



TANAMI GOLD NL

ABN 51 000 617 176

2010

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

and

PROXY FORM

Date of Meeting

Monday, 29 November 2010

Time of Meeting

8:30 a.m. (WST)

Place of Meeting

The Celtic Club, 48 Ord Street,
West Perth, Western Australia



NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Tanami Gold NL ("Tanami Gold" or the "Company") will be held on Monday, 29 November 2010 at The Celtic Club, 48 Ord Street, West Perth, WA, commencing at 8:30 a.m (WST).

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

AGENDA

Business

Financial and Other Reports -Year Ended 30 June 2010 (no resolution required)

To receive and consider the Financial Report of the Company and the Reports of the Directors and of the Auditor for the financial year ended 30 June 2010.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report of the Company (as contained in the Directors' Report) for the year ended 30 June 2010 be adopted."

Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Director - Mr Alan Senior

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

"That Mr Alan Senior, who retires by rotation in accordance with clause 13.2 of the Company's Constitution, and who offers himself for re-election, is re-elected as a Director."

BY ORDER OF THE BOARD

Jon Latto
Company Secretary
15 October 2010



NOTES:

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg “the Company Secretary”).
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member’s voting rights. If no such proportion is specified, each proxy may exercise half of the member’s votes.
3. A Proxy Form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Level 4, 50 Colin Street, West Perth, Western Australia or by fax to (61 8) 9212 5900. Alternatively, you may photocopy the enclosed form.
4. A duly completed Proxy Form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office **not less than 48 hours before** the time for commencement of the meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to **Tanami Gold NL, PO Box 1892, West Perth, Western Australia 6872**; or
 - (b) facsimile to the Company on **facsimile number +61 8 9212 5900**; or
 - (c) email to the Company at tanamigold@tanami.com.au
5. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act 2001.
 6. The time nominated by the Board for the purpose of determining the voting entitlements at the meeting is 8:30 a.m. (WST) on Saturday, 27 November 2010.

TANAMI GOLD NL’S ANNUAL REPORT ONLINE

Tanami Gold NL’s Annual Report for the year ended 30 June 2010 is available on the Company’s website at www.tanami.com.au.



EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the preceding Notice of Annual General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Financial and Other Reports –Year Ended 30 June 2010 (no resolution required)

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for shareholders to vote on, approve, or adopt these Reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these Reports and on the management of the Company.

The auditor of the Company is required to attend the Annual General Meeting and will be available to take shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In accordance with the Corporations Act, the Company will not be providing shareholders with a hard copy of the Company's Annual Financial Report unless specifically requested to do so. Shareholders may view the Company's Annual Financial Report on its website at www.tanami.com.au.

Resolution 1 – Remuneration Report

The Directors' Report for the year ended 30 June 2010 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. Section 250R(3) of the Corporations Act 2001 provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

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

Resolution 2 – Re-election of Director – Mr Alan Senior

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each Annual General Meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has four Directors and accordingly one must retire.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Senior retires by rotation and seeks re-election.

Mr Senior, aged 63, is a Consulting Engineer with over 30 years of experience in design and project development mainly associated with the mining and mineral processing industry in Australia. Mr Senior's previous roles include Project Manager for the development of the Cosmos Nickel Mine and the subsequent transition from open cut to underground mining for Jubilee Mines NL. Mr Senior was previously a Non-Executive Director of Jubilee Mines NL, resigning on 11 February 2008. Mr Senior is also the independent Non-Executive Chairman of Talisman Mining Limited and was appointed to that position on 7 November 2007.



PROXY FORM

(Name of member/s)

of

(Address of member/s)

Appointment of Proxy

I/We being a member/s of Tanami Gold NL and entitled to attend and vote hereby appoint

the Chairman of the Meeting
(mark with an 'X')

If you are appointing **someone other than** the Chairman of the Meeting, write here the name of the company or person you are appointing

or, failing a company or person named, or if no company or 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 Tanami Gold NL to be held at The Celtic Club, 48 Ord Street, West Perth, WA, on Monday, 29 November 2010 commencing at 8:30 a.m. and at any adjournment of that meeting.

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

	FOR	AGAINST	ABSTAIN*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr Alan Senior	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

* 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.

APPOINTING A SECOND PROXY

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

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

Individual/ 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. 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.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with a corporate representative form free of charge. Please contact the Company Secretary if you require a corporate representative form.

2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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.

3. 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 photocopy the Proxy Form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box.
- b) 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.
- c) return both forms together in the same envelope.

4. 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 Company's share 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 no later than 48 hours before the commencement of the Annual General Meeting at 8:30 a.m. (WST) on Monday, 29 November 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, facsimile and email to Tanami Gold NL:-

Post:	PO Box 1892 West Perth Western Australia 6872
Fax:	(61 8) 9212 5900
Email:	tanamigold@tanami.com.au