

TNG LIMITED

TNG LIMITED

A B N 1 2 0 0 0 8 1 7 0 2 3

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting will be held at
the Celtic Club, 48 Ord Street, West Perth, Western Australia
at 2.30 pm (WST) on 29 November 2016.**

**Shareholders are urged to attend the meeting or vote by lodging the
proxy form attached to this Notice.**

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9327 0900.

TNG LIMITED

ABN 12 000 817 023

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of TNG Limited (the "**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 29 November 2016 at 2.30 pm (WST) (the "**Meeting**").

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

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 27 November 2016 at 4:00 pm (WST).

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

AGENDA

ORDINARY BUSINESS

Part A – Financial and Other Reports

Financial and Other Reports

To receive and consider the financial report for the year ended 30 June 2016 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2016 be adopted.”

Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

To the extent required by section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of such a member. However, a person (the "voter") may cast a vote as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the voter is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or*
- (b) the chair of the meeting and the appointment of the chair as proxy does not specify how the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.*

Part B – Re-election of Directors

Resolution 2 – Re-election of Mr Rex Turkington

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

“That Mr Rex Turkington, who retires in accordance with Article 6(b) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director.”

SPECIAL BUSINESS

Part C – Approval of existing TNG Incentive Plans

Resolution 3 – Approval of the TNG Employee Option Plan

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

“That for the purposes of Listing Rule 7.2, exception 9 and for all other purposes, the TNG Employee Option Plan, and future issues to Eligible Employees under the TNG Employee Option Plan from the date of this Meeting for the next 3 years, as described in the Explanatory Memorandum, be approved.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by any Director of the Company (except one who is ineligible to participate in any incentive scheme in relation to the Company) and any associates of such Director. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 4 – Approval of the TNG Non-Executive Director and Consultant Share Plan

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

“That for the purposes of Listing Rule 7.2, exception 9 and for all other purposes, the TNG Non-Executive Director and Consultant Share Plan and future issues to Eligible Entities under the TNG Non-Executive Director and Consultant Share Plan from the date of this Meeting for the next 3 years, as described in the Explanatory Memorandum, be approved.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 4 by any Director of the Company (except one who is ineligible to participate in any incentive scheme in relation to the Company) and any associates of such Director. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 5 – Approval of the TNG Non-Executive Director and Consultant Option Plan

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

“That for the purposes of Listing Rule 7.2, exception 9 and for all other purposes, the TNG Non-Executive Director and Consultant Option Plan, and future issues to Eligible Entities under the TNG Non-Executive Director and Consultant Option Plan from the date of this Meeting for the next 3 years, as described in the Explanatory Memorandum, be approved.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 5 by any Director of the Company (except one who is ineligible to participate in any incentive scheme in relation to the Company) and any associates of such Director. However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Part D – Issue of Options to Directors under the TNG Incentive Plans

Resolution 6 – Approval of issue of Options to Mr Paul Burton

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

“That for the purposes of Listing Rule 10.14, and section 208(1) of the Corporations Act, and for all other purposes, approval is given for the issue to Mr Paul Burton or his nominee of 4,000,000 Options under the TNG Employee Option Plan, as described in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 6 by any Director of the Company who is eligible to participate in the TNG Employee Option Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

A vote on this Resolution 6 must not be cast (in any capacity) by or on behalf of Mr Paul Burton or his associates except where it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Mr Paul Burton or his associates.

Resolution 7 – Approval of issue of Options to Mr Rex Turkington

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

“That for the purposes of Listing Rule 10.14, and section 208(1) of the Corporations Act, and for all other purposes, approval is given for the issue to Mr Rex Turkington or his nominee of 1,000,000 Options under the TNG Non-Executive Director and Consultant Option Plan, as described in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 7 by any Director of the Company who is eligible to participate in the TNG Non-Executive Director and Consultant Option Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

A vote on this Resolution 7 must not be cast (in any capacity) by or on behalf of Mr Rex Turkington or his associates except where it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Mr Rex Turkington or his associates.

Resolution 8 – Approval of issue of Options to Mr Geoffrey (Stuart) Crow

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

“That for the purposes of Listing Rule 10.14, and section 208(1) of the Corporations Act, and for all other purposes, approval is given for the issue to Mr Geoffrey (Stuart) Crow or his nominee of 1,000,000 Options under the TNG Non-Executive Director and Consultant Option Plan, as described in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 8 by any Director of the Company who is eligible to participate in the TNG Non-Executive Director and Consultant Option Plan and any associate of such a Director. However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

A vote on this Resolution 8 must not be cast (in any capacity) by or on behalf of Mr Geoffrey (Stuart) Crow or his associates except where it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Mr Geoffrey (Stuart) Crow or his associates.

Part E – Ratification of prior issues

Resolution 9 – Ratification of issue of Shares under June Placement

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

“That for the purposes of Listing Rule 7.4, and for all other purposes, the issue by the Company of 36,727,272 Shares on 20 June 2016 (pursuant to the June Placement), as described in the Explanatory Memorandum accompanying this Notice, is approved and ratified.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 9 by any person who participated in the June Placement and any of their associates. However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Part F – Approval of 10% Placement Facility

Resolution 10 – Approval of 10% Placement Facility under Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve that the Company may issue (or enter into agreements to issue) Equity Securities representing up to 10% of the issued capital of the Company (calculated in accordance with the formula prescribed in Listing Rule 7.1A.2) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 10 by a person who may participate in the 10% Placement Facility (as defined in the Explanatory Memorandum) and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this Resolution 10 is passed, and by any associates of such persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Paul Burton
Managing Director

Dated: 10 October 2016

TNG LIMITED

ABN 12 000 817 023

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 29 November 2016 at 2.30 pm (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

Part A – Financial and Other Reports

Resolution 1 – Adopt Remuneration Report

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the Directors' Report of the Company's Annual Report.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the 2016 Annual General Meeting and then again at the 2017 Annual General Meeting, the Company will be required to put to Shareholders a resolution at the 2017 Annual General Meeting proposing the calling of a further general meeting to consider the election of directors of the Company ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of a Spill Resolution, the Company would be required to convene a further general meeting ("**Spill Meeting**") within 90 days of the 2017 Annual General Meeting. All of the Directors who were in office when the 2017 Directors' Report was approved by the Directors, other than the Managing Director, would cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved would be the Directors of the Company.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Company's key management personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in the Notice.

Part B – Re-election of Directors

Resolution 2 – Re-election of Mr Rex Turkington

Resolution 2 seeks the re-election of Mr Rex Turkington as a Non-Executive Director of the Company. Mr Turkington was first appointed as a Non-Executive Director of the Company by the Directors on 29 November 2011 under Article 6.2(b) of the Constitution and subsequently re-elected by Shareholders at Annual General

Meetings of the Company on 21 November 2012 and 27 November 2013. Mr Turkington is a member of the audit committee and the remuneration committee.

Mr Turkington is required to retire in accordance with Article 6.3(b) of the Company's Constitution. Article 6.3(b) provides that a Director must retire from office no later than the longer of the third annual general meeting, or 3 years, following the Director's last election or appointment.

Mr Turkington is a highly experienced corporate advisor and economist who has worked extensively in the financial services and stockbroking industry in Australia, specializing in the exploration and mining sectors. He has extensive experience with equities, derivatives, foreign exchange and commodities, and has participated in numerous corporate initial public offerings and capital raisings for listed exploration and mining companies.

Mr Turkington was an advisor to the Company prior to his appointment to the Board in 2011 and since his appointment to the Board has been involved extensively with the Company's development and growth strategy.

Mr Turkington is currently a Director of an Australian corporate advisory company, offering corporate finance and investor relations advice to listed companies. He holds a first class Honors Degree in economics, is a graduate of the Australian Institute of Company Directors and is an Associate of the Securities Institute of Australia. Mr Turkington is currently non-executive Chairman of ASX listed Key Petroleum Ltd.

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

Directors recommendation

The Board (other than Mr Turkington, who abstained) unanimously recommends that Shareholders vote in favour of this Resolution.

Part C –Approval of existing TNG Incentive Plans

TNG Incentive Plans

The Board considers that the ability to issue Shares and/or Options as incentives to employees, Directors and consultants provides a necessary mechanism to attract, retain and motivate personnel to achieve the Company's goals.

The Company has in place the following incentive plans:

- (a) TNG Employee Share Plan;
- (b) TNG Employee Option Plan
- (c) TNG Non-Executive Director and Consultant Share Plan; and
- (d) TNG Non-Executive Director and Consultant Option Plan.

In accordance with the Listing Rules, the incentive plans were approved for a period of 3 years by Shareholders at the Annual General Meeting held on 21 November 2012.

The approval of the TNG Employee Share Plan was renewed by Shareholders at the Annual General Meeting held on 30 November 2015.

The approvals for the TNG Employee Option Plan, the TNG Non-Executive Director and Consultant Share Plan and the TNG Non-Executive Director and Consultant Option Plan (together the "**TNG Incentive Plans**") were not renewed at the 2015 Annual General Meeting because the Company resolved to withdraw certain resolutions from being put to Shareholders at that Annual General Meeting and to re-submit them at this Annual General Meeting.

A detailed summary of the terms of each of the TNG Incentive Plans is set out in Schedules 2 to 4 of this Explanatory Memorandum. The purpose of Resolutions 3 to 5 is to renew some of the Shareholder approvals obtained in 2012 for a further period of three years.

The Board believes that having the TNG Incentive Plans in place and the ability to issue Shares and/or Options to employees, Directors and consultants pursuant to the TNG Incentive Plans provides a powerful tool to achieve the following key objectives:

- (a) **to attract and retain talented and high calibre key management personnel who are able to deliver the Company's business objectives;**
- (b) **to attract and retain Directors and consultants to the Company**
- (c) **to ensure remuneration is competitive in relation to the broader market and is linked to role, experience and performance; and**
- (d) **to ensure remuneration is compatible with the Company's phase of development and cash flow position.**

Remuneration structure and policies

The Remuneration Report sets out the Company's principles of remuneration and the remuneration structures for the Directors. The Company's remuneration policy is to provide Directors with a fixed remuneration component and an equity component pursuant to the TNG Incentive Plans. The Board believes that this remuneration policy is appropriate given the stage of development of the Company and the activities which it undertakes, and is appropriate in aligning the Directors objectives with Shareholder and business objectives.

The Board considers that it is in the interests of Shareholders for the Directors to receive a component of their remuneration in the form of long term incentives which comprise Shares and Options issued from time to time pursuant to the TNG Incentive Plans. The TNG Incentive Plans are designed to create alignment between the interests of Shareholders and the interests of the Directors.

The Board regularly reviews, and obtains external consultant advice in respect of, market positioning and the elements and mix of remuneration for Directors to ensure remuneration remains reasonable within the range of market practices and is appropriate to the circumstances of the Company and the relevant Directors.

Overview of approvals sought

The Board is seeking Shareholder approval for the issue of Shares and Options to Eligible Employees and Eligible Entities (as applicable) under the terms of each of the TNG Incentive Plans for the purposes of Listing Rule 7.2, exception 9(b) (as an exception to Listing Rule 7.1) in Resolutions 3, 4 and 5.

Listing Rule 7.1 provides that a listed company must not issue or agree to issue new securities in any 12 month period which exceed 15% of the number of issued ordinary securities at the beginning of the 12 month period without shareholder approval unless an exception applies. One of those exceptions is exception 9 of Listing Rule 7.2 which excludes securities (including options) issued under an employee incentive scheme when calculating the 15% limit where shareholders have approved the issue of the securities under such a plan. Approval under Listing Rule 7.2, exception 9(b) lasts for a period of 3 years and, consequently, the approval obtained at the Annual General Meeting in 2012 expired on 21 November 2015. If the Shareholder approvals for the issue of securities under the terms of the TNG Incentive Plans are not obtained, any issue of securities would diminish the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 3 to 5 seek to renew the Shareholder approval for the issue of securities to Eligible Employees and Eligible Entities (as applicable) under the terms of the TNG Incentive Plans for a further 3 years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by issues of Shares and Options under the TNG Incentive Plans. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

In order to continue to take advantage of the exemption from Listing Rule 7.1 for a further 3 years, and to allow the Company greater flexibility to issue securities, the Board unanimously recommends that Shareholders approve Resolutions 3 to 5.

It is important to note that Resolutions 3 to 5 do not of themselves authorise the issue of Shares or Options to Directors. Any such issues need to be specifically approved under Listing Rule 10.11 or 10.14 (for example, see Resolutions 6 to 8 below).

All of the information required to be included in this Explanatory Memorandum for the purposes of Listing Rule 7.2, exception 9(b) in relation to each of the TNG Incentive Plans is set out below. A summary of the terms of each of the TNG Incentive Plans is set out in Schedules 2 to 4 of this Explanatory Memorandum.

In addition to the approval for the purposes of Listing Rule 7.2, exception 9(b), certain other approvals were also obtained at the Annual General Meeting held on 21 November 2012 in relation to the TNG Incentive Plans. These approvals (including a section 259B(2) approval to take security over Shares issued and section 260B and 260C(4) approvals for the provision of financial assistance) do not expire and therefore continue to apply in relation to the TNG Incentive Plans. Further detail is set out in the notice of meeting released to ASX on 19 October 2012 in respect of the Annual General Meeting held on 21 November 2012.

Resolution 3 - Approval of the TNG Employee Option Plan

For the reasons described above, Resolution 3 seeks approval of Shareholders for the issue of Options to Eligible Employees from time to time under the TNG Employee Option Plan for the purposes of Listing Rule 7.2, exception 9(b).

Resolution 3 is an ordinary resolution.

The Company wishes to exempt issues of Options under the TNG Employee Option Plan (which constitute "equity securities" for the purposes of Listing Rule 7.1) from contributing towards the rolling annual limit of 15% of issued equity securities prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities (including Options) made without Shareholder approval.

Information required for the purposes of Listing Rule 7.2

The following information is provided for the purposes of Listing Rule 7.2, exception 9(b) in relation to the TNG Employee Option Plan:

- (a) A summary of the terms of the TNG Employee Option Plan is set out in Schedule 2 of this Explanatory Memorandum.
- (b) No Options have been issued under the TNG Employee Option Plan since it was adopted in 2012 (however, note Resolution 6 below in relation to a proposal to issue Options under the TNG Employee Option Plan).
- (c) A voting exclusion statement has been included for the purposes of Resolution 3.

A full copy of the terms of the TNG Employee Option Plan will be sent to Shareholders on request.

Directors recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Resolution 4 - Approval of the TNG Non-Executive Director and Consultant Share Plan

For the reasons described above, Resolution 4 seeks approval of Shareholders for the issue of Shares to Eligible Entities from time to time under the TNG Non-Executive Director and Consultant Share Plan for the purposes of Listing Rule 7.2, exception 9(b).

Resolution 4 is an ordinary resolution.

Information required for the purposes of Listing Rule 7.2

The following information is provided for the purposes of Listing Rule 7.2, exception 9(b) in relation to the TNG Non-Executive Director and Consultant Share Plan:

- (a) A summary of the terms of the TNG Non-Executive Director and Consultant Share Plan is set out in Schedule 3 of this Explanatory Memorandum.
- (b) As at the date of this Notice, the following Shares have been issued under the TNG Non-Executive Director and Consultant Share Plan since it was adopted in 2012:

Date	Name	Number of Shares received	Price for each Share*
11 Dec 2012	Mr Neil Biddle	2,000,000	\$0.139
11 Dec 2012	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.139
11 Dec 2012	Mr Rex Turkington	2,000,000	\$0.139
11 Dec 2012	Consultants to TNG	3,000,000	\$0.139
27 Nov 2013	Mr Michael Evans	2,000,000	\$0.049
27 Nov 2013	Mr Rex Turkington	2,000,000	\$0.049
27 Nov 2013	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.049
27 Nov 2013	Consultants to TNG	3,000,000	\$0.049
27 Nov 2014	Mr Michael Evans	2,000,000	\$0.087
27 Nov 2014	Mr Rex Turkington	2,000,000	\$0.087
27 Nov 2014	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.087

27 Nov 2014	Mr Zhigang Wang	2,000,000	\$0.087
5 January 2015	Consultants to TNG	1,500,000	\$0.079

* Note: The price for each Share is the amount of the loan to be repaid to the Company by the Eligible Entity for each Share, subject to the terms and conditions of the TNG Non-Executive Director and Consultant Share Plan.

- (c) A voting exclusion statement has been included for the purposes of Resolution 4.

A full copy of the terms of the TNG Non-Executive Director and Consultant Share Plan will be sent to Shareholders on request.

Directors recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Resolution 5 - Approval of the TNG Non-Executive Director and Consultant Option Plan

For the reasons described above, Resolution 5 seeks approval of Shareholders for the issue of Options to Eligible Entities from time to time under the TNG Non-Executive Director and Consultant Option Plan for the purposes of Listing Rule 7.2, exception 9(b).

Resolution 5 is an ordinary resolution.

Information required for the purposes of Listing Rule 7.2

The following information is provided for the purposes of Listing Rule 7.2, exception 9(b) in relation to the TNG Non-Executive Director and Consultant Option Plan:

- (a) A summary of the terms of the TNG Non-Executive Director and Consultant Option Plan is set out in Schedule 4 of this Explanatory Memorandum.
- (b) As at the date of this Notice, the following Options have been granted under the TNG Non-Executive Director and Consultant Option Plan since it was adopted in 2012:

Date	Name	Number of Options received	Exercise Price for each Option	Price paid for each Option	Expiry Date
27 Nov 2012	Mr Zhigang Wang	2,000,000	\$0.235	Nil	26 Nov 2015
27 Nov 2012	Consultants	1,000,000	\$0.235	Nil	26 Nov 2015
27 Nov 2013	Mr Michael Evans	2,000,000	\$0.057	Nil	26 Nov 2016
27 Nov 2013	Mr Zhigang Wang	2,000,000	\$0.057	Nil	26 Nov 2016
6 June 2014	Consultants	4,500,000	\$0.15	Nil	6 June 2017
5 January 2015	Consultants	1,000,000	\$0.15	Nil	4 Jan 2017

- (c) A voting exclusion statement has been included for the purposes of Resolution 5.

A full copy of the terms of the TNG Non-Executive Director and Consultant Option Plan will be sent to Shareholders on request.

Directors recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Part D – Issue of Options to Directors under the TNG Incentive Plans

General

As set out in Part C of this Explanatory Memorandum, the Company has in place the following incentive plans (among others):

- (i) TNG Employee Option Plan; and
- (ii) TNG Non-Executive Director and Consultant Option Plan.

These incentive plans were approved by Shareholders at the Annual General Meeting held on 21 November 2012. A summary of the terms of the TNG Employee Option Plan and the TNG Non-Executive Director and Consultant Option Plan are set out in Schedule 2 and Schedule 4 of the Explanatory Memorandum respectively. Subject to Resolutions 3 to 5 being passed by Shareholders at the 2016 Annual General Meeting, the approval of the incentive plans will be renewed for the purposes of Listing Rule 7.2, exception 9(b).

Further details in relation to these incentive plans are set out in the 2012 notice of Annual General Meeting which was released to ASX on 19 October 2012. The Board seeks the following approvals in respect of the issue of a specified number of Options under the TNG Incentive Plans.

Overview of Listing Rules and approvals sought

(a) *Issue of securities to related parties - Listing Rules 10.11 and 10.14*

Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to related parties, which includes a director of the Company.

Listing Rule 10.12, exception 4 provides that approval under Listing Rule 10.11 is not required where securities are to be issued to a person under an employee incentive scheme that has been approved under Listing Rule 10.14. Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the issue of securities under an 'employee incentive scheme' to certain parties, including a director, or an associate of a director, of the company.

Accordingly, the Company is seeking Shareholder approval under Listing Rule 10.14 before issuing 4,000,000 Options to Mr Paul Burton under the TNG Employee Option Plan, and before issuing 1,000,000 Options to each of the Non-Executive Directors under the terms of the TNG Non-Executive Director and Consultant Option Plan. The Options will be issued as soon as practicable after the Meeting and in any event within 12 months after the date of the Meeting. Resolutions 6 to 8 seek Shareholder approval for this purpose.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 (and, if approved, the issues of Options under Resolutions 6 to 8 will not therefore count towards the Company's Listing Rule 7.1 placement capacity).

All of the information that is required to be provided to Shareholders under Listing Rule 10.15 in order to obtain Shareholder approval under Listing Rule 10.14 for Resolutions 6 to 8 is set out below.

(b) *Financial Benefit - Part 2E.1 of the Corporations Act*

The grant of Options to Eligible Employees and Eligible Entities (as applicable) under the terms of the TNG Employee Option Plan and the TNG Non-Executive Director and Consultant Option Plan will constitute the giving of a financial benefit for the purposes of Part 2E.1 of the Corporations Act.

Section 208(1) of the Corporations Act states that for a public company to give a financial benefit to a related party of the public company (which includes its directors):

- (i) the public company must (i) obtain the approval of the public company's shareholders; and (ii) give the benefit within 15 months after the approval; or
- (ii) the giving of the benefit must fall within an exception set out in sections 210 to 216.

The arm's length and reasonable remuneration exceptions to the requirement for Shareholder approval contained in sections 210 and 211 of the Corporations Act may well apply, however, the Directors consider that it is prudent to seek Shareholder approval for the purposes of section 208 of the Corporations Act in any event.

All of the information that is material to the decision on how to vote on Resolutions 6 to 8 for the purposes of section 208(1) of the Corporations Act is set out below in respect of the relevant Resolutions.

Resolution 6 - Approval of issue of Options to Mr Paul Burton

Resolution 6 seeks Shareholder approval under Listing Rule 10.14 and section 208(1) of the Corporations Act for the proposed grant of 4,000,000 Options to Mr Paul Burton under the TNG Employee Option Plan.

The exercise price of the Options will be 1.7 times the five day volume weighted average price of the Company's Shares up to and including the date of the Meeting and the Options will expire 3 years after the Options are granted if not previously exercised.

Mr Burton, as Managing Director of the Company, is entitled to participate in the TNG Employee Option Plan. The Board considers that the issue of Options to Mr Burton under the TNG Employee Option Plan is in the Company's interests as it further aligns the interests of Mr Burton as the Managing Director with the interests of the Company's Shareholders in order to maximise Shareholder value. Further, the issue of Options provides cost effective consideration to Mr Burton in his role as Managing Director of the Company.

If the Options were granted on 7 October 2016, the date at which BDO valued the Options for the purpose of this Notice, the exercise price would have been \$0.245. The actual exercise price cannot yet be determined because it is based on 1.7 times the five day volume weighted average price of the Company's Shares up to and including the date of the Meeting. Based on the assumed exercise price of \$0.245, if Mr Burton ultimately decides to exercise the Options, Mr Burton will be required to pay the Company an aggregate exercise price of \$980,000, which funds will be used by the Company to further its projects and for additional working capital.

Resolution 6 is an ordinary resolution.

(a) Information required by Listing Rule 10.15

Listing Rule 10.15 sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 10.14. The following information is provided in accordance with Listing Rule 10.15:

- (i) Subject to Resolution 6 being passed, the person to acquire Options under the TNG Employee Option Plan is Mr Burton, the Managing Director of the Company.
- (ii) Subject to Resolution 6 being passed, Mr Burton will acquire 4,000,000 Options under the TNG Employee Option Plan.
- (iii) The 4,000,000 Options will be issued to Mr Burton for nil consideration (in line with the terms of the TNG Employee Option Plan, which are summarised in Schedule 2 of this Explanatory Memorandum).
- (iv) No Options have been issued under the TNG Employee Option Plan to date.
- (v) Mr Burton, as the Managing Director of the Company, is the only Director entitled to participate in the TNG Employee Option Plan.
- (vi) A voting exclusion statement in respect of Resolution 6 is set out in the Notice.
- (vii) No loan will be provided in relation to the acquisition of the Options.
- (viii) It is proposed that Mr Burton will be issued the Options as soon as practicable after (and in any event within 12 months after) the date of the Meeting.

(b) Information required for the purposes of Chapter 2E of the Corporations Act

Section 219 of the Corporations Act sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under section 208(1). The following information is provided in accordance with section 219 of the Corporations Act and the corresponding ASIC policy:

- (i) Subject to Resolution 6 being passed, the financial benefit would be given to Mr Burton, the Managing Director of the Company.
- (ii) The nature of the financial benefit is granting Mr Burton 4,000,000 Options for nil cash consideration under the TNG Employee Option Plan (please refer to Schedule 2 for the terms and conditions of the TNG Employee Option Plan) with those Options exercisable within 3 years at a price which is 1.7 times the five day volume weighted average price of the Company's Shares up to and including the date of the Meeting. The current Share price (as at the date of this Notice) is \$0.15.
- (iii) Independent accounting firm BDO has determined that the total value of the Options is \$248,000 using a Black Scholes option pricing model. Its valuation was based on the following assumptions:

Underlying Security Value*	\$0.145
Exercise Price	\$0.245
Valuation Date	7 October 2016
Expiration Date	7 October 2019
Life of the Options	3 years
Volatility	85%
Risk free rate	1.63%
Number of Options to be issued to Mr Burton	4,000,000
Valuation per Option	\$0.062
Valuation for Tranche of Options	\$248,000

* Based on the closing Share price on 6 October 2016, the last trading day before the date the Options were valued.

- (iv) The number of Options to be granted to Mr Burton was determined having regard to Mr Burton's performance, current market conditions and other remuneration he is due to receive under his terms

of engagement and the issue price was determined in accordance with the terms and conditions of the TNG Employee Option Plan as set out in Schedule 2 of this Explanatory Memorandum.

- (v) Mr Burton's total remuneration package from the Company for the previous financial year and the estimated remuneration for the current financial year are set out below:

	Short Term		Post-Employment	Long Term		Total
	Salary & Fees	Bonus	Super-annuation	Share-based Payment - Shares/Options	Other	
	\$	\$	\$	\$	\$	\$
2016	467,501	200,000	44,413	64,493	41,197	817,604
2017	476,600	-	45,220	144,666	-	665,886

Mr Burton may receive incentive bonuses based on market capitalisation (**MCIB**) equivalent to 15% of base salary, payable when the market capitalisation of the Company reaches trigger points set by the Board: \$50 million; \$100 million; \$200 million; \$300 million; \$400 million; \$500 million; and any additional trigger points as agreed in writing between the Company and Mr Burton from time to time or at the Board's discretion. Each MCIB will be payable in cash or (subject to Shareholder approval) an equivalent amount in Shares. If the market capitalisation of the Company remains above a trigger point for a continuous period of at least three months, then Mr Burton's base salary will increase (with effect from the end of the three month period) by the amount of the relevant MCIB payment.

- (vi) Mr Burton held or had interests in the following securities in the Company as at the date of this Notice:

Name	Shares	Options
Paul Burton	13,249,999	-

- (vii) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.20	26 October 2015
Lowest	\$0.10	22 January 2016
Last	\$0.14	7 October 2016

If the 4,000,000 Options granted to Mr Burton are exercised, a total of 4,000,000 Shares would be issued. This will increase the number of Shares on issue from 751,772,713 to 755,772,713 (assuming no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.53%.

- (viii) The market price for the Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
- (ix) The Board considers that the grant of Options to Mr Burton under the TNG Employee Option Plan is in the Company's interests as it further aligns the interests of Mr Burton as the Managing Director of the Company with the interests of the Company's Shareholders in order to maximise Shareholder value. Further, the issue of the Options provides cost effective consideration to Mr Burton in his role as Managing Director of the Company. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options to Mr Burton on the terms proposed.
- (x) The Directors do not make any recommendation to Shareholders in respect of Resolution 6 since this Resolution concerns a Director's remuneration and, as such, there may be a conflict of interest.

- (xi) Mr Burton has a material personal interest in the outcome of Resolution 6 since he will receive 4,000,000 Options under the TNG Employee Option Plan if the Resolution is approved by Shareholders. In accordance with the voting exclusion statement set out in the Notice with respect to Resolution 6, Mr Burton and his associates will be excluded from voting on Resolution 6 at the Meeting.
- (xii) The Board and the Company are not aware of any other information (other than the information set out or referred to in this Explanatory Memorandum and in the Remuneration Report) that would be reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass this Resolution.

Resolutions 7 and 8 – Approval of issue of Options to Non-Executive Directors

Resolutions 7 and 8 seek Shareholder approval under Listing Rule 10.14 and section 208(1) of the Corporations Act for the proposed grant of 1,000,000 Options to each of Mr Rex Turkington and Mr Geoffrey (Stuart) Crow (the “**Relevant Directors**”) under the TNG Non-Executive Director and Consultant Option Plan.

The exercise price of the Options will be 1.7 times the five day volume weighted average price of the Company’s Shares up to and including the date of the Meeting and the Options will expire 3 years after the Options are granted if not previously exercised. If the Options were granted on 7 October 2016, the date at which BDO valued the options for the purpose of this Notice, the exercise price would have been \$0.245.

The Relevant Directors, as Non-Executive Directors of the Company are entitled to participate in the TNG Non-Executive Director and Consultant Option Plan. The Board considers that the grant of Options to the Relevant Directors under the TNG Non-Executive Director and Consultant Option Plan is in the Company’s interests as it further aligns the interests of the Relevant Directors as Non-Executive Directors with the interests of the Company’s Shareholders in order to maximise Shareholder value. Further, the issue of Options provides cost effective consideration to the Relevant Directors in their roles as Non-Executive Directors of the Company.

Based on the assumed exercise price of \$0.245, if the Relevant Directors ultimately decide to exercise the Options, the Relevant Directors will each be required to pay the Company an aggregate exercise price of \$245,000, which funds will be used by the Company to further its projects and for additional working capital.

Resolutions 7 and 8 are ordinary resolutions.

(a) **Information required by Listing Rule 10.15**

Listing Rule 10.15 sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 10.14. The following information is provided in accordance with Listing Rule 10.15:

- (i) Subject to Resolutions 7 and 8 being passed, the persons to acquire Options under the TNG Non-Executive Director and Consultant Option Plan are Mr Rex Turkington and Mr Geoffrey (Stuart) Crow, both Non-Executive Directors of the Company.
- (ii) Subject to Resolutions 7 and 8 being passed, the Relevant Directors will acquire 1,000,000 Options each under the TNG Non-Executive Director and Consultant Option Plan.
- (iii) The 1,000,000 Options will be issued to each of the Relevant Directors for nil consideration (in line with the terms of the TNG Non-Executive Director and Consultant Option Plan, which are summarised in Schedule 4 of this Explanatory Memorandum).
- (iv) Since the last approval the following Options have been granted to Non-Executive Directors under the TNG Non-Executive Director and Consultant Option Plan:

Date	Name	Number of Options received	Exercise Price for each Option	Price paid for each Option	Expiry Date

27 Nov 2012	Mr Zhigang Wang	2,000,000	\$0.235	Nil	26 Nov 2015
27 Nov 2013	Mr Michael Evans	2,000,000	\$0.057	Nil	26 Nov 2016
27 Nov 2013	Mr Zhigang Wang	2,000,000	\$0.057	Nil	26 Nov 2016

- (v) The following Directors, being all the Non-Executive Directors of the Company, are entitled to participate in the TNG Non-Executive Director and Consultant Option Plan:
- Mr Geoffrey (Stuart) Crow; and
 - Mr Rex Turkington.
- (vi) A voting exclusion statement in respect of Resolutions 7 and 8 is set out in the Notice.
- (vii) No loan will be provided in relation to the acquisition of the Options.
- (viii) It is proposed that the Relevant Directors will each be granted the 1,000,000 Options as soon as practicable after (and in any event within 12 months after) the date of the Meeting.

(b) Information required for the purposes of Chapter 2E of the Corporations Act

Section 219 of the Corporations Act sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under section 208(1). The following information is provided in accordance with section 219 of the Corporations Act and the corresponding ASIC policy:

- (i) Subject to Resolutions 7 and 8 being passed, the financial benefit would be given to each of the Relevant Directors, both Non-Executive Directors of the Company.

The nature of the financial benefit is granting each the Relevant Directors 1,000,000 Options for nil cash consideration under the TNG Non-Director and Consultant Option Plan (please refer to Schedule 4 for the terms and conditions of the TNG Non-Executive Director and Consultant Option Plan) with those Options exercisable within 3 years at a price which is 1.7 times the five day volume weighted average price of the Company's Shares up to and including the date of the Meeting. The current share price (as at the date of this Notice) is \$0.15.

- (ii) Independent accounting firm BDO has determined that the total value of the Options to be issued to each Non-Executive Director is \$62,000 using a Black Scholes option pricing model. Its valuation was based on the following assumptions:

Underlying Security Value	\$0.145
Exercise Price	\$0.245
Valuation Date	7 October 2016
Expiration Date	7 October 2019
Life of the Options	3 years
Volatility	85%
Risk free rate	1.63%
Number of Options to be issued to each Relevant Director	4,000,000
Valuation per Option	\$0.062
Valuation for Tranche of Options	\$62,000

* Based on the closing Share price on 6 October 2016, the last trading day before the date the Options were valued.

- (iii) The number of Options to be issued was determined having regard to the Relevant Directors' performance, current market conditions and other remuneration each of the Relevant Directors is due to receive under their respective terms of engagement and the issue price was determined in

accordance with the terms and conditions of the TNG Non-Executive Director and Consultant Option Plan as set out in Schedule 4 of this Explanatory Memorandum.

- (iv) The Relevant Directors currently receive Directors' fees as follows:

Director	Fees
Geoffrey (Stuart) Crow	\$66,000
Rex Turkington	\$77,000

In addition, the Relevant Directors receive (from time to time) grants of Shares (pursuant to the TNG Non-Executive Director and Consultant Share Plan) and grants of Options (pursuant to the TNG Non-Executive Director and Consultant Option Plan.) Details of previous years' grants of Shares and/or Options are set out in the 2012, 2013 and 2014 notices of Annual General Meeting. In addition, details can be found in the Remuneration Report set out in the Company's 2016 Annual Report available from the Company's website. In accordance with Accounting Standards, for the purposes of the Remuneration Report the value of equity based grants (such as grants of Shares and/or Options) is treated as remuneration and amortised as an expense over a period of one year from the date of grant. A table setting out 2016 remuneration packages and proposed 2017 remuneration packages (prepared in accordance with the Accounting Standards) is set out below:

		Short Term		Post-Employment	Long Term		Total
		Salary & Fees	Bonus	Super-annuation	Share-based Payment - Shares/Options	Other	
		\$	\$	\$	\$	\$	\$
Geoffrey (Stuart) Crow	2016	71,000	-	-	49,600	-	120,600
	2017	66,000	-	-	66,000	-	66,000
Rex Turkington	2016	127,400	-	-	49,600	-	177,000
	2017	77,000	-	-	77,000	-	77,000

From time to time related entities of Mr Crow and Mr Turkington may be paid fees for consulting services provided to the Company, over and above their normal Director fees. The consulting fees are based on a daily rate.

- (v) The Relevant Directors held or had interests in the following securities in the Company as at the date of this Notice:

	Shares	Options
Rex Turkington	7,887,999	Nil
Geoffrey (Stuart) Crow	7,037,204	Nil

- (vi) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.20	26 October 2015
Lowest	\$0.10	22 January 2016
Last	\$0.14	7 October 2016

If the 1,000,000 Options are granted to each of the Relevant Directors and subsequently exercised, this will increase the number of Shares on issue from 751,772,713 to 753,772,713 (assuming that no other Shares are issued after the date of this Notice and no other Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.27%.

- (vii) The Board considers that the grant of Options to each of the Relevant Directors under the TNG Non-Executive Director and Consultant Option Plan is in the Company's interests as it further aligns the interests of the Relevant Directors as Non-Executive Directors with the interests of the Company's Shareholders in order to maximise Shareholder value. Further, the grant of the Options provides cost effective consideration to the Relevant Directors in their roles as Non-Executive Directors of the Company.
- (viii) The Board acknowledges the grant of Options is not consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations since the grants of Options are being made to Non-Executive Directors. However, the Board considers the grants of Options to the Relevant Directors reasonable in the circumstances (and consistent with market practice for some smaller resources companies) in order to attract and retain the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves.
- (ix) The Directors do not make any recommendation to Shareholders in respect of Resolutions 7 and 8 since these Resolutions concern Directors remuneration and, as such, there may be a conflict of interest.
- (x) The Relevant Directors both have a material personal interest in the outcome of Resolutions 7 and 8 respectively since they will each receive 1,000,000 Options under the TNG Non-Executive Director and Consultant Option Plan if these Resolutions are approved by Shareholders. In accordance with the voting exclusion statements set out in the Notice with respect to Resolutions 7 and 8, the Relevant Directors and their associates will be excluded from voting on these Resolutions at the Meeting.
- (xi) The Board and the Company are not aware of any other information (other than the information set out or referred to in this Explanatory Memorandum and in the Remuneration Report) that would be reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 8 7 and 8.

Part E – Ratification of prior issues

Resolution 9 – Ratification of issue of Shares under June Placement

On 20 June 2016 the Company announced to ASX that it had secured investment from a subsidiary of SMS group GmbH and another institutional investor, comprising a total of 36,727,272 Shares at an issue price of \$0.11 per Share under Listing Rule 7.1 (the "**June Placement**"). SMS group GmbH is a large global engineering company.

The issue of Shares under the June Placement has restricted the Company's ability to issue further equity securities without Shareholder approval. Shareholder approval is therefore sought pursuant to Listing Rule 7.4 to replenish the Company's capacity to issue equity securities representing up to 15% of its issued ordinary capital, if required, without prior Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the issue of the Shares issued under the June Placement:

- (a) the total number of Shares issued was 36,727,272 to raise a total of \$4.04 million (before costs);
- (b) the Shares were issued for \$0.11 each and were issued on the same terms as the other Shares on issue;
- (c) the Shares were issued to SMS Investments, a subsidiary of SMS group GmbH and an overseas professional investor;
- (d) as announced to ASX on 20 June 2016, funds raised under the June Placement were used to provide ongoing working capital for the Company's Mount Peake development in the Northern Territory; and
- (e) a voting exclusion statement in respect of Resolution 9 is set out in the Notice.

Directors recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

Part F – 10% Placement Facility

Resolution 10 – Approval of the 10% Placement Facility under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue (or agree to issue) Equity Securities representing up to 10% of their issued share capital through placements for up to 12 months after their annual general meeting (the “**10% Placement Facility**”). A 10% Placement Facility is in addition to an eligible entity’s 15% placement capacity under Listing Rule 7.1 and provides the Directors with additional flexibility to efficiently manage the Company’s capital requirements.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

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

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see paragraph (c) (Formula for calculating 10% Placement Facility) below).

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting (which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote on the Resolution).

(b) Equity Securities

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

(c) Formula for calculating 10% Placement Facility

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

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

where:

- A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
 - (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary securities under the entity’s 15% placement capacity

- without Shareholder approval pursuant to Listing Rule 7.1 or ratification pursuant to Listing Rule 7.4;
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

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

D is 10%.

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 751,772,713 Shares and has capacity to issue:

- (i) 68,454,544 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 10 at the Meeting, 71,454,544 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue (or entry into an agreement to issue) of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) (Formula for calculating 10% Placement Facility) above).

(e) Minimum issue price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price ("VWAP") of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(f) 10% Placement Facility period

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

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

(the **10% Placement Period**).

Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided in relation to the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than the amount described in paragraph (e) (Minimum issue price) above.
- (b) If Resolution 10 is approved by Shareholders at the Meeting and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic interest may be diluted if the Equity Securities are issued at a discount. Further, the existing Shareholders' voting power in the Company will be diluted by up to 9.09%. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of Shareholder approval at the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities and also on the Company's Share price post issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current Share price and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice (see paragraph (c) (Formula for calculating 10% Placement Facility) above). This calculation does not take into account the ratification sought under Resolution 9 in this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata entitlement offer or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by Shareholders at this Meeting or at future Shareholder meetings; and
- (ii) two examples where the issue price of Shares has changed – in one example it has decreased by 50% and in another it has increased by 50% against the current Share price (which, for the purposes of this table, is \$0.14 as at 7 October 2016).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		Assuming 50% decrease in issue price \$0.07	Issue price \$0.14	50% increase in issue price \$0.21
Current Variable A 714,545,441	Number of shares that could be issued under 10% Placement Facility	71,454,544 Shares	71,454,544 Shares	71,454,544 Shares
	Funds that could be raised	\$5,001,818	\$10,003,636	\$15,005,454
50% increase in current Variable A 1,071,818,161	Number of shares that could be issued under 10% Placement Facility	107,181,816 Shares	107,181,816 Shares	107,181,816 Shares
	Funds that could be raised	\$7,502,727	\$15,005,454	\$22,508,181
100% increase in current Variable A 1,429,090,882	Number of shares that could be issued under 10% Placement Facility	142,909,088 Shares	142,909,088 Shares	142,909,088 Shares
	Funds that could be raised	\$10,003,636	\$20,007,272	\$30,010,908

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) In each case, an issue of the maximum number of shares under the 10% Placement Facility would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09 %. For example, based on the current number of Shares as at the date of this Notice, existing Shareholders would have 751,772,713 votes out of a total post-issue number of 826,949,984 Shares, representing 9.09 % of the post-issue total number of shares (or a dilution of 9.09 %).
 - (iii) The table does not show the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the 10% Placement Facility.
 - (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares (since this is the only class of listed securities the Company has on issue at the date of this Notice).
 - (vi) The base issue price is assumed to be \$0.14 being the closing price of the Shares on ASX on 7 October 2016.
 - (vii) The issue price is assumed to be the current Share price as 7 October 2016 of \$0.14 (rather than being based on the 15 trading day VWAP).
 - (viii) No Options are exercised before the issue of Equity Securities under the 10% Placement Facility.
- (c) The Company may only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue Equity Securities under the 10% Placement Facility for the following purposes:

- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisitions of new assets or investments (including expenses associated with such acquisitions or repayment of debt drawn down to fund such acquisitions), for capital expenditure on the Company's current assets for continued exploration and development of its current projects and/or for general working capital.

The Company may issue such Equity Securities for non-cash consideration.

The Company will comply with its disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company's allocation policy for issues of new Shares under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, without limitation, the following factors:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate and other forms of equity and debt financing;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (f) Any potential allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of the Meeting is 38,727,272 representing 5.35% of the total number of Equity Securities on issue at the commencement of that 12 month period.

- (g) Set out below are the details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting:

Date of issue:	20 June 2016
Number issued and type of security issued	36,727,272 Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons was determined:	36,727,272 Shares issued to sophisticated and professional investors pursuant to a placement announced 20 June 2016
Price:	\$0.11 per Share

Discount to market price (if any):	The price of \$0.11 being a discount of 21.43% to the closing Share price of the trading day prior to issue, which was \$0.14.
Total cash consideration received:	\$4,039,999
Amount of cash consideration spent	\$1,400,000
Use of Cash Consideration	Working capital for development of Mount Peake Vanadium-Titanium-Iron Project
Intended use for remaining amount of cash (if any):	Working capital for development of Mount Peake Vanadium-Titanium-Iron Project

Date of issue:	20 June 2016
Number issued and type of security issued	500,000 Shares
Summary of terms:	Fully paid ordinary shares
Names of persons who received securities or basis on which those persons was determined:	500,000 Shares issued to Consultant for services provided to the Company
Price:	Shares issued for nil consideration
Discount to market price (if any):	N/A
Non-cash consideration paid	Consultancy services to the Company
Current value of non-cash consideration	Consultancy services to a value of \$70,000 (being 500,000 Shares at the closing Share price of \$0.14 on 7 October 2016)

Date of issue:	7 September 2016
Number issued and type of security issued	1,500,000 unlisted options
Summary of terms:	Unlisted options exercisable at \$0.20 on or before 7 September 2019
Names of persons who received securities or basis on which those persons was determined:	1,500,000 unlisted options issued to consultants for services
Price:	Unlisted options issued for nil consideration
Discount to market price (if any):	N/A
Non-cash consideration paid	Consultancy services to the Company
Current value of non-cash consideration	Consultancy services to a value of \$96,450

(h) A voting exclusion statement is included in the Notice.

Action to be taken by Shareholders

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

Proxies

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 provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions.

Voting Exclusions

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 or 3 to 8 if the person is either a member of a Group Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on Resolutions 1 or 3 to 8 (as applicable). However, the proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 1 or 3 to 8, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

10% Placement Facility means a placement facility to issue Equity Securities representing up to 10% of an entity's issued capital pursuant to Listing Rule 7.1A.

Article means an article of the Constitution.

associates has the same meaning as in the Corporations Act.

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

Auditors' Report means the auditors' report included in the annual report for the year ended 30 June 2016

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Company means TNG Limited ABN 12 000 817 023.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Declaration means the directors' declaration included in the annual report for the year ended 30 June 2016.

Directors' Report means the directors' report included in the annual report for the year ended 30 June 2016.

Eligible Employee means an Executive Director of a Group Company or a full or part time employee of a Group Company, but excluding any of their Associates.

Eligible Entity means:

- (a) a non-executive director of a Group Company; or
- (b) a consultant or contractor of the Group Company to whom an offer of Shares can be made without disclosure because of section 708 of the Corporations Act (such as a consultant or contractor who is a "sophisticated" or "professional investor" or to whom an offer falls within section 708(1) of the Corporations Act),

but excludes full and part time employees of Group Companies.

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

Explanatory Memorandum means the explanatory memorandum to the Notice.

Group Company means the Company or any of its Subsidiaries.

June Placement means the placement of 36,727,272 Shares to SMS Investments (a subsidiary of SMS group GmbH) and an overseas professional investor on 20 June 2016.

Listing Rules means the Listing Rules of ASX.

Loan means the loans granted to Eligible Entities under the TNG Non-Executive Director and Consultant Share Plan.

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

Non-Executive Director means the non-executive directors of the Company.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to this Notice.

Relevant Directors means each of Mr Rex Turkington and Mr Geoffrey (Stuart) Crow.

Remuneration Report means the remuneration report included in the annual report for the year ended 30 June 2016.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

TNG Employee Option Plan means the Employee Option Plan under which Eligible Employees may be issued Options at the determination of the Board on the terms set out in Schedule 2.

TNG Non-Executive Director and Consultant Option Plan means the Non-Executive Director and Consultant Option Plan under which Eligible Entities may be issued Options at the determination of the Board on the terms set out in Schedule 4.

TNG Non-Executive Director and Consultant Share Plan means the Non-Executive Director and Consultant Share Plan under which Eligible Entities may be issued loan-funded Shares at the determination of the Board on the terms set out in Schedule 3.

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

Schedule 2 - Summary of TNG Employee Option Plan

A summary of the key terms of the TNG Employee Option Plan are set out below.

1. Entitlement to Participate

The Board may offer Options to Eligible Employees (being an Executive Director of a Group Company or a full or part time employee of a Group Company) having regard to:

- (i) the seniority of the Eligible Employee and the position the Eligible Employee occupies with the relevant Group Company;
- (ii) the length of service of the Eligible Employee with the Group;
- (iii) the record of employment of the Eligible Employee with the Group;
- (iv) the potential contribution of the Eligible Employee to the growth and profitability of the Group; and
- (v) any other matters which the Board considers relevant.

2. Offer

Options must be issued on the terms of these terms and conditions and each Eligible Employee or an Associate (where "Associate" is defined as a nominee of an Eligible Employee, which nominee is an "associate" of the Eligible Entity within the meaning given to that term in the *Income Tax Assessment Act 1936* (Cth)) who accepts an offer and acquires an Option issued under the plan (a "**Participant**") will be taken to have agreed to be bound by these terms and conditions on acceptance of any offer of Options.

3. Issue Price

No amount is payable on the issue of Options.

4. Maximum Number of Options

Options may not be offered or issued under this plan if, immediately following the offer or issue, the aggregate of:

- (i) the number of Shares to be received on exercise of those Options;
- (ii) the number of Shares that would be issued upon acceptance or exercise of any outstanding offer or option under any Eligible Employee incentive scheme; and
- (iii) the number of Shares issued during the previous five years pursuant to the plan or any other Eligible Employee incentive scheme extended only to Eligible Employees,

but disregarding any Options acquired or Shares issued by way of or as a result of:

- (i) the making of an offer or invitation to a person situated at the time of receipt of the offer or invitation outside Australia;
- (ii) an "excluded offer" or "excluded invitation" (each as defined in the Corporations Law as in force prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act (1999));
- (iii) an offer which did not need disclosure because of Section 708 of the Corporations Act;
- (iv) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or

- (v) an offer made under a disclosure document,

would exceed 5% of the total number of Shares on issue at the time of the offer.

5. Option Terms

Entitlement

Subject to these terms and conditions:

- (i) each Option entitles the holder to subscribe for and be allotted one Share at an exercise price per Option to be determined by the Board at the time it resolves to make offers of Options, having regard to such matters as the Board considers appropriate (but which exercise price will not be less than the market value of a Share at that time).
- (ii) the Company must allot Shares on exercise of Options in accordance with the Listing Rules.

Shares to rank pari passu

Shares issued on the exercise of Options will rank pari passu with all existing Shares from the date of issue and will be entitled to those dividends which have a record date for determining entitlements after the date of issue.

Exercise of Options

- (i) An Option is exercisable by the holder lodging a notice of exercise of Option and application for Shares, together with the exercise price for each Share to be issued on exercise and the relevant Option certificate, with the Company Secretary.
- (ii) Except as authorised or approved by the Board, Options may not be exercised during periods during which Eligible Employees are not permitted to trade in the Company's securities pursuant to the Company's securities trading policy from time to time.
- (iii) Options may only be exercised by a Participant at the times and in the numbers set by the Board at the time of offer of the Options, provided that:
 - (A) the Board may stipulate that Options may only be exercised if the Company (or a business division) or the Participant (or the relevant Eligible Employee where the Participant is an Associate of the Eligible Employee) achieves stipulated performance benchmarks; and
 - (B) the Board may determine (at any time) that some or all Options are exercisable immediately if:
 - (1) **(Takeover)**: a Takeover Bid for the Company's issued Shares is made and the bidder obtains voting power (as defined in the Corporations Act) in the Company of 50% or more and the takeover offers are made or declared unconditional (which includes where the takeover offers are unconditional other than for the happening of the events or circumstances set out in section 652C(1) and (2) of the Corporations Act or the condition set out in section 625(3) of the Corporations Act);
 - (2) **(Compromise or Arrangement)**: a court approves under section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
 - (3) **(other control transaction)**: an event or transaction by which an entity obtains or is to obtain voting power (as defined in the Corporations Act) in the Company of 50% or more is approved or accepted by a majority of members of the Company; or

- (4) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

Transfer

Options may not be transferred.

Quotation of Options

Options will not be quoted on ASX.

Quotation of Shares

The Company will make an application to ASX for official quotation of Shares issued on the exercise of Options, if other Shares of the Company are listed at that time.

Future issues of Shares

A Participant may only participate in new issues of securities to Shareholders if the Option has been exercised, if that is permitted by its terms, and the Shares allotted in respect of the Option before the record date for determining entitlements to the issue.

Bonus issue

If the Company makes a bonus issue of Shares or other securities pro rata to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allotted in respect of an Option before the record date for determining entitlements to the bonus issue then the number of securities over which the Option is exercisable will be increased by the number of securities which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

Rights issue

If the Company makes an offer of Shares pro rata to all or substantially all shareholders in accordance with the ASX Listing Rules (other than a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) for a subscription price which is less than the market price (defined below as “P”) and no Shares have been allotted in respect of an Option before the record date for determining entitlements to the pro rata issue then the exercise price per Option will be reduced according to the following formula:

$$O^1 = O - \frac{E(P - (S + D))}{N + 1}$$

where:

O^1 = the new exercise price of each Option;

O = the old exercise price of each Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price of Shares (weighted by reference to volume) sold in the ordinary course of trading on the ASX during the five trading days before the ex rights date or ex entitlements date;

S = the subscription price (application money plus calls) for new Shares issued under the pro rata issue;

D = any dividends due but not yet paid on existing Shares (except those to be issued under the pro rata issue); and

N = the number of Shares required to be held to receive a right to one new Share.

The number of Shares which the Participant is entitled to subscribe for on exercise of the Option will not change.

Reorganisations

In the event of any reorganisation of the capital of the Company, the rights of an Option holder will be changed to the extent necessary to comply with the Listing Rules applying to such reorganisation at the time of the reorganisation.

Advice

The Company must give notice to each Participant of any adjustment to the number of Shares which the Participant is entitled to subscribe for or be issued on exercise of an Option or the exercise price per Share in accordance with the Listing Rules.

Dividends and rights to vote

An Option carries no right to a dividend and no right to a vote.

Hedging

Participants (and the relevant Eligible Employee where the Participant is an Associate of the Eligible Employee) are prohibited from entering into transactions in financial products issued over the Company's securities by third parties which operate to limit the economic risk relating to their unvested entitlements under the plan.

6. Overriding Restrictions on Issue and Exercise

Notwithstanding any of these terms and conditions or the terms of any Option, no Option may be offered, issued or exercised if to do so:

- (i) would contravene the Corporations Act or the Listing Rules; or
- (ii) would contravene the local laws or customs of an Eligible Employee's country of residence or in the opinion of the Board would require actions to comply with those local laws or customs which are impractical.

7. Alterations to the Plan

- (i) Subject to paragraphs (ii) and (iii) below (and to the Listing Rules and all applicable laws), the Board may at any time by written instrument amend all or any of the terms and conditions, including this paragraph.
- (ii) Any amendment to the terms and conditions must not materially reduce the rights of any Participant in respect of their Options held at the date of the amendment, unless the amendment is introduced primarily:
 - (A) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or similar plans;
 - (B) to correct any manifest error or mistake;
 - (C) to take into consideration possible adverse tax implications in respect of the plan arising from, amongst others, changes to tax legislation and/or changes in the interpretation of tax legislation by a court of competent jurisdiction;
 - (D) for the purpose of enabling the Participants generally (but not necessarily each Participant) to receive a more favourable taxation treatment in respect of their participation in the plan; or

(E) to enable the plan or any member of the Group to comply with the constitution of a Group Company, the Corporations Act or the Listing Rules.

(iii) Subject to paragraph (ii) above, any amendment made under paragraph (i) above may be given retrospective effect as specified in the written instrument by which the amendment is made.

8. Governing Law

The terms and conditions of this plan shall be governed by and construed in accordance with the laws for the time being in force in Western Australia.

Schedule 3 – Summary of TNG Non-Executive Director and Consultant Share Plan

A summary of the key terms of the TNG Non-Executive Director and Consultant Share Plan are set out below.

1. Entitlement to Participate

The Board may from time to time determine that an Eligible Entity (being a Non-Executive Director of a Group Company, the Company Secretary of a Group Company or a consultant or contractor of the Group Company to whom an offer of Shares can be made without disclosure because of section 708 of the Corporations Act (such as a consultant or contractor who is a “sophisticated” or “professional” investor or to whom an offer falls within section 708(1) of the Corporations Act), but excluding any of their Associates and any full and part time employees of Group Companies) may participate in the plan and the extent of that participation. In making that determination, the Board must consider:

- (i) the office held by, or services provided by, the Eligible Entity to the relevant Group Company;
- (ii) the length of office or service of the Eligible Entity with the Group;
- (iii) the potential contribution of the Eligible Entity to the growth and profitability of the Group; and
- (iv) any other matters which the Board considers relevant.

2. Offer

The Company may, in its absolute discretion, make an offer to issue Shares pursuant to the plan (the “**Plan Shares**”) to any Eligible Entity (including an Eligible Entity who has previously received an Offer) upon such terms as the Board may determine.

3. Issue Price

The issue price of the Plan Shares offered will be determined by the Board in its absolute discretion and may be a nominal or nil amount. However, where a Loan is offered in relation to the Plan Shares, the issue price must be equal to the volume weighted average actual price at which Shares were traded on the ASX over the 5 trading days up to and including (i) the date the offer was accepted; or (ii) if earlier, the date on which the Eligible Entity accepted their employment contract where it includes an entitlement to receive, or to be offered, Plan Shares.

4. Loan

The Company may, in its absolute discretion, grant a Loan to an Eligible Entity for the purpose of purchasing Plan Shares under an offer.

Where the Company decides to offer a Loan to an Eligible Entity to acquire Plan Shares, the offer for the Plan Shares must include:

- (i) the maximum amount of the Loan (which must not exceed the Share Payment in respect of the Plan Shares offered); and
- (ii) the Loan repayment date.

Where an Eligible Entity lodges an acceptance form agreement to a Loan, and the Company accepts that acceptance form:

- (i) a loan agreement is deemed to arise between the Company and the Eligible Entity on the terms and conditions set out in this paragraph 4 (*Loan*);
- (ii) the Company is deemed to loan the amount agreed in the acceptance form (the “**Loan Amount**”) to the Eligible Entity at the time the Company issues the Plan Shares; and

- (iii) the Eligible Entity is deemed to direct the Company to apply the entire Loan Amount towards paying the Share Payment in full or in part in respect of the Plan Shares being acquired under the offer.

Interest

The Loan will be interest free unless the Company and the Eligible Entity agree otherwise or the offer specifies otherwise.

Cash dividends

An Eligible Entity who accepts an offer and acquires Plan Shares under the plan (a “Participant”) is deemed to have irrevocably directed the Company to apply any cash dividends in respect of the Plan Shares held by the Participant to repayment of any outstanding Loan Amount under the Participant’s Loan. Any surplus of the cash dividend after repayment of the Loan will be paid to the Participant.

Repayment

The Loan will be repayable in full on the loan repayment date specified in the offer unless earlier repayment is otherwise required under the plan.

A Participant may repay all or part of its Loan at any time prior to the loan repayment date.

The Loan will become repayable in full where:

- (i) the Participant ceases to be an Eligible Entity for any reason;
- (ii) the Participant suffers an Event of Insolvency (defined as where (a) a person is, or is deemed to be, insolvent, or is declared bankrupt; or (b) a liquidator, provisional liquidator, receiver, manager or administrator is appointed in respect of the person or any of the person’s assets);
- (iii) the Participant breaches any condition of the Loan or the plan; or
- (iv) a Restriction Condition in relation to the Plan Shares subject of the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived),

and, in such circumstances and where:

- (i) a Restriction Condition in relation to the Plan Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Plan Shares must be sold by the Participant and the sale proceeds applied to repay the Loan in accordance with paragraph 9 (*Unfulfilled Restriction Condition*) below;
- (ii) all Restriction Conditions in relation to the Plan Shares have either been satisfied or are waived, the Company must promptly by written notice advise the Participant of the Loan Amount outstanding (if any) and that outstanding Loan Amount is due and payable. Where a Participant fails to repay the outstanding Loan Amount within 30 days of the date of written notice from the Participant (or such later date as approved by the Board), the Company must sell the Plan Shares and apply the sale proceeds in accordance with paragraph 9 (*Unfulfilled Restriction Condition*) below (except where the sale proceeds exceed the outstanding Loan Amount the Participant may keep the remainder).

A Participant may not transfer or otherwise deal with a Plan Share until the Loan Amount in respect of that Plan Share has been repaid in full unless they are selling the Plan Shares in accordance with paragraph (ii) above.

Limited Recourse Loan

A Loan will be non-recourse except for the Participant’s obligation under paragraph (ii) directly above.

In the event the sale proceeds from the sale of Plan Shares are less than any outstanding Loan Amount, the Sale Proceeds will be deemed to have satisfied the outstanding Loan Amount in relation to those Plan Shares in full and the Participant will have no further liability to the Company in respect of the Loan.

5. Rights Attaching to Plan Shares

A Participant will, from and including the Issue Date, be the legal owner of the Plan Shares allotted and issued under the plan and will be entitled to dividends (subject to the paragraph 5 (*Cash dividends*) above) and to exercise voting rights attached to the Plan Shares.

Each Plan Share will be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

6. Restrictions on Dealing in Plan Shares

The Plan Shares will be quoted on ASX. However, except as otherwise provided in this plan, a Participant may not sell, transfer, assign, mortgage, charge or otherwise encumber a Plan Share until the end of any applicable Restriction Period (where 'Restriction Period' is defined as the period commencing on the date of issue of the Plan Share and ending on the later of:

- (i) the date all Restriction Conditions that apply to that Plan Share (if any) are satisfied or waived by the Board; and
- (ii) the date any Loan in relation to the Plan Shares is repaid in full or otherwise discharged under this plan.)

7. Dealing with Plan Shares after Restriction Period

Following expiry of the Restriction Period, a Participant may deal with its Plan Shares as it sees fit, subject to compliance with any securities trading policy applying to Eligible Entities and to compliance with legal requirements including the "insider trading" rules.

8. Hedging

Participants are prohibited from entering into transactions in financial products issued over the Company's securities by third parties which operate to limit the economic risk relating to their unvested entitlements under the plan.

9. Unfulfilled Restriction Condition

Sale of Plan Shares

Where a Restriction Condition in relation to Plan Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Participant must, unless the Restriction Condition is waived by the Board:

- (i) arrange to sell the Plan Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average price at which Shares were traded on the ASX on the 10 trading days before the sale date; and
- (ii) apply the sale proceeds in the following priority:
 - first, to pay the Company any outstanding Loan Amount (if any) in relation to the Plan Shares (subject to paragraph 4 (*Limited Recourse Loan*));
 - second, to the extent the sale proceeds are sufficient, the Participant may keep an amount equal to any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant. The Participant acknowledges that the Company is not liable to repay the Participant any cash consideration or Loan Amount repayments;
 - third, to settle any tax liability that the Participant may have solely in respect of the sale of the Plan Shares or dividends received and applied against the Loan (provided the Participant can demonstrate how that tax liability arises); and

lastly, any remainder to be paid by the Participant to the Company to cover its costs of managing the plan.

Ceasing Engagement before Restriction Conditions satisfied

Where the person who was initially offered the Plan Shares ceases to be a non-executive director, consultant or contractor of a Group Entity and, at that time, there are Restriction Conditions in relation to those Plan Shares that are unsatisfied or are incapable of satisfaction in the opinion of the Board (and they are not waived), the Company must, subject to the Corporations Act and the ASX Listing Rules, sell the Plan Shares in accordance with paragraph 9 (*Sale of Plan Shares*) of this Plan.

10. Exceptions to Dealings and Sale

Good leaver

Where:

- (i) the Participant dies; or
- (ii) the Eligible Entity to whom the offer was originally made ceases to be a non-executive director, consultant or contractor of a Group Entity as a result of:
 - (A) bona fide retirement from the workforce (unless the retirement happens within six (6) months of the date of the issue of the Plan Shares); or
 - (B) total and permanent disability,

the Board may in its sole and absolute discretion elect to waive any of the Restriction Conditions applying to the Participant's Plan Shares and (provided any Loan has been repaid) permit the Participant (or their personal legal representative) to sell, transfer, assign, mortgage, charge or otherwise encumber the Participant's Plan Shares.

11. Capital Reorganisation

If there is any reorganisation of the issued capital of the Company (including any subdivision, consolidation, reduction, return or cancellation), the number of Plan Shares will be adjusted by the Board accordingly in line with the Corporations Act and the Listing Rules.

12. Bonus and Rights Issues

Subject to the plan, a Participant, upon allotment of Plan Shares, will enjoy all rights attaching to Shares of the Company including the right to participate in bonus issues and rights issues in respect of the Plan Shares.

13. Takeover, Scheme or Winding Up

The Board may, in its absolute discretion and subject to such conditions as it sees fit, waive a Restriction Condition applying to a Plan Share where:

- (i) **(Takeover)**: a Takeover Bid for the Company's issued Shares is made and the bidder obtains voting power (as defined in the Corporations Act) in the Company of 50% or more and the takeover offers are made or declared unconditional (which includes where the takeover offers are unconditional other than for the happening of the events or circumstances set out in section 652C(1) and (2) of the Corporations Act or the condition set out in section 625(3) of the Corporations Act);
- (ii) **(Compromise or Arrangement)**: a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;

- (iii) **(other control transaction)**: an event or transaction by which an entity obtains or is to obtain voting power (as defined in the Corporations Act) in the Company of 50% or more is approved or accepted by a majority of members of the Company; or
- (iv) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

14. Alterations to the Plan

- (i) Subject to paragraphs (ii) and (iii) below (and to the Listing Rules and all applicable laws), the Board may at any time by written instrument amend all or any of the terms and conditions, including this paragraph.
- (ii) Any amendment to the terms and conditions must not materially reduce the rights of any Participant in respect of their Plan Shares held at the date of the amendment, unless the amendment is introduced primarily:
 - (A) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or similar plans;
 - (B) to correct any manifest error or mistake;
 - (C) to take into consideration possible adverse tax implications in respect of the plan arising from, amongst others, changes to tax legislation and/or changes in the interpretation of tax legislation by a court of competent jurisdiction;
 - (D) for the purpose of enabling the Participants generally (but not necessarily each Participant) to receive a more favourable taxation treatment in respect of their participation in the plan; or
 - (E) to enable the plan or any member of the Group to comply with the constitution of a Group Company, the Corporations Act or the Listing Rules.
- (iii) Subject to paragraph (ii) above, any amendment made under paragraph (i) above may be given retrospective effect as specified in the written instrument by which the amendment is made.

15. Governing Law

The terms and conditions of this plan shall be governed by and construed in accordance with the laws for the time being in force in Western Australia.

Schedule 4 –Summary of TNG Non-Executive Director and Consultant Option Plan

A summary of the key terms of the TNG Non-Executive Director and Consultant Option Plan are set out below.

1. Entitlement to Participate

The Board may offer Options to Eligible Entities (being a Non-Executive Director of a Group Company, the Company Secretary of a Group Company or a consultant or contractor of the Group Company to whom an offer of Shares can be made without disclosure because of section 708 of the Corporations Act (such as a consultant or contractor who is a “sophisticated” or “professional” investor or to whom an offer falls within section 708(1) of the Corporations Act), but excluding full and part time employees of Group Companies) having regard to:

- (i) the office held by, or services provided by, the Eligible Entity to the relevant Group Company;
- (ii) the length of office or service of the Eligible Entity with the Group;
- (iii) the potential contribution of the Eligible Entity to the growth and profitability of the Group; and
- (iv) any other matters which the Board considers relevant.

2. Offer

Options must be issued on the terms of these terms and conditions and each Eligible Entity or an Associate (where “Associate” is defined as a nominee of an Eligible Entity, which nominee is an “associate” of the Eligible Entity within the meaning given to that term in the *Income Tax Assessment Act 1936* (Cth)) who accepts an offer and acquires an Option issued under the plan (a “**Participant**”) will be taken to have agreed to be bound by these terms and conditions on acceptance of any offer of Options.

3. Issue Price

No amount is payable on the issue of Options.

4. Option Terms

Entitlement

Subject to these terms and conditions:

- (i) each Option entitles the holder to subscribe for and be allotted one Share at an exercise price per Option to be determined by the Board at the time it resolves to make offers of Options, having regard to such matters as the Board considers appropriate (but which exercise price will not be less than the market value of a Share at that time); and
- (ii) the Company must allot Shares on exercise of Options in accordance with the Listing Rules.

Shares to rank pari passu

Shares issued on the exercise of Options will rank pari passu with all existing Shares from the date of issue and will be entitled to those dividends which have a record date for determining entitlements after the date of issue.

Exercise of Options

- (i) An Option is exercisable by the holder lodging a notice of exercise of Option and application for Shares, together with the exercise price for each Share to be issued on exercise and the relevant Option certificate, with the Company Secretary.
- (ii) Except as authorised or approved by the Board, Options may not be exercised during periods during which Eligible Entities are not permitted to trade in the Company’s securities pursuant

to the Company's securities trading policy from time to time.

- (iii) Options may only be exercised by a Participant at the times and in the numbers set by the Board at the time of offer of the Options, provided that:
- (A) the Board may stipulate that Options may only be exercised if the Company (or a business division) or the Participant (or the relevant Eligible Entity where the Participant is an Associate of the Eligible Entity) achieves stipulated performance benchmarks; and
 - (B) the Board may determine (at any time) that some or all Options are exercisable immediately if:
 - (1) **(Takeover)**: a Takeover Bid for the Company's issued Shares is made and the bidder obtains voting power (as defined in the Corporations Act) in the Company of 50% or more and the takeover offers are made or declared unconditional (which includes where the takeover offers are unconditional other than for the happening of the events or circumstances set out in section 652C(1) and (2) of the Corporations Act or the condition set out in section 625(3) of the Corporations Act);
 - (2) **(Compromise or Arrangement)**: a court approves under section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
 - (3) **(other control transaction)**: an event or transaction by which an entity obtains or is to obtain voting power (as defined in the Corporations Act) in the Company of 50% or more is approved or accepted by a majority of members of the Company; or
 - (4) **(Winding Up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

Transfer

Options may not be transferred.

Quotation of Options

Options will not be quoted on ASX.

Quotation of Shares

The Company will make an application to ASX for official quotation of Shares issued on the exercise of Options, if other Shares of the Company are listed at that time.

Future issues of Shares

A Participant may only participate in new issues of securities to Shareholders if the Option has been exercised, if that is permitted by its terms, and the Shares allotted in respect of the Option before the record date for determining entitlements to the issue.

Bonus issue

If the Company makes a bonus issue of Shares or other securities pro rata to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allotted in respect of an Option before the record date for determining entitlements to the bonus issue then the number of securities over which the Option is exercisable will be increased by the number of securities which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

Rights issue

If the Company makes an offer of Shares pro rata to all or substantially all shareholders in accordance with the ASX Listing Rules (other than a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) for a subscription price which is less than the market price (defined below as “P”) and no Shares have been allotted in respect of an Option before the record date for determining entitlements to the pro rata issue then the exercise price per Option will be reduced according to the following formula:

$$O^1 = O - \frac{E(P - (S + D))}{N + 1}$$

where:

O¹ = the new exercise price of each Option;

O = the old exercise price of each Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price of Shares (weighted by reference to volume) sold in the ordinary course of trading on the ASX during the five trading days before the ex rights date or ex entitlements date;

S = the subscription price (application money plus calls) for new Shares issued under the pro rata issue;

D = any dividends due but not yet paid on existing Shares (except those to be issued under the pro rata issue); and

N = the number of Shares required to be held to receive a right to one new Share.

The number of Shares which the Participant is entitled to subscribe for on exercise of the Option will not change.

Reorganisations

In the event of any reorganisation of the capital of the Company, the rights of an Option holder will be changed to the extent necessary to comply with the Listing Rules applying to such reorganisation at the time of the reorganisation.

Advice

The Company must give notice to each Participant of any adjustment to the number of Shares which the Participant is entitled to subscribe for or be issued on exercise of an Option or the exercise price per Share in accordance with the Listing Rules.

Dividends and rights to vote

An Option carries no right to a dividend and no right to a vote.

Hedging

Participants (and the relevant Eligible Entity where the Participant is an Associate of the Eligible Entity) are prohibited from entering into transactions in financial products issued over the Company’s securities by third parties which operate to limit the economic risk relating to their unvested entitlements under the plan.

5. Overriding Restrictions on Issue and Exercise

Notwithstanding any of these terms and conditions or the terms of any Option, no Option may be offered, issued or exercised if to do so:

- (i) would contravene the Corporations Act or the Listing Rules; or
- (ii) would contravene the local laws or customs of an Eligible Entity’s country of residence or in the

opinion of the Board would require actions to comply with those local laws or customs which are impractical.


6. Alterations to the Plan

- (i) Subject to paragraphs (ii) and (iii) below (and to the Listing Rules and all applicable laws), the Board may at any time by written instrument amend all or any of the terms and conditions, including this paragraph.
- (ii) Any amendment to the terms and conditions must not materially reduce the rights of any Participant in respect of their Options held at the date of the amendment, unless the amendment is introduced primarily:
 - (A) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or similar plans;
 - (B) to correct any manifest error or mistake;
 - (C) to take into consideration possible adverse tax implications in respect of the plan arising from, amongst others, changes to tax legislation and/or changes in the interpretation of tax legislation by a court of competent jurisdiction;
 - (D) for the purpose of enabling the Participants generally (but not necessarily each Participant) to receive a more favourable taxation treatment in respect of their participation in the plan; or
 - (E) to enable the plan or any member of the Group to comply with the constitution of a Group Company, the Corporations Act or the Listing Rules.
- (iii) Subject to paragraph (ii) above, any amendment made under paragraph (i) above may be given retrospective effect as specified in the written instrument by which the amendment is made.

7. Governing Law

The terms and conditions of this plan shall be governed by and construed in accordance with the laws for the time being in force in Western Australia.

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 850 505
(outside Australia) +61 3 9415 4000

TNG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report 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: 999999

SRN/HIN: I9999999999 PIN: 99999

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 2:30pm (WST) Sunday, 27 November 2016**

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** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of TNG Limited hereby appoint

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 Annual General Meeting of TNG Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 29 November 2016 at 2:30pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 - 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 - 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 - 8 by marking the appropriate box in step 2 below.

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			For	Against	Abstain
Resolution 1	Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval of Issue of Options to Mr Rex Turkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Rex Turkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval of Issue of Options to Mr Geoffrey (Stuart) Crow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the TNG Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Ratification of Issue of Shares Under June Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the TNG Non-Executive Director and Consultant Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of 10% Placement Facility Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the TNG Non-Executive Director and Consultant Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Approval of Issue of Options to Mr Paul Burton	<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 / /

TNG

291116A

Computershare +