

ANNUAL GENERAL MEETING – NOTICE & PROXY FORM

Dear Shareholder

NTM Gold Ltd (ASX:NTM) (“**NTM**” or the “**Company**”) is convening its Annual General Meeting of shareholders to be held on Thursday, 19 November 2020 at 11.00am WST at the Celtic Club, 48 Ord Street, West Perth in Western Australia.

In accordance with the temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company is not sending hard copies of the Notice of Meeting to shareholders. A copy of the Notice of Meeting (“**Meeting**”) is available at the following link:

<https://www.ntmgold.com.au/wp-content/uploads/Notice-of-2020-AGM-NTM-FINAL.pdf>

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place as set out above. If possible, shareholders are asked to arrive at the venue 10 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's Register and note attendance.

Voting by Proxy

Shareholders are encouraged to lodge their Proxy votes online (refer Proxy Form Lodge instructions) at www.investorvote.com.au.

Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

NTM GOLD LTD

Postal Address: PO Box 1280, West Perth, WA Australia 6872

Registered Business Address: Unit 4, 20 Altona Street, West Perth, WA 6005

Telephone: +61 8 9481 6666

Website: www.ntmgold.com.au

Company Secretary Email: mmaine@ntmgold.com.au

Accounts Email: admin@ntmgold.com.au

ASX Code: NTM

ABN: 24 119 494 772



A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half to the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions on your proxy selection of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form please contact the Company Secretary by email at mmaine@ntmgold.com.au or by telephone at +61 8 481 6666.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held and as to whether shareholders will still be able to be able to attend in person and participate in the usual way.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

A handwritten signature in black ink, appearing to read 'Mark Maine', with a large, sweeping flourish extending to the right.

Mark Maine
Company Secretary/CFO
NTM Gold Limited
www.ntmgold.com.au