

NTM GOLD LIMITED

ACN 119 494 772

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT AND PROXY FORM

**AT: THE CELTIC CLUB
48 ORD STREET
WEST PERTH WA**

**TIME 11.30AM (WST)
DATE: THURSDAY 29 AUGUST 2019**

This Notice of General Meeting and Explanatory Statement 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 adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9481 6666 or email at mmaine@ntmgold.com.au

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of Meeting relates will be held, at the Celtic Club, 48 Ord Street West Perth at 11.30am on Thursday 29 August 2019.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2011 (Cth) that persons eligible to vote at the General Meeting are those who are registered Shareholders on 27 August 2019 at 11.30 am.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instruction set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- Each Shareholder has the right to appoint a proxy;
- The proxy need not be a Shareholder of the Company; and
- A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- If proxyholders vote, they must cast all directed proxies as directed; and
- Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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:

- 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); and
- 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; and
- 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

- 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).

TRANSFER OF NON-CHAIR PROXY TO THE CHAIR IN CERTAIN CIRCUMSTANCES

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

- 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; and
- The appointed proxy is not the chair of the meeting; and
- At the meeting, a poll is duly demanded on the resolution; and
- Either of the following applies:
 - (a) the proxy is not recorded as attending the meeting;
 - (b) the proxy does not vote on the resolution

the Chair if 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.

Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return to:

By Mail Share Register – Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne, Victoria 3001

Online www.investorvote.com.au

By Fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Custodian Voting for Intermediary Online subscribers only (custodians) please visit
www.intermediaryonline.com to submit your voting intentions.

So that it is received not later than 48 hours prior to the Meeting.

NTM GOLD LIMITED

ACN 119 494 72

NTM Gold Limited (ACN 119 494 772) (**Company**) gives notice that a General Meeting of Shareholders will be held at 11.30am on Thursday 29 August 2019 at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

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

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

BUSINESS OF THE MEETING

AGENDA

1 RESOLUTION 1 – ISSUE OF SHARES TO DGO GOLD LIMITED

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 14,434,200 Shares at an issue price of \$0.0325 per Share to DGO Gold Limited, a company associated with Mr Eduard Eshuys, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of DGO Gold Limited and Eduard Eshuys (and his nominee), or any associates of Eduard Eshuys and DGO Gold Limited (and their associates). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

2 RESOLUTION 2 – ISSUE OF SHARES TO EDWARD VAN HEEMST

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 4,000,000 Shares at an issue price of \$0.0325 per Share to Mr Edward van Heemst (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Edward van Heemst (and his nominee), or any associates of Edward van Heemst (and his nominee). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

3 RESOLUTION 3 – ISSUE OF SHARES TO ANDREW MUIR

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 460,000 Shares at an issue price of \$0.0325 per Share to Mr Andrew Muir (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Andrew Muir (and his nominee), or any associates of Andrew Muir (and his nominee). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

4 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue of 100,000,000 Shares at an issue price of \$0.0325 per Share under the Placement, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue, or any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

OTHER BUSINESS

To consider any other business that may be brought forward in accordance with the constitution of the Company or the law.

The Chairman will allow reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

By Order of the Board

Edward van Heemst
Chairman
NTM GOLD LIMITED

DATED this 26th day of July 2019

EXPLANATORY STATEMENT

The Explanatory Statement has been prepared to provide Shareholders with all information the Directors of NTM Gold Limited (**Company**) believe is material to a decision on how to vote on the Resolutions to be considered at the Company's General Meeting to be held at 11.30am on Thursday 29 August at the Celtic Club, 48 Ord Street, West Perth WA.

This Explanatory Statement 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 adviser prior to voting.

Please refer to the Glossary of terms contained in this Explanatory Statement that contains definitions of capitalised terms used in this Explanatory Statement.

Background to General Meeting

On 8 July 2019, the Company announced a capital raising of \$3.86m to be undertaken in two tranches, which was managed by Bell Potter Securities. The first tranche was for the issue of 100 million Shares to sophisticated and professional investors introduced to the Company by Bell Potter at an issue price of \$0.0325 per Share to raise \$3.25m. The issue of Shares under the first tranche of the Placement was completed on 12 July 2019 with the second tranche (\$610,000) consisting of Shares to be issued to related parties of the Company, the approval of which is being sought under Resolutions 1 to 3 (inclusive) to be considered at the General Meeting.

The proposed issue of Shares to related parties are on the same terms as Shares placed to non-related third parties under the Placement and, as such, the giving of a financial benefit is considered to be on arm's length terms. However, ASX Listing Rule 10.11 requires shareholder approval be first obtained where an entity issues, or agrees to issue, securities to a related party. Mr van Heemst and Mr Muir, the subject of Resolutions 2 and 3, are related parties as they are both directors of the Company. DGO Gold Limited, the proposed recipient of Shares to be issued under Resolution 1, has nominated a director representative to the Board, Mr Eduard Eshuys, and consequently any issue of securities to DGO Gold Limited also requires Shareholder approval as Mr Eshuys is also a director of DGO Gold Limited.

In addition, the General Meeting will consider a Resolution ratifying the prior issue of Shares under the Placement under Resolution 4.

Board Recommendation

Mr Foster recommends each of the Resolutions to the Shareholders. Each of the other Directors hold an interest in the outcome of one of the Resolutions to be consider at the meeting and therefore do not make a recommendation in respect of the Resolution that relates to them. Accordingly, Mr van Heemst recommends that Shareholders vote in favour of all Resolutions 1, 3 and 4. Mr Muir recommends that Shareholders vote in favour of Resolutions 1, 2 and Mr Eshuys recommends that Shareholders vote in favour of Resolutions 2, 3 and 4. The respective interests of Directors in the matters to be considered at the General Meeting, if any, are set out in this Explanatory Statement.

1 RESOLUTION 1 - ISSUE OF SHARES TO DGO GOLD LIMITED

Resolution 1 seeks to obtain approval for the issue of 14,434,200 Shares at an issue price of \$0.0325 per Share to DGO Gold Limited, a company associated with Mr Eduard Eshuys, a director of both the Company and DGO Gold Limited.

On 20 November 2018, NTM announced that it had entered a subscription agreement with a strategic investor, DGO Gold Limited, to assist with the development of the Company's Redcliffe Gold Project. The terms of the subscription agreement included an anti-dilution right, which was conditional upon the granting by ASX of a waiver to ASX Listing Rule 6.18. On

16 July 2019, the Company announced that ASX had granted the Company a waiver to Listing Rule 6.18 on conditions set out in that announcement.

Following notification by the Company to DGO Gold Limited that the Company proposed to issue 100 million shares at an issue price of \$0.0325 per Share to unrelated parties and 4.46 million shares to Directors (or their related entities) under the Placement, subject to shareholder approval, DGO Gold Limited notified the Company of its intention to exercise its anti-dilution right, subject to the waiver being granted. DGO Gold Limited's interest in the Company, prior to the issue of Shares under the Placement was 12.14% and, following the issue of 14,434,200 Shares the subject of Resolution 1, will remain at 12.14%.

Chapter 2E of the Corporations Act

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company. The public company or entity must:

- (a) obtain the approval of the public company's members in a manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation of DGO Gold Limited by exercise of its anti-dilution right will result in the issue of Shares to a director related entity which constitutes giving a financial benefit and related parties of the Company by virtue of Mr Eduard Eshuys being both a Director of the Company and a director of DGO Gold Limited.

Mr Edward van Heemst, Mr Andrew Muir and Mr Rodney Foster, being Directors who do not have a material personal interest in Resolution 1, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to DGO Gold Limited as those Shares will be issued on the same terms as Shares issued to non-related third parties who participated in the Placement and, as such, the giving of the financial benefit is on arm's length terms, being an exception set out in sections 210 to 216 of the Corporations Act.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to a related party of the Company, shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to DGO Gold Limited under Resolution 1:

- (a) the Shares will be issued to DGO Gold Limited. Mr Eduard Eshuys is a director of NTM Gold Limited and the Executive Chairman of DGO Gold Limited. DGO Gold Limited is therefore considered to be a related party to a Director of NTM, namely Mr Eshuys.;
- (b) the maximum number of securities to be issued is 14,434,200 Shares;
- (c) the Shares will be issued no later than 10 Business Days after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.0325 per Share, being the issue price of Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as Shares currently on issue; and
- (f) the funds raised will be used for the same purpose as all other funds raised under Placement being to fund exploration at the Company's Redcliffe Gold Project and general working capital.

2 RESOLUTION 2 AND 3 – ISSUE OF SHARES TO RELATED PARTIES

As set out in the Background at the beginning of this Explanatory Statement, the Company is seeking shareholder approval for the issue of Shares to Mr Andrew Muir and Mr Edward van Heemst, who participated in the Placement and, being Directors, are related parties of the Company.

Resolutions 2 and 3 seek Shareholder approval for:

- (a) Resolution 2: the issue of 4,000,000 Shares to Mr Edward van Heemst; and
- (b) Resolution 3: the issue of 460,000 Shares to Mr Andrew Muir.

Chapter 2E of the Corporations Act

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company. The public company or entity must:

- (a) obtain the approval of the public company's members in a manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares constitutes giving a financial benefit and Messrs van Heemst and Muir are related parties of the Company by virtue of being Directors.

Mr Rodney Foster and Mr Eduard Eshuys, Directors who do not have a material personal interest in the relevant Resolutions, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Messrs van Heemst and Muir as those Shares will be issued the Shares will be issued t on the same terms as Shares

issued to non-related third parties who participated in the Placement and, as such, the giving of the financial benefit is on arm's length terms, being an exception set out in sections 210 to 216 of the Corporations Act.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares to related parties of the Company, shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Related Parties (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to Messrs van Heemst and Muir:

- (a) the Shares will be issued to:
 - (i) in respect of Resolution 2, Edward van Heemst (or his nominee); and
 - (ii) in respect of Resolution 3, Andrew Muir (or his nominee).
- (b) the maximum number of securities to be issued is:
 - (i) in respect of Resolution 2, 4,000,000 Shares; and
 - (ii) in respect of Resolution 3, 460,000 Shares.
- (c) the Shares will be issued no later than ten Business Days after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.0325 per Share, being the issue price of Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as Shares currently on issue;
- (f) the funds raised will be used for the same purpose as all other funds raised under Placement being to fund exploration at the Company's Redcliffe Gold Project and general working capital.

3 RESOLUTION 4. - RATIFICATION OF PRIOR ISSUE OF EQUITY SECURITIES – SHARE PLACEMENT – INFORMATION REQUIRED BY ASX LISTING RULE 7.4

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue by the Company of 100,000,000 Shares at an issue price of \$0.0325 per Share placed on 12 July 2019

to institutional and sophisticated investors managed by Bell Potter using the Company's placement capacity under ASX Listing Rules 7.1 (61.77m Shares) and 7.1A (38.23m Shares).

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1, thereby replenishing the company's placement capacity and enabling it to issue further securities up to that limit. Accordingly, if Resolution 4 is approved, the Shares the subject of this Resolution will not be included in the Company's placement calculations for the purposes of ASX Listing Rules 7.1 and 7.1A.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) 100,000,000 Shares were issued on 12 July 2019;
- (b) the Shares were issued at a price of \$0.0325 per Share;
- (c) the Shares issued rank equally with existing Shares on issue;
- (d) the Shares were issued to Bell Potter clients determined by the Directors as being institutional investors or professional and sophisticated investors, none of whom are related parties of the Company;
- (e) the funds raised from the Placement are to be used to fund exploration at the Company's Redcliffe Gold Project and provide working capital.

QUESTIONS AND COMMENTS

In accordance with the Corporations Act at the General Meeting the Chair will provide an opportunity for Shareholders to ask questions and make comments in relation to the management of the Company.

ENQUIRIES

Shareholders are required to contact the Company Secretary, Mark Maine, on 08 9481 6666 or email mmaine@ntmgold.com.au if they have any queries in respect to the matters set out in these documents.

GLOSSARY

In the Notice of Meeting and Explanatory Statement, unless the context otherwise requires:

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Business Day has the meaning given in the ASX Listing Rules;

Board means the current board of Directors.

Company means NTM Gold Limited (ACN 119 494 772).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of General Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Placement means the placement of 100 million Shares at an issue price of \$0.0325 per Share as announced by the Company on ASX on 8 July 2019;

Proxy Form means the form accompanying this Notice of Meeting.

Resolution means a resolution set out in the Notice of Meeting.

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

Shareholder means a holder of a Share.

WST means Australian Western Standard Time.

NTM Gold Ltd

ABN 24 119 494 772

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 652 414
(outside Australia) +61 3 9415 4215

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182814

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:30am (WST) Tuesday, 27 August 2019

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 also 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. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of NTM Gold Ltd hereby appoint

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the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of NTM Gold Ltd to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 29 August 2019 at 11:30am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Issue of Shares to DGO Gold Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Edward Van Heemst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Andrew Muir	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

NTM

2 5 4 7 2 0 A

Computershare +