



**NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
AND PROXY FORM**

**General Meeting of
Tyranna Resources Limited
ABN 79 124 990 405**

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Tyranna Resources Limited will be held at Bentleys, Level 3, 216 St. Georges Terrace, Perth on Monday 25 July 2016 at 10.00am.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9485 1040.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice of Meeting.

PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a member of the Company.
2. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
3. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
4. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For a company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. In order to vote on behalf of a company that is a shareholder of Tyranna Resources, a valid Power of Attorney in the name of the attendee, must be lodged with the Company prior to the Meeting in a like manner as this proxy.
6. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Level 2, 679 Murray Street, WEST PERTH WA 6005, or by facsimile (61 8) 9485 1050 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
7. An instrument appointing a proxy:
 - a) Shall be in writing under the hand of the appointer or of his attorney, or if the appointer is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - b) May specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - c) Shall be deemed to confer authority to demand or join in demanding a poll; and
 - d) Shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules;
 - e) Must be lodged with the Company prior to the Meeting in a like manner as this proxy.

Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of the Company will be held at Bentleys, Level 3, 216 St. Georges Terrace, Perth on Monday 25 July 2016 at 10.00am.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the matters to be considered. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5.00pm W.S.T. on Friday 22 July 2016.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Ratification of prior issue of Shares and Options to Australian Mineral Waterwell Drilling Pty Ltd

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, this meeting approves and ratifies the issue and allotment of 316,750 ordinary shares and 158,375 Unlisted Options exercisable at 4 cents on or before 24 August 2017 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 1 by a person (and any associate or nominee of such a person) who participated in the issue of the Shares or Options. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Resolution 2 – Ratification of prior issue of Shares and Options to Sophisticated Investors

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, this meeting approves and ratifies the issue and allotment of 11,021,813 ordinary shares and 5,510,097 Unlisted Options exercisable at 4 cents on or before 24 August 2017 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 2 by a person (and any associate or nominee of such a person) who participated in the issue of the Shares or Options. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Resolution 3 - Ratification of Allotment and Issue of Unlisted Options to Brokers

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 7.4 and for all other purposes, this meeting approves and ratifies the issue and allotment of 644,960 Unlisted Options exercisable at 4 cents on or before 24 August 2017 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 3 by a person (and any associate or nominee of such a person) who participated in the issue of the Options. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

Resolution 4 – Ratification of prior issue of Shares and Options to Sophisticated Investors

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, this meeting approves and ratifies the issue and allotment of 26,666,668 ordinary shares and 13,333,339 Unlisted Options exercisable at 4 cents on or before 24 August 2017 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 4 by a person (and any associate or nominee of such a person) who participated in the issue of the Shares or Options. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Resolution 5 - Ratification of Allotment and issue of Shares and Unlisted Options to Cooltras Pty. Ltd.

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, this meeting approves and ratifies the issue and allotment of 350,000 ordinary shares and 175,000 Unlisted Options exercisable at 4 cents on or before 24 August 2017 on the date set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 5 by Cooltras Pty Ltd and any of its associates and any person who might receive a benefit except a benefit solely in the capacity of a security holder (if the resolution is passed). However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

Resolution 6 - Approval to Issue listed Options to Brokers

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 7.1 and for all other purposes, this meeting approves the issue and allotment of 1,750,000 Unlisted Options exercisable at 4 cents on or before 24 August 2017 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 6 by a person who may participate in the issue of Equity Securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

Resolution 7 - Approval to Issue Adviser 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 ASX Listing Rule 7.1 and for all other purposes, this meeting approves the issue and allotment of 3,375,718 Shares as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 7 by a person who may participate in the issue of Equity Securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution

Resolution 8 - Approval to convert Loan to Equity

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 7.1 and for all other purposes, this meeting approves the issue and allotment of 3,000,000 Shares to Tribal Mining Pty. Ltd.as set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

The Company will disregard any votes cast on Resolution 8 by a person who may participate in the issue of Equity Securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution

By Order of the Board

Neil McKay
Company Secretary
23 June 2016

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Tyranna Resources Limited ("Tyranna" or "Company") in connection with the business to be conducted at the General Meeting of Members to be held at Bentleys, Level 3, 216 St. Georges Terrace, Perth on Monday 25 July 2016 at 10.00 am.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

Shareholders should note that all directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of General Meeting and to prepare the Explanatory Statement.

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO AUSTRALIAN MINERAL WATERWELL DRILLING PTY LTD

Background to Resolution 1

On 3 December 2015 the Company issued a total 316,750 ordinary shares at a price of 2 cents per share with one free attaching unlisted option for every two shares issued (158,375 unlisted options) exercisable at 4 cents on or before 24 August 2017.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 1 to allow the Company to ratify the issue and allotment of the 316,750 ordinary shares ("Shares") and attaching 158,375 Unlisted Options exercisable at 4 cents on or before 24 August 2017 pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 1 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 316,750 Shares and 158,375 Unlisted Options exercisable at 4 cents on or before 24 August 2017;
- b. The Shares and Options were issued and allotted on 3 December 2015;
- c. The Shares were issued at \$0.02 per Share, the Options were issued at Nil;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were allotted to Australian Mineral Waterwell Drilling Pty Ltd in accordance with section 708 of the Corporations Act and a Memorandum of Understanding dated 29 July 2015;
- f. The funds were used to conduct reverse circulation drilling activities at the Golf Bore Prospect, part of the Jumbuck Gold Project in South Australia ;
- g. The deemed issue price of the Options was \$0.01 per Option;
- h. The allottees in respect of Resolution 1 are all unrelated parties of the Company;
- i. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice; and
- j. No funds were raised from the issue of the Options as they were issued as a free attaching option on the basis of one option for every two shares allotted, as announced to ASX on 3 December 2015.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 1. The Board believes that the ratification of the Share and Option issue, the subject of Resolution 1 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO SOPHISTICATED INVESTORS

Background to Resolution 2

On 4 January 2016 the Company issued a total of 11,021,813 ordinary shares at a price of 2.2 cents per share with one free attaching unlisted option for every two shares issued 5,510,907 unlisted options exercisable at 4 cents on or before 24 August 2017.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 2 to allow the Company to ratify the issue and allotment of the 11,021,813 ordinary shares ("Shares") and 5,510,907 attaching Unlisted Options exercisable at 4 cents on or before 24 August 2017 pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 6 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 11,021,813 Shares and 5,510,907 Unlisted Options exercisable at 4 cents on or before 24 August 2017;
- b. The Shares and Unlisted Options were issued and allotted on 4 January 2016;
- c. The Shares were issued at \$0.022 per Share, the Options were issued at Nil;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were allotted to sophisticated investors in accordance with section 708 of the Corporations Act;
- f. The funds are to be used for acquisition and strategic investments and exploration activities at the Golf Bore and Golf Bore North Prospects in South Australia;
- g. The deemed issue price of the Options was \$0.009 per Option;
- h. The allottees in respect of Resolution 2 are all unrelated parties of the Company;
- i. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice; and
- j. No funds were raised from the issue of the Options as they were issued as a free attaching option on the basis of one option for every two shares allotted, as announced to ASX on 4 January 2016.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 2. The Board believes that the ratification of the Share and Option issue, the subject of Resolution 2 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 2 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval.

RESOLUTION 3 – RATIFICATION OF ALLOTMENT AND ISSUE OF UNLISTED OPTIONS TO BROKERS

Background to Resolution 3

On 4 January 2016 the Company issued a total of 644,960 unlisted options exercisable at 4 cents on or before 24 August 2017.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 3 to allow the Company to ratify the issue and allotment of the 644,960 Unlisted Options exercisable at 4 cents on or before 24 August 2017 pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 7 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 644,960 Unlisted Options exercisable at 4 cents on or before 24 August 2017;
- b. The Unlisted Options were issued and allotted on 4 January 2016 (644,960);
- c. The unlisted options were issued at Nil;
- d. The Unlisted Options were allotted to Sanlam Private Wealth Pty. Ltd. in part consideration of their placement fee relating to the capital raising of 11,021,813 shares at 2.2 cents each issued 4 January 2016.
- e. The deemed issue price of the Unlisted Options was \$0.005 per Option;
- f. The allottee in respect of Resolution 3 is an unrelated party of the Company;
- g. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice; and
- h. No funds were raised from the issue of the Unlisted Options as they were issued as part consideration to Brokers of their placement fee.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 3. The Board believes that the ratification of the Share and Option issue, the subject of Resolution 3 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO SOPHISTICATED INVESTORS

Background to Resolution 4

On 19 April 2016 the Company issued a total of 26,666,668 ordinary shares at a price of 3 cents per share with one free attaching unlisted option for every two shares issued being 13,333,339 unlisted options exercisable at 4 cents on or before 24 August 2017.

The Placement of the Securities was issued as follows:

- 4,000,000 Shares and 13,333,339 Unlisted Options were issued within the 15% placement capacity in accordance with Listing Rule 7.1 without the need for Shareholder approval.
- 22,666,668 Shares were issued within the 10% limit permitted under Listing Rule 7.1A without the need for Shareholder approval.

ASX Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its Annual General Meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its Annual General Meeting held on 30 November 2015.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that, where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The effect of Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirements to obtain prior Shareholder approval.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 6 in accordance with ASX Listing Rule 7.5:

- a. A total of 26,666,668 Shares and 13,333,339 Unlisted Options were issued as follows:
 - 4,000,000 Shares and 13,333,339 Unlisted Options were issued within the 15% placement capacity in accordance with Listing Rule 7.1 without the need for Shareholder approval.
 - 22,666,668 Shares were issued within the 10% limit permitted under Listing Rule 7.1A without the need for Shareholder approval.
- b. The Shares and Unlisted Options were issued and allotted on 19 April 2016;
- c. The Shares were issued at \$0.03 per Share, the Options were issued at Nil;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were allotted to sophisticated investors in accordance with section 708 of the Corporations Act;
- f. The funds are to be used for acquisition and strategic investments and exploration activities at the Mainwood, Campfire Bore, at the Golf Bore and Golf Bore North Prospects in South Australia

- g. The deemed issue price of the Options was \$0.01 per Option;
- h. The allottees in respect of Resolution 4 are all unrelated parties of the Company;
- i. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice; and
- j. No funds were raised from the issue of the Options as they were issued as a free attaching option on the basis of one option for every two shares allotted, as announced to ASX on 19 April 2016.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the Share and Option issue, the subject of Resolution 4 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months without further Shareholder approval.

RESOLUTION 5 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES AND OPTIONS TO COOLTRAS PTY LTD

Background to Resolution 5

On 19 April 2016 the Company issued a total of 350,000 Shares at a price of 3 cents per share with one free attaching option for every two shares issued (175,000 options) exercisable at 4 cents on or before 24th August 2017.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 5 to allow the Company to ratify the issue and allotment of the 350,000 Shares and attaching 175,000 Options exercisable at 4 cents on or before 24 August 2017 pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 5 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 350,000 Shares and 175,000 Options exercisable at 4 cents on or before 24 August 2017;
- b. The Shares and Options were issued and allotted on 19 April 2016;
- c. The Shares were issued at Nil, the Options were issued at Nil;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were allotted as a placement fee to Cooltras Pty Ltd, an unrelated party of the Company;
- f. No funds were raised from the allotment of Shares or Options;
- g. The deemed issue price of the Options was \$0.01 per Option;
- h. The allottee in respect of Resolution 5 is an unrelated party of the Company;
- i. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice; and
- j. No funds were raised from the issue of the Options as they were issued as a free attaching option the basis of one option for every two shares allotted and as announced to ASX on 19 April 2016.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 5. The Board believes that the ratification of the Share issue, the subject of Resolution 5 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 5 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval.

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO BROKERS

Background to Resolution 6

On 19 April 2016 the Company issued a total of 26,666,668 Ordinary Shares at 3 cents and 13,333,339 unlisted options exercisable at 4 cents on or before 24 August 2017. The Company appointed Sanlam Wealth as the Lead

Manager for the placement and is required to issue the Lead Manager with 1,750,000, Options on the same terms and conditions as the attaching options upon successful completion of the placement (**Brokers Options**).

Resolution 6 seeks Shareholder approval for the issue of Brokers Options.

A summary of Listing Rule 7.1 is contained in Resolution 4.

The effect of Resolution 6 will be to allow the Company to issue Brokers Options during the period of three months after the meeting (or longer period, if allowed by ASX) without using the Company's 15% annual placement capacity.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Options issue the subject of Resolution 6 in accordance with ASX Listing Rule 7.3:

- a. The number of listed options to be issued to the Broker (Brokers Options) is 1,750,000;
- b. The Brokers Options will be issued during the period of three months after the meeting (or longer period, if allowed by ASX);
- c. The listed Options are to be allotted to Sanlam Private Wealth Pty. Ltd. in part consideration of their placement fee;
- d. The allottee in respect of Resolution 6 is an unrelated party of the Company;
- e. The Options will be listed Options and hence tradable on ASX. The terms are set out at Annexure A to this Notice;
- f. No funds were raised from the issue of the listed Options as they were issued as part consideration to Brokers of their placement fee;
- g. The Options will be issued at a deemed value of 1.17 cents per option being the 30 day VWAP of TYXOA options on 19 May 2016; and
- h. It is intended the options will be issued on or about 27 July 2016.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 6. The Board believes that the ratification of the Option issue, the subject of Resolution 6 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 6

RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES TO ADVISER

Background to Resolution 7

Factor Resources Pty Ltd an unrelated entity to the Company assisted negotiating the sale of the Company's interest in the Lynas Find Project to Mineral Projects Group Limited in January 2016. The fee for advising on the sale, payable to Factor Resources Pty. Ltd. is the issue of shares to the Adviser or its nominee.

Resolution 7 seeks Shareholder approval for the issue of Shares to Factor Resources Pty. Ltd. (the Adviser).

A summary of Listing Rule 7.1 is contained in Resolution 4.

The effect of Resolution 7 will be to allow the Company to issue the Adviser, Shares, during the period of three months after the meeting (or longer period, if allowed by ASX) without using the Company's 15% annual placement capacity.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 7 in accordance with ASX Listing Rule 7.3:

- a. The number of Shares to be issued to the Adviser (Adviser Shares) is 3,375,718;
- b. The Adviser Shares will be issued during the period of three months after the meeting (or longer period, if allowed by ASX);
- c. The Shares are to be issued at Nil consideration;
- d. The Shares are to be allotted to Adviser in part consideration of their fee;
- e. The allottee in respect of Resolution 7 is an unrelated party of the Company;
- f. The Shares will rank pari-pasu with existing Shares on issue;
- g. No funds are to be raised from the issue of the Shares as they are to be issued as part consideration of the Advisers fee;
- h. It is intended the Shares will be issued on or about 27 July 2016 to the Adviser; and
- i. The Shares will be issued at a deemed value of 3.13 cents per share being the 30 day VWAP of TYX at the date of the contract.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 7. The Board believes that the ratification of the Share issue, the subject of Resolution 7 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 7

RESOLUTION 8 – APPROVAL TO CONVERT LOAN TO EQUITY

Background to Resolution 8

Tyranna Resources Limited ("the Company") entered into a secured loan agreement with Tribal Mining Pty Ltd dated 10 June 2015. The principal loan is for \$100,000 with interest of 15% p.a. secured against 2,000,000 Orinoco Gold Limited shares. Repayment is scheduled for 10 June 2016.

Resolution 8 seeks shareholder approval to issue 3,000,000 ordinary shares in the Company in full repayment of the loan principal. It is intended that the shares will be issued to Tribal Mining Pty. Ltd. within 5 working days after the date of the General Meeting without using the Company's 15% annual placement capacity.

A summary of ASX Rule 7.1 is contained in Resolution 4.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 7 in accordance with ASX Listing Rule 7.3:

- a. The number of Shares to be issued to Tribal Mining Pty. Ltd. is 3,000,000;
- b. The Shares will be issued during the 5 working days immediately after the General Meeting;
- c. The Shares are to be issued for a total consideration of \$100,000;
- d. The Shares are to be allotted to Tribal Mining Pty. Ltd. In full consideration of the principal debt of the secured loan;
- e. The allottee in respect of Resolution 8 are all unrelated parties of the Company;
- f. The Shares will rank pari-pasu with existing Shares on issue;
- g. No funds are to be raised from the issue of the Shares as they are to be issued to extinguish the secured loan of \$100,000;
- h. It is intended the Shares will be issued on or about 27 July 2016; and
- i. The Shares will be issued at a deemed value of 3.3 cents per share being a 10% discount to the 30 day VWAP of TYX at the date of this Notice of Meeting.

ANNEXURE “A” Terms of Options

- (a) Each Tyranna Option entitles the holder to subscribe for one (1) fully paid ordinary Share in Tyranna.
- (b) The Tyranna Options are exercisable at 4 cents each at any time up to 5.00 pm Western Standard Time 24 August 2017
- (c) Any Tyranna Option not exercised by their expiry date will automatically expire.
- (d) Tyranna must give the optionholder a certificate or Holding Statement stating the:
 - (i) number of Tyranna Options issued to the optionholder;
 - (ii) exercise price of the Tyranna Options; and
 - (iii) date of issue of the Tyranna Options.
- (e) The Tyranna Options are transferable.
- (f) Tyranna will apply to ASX for quotation of the Tyranna Options.
- (g) Tyranna will apply to ASX for Official Quotation of the Shares issued on exercise of Tyranna Options.
- (h) The optionholder is not entitled to participate in any issue to existing Tyranna Shareholders of securities in Tyranna unless they have exercised their Tyranna Options before the “record date” for determining entitlements to the issue of securities and participate as a result of holding Tyranna Shares. Tyranna must give the optionholder notice of the proposed terms of the issue or offer in accordance with ASX Listing Rules.
- (i) The number and exercise price of the of the Tyranna options remains the same regardless if Tyranna makes a bonus issue of Tyranna Shares or other securities to Tyranna Shareholders.
- (j) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of Tyranna, then the rights of the optionholder (including the number of Tyranna Options to which the optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (k) Any calculations or adjustments which are required to be made will be made by Tyranna’s board of Directors and will, in the absence of manifest error, be final and conclusive and binding on Tyranna and the optionholder.
- (l) Tyranna must, within a reasonable period, give to the optionholder notice of any change to the exercise price of any Tyranna Options held by the optionholder or the number of Tyranna Shares which the optionholder is entitled to subscribe for on exercise of a Tyranna Option.
- (m) To exercise Tyranna Options, the optionholder must give Tyranna:
 - (i) a written exercise notice (in the form approved by the board of Tyranna from time to time) specifying the number of Tyranna Options being exercised and Tyranna Shares to be issued;
 - (ii) payment of the exercise price for the Tyranna Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by Tyranna; and
 - (iii) any certificate for the Tyranna Options.
- (n) The optionholder may only exercise Tyranna Options in multiples of 5,000 Tyranna Options unless the optionholder exercises all Tyranna Options held by the optionholder.
- (o) Tyranna Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors of Tyranna.
- (p) If the optionholder exercises less than the total number of Tyranna Options registered in the optionholder’s name:
 - (i) the optionholder must surrender their option certificate (if any); and
 - (ii) Tyranna must cancel the option certificate (if any) and issue the optionholder a new option certificate or Holding Statement stating the remaining number of Tyranna Options held by the optionholder.
- (q) Within 10 days after receiving an application for exercise of Tyranna Options and payment by the optionholder of the exercise price, Tyranna must issue the optionholder the number of Tyranna Shares specified in the application.
- (r) Subject to Tyranna’s Constitution, all Tyranna Shares issued on the exercise of Tyranna Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of Tyranna at the date of issue.
- (s) These terms and the rights and obligations of the optionholder are governed by the laws of Western Australia. The optionholder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

TYRANNA RESOURCES LIMITED

ACN 124 990 405

PROXY FORM

The Company Secretary
Tyranna Resources Limited

By delivery:
Level 2, 679 Murray Street
West Perth WA 6005

By post:
PO Box 1124
West Perth WA 6872

By facsimile:
(08) 9485 1050

Name of Shareholder:	
Address of Shareholder:	
Number of Shares entitled to vote:	

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

STEP 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

The Chair of the Meeting (mark box)

☐

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held at 10.00 am (Perth time) on Monday, 25 July 2016, at "Bentleys Boardroom", Level 3, 216 St Georges Terrace, Perth Western Australia and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTION The proxy is to vote for or against the Resolution referred to in the Notice as follows:

	For	Against	Abstain*
Resolution 1 Ratification of prior issue of Shares and Options to Australian Mineral Waterwell Drilling Pty Ltd			
Resolution 2 Ratification of prior issue of Shares and Options to Sophisticated Investors			
Resolution 3 Ratification of Allotment and Issue of Unlisted Options to Brokers			
Resolution 4 Ratification of prior issue of Shares and Options to Sophisticated Investors			
Resolution 5 Ratification of Allotment and issue of Shares and Unlisted Options to Cooltras Pty. Ltd.			
Resolution 6 Approval to Issue listed Options to Brokers			
Resolution 7 Approval to Issue Adviser Shares			
Resolution 8 Approval to convert Loan to Equity			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

PROXY NOTES

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 2, 679 Murray Street, West Perth, WA or Facsimile (08) 9485 1050 if faxed from within Australia (or +618 9485 1050 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the General Meeting (WST).