



**FLINDERS
DIAMONDS**

Flinders Diamonds Limited ACN 091 118 044

Notice of Annual General Meeting 2007

Notice is hereby given that the Annual General Meeting of Flinders Diamonds Limited ("Company") will be held at 136 Greenhill Road Unley, SA, on Tuesday 27th November 2007 at 1.00 pm (Adelaide time).

AGENDA

ORDINARY BUSINESS

1 Financial Report

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2007.

The Annual Financial Report is available at www.flindersdiamonds.com/announcementspdf/reports/2007/fdl2007ar.pdf

2 Adoption of Remuneration Report

To consider, and put the following resolution to a non binding vote:

'That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors Report for the year ended 30 June 2007 be adopted.'

3 Re-election of Mr R M Kennedy as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That Mr R M Kennedy being a director of the Company who retires by rotation pursuant to the Company's constitution, and being eligible, is re-elected as a director of the Company.'

By order of the Board

RICHARD W C WILLSON
COMPANY SECRETARY

Dated this 10th Day of October 2007

Notes

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint up to two proxies to attend and vote on the member's behalf.

If a member appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the member's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a member of the Company.

To appoint a proxy, a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed in accordance with s 127 of the Corporations Act 2001 (Cth).

To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy forms and authorities may be sent to: Computershare Investor Services Pty Ltd, Level 5, 115 Grenfell Street, Adelaide SA 5000 or to the Company's registered office, 62 Beulah Road, NORWOOD, SA 5067, or by facsimile to Computershare on 61 8 8236 2305 or to the Company on 61 8 8132 7999

Members who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at close of business on Friday 23 November 2007. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Explanatory Memorandum

Accompanying the Notice of Annual General Meeting to be held 27 November 2007

1 Financial Report

The Annual Financial Report together with the Director's Report and Auditor's Report will be laid before the meeting in accordance with section 317 of the Corporations Act 2001. Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and preparation and content of the Auditor's Report.

On 10 October 2007 the Company sent "Your Annual Report Your Choice" letters to all members. The letter detailed legislation changes that result in the Annual Financial Report being available on-line and a printed copy only being sent to a member if that member has specifically requested a printed copy of the Annual Report by returning the letter. This change in legislation may result in reducing the Company's printing costs.

The Annual Report has not been sent to members unless the member has specifically requested a printed copy.

The Annual Report is available at www.flindersdiamonds.com/announcementspdf/reports/2007/fdl2007ar.pdf

2 Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2007 is included in the Director's Report which forms part of the 2007 Annual Report of the Company. The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

The law requires that a resolution, that the Remuneration Report be adopted, be put to the vote at the Company's AGM. The vote is advisory only and does not bind the Directors or the Company.

3 Re-election of Mr R M Kennedy as a Director

The Company's Board of Directors comprises three directors, two of these are Non-Executive Directors. The Company's constitution requires one of these directors to retire at the meeting. A retiring director is eligible for re-election. Mr Kennedy is the Director that will retire at this years meeting. Mr Kennedy offers himself for re-election.

A brief description of Mr Kennedy follows, Robert Michael Kennedy - ASAIT, Grad Dip (Systems Analysis), FCA, ACIS, Life Member AIM, FAICD

A Chartered Accountant and a consultant to Kennedy & Co, Chartered Accountants, a firm he founded. Chairman of Beach Petroleum Ltd (Director since 1995, Chairman since 1991), Maximus Resources Limited (since 2004), Eromanga Uranium Limited (since 2006), Ramelius Resources Limited (since 1995), GTL Energy Limited, Monax Mining Ltd (since 2004), Marmota Energy Ltd (since 2006), and South East Energy Limited (since 2007) and is also a director of Friendly Society Medical Association Limited. He is a member of the Audit Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies.

The other members of the Board unanimously support Mr Kennedy's re-election.