



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
on Tuesday, 28 November 2017 at 9.30 am (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

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NOTICE OF 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 Tuesday, 28 November 2017 at 9.30am (WST) (**Meeting**).

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

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 Sunday, 26 November 2017 at 9.30am (WST).

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

AGENDA

GENERAL BUSINESS OF THE MEETING

2017 Financial Statements and Report

To receive and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2017.

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 2017 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

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- (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 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"

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"

Resolution 4 – Disposal of the Western Tanami Project

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

"That approval is given for all purposes, including any requirements under the Corporations Act or ASX Listing Rules, for the Company to sell its interests in the Western Tanami Project to Northern Star (Tanami) Pty Ltd ACN 603 860 831 as further detailed in the Explanatory Memorandum."

BY ORDER OF THE BOARD

Pauline Collinson
Company Secretary
Dated: 23 October 2017

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum 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 Tuesday, 28 November 2017 at 9:30am (WST) (**Meeting**).

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

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2:	Action to be taken by Shareholders
Section 3:	Resolution 1 - Non-Binding Resolution to Adopt Remuneration Report
Section 4:	Resolution 2 - Re-election of Mr Gerard McMahon as a Director
Section 5:	Resolution 3 - Re-election of Mr Brett Montgomery as a Director
Section 6:	Resolution 4 - Approval of the disposal of the Western Tanami Project
Schedule 1:	Definitions
Schedule 2:	Pro-forma Transaction-Based Comparison of impact of the Proposed Transaction

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

2. Action to be taken by Shareholders

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

2.1 Proxies

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.

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

- (a) post to PO BOX 535, Applecross WA 6953; or

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- (b) facsimile to the Company's share registry on +61 8 9315 2233, or
- (c) online at www.securitytransfer.com.au

so that it is received not later than 9.30am (WST) on Sunday, 26 November 2017. Proxy Forms received later than this time will be invalid.

Please note that:

- (a) a proxy need not be a Shareholder;
- (b) a Shareholder may appoint a body corporate or an individual as its proxy;
- (c) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy; and
- (d) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

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

The Directors' Report for the year ended 30 June 2017 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

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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.

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 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 Gerard 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. He is a Non-Executive Director of ASX listed Oriental Technologies Investment Limited (appointed 1999), Non-Executive Director 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

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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 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.

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 Brett 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 was appointed a Non-Executive Director of Magnum Gas and Power Limited on 9 October 2008 (resigned 19 August 2016) and Non-Executive Director of EZA Corporation Ltd on 19 November 2014 (resigned 18 January 2016) and Non-Executive Director of Bard1 Life Sciences Limited (formerly Eurogold Limited) on 17 November 2014.

5.3 Directors' Recommendation

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

6. Resolution – Approval of the disposal of the Western Tanami Project

6.1 General

As announced by the Company on Tuesday, 3 October 2017, the Company and the Company's wholly owned subsidiary, Tanami Exploration NL ACN 063 213 598 (**Tanami Exploration**), have entered into a sale and purchase agreement with Northern Star (Tanami) Pty Limited ACN 603 860 831 (**Northern Star**) dated 3 October 2017 (**Sale**

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and Purchase Agreement), pursuant to which the Company has agreed to sell and Northern Star has agreed to purchase the Western Tanami Project through the acquisition by Northern Star of either, at Northern Star's election:

- (a) 100% of the fully paid ordinary shares in Tanami Exploration; or
- (b) all the assets and liabilities associated with the Western Tanami Project,

(Proposed Transaction). Northern Star was obliged to advise whether it wished to acquire the Western Tanami Project via a share or an asset sale within 10 business days of executing the sale and purchase agreement. Northern Star has not made any such election and as such the Proposed Transaction will proceed via a sale of the shares in Tanami Exploration.

The consideration payable under the Proposed Transaction is \$4 million in cash.

The Western Tanami Project is comprised of:

- (a) exploration licences, miscellaneous licences, mining leases and applications for prospecting licences (**Tenements**);
- (b) the 350,000 tonnes per annum capacity gravity and CIL (carbon-in-leach) gold processing plant at Coyote and associated surface infrastructure situated on Mining Lease M80/559; and
- (c) all other related surface infrastructure on the Tenements, including the tailings storage facility, the Company's camp, offices, laboratory, clinic, and airstrip, and various miscellaneous plant and equipment.

The Proposed Transaction is also subject to certain conditions precedent, including Shareholder approval which is being sought by Resolution 1. There is no formal requirement for Shareholder approval under the Corporations Act or ASX Listing Rules and this condition is waivable in the Company's absolute discretion.

6.2 Rationale for the Proposed Transaction

As announced to ASX on 23 April 2013, following the unsuccessful drilling of the Kavanagh lode at the Coyote gold mine, the Western Tanami Project was placed into care and maintenance whilst the Company re-evaluated its position in respect of the future operation and development of the project.

The Company has previously sought to sell the Western Tanami Project, including in 2014 when it secured a proposal to licence and lease the Western Tanami Project to ABM Resources, under which ABM Resources was granted an option to purchase. Ultimately, ABN Resources did not exercise that option, and the management and maintenance of the Western Tanami Project was handed back to the Company on 14 July 2016.

Since expiry of ABM Resources' option to purchase, the Board has continued to examine other options available to the Company to either reopen the Western Tanami Project and/or minimise the Company's exposure to the liabilities associated with its care and maintenance and rehabilitation.

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In light of the most recent results of drilling programs undertaken at the Western Tanami Project, the Board is of the view that there is no reasonable prospect of the Company successfully bringing the project out of care and maintenance. Furthermore, in light of the Company's current financial position, the Board does not believe there is sufficient justification retaining the Project.

Against this background, the Company has carefully assessed the proposal from Northern Star and determined that a transfer of all the Company's interest in the assets and its exposure to the liabilities (including those relating to rehabilitation) of the Western Tanami Project to Northern Star on the terms agreed is the appropriate course of action in the circumstances.

Following completion of the Proposed Transaction, the Board will continue to focus on the joint development of the Central Tanami Project with Northern Star Resources Limited.

6.3 Key terms of the Proposed Transaction

The key terms of the Proposed Transaction are as follows:

(a) *Purchase price*

The consideration payable by Northern Star to the Company for the sale of the Western Tanami Project is \$4 million in cash.

(b) *Conditions precedent*

The Proposed Transaction is conditional upon the satisfaction (or waiver) of the following conditions precedent by 15 December 2017:

- (i) obtaining all shareholder approvals considered necessary or desirable by the Company or a Government Agency (including ASX);
- (ii) obtaining all regulatory consents, waivers or approvals considered necessary or desirable by a Government Agency, and performed all compliance actions required by all Government Agencies including all necessary Ministerial approvals required under the Mining Act and all necessary consents of third parties under contracts with third parties, and
- (iii) the Department of Mines, Industry Regulation and Safety granting an extension of the term of certain exploration licences.

There is no formal requirement for Shareholder approval under the Corporations Act or ASX Listing Rules and this condition is waivable in the Company's absolute discretion.

(c) *Company's obligations prior to completion*

The Company has agreed to customary conduct of business restrictions in respect of the Western Tanami Project for the period prior to completion of the Proposed Transaction.

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(d) *No impact on Farm-in Agreement*

Nothing in the Proposed Transaction will affect the operation, interpretation of the Company's rights or obligations under the heads of agreement for the acquisition, farm-in and joint venture in respect of the Central Tanami Project dated 26 February 2015 between, amongst others, Northern Star and the Company.

(e) *Other*

Northern Star and the Company have provided acknowledgements, warranties and indemnities in favour of each other which are usual and appropriate in the circumstances.

6.4 Financial effect of the Proposed Transaction on the Company

Refer to Schedule 2 for the pro-forma statement of financial position of the Company following the disposal of the Western Tanami Project to Northern Star.

The Proposed Transaction will have no impact on the capital structure of the Company.

6.5 Forward Looking Statements

The forward looking statements in this Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Explanatory Memorandum. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

6.6 Directors' recommendation

For the reasons detailed in Section 6.2, the Directors recommend that Shareholders vote in favour of the Resolution 4.

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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.

\$ means Australian dollars.

ABM Resources means ABM Resources NL.

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 Memorandum means this explanatory memorandum.

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

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

Northern Star means Northern Star (Tanami) Pty Limited ACN 603 860 831.

Proposed Transaction means the proposed sale and purchase of the Western Tanami Project.

Proxy Form means the proxy form attached to the Notice.

Resolution means the resolution referred to in the Notice.

Sale and Purchase Agreement has the meaning given in Section 3.1.

Schedule means a schedule to the Notice.

Section means a section of this Explanatory Memorandum.

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

Tanami Exploration means Tanami Exploration NL ACN 063 213 598, a wholly owned subsidiary of the Company.

Tenements has the meaning given in Section 6.1.

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Western Tanami Project means the gold exploration and mining project located in the Tanami province in Western Australia, which is currently on care and maintenance.

WST means Western Standard Time, being the time in Perth, Western Australia.

In the Notice and this Explanatory Memorandum, words importing the singular include the plural.

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Schedule 2 – Pro-forma Transaction-Based Comparison of impact of the Proposed Transaction

A	B	C	D	E
Particulars	Before transaction – from last audited figures ¹	Actual / projected increase / decrease due to transaction	After transaction (B +/- C)	Percentage change due to transaction (C/B)
Total consolidated assets (\$'000)	27,987	2,716	30,703	9.7%
Total equity interests (\$'000)	16,788	n/a	n/a	0
Total securities on issue ²	1,175,097,046	0	1,175,097,046	0
Exploration expenditure for next year (\$'000)	804	(804)	0	100%
Annual profit (\$'000)	0	0	0	0
Annual revenue (\$'000)	0	0	0	0

¹ Latest audited figures are in respect of the 6 months ending 30 June 2017.

² Total securities includes quoted and unquoted shares.

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ACN: 000 617 176

REGISTERED OFFICE:

UNIT B1
TEMPO BUILDING
431 ROBERTS ROAD
SUBIACO WA 6008

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

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TAM

Holder Number:

«HOLDER_NUM

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

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 and subject to applicable law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:30am WST on Tuesday 28 November 2017 at The Park Business Centre, 45 Ventnor Avenue West Perth and at any adjournment of that meeting.

Important for Resolution 1: If the Chairperson of the meeting is your proxy, either by appointment or default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

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 McMahan
3. Re-Election of Mr Brett Montgomery
4. Disposal of the Western Tanami Project

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"/>
<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 Australia Pty Ltd no later than 9:30am WST on Sunday 26 November 2017.

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My/Our contact details in case of enquiries are:

Name:

Number:

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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 Australia 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 Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia 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 Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

