

23 April 2019

Dear Shareholder

TYRANNA RESOURCES - IMPORTANT SHAREHOLDER MEETING

Since acquiring two major projects earlier this financial year, Tyranna Resources Limited (ASX: TYX) (**Tyranna or the Company**) is making significant progress in delivering on its clear strategy of identifying and adding value to the Company's portfolio of quality assets, ensuring we are well positioned to drive shareholder wealth.

This includes a potential restart of gold production in the near-term at the Eureka Gold Project near Kalgoorlie and exploration at the Goodsprings Cobalt-Base Metals Project in Nevada, USA. This is intended to be done **with the objective of not requiring the issue of additional equity and subsequent dilution of Shareholders' interests.**

Following a request to hold a general meeting received from a Tyranna shareholder, pursuant to section 249D of the *Corporations Act 2001 (Cth)*, the Company has scheduled an Extraordinary General Meeting (**EGM**) of Tyranna shareholders to be held at 10:30am (WST) on Monday, 27 May 2019 at The Celtic Club, 48 Ord Street, West Perth WA 6005.

**Your Board unanimously recommends shareholders
VOTE AGAINST
the Resolutions at the EGM**

The EGM requires shareholders to make an important decision that could trigger an unprecedented change to Tyranna's strategy and halt the encouraging progress being made at the Eureka and Goodsprings projects, affecting the future of your investment in Tyranna.

We encourage shareholders to read carefully and entirely the attached documentation and urge shareholders to vote - either online, or by completing a proxy form and sending it back via post, fax or email, or by attending the meeting in person. **Please read the "How to Vote" information overleaf which explains how to make sure your vote counts.**

We thank you for your ongoing support. You are invited to contact the Company on +61 8 9485 1040 if you wish to discuss further or require additional information.

Yours sincerely



Joseph Pinto
Non-Executive Director, Tyranna Resources

HOW TO VOTE

Your Board unanimously recommends shareholders vote AGAINST the resolutions at the EGM

Voting at the EGM can be done via **ONE** of the following methods, with online (1) or QR code (2) voting recommended as the most convenient option. All instructions are provided on the proxy forms included in this pack.

1. Vote online at www.advancedshare.com.au/investor-login

- Enter your personal HIN/SRN (shown at the top of the proxy forms in this pack), the Tyranna company code (TYX), and your registered postcode, tick the terms and conditions box, and click 'Login'
- On the next page select 'Vote Lodgement'
- Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
- Submit your vote

OR 2. Using the QR code

- Scan the QR code on your proxy form with your mobile device and enter your registered postcode
- Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
- Submit your vote

OR 3. Sign, date, and return a proxy form

- Use the green pre-filled proxy form to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, follow the instructions on the white blank proxy form.
- Submit EITHER a green OR a white proxy form – DO NOT submit both
- Return your completed form AS SOON AS POSSIBLE via post, fax, or email in accordance with the instructions on the proxy form

YOUR PROXY FORM MUST BE RECEIVED BY ADVANCED SHARE REGISTRY BY 10.30AM (WST) ON SATURDAY 25 MAY 2019

How to use the proxy form:

1. STEP 1:

Leave blank to have the Chairman of the meeting cast your vote, or fill in the name of your proxy

2. STEP 2:

These boxes will already be marked as recommended by your Board on the green pre-filled proxy form and you do not need to fill in this section

If using the white proxy form, mark these boxes how you want to vote on the resolutions

3. STEP 3:

Sign and date the proxy form. Please ensure ALL shareholders sign the form

Signing instructions are found on the front of the form

2019 EXTRAORDINARY GENERAL MEETING PROXY FORM				
I/We being shareholder(s) of Tyranna Resources Limited and entitled to attend and vote hereby:				
STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Tyranna Resources Limited, to be held at 10:30 am (WST) on 27 May 2019 at The Celtic Club, 48 Ord Street, West Perth, Western Australia hereby			
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or falling the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. <input type="text"/>			
The Chairman intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "For", "Against" or "Abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.				
STEP 2: Your Voting	Resolutions	For	Against	Abstain*
	1 The appointment of Mr Brett Hodgins as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	2 The appointment of Mr Malcolm Smartt as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	3 The removal of Mr Geoffrey Clifford as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	4 The removal of Mr Bruno Seneque as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 The removal of Nick Revell as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.				
STEP 3: Sign Here + Contact Details	SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED			
	Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director	
	Contact Name:	<input type="text"/>		
Email Address: <input type="text"/>				
Contact Daytime Telephone	Date			
<input type="text"/>	<input type="text"/>			
<input type="checkbox"/> Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.				

OR 4. Vote in person on the day

of the meeting (remember to bring your proxy form with you)



TYRANNA RESOURCES LIMITED
ACN 124 990 405

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at
The Celtic Club, at 48 Ord Street West Perth, Western Australia on
Monday, 27 May 2019 at 10.30am (WST).

The General Meeting has been called following a request pursuant to section 249D
of the Corporations Act by the Requisitioning Shareholder

The Board recommends that Shareholders

VOTE AGAINST

**the Resolutions. The Board does not consider the Resolutions to be in the best
interests of the Company or its Shareholders for the reasons set out in this Notice.**

Each Director intends to vote all Shares that he holds AGAINST the Resolutions

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as
to how to vote, they should seek advice from their accountant, solicitor or other
professional advisor prior to voting.*

*Should you wish to discuss any matter, please do not hesitate to contact the Company
Secretary by telephone on +61 8 9485 1040.*

Shareholders are urged to attend or vote online or by lodging the proxy form
attached to the Notice

Letter to Shareholders

Dear Shareholder

Tyranna Resources Limited (**Tyranna** or the **Company**) is making significant progress in delivering on its clear strategy of identifying and adding value to the Company's portfolio of quality assets, ensuring we are well positioned to drive shareholder wealth.

This strategy is focused on advancing the Eureka Gold Project (**Eureka**), located near Kalgoorlie in Western Australia, and the Goodsprings Cobalt-Base Metals Project (**Goodsprings**), located in Nevada, USA. These two projects were acquired early in the FY2019 financial year and are 100 per cent owned by Tyranna.

At Eureka, after completing the acquisition from Central Iron Ore Limited - the company that controls the Requisitioning Shareholder Central West Resources Pty Ltd - in August 2018, we have successfully completed two drilling programs, updated the mineral resource, established a maiden exploration target, and commenced toll treating negotiations with nearby mills. These achievements mean Tyranna is **well positioned for near-term production**, subject to the completion of a mining restart study (anticipated shortly). That study and an associated funding solution targeted at debt and/or third-party financing are both well advanced. A mining restart is expected to be small in scope, making it achievable in a short time frame to generate cash for the business in a cost-effective way.

The key in this strategy is to provide Tyranna with the ability to generate a return from Eureka that can be used to fund further exploration across Tyranna's projects **with the objective of not requiring the issue of additional equity and subsequent dilution of Shareholders' interests**. This includes at Goodsprings. Following Shareholder approval of the acquisition only seven months ago, we identified cobalt-copper-zinc anomalies via stream sampling and have set cobalt and base metal drill targets identified via a geophysical (3D IP) survey. This means the Company is ready for near-term drilling, with the approval process already underway, ensuring **Tyranna is well placed to capitalise on the battery minerals revolution**.

The Tyranna Board - including Joseph Pinto, whom the Requisitioning Shareholder does not propose to remove - is of the view that the strategy of a mining restart at Eureka to generate cash that would fund further exploration, whilst retaining optionality to extract value from our share in the Jumbuck Gold Project in South Australia, is the best approach to grow shareholder value over time. As such, the Board of Directors unanimously agrees that the proposed resolutions are **not** in the best interests of all shareholders.

Your Board recommends that Shareholders vote AGAINST the Proposed Resolutions and intends to vote all Shares they hold or control AGAINST the Proposed Resolutions

Meanwhile, the Requisitioning Shareholder has not put forward a compelling plan on how it proposes to deliver on its vague promises. The Tyranna Board is concerned the Requisition Notice puts the Company's strategy at significant risk, halting progress that has the potential to generate significant value for Tyranna shareholders.

Yours sincerely



Joseph Pinto
Non-Executive Director
Tyranna Resources Limited

TYRANNA RESOURCES LIMITED

ACN 124 990 405

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Tyranna Resources Limited (**Company**) will be held at The Celtic Club, at 48 Ord Street, West Perth, Western Australia on Monday, 27 May 2019 at 10.30am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 25 May 2019 at 5.00pm (WST).

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

AGENDA

The Company is required to put to Shareholders the following ordinary resolutions proposed by the Requisitioning Shareholder in the requisition notice issued to the Company under section 249D of the Corporations Act.

1. Resolution 1 - Appointment of Director - Mr Brett Hodgins

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

"That Brett Hodgins, having consented to act as a Director of the Company, be appointed as a director of the Company with immediate effect."

Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote **AGAINST** this Resolution 1 and each Director will be voting all Shares that he holds or controls **AGAINST** this Resolution 1.

2. Resolution 2 - Appointment of Director - Mr Malcolm Smartt

"That Malcolm Smartt, having consented to act as a Director of the Company, be appointed as a director of the Company with immediate effect."

Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 2 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 2.

3. Resolution 3 - Removal of Mr Geoffrey Clifford as a Director

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

"That Geoffrey Clifford be removed as a director of the Company pursuant to the Constitution of the Company with immediate effect."

Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 3 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 3.

4. Resolution 4 - Removal of Mr Bruno Seneque as a Director

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

"That Bruno Seneque be removed as a director of the Company pursuant to the Constitution of the Company with immediate effect."

Your Board is not proposing Resolution 4. The Company is required to put Resolution 4 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 4 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 4.

5. Resolution 5 - Removal of Mr Nick Revell as a Director

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

"That Nick Revell be removed as a director of the Company pursuant to the Constitution of the Company with immediate effect."

Your Board is not proposing Resolution 5. The Company is required to put Resolution 5 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 5 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 5.

BY ORDER OF THE BOARD

Yugi Gouw
Company Secretary
Tyranna Resources Limited
Dated: 23 April 2019

TYRANNA RESOURCES LIMITED

ACN 124 990 405

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Celtic Club, at 48 Ord Street, West Perth, Western Australia on Monday, 27 May 2019 at 10.30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Requisition Meeting
Section 4	Resolution 1 - Appointment of Director - Mr Brett Hodgins
Section 5	Resolution 2 - Appointment of Director - Mr Malcolm Smartt
Section 6	Resolution 3 - Removal of Mr Geoffrey Clifford as a Director
Section 7	Resolution 4 - Removal of Mr Bruno Seneque as a Director
Section 8	Resolution 5 - Removal of Mr Nick Revell as a Director
Schedule 1	Definitions
Schedule 2	Statements of Mr Bruno Seneque, Nick Revell and Geoffrey Clifford
Schedule 3	Statement of the Requisitioning Shareholder

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

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting online

To vote online, visit www.advancedshare.com.au/investor-login.

Following the instructions to login, enter your personal HIN/SRN shown on the top right of the Proxy Form, the Company's ASX code (TYX), and your registered postcode. Then tick the terms and conditions box and click on the 'Login' button. Then click on 'Vote Lodgement'. Then follow the instructions to vote.

2.3 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Complete the green pre-filled Proxy Form if you wish to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, complete the white Proxy Form. Do not complete both a green and white proxy form.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Forms provide further detail on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. Background to Requisition Meeting

3.1 Background

In just over a year, Tyranna has made significant progress against its strategy of identifying and adding value to a portfolio of quality assets that well position the Company to drive shareholder wealth. This strategy has been clearly focused on two key, 100 per cent owned projects (Eureka and Goodsprings) whilst ensuring the Company retained the ability to extract value from its third project (the Jumbuck JV, in which Tyranna holds a 78 per cent stake).

Key achievements under the Company's strategy during this period have included:

- **December 2017:** Entered into an agreement to acquire a 100 per cent interest in the advanced Eureka Gold Project, located 50 kilometres north of Kalgoorlie in Western Australia, from Central Iron Ore Limited.
- **February 2018:** Completed a \$2.5 million placement to support funding the acquisition of Eureka and pursue additional opportunities.
- **March 2018:** Entered into an agreement to acquire a 100 per cent interest in the high-grade Cobalt-Base Metals Project, Goodsprings, located in Nevada, USA.
- **May 2018:** Increased gold resources at Jumbuck by 100,000oz following a successful diamond drilling campaign.
- **August 2018:** Completed the acquisition of the Eureka project and executed the formal agreement to acquire the Goodsprings project.
- **September 2018:** Commenced drilling at the Eureka project. Acquisition of the Goodsprings project approved by Tyranna shareholders at a general meeting.
- **October 2018:** Completed stream sampling at Goodsprings to identify two high ranked cobalt-copper-zinc anomalies.

- **December 2018:** Released high-grade drilling results at the Eureka project following diamond drilling program.
- **January 2019:** Entered an agreement to sell Tyranna's minority stake in non-core assets the Wilcherry project and Kimba camp to Alliance Resources for \$1.5 million cash, to be paid in three tranches.
- **February 2019:** Completed an in-pit drilling program and commenced toll treating negotiations at Eureka. Identified cobalt and base metal drill targets at Goodsprings following a geophysical (3D IP) survey.
- **March 2019:** Updated the mineral resource and established a maiden exploration target at Eureka following successful drilling program. Also completed sale of Wilcherry project and Kimba camp, receiving the final tranche three payment of \$750,000.

Delivery of these strategic initiatives at each of the Company's high value projects ensures Tyranna is well positioned to achieve further development and grow shareholder value over time. In addition, this progress has been funded in a way to provide greater upside for existing shareholders, with the Eureka and Goodsprings acquisitions not requiring significant cash and the Company extracting value from non-core assets to enable further investment in Tyranna's key assets. Of note, over this period (Q2 FY2018 to Q2 FY2019), Tyranna spent three-quarters more on exploration (\$2.4 million) than administration costs (\$1.3 million), indicative of the Company's focus in putting money in the ground to develop its projects.

Notwithstanding these positive developments, the Tyranna Board notes that the Company's share price has been under pressure. However, the share prices of Tyranna's peers in the junior gold exploration and production sector have lost significant value during the past year.

Tyranna's share price performance is nonetheless disappointing for the Company's Directors and the Board is focused on doing everything within its control to drive shareholder value, namely delivering on a clear plan to drive value from the Company's key projects. The Board - drawing on a combined +100 years of experience across the mining industry, project funding, and law - is united in its view that the strategy of a mining restart at Eureka in order to generate cash that would fund further exploration at Eureka and Goodsprings, whilst ensuring Tyranna retains optionality to extract value from Jumbuck, is the best approach to grow shareholder value over time.

3.2 Next steps

The significant progress achieved to date means Tyranna is well positioned to deliver on its clear strategic initiatives at each of the Company's three projects.

At Eureka, the recently completed drilling campaign has positioned the project for near-term production, subject to the completion of a mining restart study. Tyranna is well advanced on this mine restart study and an associated funding solution, which is targeted at debt and/or third-party financing. The Company is also progressing toll treating negotiations with nearby processing mills. The mining restart is expected to be small in scope, and therefore is expected to be achievable in a short time frame to generate cash for the business. Given Eureka's close location to existing infrastructure and a consistently strong AUD gold price, a restart of operations is considered to be a cost-effective way to generate a return that can be used to fund further exploration across Tyranna's projects - **with the objective of not requiring the issue of additional equity and subsequent dilution of Shareholders' interests.**

This would include funding exploration at the Goodsprings project, with Tyranna ready to capitalise on the battery minerals revolution. Following approval of the Goodsprings acquisition by Tyranna shareholders only seven months ago, the Company has moved quickly to have the project ready for near-term drilling. A drilling approval application is currently in progress with a commencement date targeted 2H CY2019. The Company plans to drill five holes (for 1,000 metres) at the Whale Mine area within Goodsprings to test the recently identified geophysical (3DIP) targets and structural geologist's interpretation. The priority drill targets are beneath untested cobalt, copper and zinc surface geochemical anomalies.

Meanwhile, at Jumbuck, Tyranna controls a +9,700km² area surrounding the Challenger Gold Mine in South Australia. Challenger has produced more than 1 million ounces of gold at 6g/t AU to date. Tyranna has delivered positive assay results from 35 reverse circulation (RC) holes drilled at the Campfire Bore Prospect within the Jumbuck project, located just 37 kilometres north of Challenger. In the short-term, the Company is focusing on its Eureka and Goodsprings projects while awaiting the outcome from the administration and receivership process of joint venture partner WPG Resources Ltd (WPG) as it relates to the Western Gawler Craton JV (Tyranna 78%, WPG 22%). According to an announcement by WPG on 6 March 2019, the second creditors meeting has been extended to 29 April 2019. Once this process is resolved, the Tyranna Board believes there is significant value to be gained from the Jumbuck asset.

3.3 Receipt of Requisition Notice

On 28 March 2019, the Company received a request under section 249D of the Corporations Act to convene an Extraordinary General Meeting of the Company (**Requisition Notice**). The Requisition Notice was from Central West Resources Pty Ltd (**Requisitioning Shareholder**), a 100 per cent owned entity of Central Iron Ore Ltd (CIO) (which holds at least 5 per cent of the votes that may be cast at a general meeting of the Company).

As noted above, CIO sold the Eureka project to Tyranna, which was completed in August 2018. The Tyranna Board believes the timing of CIO's requisition notice is opportunistic, with the Eureka project now at a pivotal turning point. Only two weeks prior to receiving the Requisition Notice, Tyranna received the third and final tranche of \$750,000 related to the sale of the Wilcherry project and Kimba camp. This funding will help underpin a mining restart at Eureka, with the Company well advanced on both the mine restart study and associated funding solution, targeted at debt or third-party financing. A restart is the central plank in the Company's strategy to fund further exploration. However, the Requisition Notice puts these strategic initiatives at significant risk and may halt progress at Eureka that has the potential to drive significant value for Tyranna shareholders.

In contrast to the Tyranna Board's clear plan, the Requisitioning Shareholder has not provided any details as to how they propose to deliver on their vague promises, such as 'commence drilling at Goodsprings' and 'secure a working partner' at Eureka.

Furthermore, the Tyranna Directors nominated for removal under the Requisition Notice - Messrs Clifford, Seneque, and Revell - hold significant experience in the mining industry and project finance which will enable Tyranna to progress with its clear plan:

- Tyranna Non-Executive Chairman Geoffrey Clifford has extensive experience on the Board of two multi-billion dollar market capitalised mining companies in production - currently a Non-Executive Director at Independence Group NL and until recently as Non-Executive Chairman at Saracen Mineral Holdings Limited.

- Tyranna Managing Director Bruno Seneque has expertise in every stage from exploration to production and marketing of base metals concentrate and iron ore, including as finance director of Fox Resources Ltd, which operated the Radio Hill nickel/copper mine in Karratha.
- Tyranna Technical Director Nick Revell brings specific geology skills to Tyranna, with specialist skills in gold and iron ore. In particular, Mr Revell played an integral role in leading the exploration team credited with the recent success at the Greenwood/Campfire Bore Gold Prospects, as part of the Jumbuck project. Mr Revell's extensive experience in the WA Goldfields and, in particular, with the Bardoc Tectonic Zone (on which the Eureka gold deposit is located), is invaluable in developing the Eureka gold mine.

Meanwhile, the Board notes that the disclosure provided by CIO for the nominee directors put forward in the Requisition Notice - Messrs Hodgins and Smartt - does not include specific details about their achievements.

Brett Hodgins is President / CEO of Central Iron Ore Ltd, the 100 per cent owner of Requisitioning Shareholder Central West Resources Pty Ltd. CIO, which is focused only on the exploration and evaluation of mineral properties, is traded on the Toronto Venture Exchange (TSXV) and since early 2013 its share price has not closed above 0.05 CAD. Its cash balance of \$1.4 million at 31 December 2018 is almost solely made up of the proceeds from its sale of the Eureka project to Tyranna. Meanwhile, Mr Hodgins is also a Technical Director at Redstone Resources, which to date in the first six months of FY2019 has spent \$572,000 on administration and corporate costs compared to just \$85,000 on exploration, according to Redstone Resources' quarterly report for the period ended 31 December 2018.

In addition, the Requisitioning Shareholder has failed to make note of any achievements of proposed director Malcolm Smartt in the field of mineral exploration, simply stating that he has worked in the resources sector. Furthermore, while holding finance qualifications, the existing Directors are already well credentialed in this regard with similar qualifications to Mr Smartt.

In accordance with the Corporations Act, Messrs Clifford, Seneque, and Revell are entitled to submit a written statement putting the case against their removal to Shareholders. Refer to Schedule 2 for the written statements of Messrs Clifford, Seneque, and Revell.

The Corporations Act also requires the Company to distribute a statement of the Requisitioning Shareholder. Refer to Schedule 3 for the written statement of the Requisitioning Shareholder.

4. Resolution 1 - Appointment of Director - Mr Brett Hodgins

Refer to Schedule 3 for the written statement of the Requisitioning Shareholder, which contains details of Mr Hodgins' skills and experience.

Your Board recommends Shareholders vote AGAINST this Resolution 1 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 1.

The Chair intends to vote all undirected proxies against Resolution 1.

5. Resolution 2 - Appointment of Director - Mr Malcolm Smartt

Refer to Schedule 3 for the written statement of the Requisitioning Shareholder, which contains details of Mr Smartt's skills and experience.

Your Board recommends Shareholders vote AGAINST this Resolution 2 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 2.

The Chair intends to vote all undirected proxies against Resolution 2.

6. Resolution 3 - Removal of Mr Geoffrey Clifford as a Director

6.1 Skills and Experience

Mr Clifford is a professional company director, currently serving as Non-Executive Director of Independence Group NL and, until recently, as Non-Executive Director of Saracen Mineral Holdings Limited (resigned 4 April 2019). Being on the Board of two multi-billion-dollar market capitalised mining companies in production ensures Mr Clifford brings an array of extensive experience to the Tyranna Board, including in critical areas such as risk management and governance.

In addition, from 2007 to 2011 Mr Clifford was a non-executive director (including as Chairman from 2008 to 2011) of Atlas Iron Limited. Between July 2005 and November 2011 he also held several non-executive directorships in mining and exploration companies. Prior to this, he spent eight years as the General Manager Administration and Company Secretary of Portman Limited.

Mr Clifford is an accountant by trade with close to 40 years' experience in senior accounting, finance and company secretarial roles. He holds a Bachelor of Business degree from Curtin University and is a FCPA, FGIA and FAICD.

6.2 Board Recommendation

Your Board recommends Shareholders vote AGAINST this Resolution 3 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 3.

The Chair intends to vote all undirected proxies against Resolution 3.

7. Resolution 4 - Removal of Mr Bruno Seneque as a Director

7.1 Skills and Experience

Mr Seneque has more than 23 years' experience as a qualified accountant. Over the past two decades Mr Seneque has gained significant experience in the mining industry in various roles including chief financial officer, executive general manager, company secretarial roles, and corporate and mine site accounting. He was previously Finance Director of Fox Resources Limited, which operated the Radio Hill nickel/copper mine in Karratha.

Mr Seneque is a Certified Practicing Accountant with CPA Australia and holds a Bachelor of Business Degree from Edith Cowan University.

7.2 Board Recommendation

Your Board recommends Shareholders vote AGAINST this Resolution 4 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 4.

The Chair intends to vote all undirected proxies against Resolution 4.

8. Resolution 5 - Removal of Mr Nick Revell as a Director

8.1 Skills and Experience

Mr Revell has almost 30 years' experience as an exploration/mine geologist specialising in gold and iron ore. In particular, during his tenure at Tyranna Mr Revell has played an integral role in leading the exploration team credited with success at Eureka and at the Greenwood/Campfire Bore Gold Prospects, part of the Jumbuck Gold Project that Tyranna is a joint venture partner in. He has also held directorships in a number of junior listed exploration companies.

Mr Revell holds a Bachelor of Applied Science (Geology) degree from the University of Canberra.

8.2 Board Recommendation

Your Board recommends Shareholders vote AGAINST this Resolution 5 and each Director will be voting all Shares that he holds or controls AGAINST this Resolution 5.

The Chair intends to vote all undirected proxies against Resolution 5.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$ means Australian Dollars.

ASX means the 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.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Tyranna Resources Limited (ACN 124 990 405).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

Notice means this notice of general meeting.

Proxy Form means the proxy form attached to the Notice.

Requisition Notice has the meaning given in Section 3.3.

Requisitioning Shareholder means Central West Resources Pty Limited.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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 being the time in Perth, Western Australia.

Schedule 2 - Joint Statement of Mr Bruno Seneque, Mr Nick Revell and Mr Geoffrey Clifford

Dear Shareholder

As the three directors of Tyranna Resources Limited impacted by the proposed resolutions put forward by the Requisitioning Shareholder, we wished to provide a statement about our plan for the business and the expertise that we bring to the Company to best position Tyranna to grow value for Shareholders.

The entire Board of Tyranna is united in its view that a mining restart at the Eureka Gold Project to generate cash that would be used to fund further exploration both at Eureka and the Goodsprings Cobalt and Base Metals Project, whilst also ensuring Tyranna retains optionality to extract value from the Jumbuck Gold Project, provides the greatest potential to drive significant value for the Company's Shareholders.

Our approach was to run a disciplined asset review process that led to the acquisition of the high-quality Eureka and Goodsprings projects. We also consciously structured those acquisitions in a considered way to provide greater upside for existing shareholders. Since acquiring those projects, our focus has been on a systematic exploration process that is intended to lead to project development and eventual mining.

For example, following the acquisition of Eureka, located in the Goldfields region of WA, we have accelerated exploration by completing two drilling programs to provide greater confidence of the resource. We have since been working on a restart study which will guide a decision to mine, with this study now well advanced. All of this work has taken place in just seven months since we completed the acquisition of Eureka.

In addition, we acquired Goodsprings to gain exposure to the battery metals revolution. This project, located in the mining friendly, low sovereign risk state of Nevada, USA, is in a fertile region that has had historic production and is well known for base metals discoveries. Since this acquisition was approved by shareholders just seven months ago, we have delivered on a systematic exploration strategy. This has included conducting a successful geochemical program that highlighted areas of interest before moving into a geophysical survey (3DIP) over those areas to identify drilling targets. Importantly, this exploration has been done in a measured way, with the Goodsprings project having an annual expenditure commitment of US\$60,000 that does not expose Tyranna to onerous cash outflows. With the work done to date, we are now in the process of gaining approvals to drill the identified targets.

These achievements show how we are delivering against a clear and focused strategy - acquiring quality assets and driving exploration in a structured, effective, and cost effective way. We believe this strategy provides significant upside for Tyranna shareholders and is being done with the objective of not requiring the issue of additional equity and subsequent dilution of Shareholders' interests.

Meanwhile, the Requisitioning Shareholder is highlighting our expenditure on these projects as a cause for concern. It is correct that Tyranna has spent \$2.9 million for the 6 months ending 31 December 2018. Yet of this \$2.9 million, \$1.3 million was paid to the Requisitioning Shareholder for the acquisition of Eureka and \$1.1 million was spent on exploration, of which over \$500,000 was spent on the Eureka project. This is evidence that we have spent Shareholders' funds in a structured manner in line with our aforementioned strategy and have not been idle in looking to add value to our projects. This includes investing in the Requisitioning Shareholder's former project, Eureka.

In addition, the Requisitioning Shareholder is proposing to reduce administrative and technical overheads and office spend. The current Board has already taken measures in this regard by reducing technical personnel such that the only technical person employed on a full

time basis is technical Director - Mr Nick Revell. Administration costs have been cut by reducing the administration personnel costs and further cuts to head office costs will be achieved in July as the head office will be relocated to smaller shared office premises. The Board is cognisant of the need to cut costs during the current economic climate and will implement further cost cutting measures in coming months.

We believe the diversity of our experience ensures the current Board has the right expertise to deliver on this strategy for Shareholders. For more information on our experience, we have attached our biographies below:

Geoffrey Clifford, Chairman

Mr Clifford is a professional company director, currently serving as Non-Executive Director of Independence Group NL and, until recently, as Non-Executive Director of Saracen Mineral Holdings Limited (resigned 4 April 2019). Being on the Board of two multi-billion-dollar market capitalised mining companies in production ensures Mr Clifford brings an array of extensive experience to the Tyranna Board, including in critical areas such as risk management and governance.

In addition, from 2007 to 2011 Mr Clifford was a non-executive director (including as Chairman from 2008 to 2011) of Atlas Iron Limited. Between July 2005 and November 2011 he also held several non-executive directorships in mining and exploration companies. Prior to this, he spent eight years as the General Manager Administration and Company Secretary of Portman Limited.

Mr Clifford is an accountant by trade with close to 40 years' experience in senior accounting, finance and company secretarial roles. He holds a Bachelor of Business degree from Curtin University and is a FCPA, FGIA and FAICD.

Bruno Seneque, Managing Director

Mr Seneque has more than 23 years' experience as a qualified accountant. Over the past two decades Mr Seneque has gained significant experience in the mining industry in various roles including chief financial officer, executive general manager, company secretarial roles, and corporate and mine site accounting. He was previously Finance Director of Fox Resources Limited, which operated the Radio Hill nickel/copper mine in Karratha.

Mr Seneque is a Certified Practising Accountant with CPA Australia and holds a Bachelor of Business Degree from Edith Cowan University.

Nicholas Revell, Technical Director

Mr Revell has almost 30 years' experience as an exploration/mine geologist specialising in gold and iron ore. In particular, during his tenure at Tyranna Mr Revell has played an integral role in leading the exploration team credited with success at Eureka and at the Greenwood/Campfire Bore Gold Prospects, part of the Jumbuck Gold Project that Tyranna is a joint venture partner in. He has also held directorships in a number of junior listed exploration companies.

Mr Revell holds a Bachelor of Applied Science (Geology) degree from the University of Canberra.

Schedule 3 - Statement of the Requisitioning Shareholder

This is a statement provided to the Company by the Requisitioning Shareholder. The Company is required to include this statement in the Notice pursuant to section 249P of the Corporations Act. The information and views set out in the statement are those of the Requisitioning Shareholder and are not endorsed by, and do not represent the opinion of the Company.

**REQUESTING SHAREHOLDER'S STATEMENT BY CENTRAL WEST RESOURCES PTY LIMITED
PURSUANT TO SECTION 249P OF THE *CORPORATIONS ACT 2001* (CTH)**

- **CIO issues with current Tyranna board and management**
 - Central Iron Ore Ltd) is a TSX-V listed company which currently holds 93,205,304 shares (9.9%) in Tyranna Resources Limited (**TYX** or **Tyranna**) through Central Iron Ore Ltd's wholly owned subsidiary Central West Resources Pty Limited (**CIO**).
 - CIO vended its Eureka Gold Project into Tyranna as the first step in developing a focused and marketable WA gold asset investment in December 2017. At that time Tyranna was a well-funded company, which was looking to move into Western Australia from South Australia.
 - CIO has lost confidence in the current Tyranna board and management as the Tyranna share price has decreased from 1.7 cents to ½ cent during the time in which CIO has held shares in Tyranna.
 - CIO has serious concerns that Tyranna will need to undertake a highly dilutive capital raising in the next three months. CIO considers that a capital raising at the current Tyranna share price is not acceptable and will unreasonably dilute the interests and investments of existing shareholders in Tyranna.
 - As at the date of this statement Tyranna has failed to commence drilling on its Nevada property, which was acquired for \$2.4 million in March 2018.
 - For the six months since 1 July 2018 over \$2.9 million has been spent by Tyranna.
 - The value of Tyranna's listed securities on 30 June 2018 was \$2.9 million. By 31 December 2018 it was below \$1.0 million including shares in Orinoco Gold Limited (**OGX** or **Orinoco**). Two of the directors of Tyranna also served on the board of Orinoco during the time in which this significant decrease in Tyranna's listed securities value has taken place.
 - On 6 April 2019 Orinoco went into Voluntary Administration. The two directors who were on both boards resigned from the Orinoco board on 13 January 2019.
 - CIO believes that a change in the Tyranna board and management is the only way for current shareholders to preserve value in their investment in Tyranna.
- **Proposed priorities for Tyranna following change of board and management requested by CIO**
 - Commence drilling in Nevada and secure a working partner to develop the Eureka Gold Project with minimum expenditure.
 - Board, corporate and management restructure including the changes proposed below.
 - Significantly reduce costs by:
 - Significantly reducing administrative and technical overheads.
 - Reducing office spend.

- Divestment of non-core investments/projects/tenements.
- Extend timeframe for Tyranna next capital raising to allow for news flow to increase the Tyranna share price.
- Refocus on news flow, promotional and corporate outcomes to market the “Tyranna story”.
- **Board and Management Changes proposed by CIO**
 - Existing Tyranna directors Messrs Geoffrey Clifford, Bruno Seneque and Nick Revell each resign or be removed by shareholders pursuant to the resolutions that CIO has required Tyranna to put before its shareholders under section 249D of the *Corporations Act 2001* (Cth).
 - Appointment of two new Tyranna directors Mr Brett Hodgins and Mr Malcolm Smartt pursuant to the resolutions that CIO has required Tyranna to put before its shareholders under section 249D of the *Corporations Act 2001* (Cth).
 - Information concerning Mr Hodgins and Mr Smartt is set out below.
 - Messrs Hodgins and Smart are both experienced exploration and mining industry professionals who CIO believes are well equipped to assist Tyranna to implement the proposed priorities set out above.

Following is information on the proposed directors nominated by CIO.

Mr Brett Hodgins (BSc (Hons), Grad Dip FINSIA)

Mr Hodgins has over 20 years of professional experience in the resources sector primarily focused on exploration and mining operations. He began his career as a geologist with Robe River Mining and Rio Tinto Iron Ore. During that time he was involved with the commissioning and development of the West Angelas and Hope Downs operations. Mr Hodgins' recent roles include General Manager Project Development for Iron Ore Holdings and he is President / CEO of Central Iron Ore Ltd, a TSX-V listed company gold and iron ore explorer. He brings a wide range of experience in exploration, feasibility studies, operations, and has a broad knowledge of the resource sector.

Mr Hodgins has completed a Bachelor of Science Degree with Honours in Geology from Newcastle University, Diploma of Management and a Graduate Diploma in Finance and Investment from Financial Services Institute of Australasia.

Mr Malcolm Smartt (BA(Accounting), Grad Dip Corporate Management), ADipBus, FCPA, FCIS,FCIM)

Mr Malcolm Smartt has over 30 years of professional experience in the resources sector primarily focused on exploration and mining operations. He began his career with the Royal Australian Air Force with his last role being the Deputy Director of Air Force Recruiting. He completed 20 years and retired with the rank of Squadron Leader. Mr Smartt has a wide range of experience since in small to medium size resource companies with considerable experience in Directorial, Financial and Company

Secretarial roles with a number of listed companies in the resource sector in Australia, South East Asia and Africa.

Mr Smartt holds a degree from the University of Canberra, an Associate Diploma from the Curtin University and a Graduate Diploma in Corporate Management from the University of NSW. Mr Smartt also has fellow status with the CPA Australia and the Chartered Institute of Secretaries and Administrators.

CIO strongly advises shareholders to vote in favour of all of the Resolutions requested by CIO to effect the removal of Messrs Clifford, Seneque and Revell, and the appointment of Messrs Hodgins and Smartt, as directors of Tyranna.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2019 EXTRAORDINARY GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Tyranna Resources Limited and entitled to attend and vote hereby:

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Tyranna Resources Limited, to be held at 10:30 am (WST) on 27 May 2019 at The Celtic Club, 48 Ord Street, West Perth, Western Australia hereby

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or falling the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chairman intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "For", "Against" or "Abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting

Resolutions

	For	Against	Abstain*
1 The appointment of Mr Brett Hodgins as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 The appointment of Mr Malcolm Smartt as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 The removal of Mr Geoffrey Clifford as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4 The removal of Mr Bruno Seneque as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5 The removal of Nick Revell as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact Details

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

Contact Name:

Email Address:

Contact Daytime Telephone

Date

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

EGM Proxy Form

Use this pre-filled form to vote as recommended by the Board

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

HOW TO VOTE

Your Board unanimously recommends shareholders vote AGAINST the resolutions at the EGM

Voting at the EGM can be done via **ONE** of the following methods, with online (1) or QR code (2) voting recommended as the most convenient option. All instructions are provided on the proxy forms included in this pack.

- 1. Vote online at www.advancedshare.com.au/investor-login**
 - Enter your personal HIN/SRN (shown at the top of the proxy forms in this pack), the Tyranna company code (TYX), and your registered postcode, tick the terms and conditions box, and click 'Login'
 - On the next page select 'Vote Lodgement'
 - Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
 - Submit your vote
- OR 2. Using the QR code**
 - Scan the QR code on your proxy form with your mobile device and enter your registered postcode
 - Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
 - Submit your vote
- OR 3. Sign, date, and return a proxy form**
 - Use the green pre-filled proxy form to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, follow the instructions on the white blank proxy form.
 - Submit EITHER a green OR a white proxy form – DO NOT submit both
 - Return your completed form AS SOON AS POSSIBLE via post, fax, or email in accordance with the instructions on the proxy form

YOUR PROXY FORM MUST BE RECEIVED BY ADVANCED SHARE REGISTRY BY 10.30AM (WST) ON SATURDAY 25 MAY 2019

How to use the proxy form:

1. STEP 1:

Leave blank to have the Chairman of the meeting cast your vote, or fill in the name of your proxy

2. STEP 2:

These boxes will already be marked as recommended by your Board on the green pre-filled proxy form and you do not need to fill in this section

If using the white proxy form, mark these boxes how you want to vote on the resolutions

3. STEP 3:

Sign and date the proxy form. Please ensure ALL shareholders sign the form

Signing instructions are found on the front of the form

- OR 4. Vote in person on the day of the meeting**
(remember to bring your proxy form with you)

COMPLETE THE FORM OVERLEAF IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (WST) on 25 May 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.

	BY MAIL Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909
	BY FAX +61 8 9262 3723
	BY EMAIL admin@advancedshare.com.au
	IN PERSON Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009
	ALL ENQUIRIES TO Telephone: +61 8 9389 8033

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2019 EXTRAORDINARY GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Tyranna Resources Limited and entitled to attend and vote hereby:

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Tyranna Resources Limited, to be held at **10:30 am (WST) on 27 May 2019 at The Celtic Club, 48 Ord Street, West Perth, Western Australia** hereby

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chairman intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "For", "Against" or "Abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting

Resolutions

	For	Against	Abstain*
1 The appointment of Mr Brett Hodgins as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 The appointment of Mr Malcolm Smartt as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 The removal of Mr Geoffrey Clifford as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 The removal of Mr Bruno Seneque as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 The removal of Nick Revell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact Details

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

Contact Name:

Email Address:

Contact Daytime Telephone

Date

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

EGM Proxy Form

Use this form to vote other than as recommended by the Board

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

HOW TO VOTE

Your Board unanimously recommends shareholders vote AGAINST the resolutions at the EGM

Voting at the EGM can be done via ONE of the following methods, with online (1) or QR code (2) voting recommended as the most convenient option. All instructions are provided on the proxy forms included in this pack.

1. **Vote online at www.advancedshare.com.au/investor-login**
 - Enter your personal HIN/SRN (shown at the top of the proxy forms in this pack), the Tyranna company code (TYX), and your registered postcode, tick the terms and conditions box, and click 'Login'
 - On the next page select 'Vote Lodgement'
 - Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
 - Submit your vote
- OR
2. **Using the QR code**
 - Scan the QR code on your proxy form with your mobile device and enter your registered postcode
 - Select 'Against' all the resolutions to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, enter your vote for each of the resolutions.
 - Submit your vote
- OR
3. **Sign, date, and return a proxy form**
 - Use the green pre-filled proxy form to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, follow the instructions on the white blank proxy form.
 - Submit EITHER a green OR a white proxy form – DO NOT submit both
 - Return your completed form AS SOON AS POSSIBLE via post, fax, or email in accordance with the instructions on the proxy form

YOUR PROXY FORM MUST BE RECEIVED BY ADVANCED SHARE REGISTRY BY 10.30AM (WST) ON SATURDAY 25 MAY 2019

How to use the proxy form:

1. **STEP 1:**
Leave blank to have the Chairman of the meeting cast your vote, or fill in the name of your proxy

2. **STEP 2:**
These boxes will already be marked as recommended by your Board on the green pre-filled proxy form and you do not need to fill in this section

If using the white proxy form, mark these boxes how you want to vote on the resolutions

3. **STEP 3:**
Sign and date the proxy form. Please ensure ALL shareholders sign the form

Signing instructions are found on the front of the form

- OR
4. **Vote in person on the day of the meeting**
(remember to bring your proxy form with you)

2019 EXTRAORDINARY GENERAL MEETING PROXY FORM
(We being shareholder(s) of Tyranna Resources Limited and entitled to attend and vote hereby:

Complete and return this form as instructed only if you do not vote online
(We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Tyranna Resources Limited, to be held at 10:30 am (WST) on 25 May 2019 at the Cells Club, 48 Old Street, West Perth, Western Australia hereby

Appoint the Chairman of the Meeting (Chair) (If you are not appointing the Chairman of the Meeting at your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named as, if no person is named, the Chair, or the Chair's nominee, to write in accordance with following directions, or, if no directions have been given, and subject to the relevant law as the proxy sees fit and at any adjournment thereof.

The Chairman intends to vote undirected proxies against all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "For", "Against" or "Abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Resolutions	For	Against	Abstain*
1. The appointment of Mr Brett Hodgins as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. The appointment of Mr Malcolm Smart as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. The removal of Mr Geoffrey Clifford as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. The removal of Mr Bruno Seneker as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. The removal of Nick Revell as a director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Check one) Director

Contact Name: _____
 Email Address: _____
 Contact Daytime Telephone: _____ Date: _____

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

COMPLETE THE FORM OVERLEAF IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW

CHANGE OF ADDRESS

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APPOINTMENT OF A PROXY

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

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VOTING DIRECTIONS - PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

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- (b) Return both forms together.

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SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (WST) on 25 May 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.

	BY MAIL Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909
	BY FAX +61 8 9262 3723
	BY EMAIL admin@advancedshare.com.au
	IN PERSON Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009
	ALL ENQUIRIES TO Telephone: +61 8 9389 8033