

# TNG LIMITED

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**TNG LIMITED**

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## **NOTICE OF ANNUAL GENERAL MEETING**

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**The Annual General Meeting will be held at  
the Celtic Club, 48 Ord Street, West Perth, Western Australia  
at 11.00 am (WST) on Tuesday, 28 November 2017.**

**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.**

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**TNG LIMITED**

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## **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 28 November 2017 at 11.00 am (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 26 November 2017 at 4:00 pm (WST).

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

# AGENDA

## ORDINARY BUSINESS

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### Part A – Financial and Other Reports

#### Financial and Other Reports

To receive and consider the financial report for the year ended 30 June 2017 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 2017 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.*

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### Part B – Re-election of Directors

#### Resolution 2 – Re-election of Mr Geoffrey (Stuart) Crow

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

“That Mr Geoffrey (Stuart) Crow, who retires in accordance with Article 6.3(b) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director.”

#### Resolution 3 – Re-election of Mr John Davidson

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

“That Mr John Davidson, who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director.”

## **SPECIAL BUSINESS**

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### **Part C – Approval of extensions to 2012 Loan Funded Share Plan Loan Repayment Dates**

#### **Resolution 4 – Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Paul Burton**

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

“That, for the purposes of sections 208(1) and 260B of the Corporations Act and for all other purposes:

- (a) a one year extension to the Loan Funded Share Plan Loan Repayment Date in relation to the Loan provided by the Company to Mr Paul Burton in connection with the issue of 6,000,000 Plan Shares in 2012 under the TNG Employee Share Plan, as described in the Explanatory Memorandum, be approved; and
- (b) the provision of financial assistance to Mr Paul Burton pursuant to the extension of the Loan Repayment Date for the Loan in respect of the 6,000,000 Plan Shares, as described in the Explanatory Memorandum, be approved.”

#### ***Voting Exclusion***

*A vote on this Resolution 4 must not be cast (in any capacity) by or on behalf of Mr Paul Burton or any of 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 5 – Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Rex Turkington**

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

“That, for the purposes of sections 208(1) and 260B of the Corporations Act and for all other purposes:

- (a) a one year extension to the Loan Funded Share Plan Loan Repayment Date in relation to the Loan provided by the Company to Mr Rex Turkington in connection with the issue of 2,000,000 Plan Shares in 2012 under the TNG NED Share Plan, as described in the Explanatory Memorandum, be approved; and
- (b) the provision of financial assistance to Mr Rex Turkington pursuant to the extension of the Loan Repayment Date for the Loan in respect of the 2,000,000 Plan Shares, as described in the Explanatory Memorandum, be approved.”

#### ***Voting Exclusion***

*A vote on this Resolution 5 must not be cast (in any capacity) by or on behalf of Mr Rex Turkington or any of 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 6 – Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Geoffrey (Stuart) Crow**

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

“That, for the purposes of sections 208(1) and 260B of the Corporations Act and for all other purposes:

- (a) a one year extension to the Loan Funded Share Plan Loan Repayment Date in relation to the Loan provided by the Company to Mr Geoffrey (Stuart) Crow in connection with the issue of 2,000,000 Plan Shares in 2012 under the TNG NED Share Plan, as described in the Explanatory Memorandum, be approved; and
- (b) the provision of financial assistance pursuant to Mr Geoffrey (Stuart) Crow pursuant to the extension of the Loan Repayment Date for the Loan in respect of the 2,000,000 Plan Shares, as described in the Explanatory Memorandum, be approved.”

**Voting Exclusion**

*A vote on this Resolution 6 must not be cast (in any capacity) by or on behalf of Mr Geoffrey (Stuart) Crow or any of 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.*

**Resolution 7 – Approval of extensions to other Loan Funded Share Plan Loan Repayment Dates**

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

“That, for the purposes of section 260B of the Corporations Act and for all other purposes:

- (a) a one year extension to each Loan Funded Share Plan Loan Repayment Date in relation to Loans provided by the Company to certain Loan Recipients in connection with the issue of 3,350,000 Plan Shares in 2012 under the Loan Funded Share Plans, as described in the Explanatory Memorandum, be approved; and
- (b) the provision of financial assistance pursuant to the extensions of Loan Repayment Dates for Loans made to all recipients of the 3,350,000 Plan Shares, as described in the Explanatory Memorandum, be approved.”

**Voting Exclusion**

*A vote on this Resolution 7 must not be cast (in any capacity) by or on behalf of any of the Loan Recipients for whom approval is being sought under Resolution 7 or any of their 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 any of those Loan Recipients or their associates.*

**Part D – Approval of 10% Placement Facility**

**Resolution 8 – 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 8 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 8 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.*

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## **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: 19 October 2017

## **EXPLANATORY MEMORANDUM**

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### **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 28 November 2017 at 11.00 am (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.

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### **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 2017 Annual General Meeting and then again at the 2018 Annual General Meeting, the Company will be required to put to Shareholders a resolution at the 2018 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 2018 Annual General Meeting. All of the Directors who were in office when the 2018 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.

The remuneration report included in the annual report for the year ended 30 June 2016 was passed by more than 75% of the votes cast on the resolution adopting that report at the Company's 2016 Annual General Meeting.

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.

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## **Part B – Re-election of Directors**

### **Resolution 2 – Re-election of Mr Geoffrey (Stuart) Crow**

Resolution 2 seeks the re-election of Mr Geoffrey (Stuart) Crow as a Non-Executive Director of the Company. Mr Crow was first appointed as a Non-Executive Director of the Company by the Directors on 24 February 2011 under Article 6.2(b) of the Constitution and subsequently re-elected by Shareholders at the Annual General Meetings of the Company held on 21 November 2012 and 27 November 2014. Mr Crow is a member of the audit committee and the remuneration committee.

Mr Crow 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 Crow has more than 28 years' experience in all aspects of corporate finance, stockbroking and investor relations in Australia and international markets, and has owned and operated his own businesses in these areas for the last 16 years. Mr Crow is currently a non-executive director of AIM listed minerals exploration company IronRidge Resources Limited and a non-executive director of ASX listed Todd River Resources Ltd.

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

#### ***Directors' recommendation***

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

### **Resolution 3 – Re-election of Mr John Davidson**

Resolution 3 seeks the re-election of Mr John Davidson as a Non-Executive Director of the Company. Mr Davidson was appointed as a Non-Executive Director of the Company by the Directors on 2 February 2017 under Article 6.2(b) of the Constitution.

Mr Davidson is a highly-regarded renewable energy executive with more than 30 years' experience leading major strategic business initiatives, business transformation and capital raising initiatives in a diverse range of industries, particularly the renewable energy and technology sectors. He is the founder and Managing Director of Energy Made Clean (EMC), a leading Perth based renewable energy company providing off-grid power and utility-scale solutions, which was acquired by ASX-listed Carnegie Clean Energy in 2016.

Mr Davidson has worked in strategic collaboration with the Company since 2015 on the promotion, development and growth of Australia's emerging Vanadium Redox Flow Battery (VRF) market, which will help the Company to progress its strategy for full vertical integration of the vanadium supply chain.

Mr Davidson was appointed to the Board in February 2017 as a Non-Executive Director. Mr Davidson is also an Executive Director of Carnegie Clean Energy (ASX: CCE).

Being eligible, Mr Davidson offers himself for re-election as a Director.

#### ***Directors' recommendation***

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



## Part C – Approval of extensions to 2012 Loan Funded Share Plan Loan Repayment Dates

The TNG Employee Share Plan (“**TNG Employee Share Plan**”) and the TNG Non-Executive Director and Consultant Share Plan (“**TNG NED Share Plan**”) (together, the “**Loan Funded Share Plans**”) were approved by Shareholders on 21 November 2012 and subsequently re-approved by Shareholders on 30 November 2015 and 29 November 2016 respectively.

Under the terms of the Loan Funded Share Plans, the Company may, in its absolute discretion, grant Loans to Eligible Employees or Eligible Entities for the purpose of purchasing Plan Shares. All amounts loaned to Loan Recipients are immediately paid back to the Company in subscription for Plan Shares (so, in effect, the Eligible Employees and Eligible Entities receive Plan Shares but do not have to pay for them out of their own funds until the relevant Loans are required to be repaid). The Loans are repayable in full on the loan repayment date specified in each offer letter, which (for each offer of Plan Shares to date) has been five years from the date of issue of the relevant Plan Shares (“**Loan Repayment Date**”), unless earlier repayment is otherwise required under the terms of the relevant Loan Funded Share Plan. Any funds received by the Company in repayment of Loans will form part of the Company’s working capital.

As at the date of this Notice, the following Plan Shares issued to Eligible Employees under the TNG Employee Share Plan have Loans which remain outstanding.

Issue Date	Name	Number of Shares received	Price for each Share	Amount of Loan
27 November 2012	Mr Paul Burton	6,000,000	\$0.0847	\$508,200
27 November 2012	Eligible Employees	350,000	\$0.139	\$48,650
27 November 2013	Mr Paul Burton	2,000,000	\$0.04	\$80,000
27 November 2013	Eligible Employees	800,000	\$0.04	\$32,000
27 November 2014	Mr Paul Burton	4,000,000	\$0.089	\$356,000

As at the date of this Notice, the following Plan Shares issued to Eligible Entities under the TNG NED Share Plan have Loans which remain outstanding.

Issue Date	Name	Number of Shares received	Price for each Share	Amount of Loan
11December 2012	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.139	\$278,000
11December 2012	Mr Rex Turkington	2,000,000	\$0.139	\$278,000
11December 2012	Consultants to the Company	3,000,000	\$0.139	\$417,000
27 November 2013	Mr Rex Turkington	2,000,000	\$0.04	\$80,000
27 November 2013	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.04	\$80,000

Issue Date	Name	Number of Shares received	Price for each Share	Amount of Loan
27 November 2013	Eligible Employees	750,000	\$0.04	\$30,000
27 November 2014	Mr Rex Turkington	2,000,000	\$0.089	\$178,000
27 November 2014	Mr Geoffrey (Stuart) Crow	2,000,000	\$0.089	\$178,000
27 November 2014	Consultant to the Company	2,000,000	\$0.089	\$178,000
20 December 2014	Consultants to the Company	1,000,000	\$0.079	\$79,000

### **Resolutions 4 to 7 – Approval of extensions to 2012 Loan Funded Share Plan Loan Repayment Dates and financial assistance thereunder**

Resolutions 4 to 7 seek Shareholder approval under certain sections of the Corporations Act for a one year extension to the Loan Repayment Dates specified in the Loans granted by the Company in 2012 (“**2012 Loans**”) under the terms of the Loan Funded Share Plans (“**Loan Repayment Date Extensions**”).

The Board considers that the existing Loan Repayment Dates for the 2012 Loans did not, in hindsight, provide Loan Recipients with the intended incentive effects of the issue of the Plan Shares. This is largely, in the Board’s opinion, as a result of the widespread downturn in the mining industry, which has meant that the development of the Company’s Mount Peake project has taken longer than anticipated.

Notwithstanding this, the Board recognises that the Loan Recipients have made and continue to make significant contributions to the growth and continued success of the Company. Accordingly, the Board has decided to put Resolutions 4 to 7 to the Shareholders as a way of recognising these contributions by allowing the Loan Recipients additional time to repay the 2012 Loans.

The Board also recognises that, if the Loan Repayment Dates are not extended, holders of Plan Shares will likely need to dispose of some or all of their Plan Shares in order to repay the 2012 Loans. This would result in a significant number of Shares being sold on market over a short period of time, which could put downward pressure on the Company’s Share price. An additional one year period in which to repay the 2012 Loans may ultimately mean that fewer Shares have to be sold on market in order to repay the relevant outstanding 2012 Loans (if the Company’s Share price increases during that one year period.)

### **Financial assistance – Part 2J.3 of the Corporations Act**

Section 260A of the Corporations Act states that a company may financially assist a person to acquire shares in a company only if:

- (i) giving the financial assistance does not materially prejudice the interests of the company or its shareholders or the company’s ability to pay its creditors;
- (ii) the assistance is approved by shareholders under section 260B; or
- (iii) the assistance is exempt under section 260C.

Section 260C(4) provides that financial assistance is exempt from section 260A if it is given under an ‘employee share scheme’ that has been approved by a resolution passed at a general meeting of the company. The Company obtained Shareholder approval of the TNG Employee Share Plan under section 260C(4) as an exemption from section 260A of the Corporations Act on 21 November 2012.

As the TNG NED Share Plan provides for the offer of Shares to consultants, contractors and Non-Executive Directors of the Company it does not fall within the definition of an ‘employee share scheme’ for the purposes of the Corporations Act and the exemption in section 260C(4) of the Corporations Act does not apply. Accordingly, the Company sought and obtained Shareholder approval under section 260B(1) of the

Corporations Act on 21 November 2012 in order to provide Loans (as a form of financial assistance) to Eligible Entities to acquire Shares under the terms of the TNG NED Share Plan.

As approvals have already been obtained for the TNG Employee Share Plan and the TNG NED Share Plan, no further approvals are required in order for the Company to give financial assistance in connection with provision of Loans under those plans. However, the grant of the Loan Repayment Date Extensions for the 2012 Loans by the Company may arguably constitute further 'financial assistance' in connection with the acquisition of shares for the purposes of Part 2J.3 of the Corporations Act.

Given that granting the Loan Repayment Date Extensions does not fall within an exception under section 260C, the Board is seeking Shareholder approval in Resolutions 4 to 7 for the purposes of section 260B(1) of the Corporations Act out of an abundance of caution and as a matter of good corporate governance.

All of the information that is material to the decision on how to vote on Resolutions 4 to 7 for the purposes of section 260B of the Corporations Act is set out below and elsewhere in this Explanatory Memorandum or has previously been disclosed to Shareholders (by way of ASX announcements).

Subject to Resolution 4 being passed, the amount of the financial assistance that may be provided to Mr Burton (in aggregate) is a total of approximately \$13,213, being an estimate of the amount of interest that would be paid by him on his 2012 Loan (had it not been interest free) during the one year extension period, at an assumed interest rate of 2.6%.

Subject to Resolution 5 being passed, the amount of the financial assistance that may be provided to Mr Turkington (in aggregate) is a total of approximately \$7,228, being an estimate of the amount of interest that would be paid by him on his 2012 Loan (had it not been interest free) during the one year extension period, at an assumed interest rate of 2.6%.

Subject to Resolution 6 being passed, the amount of the financial assistance that may be provided to Mr Crow (in aggregate) is a total of approximately \$7,228, being an estimate of the amount of interest that would be paid by him on his 2012 Loan (had it not been interest free) during the one year extension period, at an assumed interest rate of 2.6%.

Subject to Resolution 7 being passed, the amount of the financial assistance that may be provided to the 2012 Loan Recipients (other than Mr Burton, Mr Turkington and Mr Crow) (in aggregate) is a total of approximately \$12,107, being an estimate of the amount of interest that would be paid by them on their respective 2012 Loans (had they not been interest free) during the one year extension period, at an assumed interest rate of 2.6%.

### **Financial benefit – Part 2E.1 of the Corporations Act**

The grant of the Loan Repayment Date Extensions by the Company to each of the Loan Recipients who are related parties of the Company (that is Mr Paul Burton, Mr Rex Turkington and Mr Geoffrey (Stuart) Crow) will constitute the giving of a financial benefit to a related party 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 (a) obtain the approval of the public company's shareholders; and (b) 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.

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

- (i) Subject to Resolutions 4, 5 and 6 being passed, the financial benefits would be given to Mr Burton, the Managing Director of the Company, Mr Rex Turkington, Non-Executive Director of the Company and Mr Geoffrey (Stuart) Crow, Non-Executive Director of the Company.
- (ii) The nature of the financial benefit to be provided to:

- (a) Mr Burton is a one year extension to the Loan Repayment Date for the interest free Loan of \$508,200 provided to Mr Burton on 27 November 2012 to assist Mr Burton to acquire 6,000,000 Plan Shares issued under the TNG Employee Share Plan;
  - (b) Mr Turkington is a one year extension to the Loan Repayment Date for the interest free Loan of \$278,000 provided to Mr Turkington on 11 December 2012 to assist Mr Turkington to acquire 2,000,000 Plan Shares issued under the TNG NED Share Plan;
  - (c) Mr Crow is a one year extension to the Loan Repayment Date for the interest free Loan of \$278,000 provided to Mr Crow on 11 December 2012 to assist Mr Crow to acquire 2,000,000 Plan Shares issued under the TNG NED Share Plan;
- (iii) The value of the financial benefits being provided is:
- (a) the value of the Loan to the recipient of the Loan, which can be estimated by determining the amount of interest that would be paid by that recipient on the Loan (had it not been interest free) during the one year extension period, at an assumed interest rate of 2.6%, being the term deposit rate for a term deposit of \$500,000 for a one year term provided by the Company's bankers, National Australia Bank on 2 October 2017; and
  - (b) the lost opportunity cost to the Company of providing the one year extension to the Loan Repayment Date on an interest free basis. The value of the lost opportunity cost to the Company would be the value that the Company would earn from holding the value of the Loan in a term deposit bank account for the term of the one year Loan extension. On this basis, the value of the lost opportunity cost has been estimated as the value of the 2012 Loans multiplied by an interest rate of 2.6% (being the term deposit rate for a term deposit of \$500,000 for a one year term provided by the Company's bankers, National Australia Bank on 2 October 2017) multiplied by the one year term of the proposed Loan extension.

This can be summarised as follows:

Recipient	Value of Loan to recipient	Value of opportunity cost to Company
Mr Paul Burton	$\$508,200 \times 2.6\% \times 1 = \$13,213$	$\$508,200 \times 2.6\% \times 1 = \$13,213$
Mr Rex Turkington	$\$278,000 \times 2.6\% \times 1 = \$7,228$	$\$278,000 \times 2.6\% \times 1 = \$7,228$
Mr Geoffrey (Stuart) Crow	$\$278,000 \times 2.6\% \times 1 = \$7,228$	$\$278,000 \times 2.6\% \times 1 = \$7,228$

- (iv) Mr Burton has a material personal interest in the outcome of Resolution 4. In accordance with the voting exclusion statement set out in the Notice with respect to Resolution 4, Mr Burton and each of his associates will be excluded from voting on Resolution 4 at the Meeting.
- Mr Turkington has a material personal interest in the outcome of Resolution 5. In accordance with the voting exclusion statement set out in the Notice with respect to Resolution 5, Mr Turkington and each of his respective associates will be excluded from voting on Resolution 5 at the Meeting.
- Mr Crow has a material personal interest in the outcome of Resolution 6. In accordance with the voting exclusion statement set out in the Notice with respect to Resolution 6, Mr Crow and each of his associates will be excluded from voting on this Resolution 6 at the Meeting.
- (v) The Directors have decided not to make any recommendations to Shareholders in respect of Resolutions 4, 5 or 6 since these Resolutions concern financial benefits to Directors. The Board unanimously recommends that Shareholders vote in favour of Resolution 7.
  - (vi) Further details of the total remuneration package for each of Mr Burton, Mr Turkington and Mr Crow are set out below:

Consolidated	Directors		Short Term		Post Employment	Long Term		Total	Proportion of remuneration performance based
			Salary & Fees <sup>1</sup>	Bonus	Super-annuation	Share-based Payment – Shares/Option	Other <sup>2</sup>		
			\$	\$	\$	\$	\$	\$	%
	Paul Burton	2017	506,371	-	35,000	264,000	110,284	915,656	29%
		2016	467,501	200,000	44,413	64,493	41,197	817,604	32%
	Rex Turkington	2017	103,400	-	-	66,000	-	147,736	45%
		2016	127,400	-	-	49,600	-	177,000	28%
	Geoffrey (Stuart) Crow	2017	81,736	-	-	66,000	-	147,736	45%
		2016	71,000	-	-	49,600	-	120,600	41%

<sup>1</sup> Includes consulting fees

<sup>2</sup> Includes accrued annual leave not taken over and above base salary detailed within the service contracts section above

- (vii) The Board and the Company are not aware of any other information (other than the information set out or referred to in the Explanatory Memorandum) that would be reasonably required by Shareholders to allow them to make a decision as to whether it is in the interests of the Company to pass Resolutions 4 to 7.

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## Part D – 10% Placement Facility

### Resolution 8 – 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 previous 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 previous 12 months;
  - (iii) plus the number of fully paid ordinary securities issued in the previous 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 previous 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 804,514,214 Shares and has capacity to issue:

- (i) 93,806,695 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 8 at the Meeting, 80,451,421 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 8 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).

The table also shows:

- (iii) 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
- (iv) 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 being the closing price of Shares as at 2 October 2017).



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 804,514,215	Number of Shares that could be issued under 10% Placement Facility	80,451,421 Shares	80,451,421 Shares	80,451,421 Shares
	Funds that could be raised	\$5,631,600	\$11,263,199	\$16,894,798
50% increase in current Variable A 1,206,771,322	Number of Shares that could be issued under 10% Placement Facility	120,677,132 Shares	120,677,132 Shares	120,677,132 Shares
	Funds that could be raised	\$8,447,399	\$16,894,799	\$25,342,198
100% increase in current Variable A 1,609,028,430	Number of Shares that could be issued under 10% Placement Facility	160,902,843 Shares	160,902,843 Shares	160,902,843 Shares
	Funds that could be raised	\$11,263,199	\$22,526,398	\$33,789,597

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 on issue as at the date of this Notice, existing Shareholders would have 804,514,214 votes out of a total post-issue number of 884,965,636 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 (although TNG also has listed options on issue as 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 2 October 2017.
  - (vii) The issue price is assumed to be the current Share price as at 2 October 2017 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 8 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 (as at 2 October 2017) is 90,111,938 representing 11.88% 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 as at 2 October 2017:

Date of issue:	30 December 2016
Number issued and type of security issued	a) 51,741,501 Shares b) 25,870,437 listed Options
Summary of terms:	a) Fully paid ordinary Shares b) Listed Options exercisable at \$0.20 on or before 15 June 2018

Names of persons who received securities or basis on which those persons was determined:	<ul style="list-style-type: none"> <li>a) 51,741,501 Shares issued to eligible Shareholders pursuant to the Company's Share Purchase Plan</li> <li>b) 25,870,437 free attaching Options issued to eligible Shareholders pursuant to the Company's Share Purchase Plan</li> </ul>
Price:	\$0.135 per Share
Discount to market price (if any):	The price of \$0.135 being a discount of 3.57% to the closing Share price of the trading day prior to issue, which was \$0.14.
Total cash consideration received:	\$6,985,102
Amount of cash consideration spent	\$2,116,076
Use of Cash Consideration	Ongoing development activities at the Company's Mount Peake Vanadium-Titanium-Iron Project and to provide general working capital.
Intended use for remaining amount of cash (if any):	Ongoing development activities at the Company's Mount Peake Vanadium-Titanium-Iron Project and to provide general working capital.

Date of issue:	<ul style="list-style-type: none"> <li>a) 30 December 2016</li> <li>b) 13 December 2016</li> <li>c) 6 February 2017</li> </ul>
Number issued and type of security issued	<ul style="list-style-type: none"> <li>a) 4,500,000 unlisted Options</li> <li>b) 6,000,000 unlisted Options</li> <li>c) 1,000,000 unlisted Options</li> </ul>
Summary of terms:	<ul style="list-style-type: none"> <li>a) Unlisted Options exercisable at \$0.27 on or before 13 December 2019 issued pursuant to the TNG Employee Option Plan and the TNG NED Option Plan</li> <li>b) Unlisted Options exercisable at \$0.27 on or before 13 December 2019 issued pursuant to the TNG Employee Option Plan and the TNG NED Option Plan</li> <li>c) Unlisted options exercisable at \$0.27 on or before 13 December 2019 issued pursuant to the TNG NED Option Plan</li> </ul>
Names of persons who received securities or basis on which those persons was determined:	<ul style="list-style-type: none"> <li>a) 4,500,000 unlisted Options issued to employees and consultants pursuant to the TNG Employee Option Plan and the TNG NED Option Plan</li> <li>b) 6,000,000 unlisted Options issued to Directors pursuant to the TNG Employee Option Plan and the TNG NED Option Plan</li> <li>c) 1,000,000 unlisted Options issued to a Non-Executive Director pursuant to the TNG NED Option Plan</li> </ul>
Price:	Unlisted Options issued for nil consideration in accordance with the TNG Employee Option Plan and the TNG NED Option Plan.

	<p>Value at time of issue (using the Black Scholes pricing model)</p> <p>a) 4,500,000 unlisted Options – \$0.053 per option</p> <p>b) 6,000,000 unlisted Options – \$0.066 per option</p> <p>c) 1,000,000 unlisted Options – \$0.071 per option</p> <p>Value at date of notice (using the Black Scholes pricing model with input assumptions as at date of issue other than underlying share price and time to expiry)</p> <p>a) 4,500,000 unlisted Options – \$0.043 per option</p> <p>b) 6,000,000 unlisted Options – \$0.043 per option</p> <p>c) 1,000,000 unlisted Options – \$0.043 per option</p>
Discount to market price (if any):	N/A
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of Cash Consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A

Date of issue:	14 March 2017
Number issued and type of security issued	1,000,000 Shares
Summary of terms:	Fully paid ordinary Shares
Names of persons who received securities or basis on which those persons was determined:	Existing shareholders exercising Options
Price:	\$0.15 per Share
Discount to market price (if any):	The price of \$0.15 being a discount of 16.67% to the closing Share price of the trading day prior to issue, which was \$0.18.
Total cash consideration received:	\$150,000
Amount of cash consideration spent:	\$0.00
Use of Cash Consideration:	N/A
Intended use for remaining amount of cash (if any):	General Working Capital expenses including corporate and administrative costs.

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

**Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

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## 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 4 to 7 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 4 to 7 (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 4 to 7, 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.

**Annual General Meeting** means an annual general meeting of the Company.

**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 2017

**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 2017.

**Directors' Report** means the directors' report included in the annual report for the year ended 30 June 2017.

**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.

**Listing Rules** means the Listing Rules of ASX.

**Loan** means loans granted by the Company in 2012 to:

- (a) Eligible Employees under the TNG Employee Share Plan; or
- (b) Eligible Entities under the TNG NED Share Plan,

for the purpose of purchasing Plan Shares.

**Loan Funded Share Plans** means the TNG Employee Share Plan and the TNG NED Share Plan.

**Loan Recipients** means those Eligible Entities and Eligible Employees who were granted Loans by the Company in accordance with the terms of the Loan Funded Share Plans, details of whom are set out in the table set out in the section of the Explanatory Memorandum relating to Resolutions 4 to 7.

**Loan Repayment Date** means the date that Loans are repayable in full as specified in each Loan Funded Share Plan offer letter, being five years from the date of issue of the relevant Plan Shares.

**Loan Repayment Date Extensions** means the proposed grant by the Company of a one year extension to the Loan Repayment Dates specified in the Loans granted by the Company to the Loan Recipients.

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

**Non-Executive Director** means a non-executive director of the Company.

**Notice** means this notice of meeting.

**Option** means an option to acquire a Share.

**Plan Shares** means Shares issued pursuant to the TNG Employee Share Plan or the TNG NED Share Plan.

**Proxy Form** means the proxy form attached to this Notice.

**Remuneration Report** means the remuneration report included in the annual report for the year ended 30 June 2017.

**Resolution** means a resolution contained in this Notice.

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

**Share Purchase Plan** means the Company's share purchase plan the terms of which were announced to ASX on 1 December 2016.

**Shareholder** means a shareholder of the Company.

**Subsidiary** has the meaning given in the Corporations Act.

**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 of the explanatory memorandum which was annexed to the Company's 2016 Notice of Annual General Meeting.


**TNG Employee Share Plan** means the Employee Share Plan under which Eligible Employees may be issued Shares at the determination of the Board on the terms set out in Schedule 2 of the explanatory memorandum which was annexed to the Company's 2015 Notice of Annual General Meeting.

**TNG NED 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 of the explanatory memorandum which was annexed to the Company's 2016 Notice of Annual General Meeting.

**TNG NED Share Plan** means the Non-Executive Director and Consultant Share Plan under which Eligible Entities may be issued Shares at the determination of the Board on the terms set out in Schedule 3 of the explanatory memorandum which was annexed to the Company's 2016 Notice of Annual General Meeting.

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

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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 11:00am (WST) Sunday, 26 November 2017**

### 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](http://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

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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, 28 November 2017 at 11:00am (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 4 - 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 - 7 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 4 - 7 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
Resolution 1	Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Geoffrey (Stuart) Crow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr John Davidson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Paul Burton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Rex Turkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of extension to Loan Funded Share Plan Loan Repayment Date for Mr Geoffrey (Stuart) Crow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of extensions to other Loan Funded Share Plan Loan Repayment Dates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Facility under Listing Rule 7.1A	<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

999999A

Computershare +