

24 October 2013



#### COMPANY ENQUIRIES

Pauline Collinson  
COMPANY SECRETARY

#### TANAMI GOLD NL

ABN 51 000 617 176

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L2, 56 Ord Street, West Perth  
Western Australia 6005

PO Box 1892, West Perth  
Western Australia 6872

## NOTICE OF ANNUAL GENERAL MEETING

Attached is the Company's Notice of Annual General Meeting ("Notice") to be held on Tuesday, 26 November 2013.

The Notice is being despatched to Shareholders today.

**Pauline Collinson**  
**Company Secretary**



ABN 51 000 617 176

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**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

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**Date of Meeting**

26 November 2013

**Time of Meeting**

8:30am (WST)

**Place of Meeting**

The Celtic Club  
48 Ord Street WEST PERTH WA 6005

**YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT**

<http://www.tanami.com.au>

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### **Venue**

The Annual General Meeting of the Shareholders of Tanami Gold NL will be held at 8:30am WST on Tuesday 26 November 2013 at:

The Celtic Club  
48 Ord Street  
West Perth, Western Australia 6005

### **Voting Entitlement**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on Sunday, 24 November 2012. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Meeting.

### **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 8:30am WST.

### **Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company on facsimile number (61 8) 9212 5900; or
- deliver or post the Proxy Form to the principal office of the Company at Level 2, 56 Ord Street, West Perth, Western Australia, 6005.

so that it is received by no later than 8:30am WST on Sunday 24 November 2013, being 48 hours before the Meeting.

**Your Proxy Form is enclosed.**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of Tanami Gold NL ABN 51 000 617 176 ("**Company**") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Tuesday 26 November 2013 at 8.30 am WST, for the purpose of transacting the business referred to in this Notice of Annual General Meeting ("**Notice**").

An Explanatory Statement, containing information in relation to the following Resolutions, and a Proxy Form accompany this Notice. Please note capitalised terms used in this Notice have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

### AGENDA

#### GENERAL BUSINESS:

##### Financial Reports

To receive and consider the Annual Financial Statements of the Company including the Directors' Report and the Auditor's Report, for the year ended 30 June 2013.

##### Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following as an **advisory only resolution**:

*"To adopt the Remuneration Report for the year ended 30 June 2013."*

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

#### Voting Exclusion

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of either of the following persons (the "voter"):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member.

However, the voter may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) 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 of the Meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

#### **Resolution 2 – Election of Director – Mr Gerard McMahon**

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

*“That, Mr Gerard McMahon, who was appointed a non-executive director of the Company prior to the Annual General Meeting and who will retire in accordance with clause 13.4 of the Company’s Constitution and, being eligible, will offer himself for election, be elected as a Director of the Company.”*

#### **Resolution 3 – Election of Director – Mr Brett Montgomery**

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

*“That, Mr Brett Montgomery, who was appointed a non-executive director of the Company prior to the Annual General Meeting and who will retire in accordance with clause 13.4 of the Company’s Constitution and, being eligible, will offer himself for election, be elected as a Director of the Company.”*

#### **Resolution 4 – Re-Election of Director – Mr Lee Seng Hui**

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

*“That for all purposes, Mr Lee Seng Hui, 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 5 – Approval of Additional 10% Placement Capacity**

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

*“That, for the purpose of Listing Rule 7.1A and all other purposes, the Company approves the allotment and issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**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  
22 October 2013

## NOTES:

1. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
2. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the Shareholder. A proxy need not be a Shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").
3. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the Shareholder's votes.
4. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Level 2, 56 Ord Street, West Perth, Western Australia, 6005 or by fax to (61 8) 9212 5900. Alternatively, you may photocopy the enclosed form.
5. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the Meeting. Please send by post to Level 2, 56 Ord Street, West Perth Western Australia, 6005 or by fax to (61 8) 9212 5900.
6. 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 2013. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.
7. The Company will accept proxy appointments by a corporate Shareholder executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
8. The time nominated by the Board for the purpose of determining the voting entitlements at the Meeting is 5.00pm WST on 24 November 2013.
9. The Explanatory Statement attached to this Notice forms part of this Notice.

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the 2013 Annual General Meeting of Tanami Gold NL ("**Company**").

The Explanatory Statement and all attachments are important documents. They should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### 1. FINANCIAL STATEMENTS

The first item of the Notice of Annual General Meeting deals with the annual financial report of the Company for the financial year ended 30 June 2013 together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on those Financial Statements being laid before the Annual General Meeting. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The reports are available on the Company's website at [www.tanami.com.au](http://www.tanami.com.au).

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

### 2. RESOLUTION 1 – NON BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2013 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.

However, 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 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.

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.

### **3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR GERARD McMAHON**

#### **3.1 Background**

Clause 13.4 of the Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Clause 13.4 of the Constitution provides that any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr McMahon was appointed as a Director on 23 April 2013 and in accordance with Clause 13.4 of the Constitution, Mr McMahon will seek re-election as a Director at the Annual General Meeting.

#### **3.2 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.

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.

#### **3.3 Directors' Recommendation**

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

### **4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR BRETT MONTGOMERY**

#### **4.1 Background**

Clause 13.4 of the Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Clause 13.4 of the Constitution provides that any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Montgomery was appointed as a Director on 6 February 2013 and in accordance with Clause 13.4 of the Constitution, Mr Montgomery will seek re-election as a Director at the Annual General Meeting.

#### **4.2 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 is currently a Non-Executive Director of ASX listed Magnum Gas and Power Limited.

#### **4.3 Directors' Recommendation**

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

### **5. RESOLUTION 4 – RE-ELECTION OF MR LEE SENG HUI AS A DIRECTOR**

#### **5.1 Background**

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

Mr Lee was appointed to the Board in March 2008. In accordance with clause 13.2 of the Constitution, Mr Lee now seeks re-election as a Director at the Annual General Meeting.

#### **5.2 Biography**

Mr Lee Seng Hui is currently the Chief Executive of Allied Group Limited (AGL), a Hong Kong listed company, having been appointed in January 1998. Mr Lee graduated with Honours from the Law School of the University of Sydney and worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited.

Following his appointment as a Non-Executive Director of AGL in July 1992, Mr Lee became an Executive Director of AGL in December 1993. On 2 October 2009, Mr Lee was appointed as a Non-Executive Director of APAC Resources Limited which is a Hong Kong listed company. On 18 June 2010, Mr Lee was appointed as the Chief Executive and Executive Director of Allied Properties (H.K.) Limited (APL) which is a Hong Kong listed company and a non wholly-owned subsidiary of AGL. He is also a Non-Executive Director and Chairman of Tian An China Investments Company Limited which is a Hong Kong listed company and an associate of AGL and APL. Mr Lee was appointed to the Board of Mount Gibson Iron Limited as a Non-Executive Director on 29 January 2010.

#### **5.3 Directors' Recommendation**

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

## 6. RESOLUTION 5 - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

### 6.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if: (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity is not included in the S&P/ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

### 6.2 Listing Rule 7.1 and Listing Rule 7.1A

#### Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

#### Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue Equity Securities in the form of ordinary fully paid shares.

#### Formula for Calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

**(A)** plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

**(B)** plus the number of partly paid shares that became fully paid in the 12 months;

**(C)** plus the number of fully paid shares in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;

**(D)** less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 described above.

### **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

### **Additional 10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

### 6.3 Specific information required by Listing Rule 7.3A

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below shows the dilution of existing Shareholders of the issue of the **maximum** number of Equity Securities under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level and where variable "A" has increased by 50% and by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.02 50% decrease in Issue Price	\$0.04 Issue Price at current market price	\$0.08 100% increase in Issue Price
Current "Variable A" 587,548,523 Shares	Shares issued	58,754,852	58,754,852	58,754,852
	Funds raised	\$1,175,097	\$2,350,194	\$4,700,388
	Dilution	10%	10%	10%
50% increase in current "Variable A" 881,322,784 Shares	Shares issued	88,132,278	88,132,278	88,132,278
	Funds raised	\$1,762,645	\$3,525,291	\$7,050,582
	Dilution	10%	10%	10%
100% increase in current "Variable A" 1,175,097,046 Shares	Shares issued	117,509,704	117,509,704	117,509,704
	Funds raised	\$2,350,194	\$4,700,388	\$9,400,776
	Dilution	10%	10%	10%

**Note: this table assumes:**

- (i) No Options are exercised before the date of the issue of the Equity Securities;
- (ii) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Options, for the purposes of the above table, it is assumed that those Options are exercised.
- (c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:
  - (i) the date that is 12 months after the date of the Annual General Meeting; and
  - (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(Additional Placement Period)**

- (d) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) Cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds for any of acquisition of new assets or investments (including the expenses associated with such acquisition), expenditure on the Company's current Philippines projects or general working capital purposes; or
  - (ii) Non-cash consideration for the acquisition of new assets. If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity will be determined having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of the following matters:
  - (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer;
  - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but will not include related parties (or their associates) of the Company.

- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 5.

#### **6.4 Directors' Recommendation**

The Board recommends Shareholders vote in favour of Resolution 5.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**Additional 10% Placement Capacity**" has the meaning set out on page 10 (check ).

"**Additional Placement Period**" has the meaning set out on page 11.(check)

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

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

"**Board**" means the board of Directors of the Company.

"**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.

"**Equity Securities**" has the same meaning as in the Listing Rules.

"**Explanatory Statement**" means this explanatory statement accompanying the Notice.

"**Listing Rules**" means the Listing Rules of the ASX.

"**Notice**" means the Notice of Annual General Meeting accompanying this Explanatory Statement.

"**Option**" means an option to subscribe for a Share.

"**Resolution**" means a resolution proposed pursuant to the Notice.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means the holder of a Share.

"**WST**" means western standard time in Australia.

**TANAMI GOLD NL**  
**ABN 51 000 617 176**  
**PROXY FORM**



**By delivery:**  
 Level 2  
 56 Ord Street  
 West Perth WA 6005

**By post:**  
 PO Box 1892  
 West Perth WA 6872

**By facsimile:**  
 (61 8) 92125900

**Inquiries:**  
 (61 8) 92125999

I/We   
**being a member/members of Tanami Gold NL entitled to attend and vote at the annual general meeting, hereby::**

**Appoint:**   
**Name of Proxy**

or if the person named does not attend the Meeting, 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 8.30am (WST) on Tuesday, 26 November 2013 at The Celtic Club, 48 Ord Street, West Perth Western Australia and at any adjournment thereof. Please return this Proxy Form to the Company Secretary by no later than 8.30am on Sunday, 24 November 2013.

**Important note for Resolution 1**

If you appoint a member of the Company's key management personnel (other than the Chairman of the Meeting) or a closely related party of a member of the Company's key management personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolution 1 your proxy will **NOT** cast your vote on this Resolution and your votes will not be counted.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolution 1 your vote will be cast **FOR** this Resolution and you hereby expressly authorise the Chairman of the Meeting to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the members of the Company's key management personnel.

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Adoption Remuneration Report	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>
Resolution 2	Election of Mr Gerard McMahon as a Director	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>
Resolution 3	Election of Mr Brett Montgomery as a Director	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>
Resolution 4	Re-Election of Mr Lee Seng Hui as a Director	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>
Resolution 5	Approval of Additional 10% Placement Capacity	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>	<input style="width: 20px; height: 20px;" type="checkbox"/>

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if your proxy has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions.** If you do not mark this box and you have no directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on a Resolution.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority of a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %.

**Authorised signature/s:** This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

**Securityholder 1**  
  
**Or Sole Director and Sole Company Secretary**

**Securityholder 2**  
  
**Or Director**

**Securityholder 3**  
  
**Or Director/Company Secretary**

\_\_\_\_\_  
 Contact Name

\_\_\_\_\_  
 Contact Daytime Telephone

\_\_\_\_\_  
 Date

## **PROXY FORM**

### **ANNUAL GENERAL MEETING**

#### **Instructions for Completing Proxy Form**

1. A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.
2. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act which provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary.
3. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form, or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 2, 56 Ord Street, West Perth, WA, 6005, or by post to PO Box 1892 West Perth, WA, 6872 or facsimile (08) 92125900 if faxed from within Australia or +618 92125900 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting, being 8.30am WST Sunday, 24 November 2013.