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**Tanami Gold NL**  
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**NOTICE OF ANNUAL GENERAL MEETING**

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**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, 24 November 2022**

**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**

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of **Tanami Gold NL ABN 51 000 617 176 (Tanami or Company)** will be held at the Quest South Perth Foreshore, 22 Harper Terrace, South Perth Western Australia on **Thursday, 24 November 2022 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 Section 6.

## **VOTING ELIGIBILITY**

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The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered as Shareholders on **Tuesday, 22 November 2022** (being 2 days prior to the date of the meeting) at 10:00am (WST).

## **VOTING IN PERSON**

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To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10:00am WST.

## **CORPORATE SHAREHOLDERS**

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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. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two 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 company secretary, that director.

## **CORPORATE REPRESENTATIVES**

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A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

## **VOTING BY PROXY OTHER THAN ONLINE**

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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.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

# Notice of Annual General Meeting

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

- (a) post to Automic Group GPO Box 5193 Sydney, New South Wales 2001 using the reply paid envelope included with this notice of meeting;
- (b) fax to Automic Group 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, 22 November 2022**. Proxy forms received after this time will be invalid. Alternatively, shareholders may lodge their proxy voting instructions online before such time and in accordance with the section below headed "Voting and Lodgement of Proxy Voting Instructions Online".

You are entitled to appoint up to two persons to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Share Registry on 1300 288 664 (within Australia) or +61 2 8072 1400 (outside Australia).

**Please note, it is recommended Shareholders complete the attached proxy form and send to the Company or share registry via the communication methods outlined above.**

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

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.

## **CHAIR VOTING UNDIRECTED PROXIES**

If the Chair is your proxy, the Chair will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chair to vote your undirected proxies at his/her discretion.

# Notice of Annual General Meeting

As at the date of this Notice of Meeting, the Chair intends to vote undirected proxies **FOR Resolutions 1, 2 and 3**. In exceptional cases the Chair's intentions may subsequently change and in this event, the Company will make an announcement to the market.

# Notice of Annual General Meeting

## AGENDA

### ORDINARY BUSINESS

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#### Part A – Financial and Other Reports

##### Financial and Other Reports

To receive and consider the annual financial report for the year ended 30 June 2022 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 advisory resolution:

*“That the Remuneration Report of the Company for the annual financial year ended 30 June 2022 (as disclosed in the 2022 Annual Report) 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.*

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#### Part B – Election of Directors

##### Resolution 2 – Election of Mr Brett Smith

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

*“That in accordance with Article 13.2 of the Company's Constitution, Listing Rules 14.4 and 14.5, and for all other purposes, Mr Brett Smith, a Director who was appointed on 27 November 2018, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.*

# Notice of Annual General Meeting

## **Resolution 3 – Election of Mr Carlisle Procter**

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

*“That in accordance with Article 13.2 of the Company’s Constitution, Listing Rules 14.4 and 14.5, and for all other purposes, Mr Carlisle Procter, a Director who was appointed on 9 December 2011, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.*”

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## **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: **4 October 2022**

# Explanatory Memorandum

## 1. Introduction

This Explanatory Memorandum is provided to Shareholders of **Tanami Gold NL ACN 000 617 176** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Quest South Perth Foreshore on **24 Thursday, November 2022 at 10:00am (WST)**.

The Directors recommend Shareholders read the accompanying Notice of Annual General Meeting and Explanatory Memorandum in full before making any decision in relation to the Resolutions.

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## 2. Consider the Company's 2022 Annual Report

In accordance with the Corporations Act, the first item of the Notice deals with the consolidated annual financial statements of the Company for the financial year ended 30 June 2022, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those annual financial statements.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

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 Chair 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.

Written questions to the Company's auditor relevant to the content of the auditor's report or the conduct of the audit may be submitted to the Company no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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## 3. Resolution 1 – Approval of the Remuneration Report

### 3.1 FY2022 Remuneration Report

The Annual Report for the year ended 30 June 2022 contains a Remuneration Report that sets out the details of the remuneration of all Directors and Key Management Personnel during the financial year. In addition, it describes the Board's remuneration policy. In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2022 Annual Report.

The Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The Board submits the Remuneration Report to Shareholders for their consideration and adoption by way of a non-binding Resolution as required by the Corporations Act.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

Any undirected proxies held by the Chair will be voted in favour of Resolution 1.

The Company encourages all Shareholders to cast their vote in relation to Resolution **Error! Reference source not found.**

# Explanatory Memorandum

## 3.2 Corporations Act Requirements

A company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of Directors of the Company (**Spill Resolution**) if, at consecutive Annual General Meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the Extraordinary General Meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting.

All of the Directors who were in office when the Company's Directors' Report (as included in the Company's Annual Financial Report for the financial year immediately before the second Annual General Meeting) was approved, other than any Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Director is approved will be the Directors of the Company.

The FY2022 Remuneration Report sets out the Company's remuneration arrangements for Directors and Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the FY2022 Annual Financial Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### Voting Exclusion

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



# Explanatory Memorandum

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## 4. Resolution 2 – Re-Election of Brett Smith as a Director

Resolution 2 seeks the re-election of Mr Brett Smith as a Non-Executive Director of the Company. Mr Smith was appointed as a Non-Executive Director of the Company on 27 November 2018. Mr Smith retires by rotation in accordance with Clause 13.2 of the Constitution and, being eligible, offers himself for re-election.

Mr Smith has served on the board of private mining and exploration companies for over 32 years and has extensive experience in the engineering, construction, and mineral processing businesses. Mr Smith is Executive Director of ASX listed company Metals X Limited (ASX: MLX) and Hong Kong listed company Dragon Mining Limited (Stock Code: 1712), Executive Director and Deputy Chairman of Hong Kong listed company APAC Resources Limited (Stock Code: 1104) and a Non-Executive Director of ASX listed companies Prodigy Gold NL (formerly known as ABM Resources NL) (ASX: PRX), Elementos Limited (ASX: ELX) and Nico Resources Limited (ASX: NC1).

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

### Directors' Recommendation

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

Any directed proxies held by the Chair will be voted in favour of Resolution 2.

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

Resolution 3 seeks the re-election of Mr Carlisle Procter as a Non-Executive Director of the Company. Mr Procter was appointed as a Non-Executive Director of the Company on 9 December 2011.

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

Mr Procter holds a Bachelor's Degree and a Master's Degree in Economics. He is a Fellow of the Financial Services Institute of Australasia (FFin.). Based in Australia, Mr Procter worked in the Reserve Bank of Australia for over 30 years, holding various senior management positions. Since leaving the Reserve Bank, he has worked as a consultant to the International Monetary Fund and the Asian Development Bank and has also undertaken private consulting work in Southeast Asia and the Pacific. Mr Procter has been a Non-Executive Director of a number of public companies. He is currently a Non-Executive Director of Hong Kong listed company Dragon Mining Limited (Stock Code: 1712).

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

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

### Directors' Recommendation

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

Any undirected proxies held by the Chair will be voted in favour of Resolution 3.

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## 6. Interpretation

**ASIC** means the Australian Securities and Investments Commission;

**Associate** has the meaning given to that term in the Listing Rules;

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange;

**Board** means the board of directors of the Company;

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

# Explanatory Memorandum

(e) a company the member controls; or

(f) a person prescribed by the regulations for the purposes of this definition;

**Company** means Tanami Gold NL;

**Constitution** means the constitution of the Company from time to time;

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time;

**Director** means a director of the Company;

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting;

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

**Listing Rule** means the official listing rules of the ASX as amended from time to time;

**Meeting** or **Annual General Meeting** means the annual general meeting to be held on Thursday, 24 November 2022;

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

**Resolution** means a resolution proposed at the Meeting;

**Share** means an ordinary fully paid share in the issued capital of the Company;

**Shareholder** means a holder of Shares in the Company.

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

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Pauline Collinson, Company Secretary.

Unit 202, Level 2  
Echelon  
39 Mends Street  
South Perth WA 6151  
(08 6373 5130)

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 22 November 2022**, 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>.



