



TANAMI GOLD NL

ABN 51 000 617 176

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm (WST)

DATE: 20 November 2012

PLACE: The Park Business Centre
45 Ventnor Avenue
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) 9212 5999.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005, on Tuesday, 20 November 2012 at 2.00pm.**

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 2.00pm (WST) on Sunday, 18 November 2012.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair of the Meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances.

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a Meeting of the Company's members; and
- the appointed proxy is not the Chair of the Meeting; and
- at the Meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the Meeting;
 - (ii) the proxy does not vote on the resolution,

the Chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

AGENDA

ORDINARY BUSINESS**Financial Statements and Reports**

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2012 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2012."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the "voter") described above may vote on this Resolution if the vote is not cast on behalf of a person described above and either:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 - ELECTION OF DIRECTOR - MR ARTHUR DEW

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

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Arthur Dew, who was appointed by the Board as a Director since the last Annual General Meeting of the Company and who retires and offers himself for re-election, is re-elected as a Director."

3. RESOLUTION 3 - ELECTION OF DIRECTOR - MR CARLISLE PROCTER

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

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Carlisle Procter, who was appointed by the Board as a Director since the last Annual General Meeting of the Company and who retires and offers himself for re-election, is re-elected as a Director."

4. RESOLUTION 4 - RE-ELECTION OF DIRECTOR - MR DENIS WADDELL

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Denis Waddell, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 5 - TANAMI GOLD NL OPTION & PERFORMANCE RIGHTS PLAN

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

"That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, the Company approves the terms of the Tanami Gold NL Option & Performance Rights Plan as described in the Explanatory Memorandum, and the grant of Options and performance rights under that Plan."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in any employee incentive scheme of the Company, and any of their associates. However, 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.

DATED: 22 OCTOBER 2012

BY ORDER OF THE BOARD

**JON LATTO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2012 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.tanami.com.au.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

2.1 General

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. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ended 30 June 2012.

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

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of Directors of the Company ("Spill Resolution") if, at consecutive Annual General Meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a Shareholder Meeting ("Spill Meeting") within 90 days of the second Annual General Meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the previous financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

2.3 Previous voting results

At the Company's previous Annual General Meeting the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy:

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 -ELECTION OF DIRECTOR – MR ARTHUR DEW

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next General Meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Accordingly, Mr Arthur Dew offers himself for election as a Director.

Mr Arthur Dew is a non-practising Barrister with a broad range of corporate and business experience and has served as a Director, and in some instances Chairman of the Board of Directors, of a number of public listed companies in Australia, Hong Kong and elsewhere. He is Chairman and Non-Executive Director of Allied Group Limited; a Hong Kong listed company which is indirectly Tanami Gold NL's largest shareholder. Mr Dew is also Chairman and Non-Executive Director of the Hong Kong listed companies, Allied Properties (H.K.) Limited and Allied Overseas Limited and is a Non-Executive Director of SHK Hong Kong Industries Limited.

4. RESOLUTION 3 -ELECTION OF DIRECTOR – MR CARLISLE PROCTER

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the following General Meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Accordingly, Mr Carlisle Procter offers himself for election as a Director.

Mr Carlisle Procter graduated from the University of Sydney with a Bachelor's Degree and a Master's Degree in Economics and is a fellow of the Financial Services Institute of Australasia (FFin.). Mr Procter worked in the Reserve Bank of Australia for over 30 years, holding various senior management positions. Since leaving the Reserve Bank, he has worked as a consultant to the International Monetary Fund and the Asian Development Bank and has also undertaken private consulting work in the Philippines, Indonesia and Papua New Guinea in the areas of bank supervision, anti-money laundering and corporate governance respectively. Mr Procter is currently a Non-Executive Director of Bank South Pacific Limited, a company listed on the Port Moresby Stock Exchange, and an independent Non-Executive Director of Sun Hung Kai & Co Limited and Allied Overseas Limited.

5. RESOLUTION 4 – RE ELECTION OF DIRECTOR – MR DENIS WADDELL

Clause 13.2 of the Constitution requires that at the Company's Annual General Meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, 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 Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

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

The Company currently has 5 Directors, 2 of which are required to offer themselves for election under Clause 13.4 of the Constitution (see Resolution 2 and Resolution 3 above). Accordingly, 1 additional Director must retire. Mr Denis Waddell, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Denis Waddell is a Chartered Accountant with extensive experience in the management of exploration and mining companies. Prior to establishing Tanami Exploration NL in 1994, he was the Finance Director of the Metana Minerals NL group. During the past 29 years, he has gained considerable experience in corporate, finance and operations management of exploration and mining companies. Mr Waddell is also the Chairman of Orion Gold NL and was appointed to that position on 27 February 2009.

6. RESOLUTION 5 –TANAMI GOLD NL OPTION & PERFORMANCE RIGHTS PLAN

Resolution 5 seeks approval for the Tanami Gold NL Option & Performance Rights Plan (the "Plan") pursuant to ASX Listing Rule 7.2 (Exception 9) which was previously approved by Shareholders at the Annual General Meeting of the Company held on 27 November 2009. The purpose of the Plan is to provide incentives to reward performance and encourage retention of key employees by giving them an opportunity, in the form of Options and/or performance rights to subscribe for Shares in the Company.

The Directors consider the Plan will assist to retain and attract skilled and experienced employees and provide them with the motivation to make the Company more successful.

Directors of the Company are not eligible to participate in the Plan.

All Directors recommend that Shareholders vote in favour of Resolution 5.

ASX Listing Rule 7.1 requires shareholder approval for an issue of equity securities (which includes Options and performance rights) if, over a 12 month period, the number of equity securities issued is more than 15% of the number of ordinary shares on issue at the start of that 12 month period. ASX Listing Rule 7.2 (Exception 9) provides that an issue under an employee incentive scheme does not detract from the available 15% limit under ASX Listing Rule 7.1 if shareholders approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1 no more than three years before the date of issue.

Accordingly, approval is sought under ASX Listing Rule 7.2 (Exception 9) for the grant of Options and performance rights under the Plan, so that such grants do not detract from the 15% limit. Approval is also sought for the Tanami Gold NL Option & Performance Rights Plan as part of the Company's good governance practices and focus on transparency.

If Resolution 5 is passed, the Company will be able to issue Options and performance rights under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that a total of 5,100,000 Options have previously been issued since the last approval. No performance rights have been issued.

Any future issues of Options or performance rights under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

Summary of the Option & Performance Rights Plan

The following is a summary of the key terms of the Plan:

- Under the Plan, the Board may offer Options and performance rights to employees of the Company and its related bodies corporate, or such other persons as the Board determines but excluding all Directors of the Company. The Company will not apply for quotation of the Options or performance rights offered under the Plan.
- On exercise of an Option or performance right, the Company will deliver a fully paid ordinary share to the Plan participant. Shares can be delivered by either new issue or on-market purchase. On exercise of an Option or performance right, Shares will be issued on the same terms and conditions as the Company's issued Shares and will rank equally with all other issued Shares.
- The exercise price (if any) of the Options will be an amount determined by the Board specified at the time an Option is granted. No amount is payable upon the exercise of a performance right, unless the Board determines otherwise at the time the performance right is granted.
- The Board will have the discretion to determine the terms and conditions of a grant of Options or performance rights, including:
 - a. vesting conditions which must be met before the Options or performance rights can be exercised;
 - b. restrictions on the disposal of or dealing in a share delivered upon the exercise of an Option or performance right; and
 - c. whether the shares to be delivered upon the exercise of an Option or performance right are to be held by a trustee for the benefit of the participant.
- The Plan imposes a 5% cap on the number of shares which can be subject to Options and performance rights granted under the Plan, calculated by reference to the Company's total issued share capital and in accordance with the Plan.
- The term of Options and performance rights granted under the Plan will be 7 years, or another period specified by the Board at the time of grant.
- When Options or performance rights are granted, the Board will specify the circumstance in which they will expire, including in relation to the cessation of employment.
- Unless the Options or performance rights granted under the Plan have been exercised and the shares delivered before the relevant record date, a Plan participant cannot participate in new issues of securities to holders of ordinary shares, in relation to those Options or performance rights.
- If the Company makes a pro rata bonus issue of shares or other securities to holders of ordinary shares, and Options or performance rights have not been exercised, then the number of shares subject of the Options or performance rights will be increased by the number of shares that the participant would have received if the Options or performance rights had been exercised before the record date for the bonus issue.
- If the Company makes a pro rata issue of securities (other than a bonus issue) to holders of ordinary shares, and an amount is payable on the exercise of Options or performance rights, the exercise price will be changed in accordance with the ASX Listing Rules. If no amount is payable on the exercise of the Options or performance rights, the number of Options or performance rights held by a participant may be adjusted in such manner as the Board determines, subject to law.
 - In the event of a capital reorganisation, the number of shares subject of each Option or performance right will be adjusted in accordance with the ASX Listing Rules.
- Options and performance rights will be forfeited if the applicable vesting conditions are not satisfied, or if the participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate.

- If control of the Company changes, the Board has the discretion to waive any vesting conditions which have not been satisfied.
- The Company may appoint a trustee for the purpose of acquiring and delivering shares to participants and/or holding shares on behalf of participants.
- Participation in the Plan may be extended to participants overseas on essentially the same or a similar basis in Australia, except that the participation may be governed by a different set of rules to accommodate the requirements of local laws and regulatory conditions.
- The Board has certain discretions under the Plan. In particular, the Board may amend the rules of the Plan or waive vesting conditions or disposal restrictions.

A copy of the Rules of the Plan is available from the Company's registered office.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Tanami Gold NL (ACN 000 617 176).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2012.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

TANAMI GOLD

ABN 51 000 617 176

PROXY FORM

ANNUAL GENERAL MEETING APPOINTMENT OF PROXY

I/We, the above named, being registered holders of the company and entitled to attend and vote hereby appoint:

The meeting Chairperson (*mark with an "X"*)

OR

The name of the person you are appointing (if this person is someone other than the Chairperson of the meeting).

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 2.00pm (WST), on Tuesday, 20 November 2012 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, and at any adjournment thereof.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolution 1 and that votes cast by the Chair for Resolution 1, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your vote on Resolution 1 and your vote will not be counted in calculating the required majority if a poll is called on Resolution 1.

OR

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 - Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Election of Director - Mr Arthur Dew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Election of Director - Mr Carlisle Procter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Re-election of Director - Mr Denis Waddell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Tanami Gold NL Option & Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** 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, WA 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**,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.