

**NOTICE OF ANNUAL
GENERAL MEETING OF SHAREHOLDERS**

DECEMBER 10, 2009

To the Shareholders of Kimber Resources Inc.:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the Shareholders of Kimber Resources Inc. (hereinafter called the "Company") will be held in the Pacific Room of the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia at 1:30 p.m. on Thursday, December 10, 2009 for the following purposes:

1. To have placed before the meeting the consolidated financial statements of the Company for the financial years ended June 30, 2009, 2008 and 2007 and the Auditors' report thereon;
2. To elect eight (8) directors to hold office until the next Annual General Meeting of the Company or until their successors are elected or appointed;
3. To appoint Deloitte & Touche LLP, Chartered Accountants, as auditors of the Company for the ensuing year; and
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

This Notice, and the accompanying Management Proxy Circular and form of proxy are provided in connection with the Meeting. All shareholders are cordially invited to attend the Meeting. A holder of common shares of record at the close of business on Friday, October 30, 2009 will be entitled to vote at the Meeting. Shareholders who are unable to attend the Meeting in person are urged to exercise their right to vote by completing, dating and signing the enclosed proxy and returning it using one of the methods outlined on the proxy. To be effective, all proxies must be delivered to:

**Computershare Investor Services Inc.
Proxy Dept. 100 University Avenue 9th Floor
Toronto Ontario M5J 2Y1**

Fax: Within North America: 1-866-249-7775 Outside North America: (416) 263-9524

and received no later than 1:30 p.m. (Vancouver time) on December 8, 2009 or, in the case of any adjournment or postponement of the Meeting, no later than 48 hours before the time of such reconvened meeting. **Failure to properly complete or deposit a proxy may result in its invalidation.** The time limit for deposit of proxies may be waived by the Chairman of the meeting in his sole discretion without notice.

The Company's Information Circular, form of proxy and the supplemental mailing form accompany this Notice. Additional information including the Company's financial information is available on the SEDAR website at www.sedar.com, the EDGAR website at www.sec.gov/edgar.shtml and on the Company's website, www.kimberresources.com. Financial information is provided in the Company's consolidated financial statements and Management's Discussion and Analysis for the financial year ended June 30, 2009. Copies of the Company's consolidated financial statements and Management's Discussion and Analysis can be obtained by contacting the undersigned.

If you have any questions, or require assistance in voting your proxy, please call the undersigned at North American toll free 1-866-824-1100 or contact Computershare at 1-800-564-6253

Dated this 6th day of November, 2009 at Vancouver, BC

By Order of the Board,

"Gordon Cummings"

Gordon Cummings
President and Chief Executive Officer