



ABN 51 000 617 176

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**TANAMI GOLD NL**  
**ACN 000 617 176**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at  
The Park Business Centre 45 Ventnor Avenue, West Perth  
Western Australia on Friday 27 November 2015  
at 2.30pm (WST).**

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*This Notice of the Annual 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**

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# TANAMI GOLD NL

ACN 000 617 176

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual 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 Friday, 27 November 2015 at 2:30pm (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**

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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 Wednesday, 25 November 2015 at 5:00pm (WST).

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

### **How to Vote**

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

### **Voting in Person**

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To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 2:30pm WST.

### **Voting by Proxy**

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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 2.30pm (WST) on 25 November 2015, 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.

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# TANAMI GOLD NL

ACN 000 617 176

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## **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**

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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**

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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 2015. 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**

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### **2015 Financial Statements and Report**

To receive and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2015, together with the Declaration of Directors', the Directors' Report and the Auditors' Report.

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# TANAMI GOLD NL

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## ORDINARY BUSINESS OF THE MEETING

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### 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 2015 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.

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### Resolution 2 - Re-Election of Mr Gerard McMahon

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

*“That for all purposes, Mr Gerard McMahon, 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”*

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# TANAMI GOLD NL

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## Resolution 3 - Re-Election of Mr Brett Montgomery

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

*“That for all purposes, Mr Brett Montgomery, 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: 20 October 2015

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# TANAMI GOLD NL

ACN 000 617 176

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## EXPLANATORY STATEMENT

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### 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 Friday 27 November 2015 at 2.30pm (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.

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### 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.

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

The Directors' Report for the year ended 30 June 2015 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.

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# TANAMI GOLD NL

ACN 000 617 176

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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.

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## 4. Resolution 2 – Re-election of Mr Gerard McMahon as a Director

### 4.1 Background

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

Mr McMahon was appointed to the Board on 23 April 2013. In accordance with clause 13.2 of the Constitution, Mr McMahon now seeks re-election as a Director at the Annual General Meeting.

### 4.2 Biography

Mr McMahon is admitted as a Barrister in Hong Kong and New South Wales and has been living and working in Hong Kong for over 35 years.

Mr McMahon is Non-Executive Chairman and Chairman of the audit committee of ASX listed Oriental Technologies Investment Limited (appointed 1999). He is also a Non-Executive Director and Chairman of the audit committee of Hong Kong listed Guangnan (Holdings) Limited (appointed 2000), and Non-Executive Director of Indonesian Investment Fund Limited (appointed 2001) a company listed on the Irish Stock Exchange. Mr McMahon is also a consultant to Asian Capital (Corporate Finance) Limited, a Hong Kong based corporate finance and advisory firm which he co-founded. Over the past 30 years, Mr McMahon has been a Director of other listed Companies in the Asia Pacific region which are involved in the banking, manufacturing, retailing, information technology, medical, telecoms & mining industries

Mr McMahon's past experience includes extensive involvement in Hong Kong's Securities and Futures Commission as its Chief Counsel, Member and Executive Director and is specialised in Hong Kong company law, securities and banking law and takeovers and mergers regulations.

### 4.3 Directors' Recommendation

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

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# TANAMI GOLD NL

ACN 000 617 176

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## **5. Resolution 3 – Re-election of Mr Brett Montgomery as a Director**

### **5.1 Background**

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

Mr Montgomery was appointed to the Board on 6 February 2013. In accordance with clause 13.2 of the Constitution, Mr Montgomery now seeks re-election as a Director at the Annual General Meeting.

### **5.2 Biography**

Mr Montgomery has extensive experience in the management of publicly listed mining companies having previously been the Managing Director of Kalimantan Gold NL, a Director of Grants Patch Mining Limited and Chairman and Joint Managing Director of Eurogold Limited;

Mr Montgomery is currently a Director of ASX listed entities Eurogold Limited, Magnum Gas and Power Limited and EZA Corporation Ltd.

### **5.3 Directors' Recommendation**

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

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# TANAMI GOLD NL

ACN 000 617 176

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## 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

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# TANAMI GOLD NL

ACN: 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, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

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## 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](http://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 PRX

### 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

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 2:30pm WST on Friday 27 November 2015 at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 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.

#### RESOLUTION

1. Adoption of Remuneration Report
2. Re-Election of Mr Gerard McMahon
3. Re-Election of Mr Brett Montgomery

For      Against      Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:30pm WST on Wednesday 25 November 2015.

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