) by facsimile to the Company on facsimile number + 61 8 9226 1551.

DATED this 9th day of October 2006

BY ORDER OF THE BOARD

GLOSSARY OF TERMS

In this Explanatory Memorandum and accompanying Notice of Meeting the following words and expressions have the following meanings:

"ASIC" ~ Australian Securities & Investments Commission;

"ASX" ~ Australian Stock Exchange Limited;

"Company" or "Haddington" ~ Haddington Resources Limited (ACN 093 391 774);

"Corporations Act 2001" ~ Australian Corporations Act 2001;

"Explanatory Memorandum" ~ the information attached to the Notice of Meeting which provides information to shareholders about the resolutions contained in the Notice of Meeting;

"Notice of Meeting" ~ the notice of meeting which accompanies this Explanatory Memorandum;

"options" ~ options to acquire Shares;

"Shares" ~ ordinary fully paid shares in the Company;

"\$" ~ Australian dollars.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS EXERCISABLE AT 20 CENTS ON OR BEFORE 31 DECEMBER 2009

The terms and conditions of the options are as follows:

1. The options shall expire on 31 December 2009 ("Expiry Date").
2. Each option shall confer the right to subscribe for one fully paid ordinary share, ranking pari passu with existing issued fully paid ordinary shares, in the capital of the Company.
3. The options shall be exercisable by notice in writing to the Company received at any time on or before the Expiry Date, however the fully paid ordinary shares will be allotted not more than fifteen days after (but not including) the exercise date.
4. The options may be exercised in whole or in part. If the options are exercised in part each notice of exercise must be for not less than 1,000 shares and in multiples of 1,000 shares.
5. The exercise price for each option shall be 20 cents.
6. The options may be transferred at any time in whole or part.
7. A statement will be issued for the options. On the reverse side of the statement there will be endorsed a statement of the rights of the optionholder and a notice that is to be completed when exercising the options. If there is more than one option comprised in this statement and prior to the Expiry Date those options are exercised in part, the Company will issue another statement for the balance of the options held and not yet exercised.
8. The optionholder will not be permitted to participate in any new pro rata entitlement issues of securities of the Company, unless the options are first exercised.
9. In the event of a reorganisation of the issued capital of the Company, the options will be reorganised in accordance with the Listing Rules of the Australian Stock Exchange Limited.

The options will not give any right to participate in dividends until shares are allotted pursuant to the exercise of the relevant options.

ANNEXURE "B"

ESTIMATE OF THE VALUE OF OPTIONS

An estimate of the value of the Options that are proposed to be issued pursuant to Resolution 4 has been calculated as set out below:

	Name of related party	Number of options	Estimated Value
Resolution 4	Mr Dennis O'Neill	500,000	\$27,550

The Options have been valued using the Black & Scholes pricing model and based upon the following assumptions:

- (a) the Options expire on 31 December 2009 and are exercisable at \$0.20 each;
- (b) a price per Share of \$0.11 (being the Share price at the date of valuation);
- (c) a weekly implied volatility factor for the Company's Shares of 92%, based on calculated historic volatility over a three year period;
- (d) an interest rate of 5.68% based on the domestic 5 year bond yield as at 28 September; and
- (e) the valuation date for the Options is 28 September 2006.

PROXY FORM

Haddington Resources Limited
ACN 093 391 774

All correspondence to:
Haddington Resources Limited
PO Box 1909
West Perth WA 6872
Enquiries (within Australia) 08 9315 6455
Phone: 08 9488 5100
Facsimile: 08 9226 1551

I/We _____
(insert name of holder – please print)

Of _____
(insert address of holder – please print)

Appointment of Proxy

I/We being member/s of Haddington Resources Limited and entitled to attend and vote 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 the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Haddington Resources Limited to be held at City West Function Centre, City West Centre, 45 Plaistowe Mews, West Perth, Western Australia on Wednesday 22 November, 2006 at 1.30 pm and at any adjournment of that meeting.

IMPORTANT: FOR RESOLUTIONS 1 to 4 BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Items 1 to 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that 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 of the Meeting will not cast your votes on Items 1 to 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 1 to 4.

Voting directions to your proxy - please mark X to indicate your directions

Ordinary business

Resolution 1	Approval of Remuneration Report
Resolution 2	Re-election of Mr James Pearson as a Director
Resolution 3	Election of Mr Dennis O'Neill as a Director
Resolution 4	Issue of Options to Mr Dennis O'Neill

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

How to complete the Proxy Form

1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: 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 2001) 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting scheduled for 1.30 pm on Wednesday 22 November 2006. Any Proxy Form received after that time (1.30pm Monday 20 November, 2006) will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON	Haddington Resources Limited, 7 Havelock Street, West Perth WA 6005
BY MAIL	Haddington Resources Limited, PO Box 1909, West Perth WA 6872
BY FAX	Within Australia - (08) 9226 1551
	Outside Australia - + 61 8 9226 1551