

28 October 2020

Dear Shareholder

Re: Notice of Annual General Meeting

I would like to inform you that the Annual General Meeting of TNG Limited (ASX:TNG) (“**TNG**” or the “**Company**”) will be held virtually on an online platform at www.lumiagm.com with meeting ID 350-082-230 on Monday, 30 November 2020 at 10.00am (AWST) (“**AGM**” or the “**Meeting**”).

Due to the global COVID-19 pandemic, the Company has decided not to hold a physical meeting this year and has taken steps to ensure all Shareholders can participate in the Meeting virtually online while maintaining their health and safety, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. This will also allow a greater number of Shareholders to participate.

In accordance with the temporary modifications to the Corporations Act under a determination made by the Federal Treasurer this year in response to the COVID-19 pandemic, the Company will not be dispatching physical copies of the Notice of Meeting. Instead the Notice of Meeting and accompanying explanatory statement (“**Meeting Materials**”) are being made available to Shareholders electronically. Shareholders will be able to access the Meeting Materials via:

- The Company’s website, on the General Meetings page, www.tngltd.com.au/investors/general-meetings;
- The Company’s ASX Market announcements page at www.asx.com.au under the Company’s ASX code “TNG”; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.

Your participation in the Meeting is important to us and the Directors encourage all Shareholders to participate via the online platform. As Shareholders will not be able to attend the Meeting in person, the Company strongly encourages all Shareholders who wish to vote to do so by:

- (1) participating in the virtual Meeting and casting a vote online; or
- (2) appointing the Chairperson as their proxy (and, where desired, directing the Chairperson how to vote on a Resolution) by completing and returning the Proxy Form that is attached to this letter.

Shareholders should consider lodging their Proxy Form electronically on the website of TNG’s share registry at www.investorvote.com.au. In order to be valid, all proxy appointments must be received by 10:00am (AWST) on Saturday, 28 November 2020.

Shareholders attending the Meeting virtually will be able to ask questions in writing and vote during the Meeting via the Lumi platform.

All Resolutions will be conducted by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the virtual meeting guide, which is attached to the Notice of Meeting at Schedule 9.

If you are unable to access the Meeting Materials online please contact our share registry, Computershare, on www.computershare.com/au or by phone on 1300 850 505 (within Australia) between 8.30am and 5.00pm Monday to Friday (AEST), to obtain an electronic copy.

The Company thanks its Shareholders for their understanding and cooperation in these challenging times.

Yours sincerely



John Elkington
Chairman



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST) on Saturday, 28 November 2020.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184511

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairperson of the Meeting OR **PLEASE NOTE:** Leave this box blank if you have selected the Chairperson 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 Chairperson 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 as a virtual meeting on Monday, 30 November 2020 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

Chairperson authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolutions 1 and 4 - 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 - 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

Important Note: If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolutions 1 and 4 - 8 by marking the appropriate box in step 2.

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
1	Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Greg Durack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Simon Morten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Grant of Performance Rights to Mr Paul Burton under the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Grant of NED Rights to Mr John Elkington under the NED Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Grant of NED Rights to Mr Greg Durack under the NED Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Grant of NED Rights to Mr Simon Morten under the NED Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval of Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

