



Tanami Gold NL
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NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting will be held at
Quest South Perth Foreshore
22 Harper Terrace, South Perth Western Australia
at 10:00am (WST) on Thursday, 25 November 2021**

**Shareholders are urged to attend the meeting or vote by lodging the
Proxy Form attached to this Notice.**

This Notice of 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 by
telephone on +61 8 6373 5130**

Tanami Gold NL

ABN 51 000 617 176

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Tanami Gold NL (the **Company**) will be held at the Quest South Perth Foreshore, 22 Harper Terrace, South Perth Western Australia on Thursday, 25 November 2021 at 10:00am (WST) (the Meeting).

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

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

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 Tuesday, 23 November 2021 (being 2 days prior to the date of the meeting) at 10:00am (WST).

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 10:00am WST.

VOTING BY ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who have appointed an attorney or corporate representative to attend and vote at the Meeting should ensure that their attorney or corporate representative attends the meeting on the date and at the place set out above. A person attending as an attorney should bring the original power of attorney or a certified copy, unless you have already provided a certified copy of the power of attorney to the company (by post or in person) at Unit 202, Level 2, Echelon Building, 39 Mends Street, South Perth Western Australia 6151, or the Company's share registrar, Automic (by post) at GPO Box 5193 Sydney, New South Wales 2001 or (in person) at Level 5, 126 Phillip Street, Sydney, New South Wales 2000. A person attending as a representative of a corporate Shareholder must present satisfactory evidence of his or her appointment to attend on behalf of that Shareholder, unless previously lodged with the company (by post or in person) at Unit 202, Level 2, Echelon Building, 39 Mends Street, South Perth Western Australia 6151, or the Company's share registrar, Automic (by post) at GPO Box 5193 Sydney, New South Wales 2001 or (in person) at Level 5, 126 Phillip Street, Sydney, New South Wales 2000.

VOTING BY PROXY OTHER THAN ONLINE

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a shareholder of the company.

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

- (a) post to Automic GPO Box 5193 Sydney, New South Wales 2001 using the reply paid envelope included with this notice of meeting;
- (b) fax to Automic on +02 8583 3040 from within Australia or +61 2 8583 3040 from overseas; or
- (c) post to company's registered office at Unit 202, Level 2, Echelon Building, 39 Mends Street, South Perth Western Australia 6151,

in each case so that they are received by no later than 48 hours prior to the meeting being 10:00am (WST) on Tuesday, 23 November 2021. Proxy forms received after this time will be invalid. Alternatively, shareholders may lodge their proxy voting instructions online before such time in accordance with the section below headed "Voting and Lodgement of Proxy Voting Instructions Online".

A shareholder entitled to cast two or more votes on a resolution may appoint not more than two proxies. Each proxy will have the right to vote on the resolution to be put to the meeting and also to speak at the meeting. The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed 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.

If a proxy is not directed how to vote on any item of business, the proxy may vote or abstain from voting, as that person thinks fit. If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the Shareholder's behalf on the poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

Shareholders who return their proxy form(s) with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned without a direction how to vote but the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and may vote or abstain from voting as he thinks fit. If a proxy form is returned with a direction how to vote on a particular resolution but the nominated proxy does not attend the meeting or the nominated proxy does not vote on the resolution, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with the direction.

If you complete and return a proxy form, you may still attend the meeting in person, revoke the proxy and vote at the meeting.

VOTING AND LODGEMENT OF PROXY VOTING INSTRUCTIONS ONLINE

Shareholders are encouraged to lodge their proxy voting instructions online by:

- visiting <https://investor.automic.com.au/#/loginsah> and submitting proxy voting instructions. To submit proxy voting instructions, shareholders will need their Securityholder Reference Number (SRN) or their Holder Identification Number (HIN) and their allocated Control Number, as shown on their Proxy Form; or
- using their smartphone to scan the QR Code that appears on their Proxy Form, and following the instructions provided. To scan the code, shareholders will need to download a free QR Code reader app to their smartphone. Once scanned, the QR Code will take shareholders to the relevant website for submitting proxy voting instructions online.

Please refer to the enclosed Proxy Form for more information in regards to submitting proxy voting instructions online.

A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. Additionally, the online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions.

IMPACT OF COVID-19 ON THE MEETING

In light of the easing of restrictions on gatherings in Western Australia, it is currently anticipated that the Meeting will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote,

appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person, the Company will make additional arrangements as required.

AGENDA

ORDINARY BUSINESS

Part A – Financial and Other Reports

Financial and Other Reports

To receive and consider the annual financial report for the year ended 30 June 2021 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

“That the Remuneration Report of the Company for the annual financial year ended 30 June 2021 be adopted.”

Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

To the extent required by section 250R of the Corporations Act, 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 a Group Company's 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”) may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of such a member or a Closely Related Party of such a member and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or*
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.*

Part B – Election of Directors

Resolution 2 – Election of Mr Neale Edwards

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

“That, in accordance with Article 13.4 of Company's Constitution, Listing Rule 14.4 and for all other purposes, Mr Neale Edwards, a Director who was appointed on 28 May 2021, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.

Resolution 3 – Election of Mr Gerard McMahon

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

“That in accordance with Article 13.2 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, Mr Gerard McMahon, a Director who was appointed on 23 April 2013, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.

Resolution 4 – Election of Mr Brett Montgomery

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

“That in accordance with Article 13.2 of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, Mr Brett Montgomery, a Director who was appointed on 6 February 2013, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.”

OTHER BUSINESS

To consider any other business which may properly be 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 2020

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Quest South Perth Foreshore on 25 Thursday, November 2021 at 10:00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding whether or not to pass the Resolution.

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 Resolutions.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the financial report for the year ended 30 June 2021, the Directors' Report, and the Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- a) discuss the Annual Report which is available online at <https://www.tanami.com.au>
- b) ask questions about, or comment on, the management of the Company; and
- c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- a) the content of the Auditor's Report; and
- b) the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Adoption of Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Executive Directors, specified executives and Non-Executive Directors.

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.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2020 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 25 November 2020. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders at the annual general meeting to be held on 25 November 2021.

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

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Reso.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on 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.

Voting Exclusion

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice.

Resolution 2 – Election of Mr Neale Edwards

Resolution 2 seeks the re-election of Mr Neale Edwards as a Non-Executive Director of the Company. Mr Edwards was appointed as a Non-Executive Director of the Company on 28 May 2021.

Mr Edwards has over 30 years experience in the mineral exploration and mining industry covering major geological regions throughout Australia, the Pacific Rim, northern Africa and Europe. Mr Edwards holds a Bachelor of Science (Hons) and is a Fellow of the Australian Institute of Geoscientists.

Being eligible, Mr Edwards offers himself for re-election as a Non-Executive Director.

Directors' Recommendation

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

Resolution 3 – Re-Election of Mr Gerard McMahon as a Director

Resolution 3 seeks the re-election of Mr Gerard McMahon as a Non-Executive Director of the Company. Mr McMahon was appointed as a Non-Executive Director of the Company on 23 April 2013.

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

Mr McMahon is admitted as a Barrister in Hong Kong and New South Wales and has lived and worked in Hong Kong for over 35 years. He is a Non-Executive Director of Hong Kong listed Guangnan (Holdings) Limited (appointed 2000). Mr McMahon is also a consultant to ZZCI Corporate Finance Limited, a Hong Kong based corporate finance and advisory firm which he co-founded (formerly known as Asian Capital (Corporate Finance) Limited). 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 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.

Mr McMahon is a Member of the Audit Committee and the Remuneration and Nomination Committee.

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

Directors' Recommendation

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

Resolution 4 – Re-Election of Mr Brett Montgomery as a Director

Resolution 4 seeks the re-election of Mr Brett Montgomery as a Non-Executive Director of the Company. Mr Montgomery was appointed as a Non-Executive Director of the Company on 6 February 2013.

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

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 was appointed Non-Executive Director of AIC Mines Limited (formerly AIC Resources Limited) on 11 February 2019 (ASX: A1M). He 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 (resigned on 17 June 2019).

Mr Montgomery is a Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee.

Directors' Recommendation

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

Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

Annual General Meeting means an annual general meeting of the Company.

Annual Report means the annual report for the Company.

ASX means ASX Limited ABN 98 008 624 691 and where the context requires, means the Australian Securities Exchange operated by ASX Limited.

Auditors' Report means the Auditors' report included in the Annual Report for the year ended 30 June 2021.

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Tanami Gold NL (ABN 51 000 617 176).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Declaration means the directors' declaration included in the Annual Report for the year ended 30 June 2021.

Directors' Report means the directors' report included in the Annual Report for the year ended 30 June 2021.

Explanatory Memorandum means the explanatory memorandum to this Notice.

Listing Rules means the Listing Rules of ASX.

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

Non-Executive Director means a non-executive director of the Company.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report included in the annual report for the year ended 30 June 2021.

Resolution means a resolution contained in this Notice.

Shareholder means a shareholder of the Company.

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



Tanami Gold NL | ACN 000 617 176

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 23 November 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

