



ABN 51 000 617 176

TANAMI GOLD NL
ACN 000 617 176

NOTICE OF ANNUAL GENERAL MEETING

**A General Meeting of the Company will be held at
The Park Business Centre 45 Ventnor Avenue , West Perth
Western Australia on Wednesday 26 November 2014 at
9:00am (WST).**

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +618 92125999

TANAMI GOLD NL

ACN 000 617 176

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Tanami Gold NL (**Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday 26 November 2014 at 9:00am (WST) (**Meeting**).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

If you are unable to attend the Meeting, you are encouraged to complete and return the Proxy Form attached to this Notice of Meeting.

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 Meeting are those who are registered as Shareholders on Monday, 24 November 2014 at 5:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Statement are defined in Schedule 1.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 9:00am WST.

Voting by Proxy

A Shareholder who is entitled to cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers a proxy at the meeting.

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registrar, Security Transfer Registrars Pty Ltd.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 9.00am (WST) on 24 November 2014, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

TANAMI GOLD NL

ACN 000 617 176

In Person

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

By Mail

PO Box 535
Applecross WA 6953

By Facsimile

+618 9315 2233

Voting by Attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Chairman as Proxy

The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed Resolutions, including Resolution 1 (Remuneration Report). In relation to Resolution 1, the Chair is expressly authorised to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chair of the Meeting) will not be voted on Resolution 1. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year 30 June 2014. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

AGENDA

GENERAL BUSINESS OF THE MEETING

2014 Financial Statements and Report

To receive and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2014, together with the Declaration of Directors', the Directors' Report and the Auditors' Report.

TANAMI GOLD NL

A C N 0 0 0 6 1 7 1 7 6

ORDINARY BUSINESS OF THE MEETING

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 advisory resolution**:

- *“that for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company and its controlled entities for the year ended 30 June 2014 be approved and adopted”*

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Prohibition Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either 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 cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) 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 Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Resolution 2 - Re-Election of Mr Arthur Dew

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

“That for all purposes, Mr Arthur Dew, who ceases to hold office in accordance with Clause 13.2 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company”

TANAMI GOLD NL

A C N 0 0 0 6 1 7 1 7 6

Resolution 3 - Re-Election of Mr Carlisle Procter

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

“That for all purposes, Mr Carlisle Procter, who ceases to hold office in accordance with Clause 13.2 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company”

OTHER BUSINESS

To transact any other business which may be properly brought before the Meeting in accordance with the Company’s Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Pauline Collinson
Company Secretary

Dated: 17 October 2014

TANAMI GOLD NL

ACN 000 617 176

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of shareholders of Tanami Gold NL ACN 000 617 176 (**Company**) in connection with the business to be conducted at the Meeting to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, on Wednesday 26 November 2014 at 9:00am (WST) (**Meeting**).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Statement is an important document. It should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

A Proxy Form is located at the end of this Explanatory Statement.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolution.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

3. Resolution 1 – Non Binding Resolution to Adopt Remuneration Report

The Directors' Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. Section 250R(3) of the Corporations Act expressly provides that the vote on the Resolution is advisory only and does not bind the Directors or the Company. The Board will however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of 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.

Pursuant to the *Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2010* which amended the Corporations Act from 1 July 2011, if the remuneration report for a company receives a "no" vote of 25% or more at two consecutive annual general meetings of the company, a Spill Resolution must be put to the Shareholders of that company at the second annual general meeting as to whether a further general meeting should be held within 90 days, at which all directors (other than the managing director) in office at the date of the second approved remuneration report must stand for re-election.

TANAMI GOLD NL

ACN 000 617 176

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for this item of business.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this Resolution 1, then by signing and returning the proxy form you are giving express authorisation for the Chair to vote in accordance with his or her intentions. The Chair intends to vote all undirected proxies **FOR Resolution 1** even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

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 a Spill Resolution is not relevant for this Annual General Meeting.

4. Resolution 2 – Re-election of Mr Arthur Dew as a Director

4.1 Background

Mr Dew retires by rotation in accordance with Clause 13.2 of the Constitution and, being eligible, offers himself for re-election.

Mr Dew was appointed to the Board in December 2011. In accordance with clause 13.2 of the Constitution, Mr Dew now seeks re-election as a Director at the Annual General Meeting.

4.2 Biography

Mr Dew has 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 publicly listed companies in Australia, Hong Kong and elsewhere.

Mr Dew graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor, and later as a barrister, of the Supreme Court of New South Wales. He is currently a non-practising barrister. He is the Chairman and a Non-Executive Director of Hong Kong listed companies Allied Group Limited and Allied Properties (H.K.) Limited and a Non-Executive Director of Hong Kong listed SHK Hong Kong Industries Limited and ASX listed Eurogold Limited (ASX:EUG), and Non-Executive Director and Chairman of ASX listed Dragon Mining Limited (ASX:DRA). Mr Dew resigned as the Chairman and a Non-Executive Director of Allied Overseas Limited in January 2014.

4.3 Directors' Recommendation

The Board (other than Mr Dew) recommends shareholders vote in favour of the Resolution.

TANAMI GOLD NL

ACN 000 617 176

5. Resolution 3 – Re-election of Mr Carlisle Procter as a Director

5.1 Background

Mr Procter retires by rotation in accordance with Clause 13.2 of the Constitution and, being eligible, offers himself for re-election.

Mr Procter was appointed to the Board in December 2011. In accordance with clause 13.2 of the Constitution, Mr Procter now seeks re-election as a Director at the Annual General Meeting.

5.2 Biography

Mr Procter graduated from the University of Sydney with a Bachelor's Degree and a Master's Degree in Economics. He is a fellow of the Financial Services Institute of Australasia (FFin.). Based in Australia, 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 a Non-Executive Director of ASX listed Eurogold Limited (ASX:EUG).

5.3 Directors' Recommendation

The Board (other than Mr Procter) recommends shareholders vote in favour of the Resolution.

TANAMI GOLD NL

ACN 000 617 176

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

Annual General Meeting or **Meeting** means the annual general meeting the subject of this Notice.

ASX means ASX Limited ABN 58 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting.

Company means Tanami Gold NL ACN 000 617 176.

Directors mean the directors of the Company.

Explanatory Statement means this explanatory statement.

Listing Rules means the Listing Rules of the ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of annual general meeting which this Explanatory Statement accompanies.

Proxy Form means the proxy form attached to the Notice.

Related Body Corporate has the meaning given to that term in the *Corporations Act 2001* (Cth).

Resolution means the resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of this Explanatory Statement.

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 in Australia

+

TANAMI GOLD NL

ABN: 51 000 617 176

REGISTERED OFFICE:

UNIT B1
TEMPO BUILDING
431 ROBERTS ROAD
SUBIACO WA 6008

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

+

« REF No. »

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code: TAM

Holder Number: «HOLDER_No.»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

Online Proxy ID: «ONLINE PRX ID»

SECTION A: 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

OR

[Empty box for appointing a proxy]

or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 9.00am (WST) on Wednesday, 26 November 2014 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Arthur Dew as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr Carlisle Procter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

[Signature box]

Sole Director & Sole Company Secretary

Security Holder 2

[Signature box]

Director

Security Holder 3

[Signature box]

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 9.00am (WST) on Monday, 24 November 2014

+

TAMPX1261114

1

1

TAM

TAMPX1261114

+



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held 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 lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

