

**TANAMI GOLD NL
ACN 000 617 176**

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This Supplementary Prospectus is dated 20 February 2013 and is supplementary to the Replacement Prospectus dated 13 February 2013 (**Prospectus**), issued by Tanami Gold NL (ACN 000 617 176) (**Company**).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 20 February 2013. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the internet at www.tanami.com.au.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

Other than the changes set out below, all other details in relation to the Prospectus remain unchanged.

A copy of this Supplementary Prospectus will be available on the Company's website and the Company will send a copy of this Supplementary Prospectus together with the Prospectus to all Eligible Shareholders.

2. NEW LOAN FACILITY WITH AP FINANCE

As announced to the ASX on 31 January 2013, the Company's existing unsecured loan facility with AP Finance Limited (**AP Finance**) was increased at the request of the Company by a further HK\$50,000,000 (approximately A\$6,100,000). This additional amount has been fully drawn down by the Company. As at 7 February 2013, the total amount owing to AP Finance equates to HK\$410,700,000 (approximately A\$51.35 million based on a conversion rate of A\$1 = HK\$7.99756) (**Loan Facility**). As set out in Section 6.1 of the Prospectus and Section 3 below, the Company will use approximately \$52.77 million of the funds raised under the Offer in order to pay out the Loan Facility and accrued interest and charges.

On 18 February 2013, the Company and AP Finance entered into a further loan agreement (**New Loan Agreement**), which is separate and in addition to the Loan Facility. Pursuant to the New Loan Agreement, AP Finance agreed to make available an unsecured revolving cash advance facility to the Company of up to HK\$52,200,000 (approximately A\$6.53 million based on a conversion rate of A\$1 = HK\$7.98835 on 18 February 2013) (**Facility**). The Facility will be available to the Company immediately and must be repaid in full by 30 June 2014.

The Facility will carry interest at a rate of 6% per annum on amounts drawn down under the Facility. Further, the Company will incur the following fees pursuant to the New Loan Agreement:

- (a) a non-refundable facility fee of 9% per annum in respect of advances drawn down under the Facility; and
- (b) a pro-rated facility fee of 6% per annum in respect of advances drawn down under the Facility.

The Facility will be used to provide the Company with additional working capital as required. Further details in respect of the Company's intended use of funds under the Facility and the Offer are set out in Section 3 below.

The New Loan Agreement otherwise contains representations, warranties and undertakings which are standard for an agreement of its kind.

Please refer to Section 3.10 of the Prospectus for details in respect of the relationship between AP Finance and the Company.

3. USE OF FUNDS

As set out in Section 6.1 of the Prospectus, the Company intends to use the funds raised under the Offer as follows:

Item	Proceeds of the Offer	Full Subscription (A\$)	%
1.	Repayment of outstanding debt to AP Finance Limited	51,353,163	78.7%
2.	Repayment of accrued interest and charges to AP Finance Limited to 31 March 2013	1,413,720	2.2%
3.	Completion of DFS at Central Tanami Project	2,154,048	3.3
4.	Expenses of the Offer	3,244,390	5.0%
5.	Working capital	7,117,848	10.8%
	Total	\$65,283,169	100%

In addition to the working capital set out above, the Company will have access to approximately a further A\$6.53 million under the New Loan Agreement.

Although the Company does not intend to draw down the whole of the Facility at once, advances will be required during the period of the Offer to assist with funding the Company's ongoing operations at the Coyote Gold Project and the DFS for the Central Tanami Project. In this regard, the Company anticipates that the first draw down under the Facility will be around 20 February 2013. Thereafter the Company will draw down on the Facility as required.

The working capital set out in the table above (combined with the Company's production revenue) will be used to meet the Company's ongoing obligations

under the New Loan Agreement (including fees and interest), as well as for exploration, production, general corporate expenses and expenses associated with the Company's DFS for the Central Tanami Project on an as needed basis.

Mining operations are by their nature subject to a number of factors beyond the Company's control. These may result in anticipated expenditure items and production results varying significantly from those budgeted or expected. Please refer to Section 8 of the Prospectus for further details on the applicable risk factors.

4. APPOINTMENT OF NOMINEE

This Section 4 replaces Section 5.16 of the Prospectus.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002.

However, pursuant to ASX Listing Rule 7.7 and Section 615 of the Corporations, the Company has appointed a nominee, Patersons Securities, to sell the Entitlements to which Ineligible Shareholders are entitled. The nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements will be sold and the manner of any such sale. ASIC has approved the appointment of Patersons Securities as nominee, as required by Section 615 of the Corporations Act.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholders as described below.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the nominee must sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds. In this regard, the Nominee will not be required to sell Ineligible Shareholders' Entitlements at a particular price.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas

jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

5. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.

Mr Arthur Dew
Non-Executive Chairman
For and on behalf of
TANAMI GOLD NL