

# 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  
10.00am (AWST) on Tuesday, 30 November 2021  
at Vibe Hotel Subiaco  
9 Alvan Street, Subiaco WA 6008**

**Shareholders who wish to vote (but who are not attending the Annual General Meeting) are encouraged to vote by appointing the Chairperson as their proxy (and where desired, direct the Chairperson how to vote)**

*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 on Tuesday 30 November 2021, at 10:00am (AWST) (the "**Meeting**") at Vibe Hotel Subiaco, 9 Alvan Street, Subiaco WA 6008.

Shareholders who are not attending the Meeting physically will be able to listen to a live webcast of the Meeting which will be made available to access via the following link: <https://bit.ly/3b1uDac>.

Please note that the webcast is provided for convenience only. The Meeting is not intended to be, and will not be, held using virtual technology. As such, while the webcast will allow you to listen to the Meeting in real time, it does not facilitate participation in, or voting at, the Meeting.

Accordingly, the Company strongly encourages all Shareholders who wish to vote (but who are not attending the Meeting physically) to do so by 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.

For Shareholders attending the Meeting, please note that the Company will have appropriate social distancing measures in place to comply with any applicable restrictions for physical gatherings. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

If the Meeting cannot be held in person for any reason, the Company will seek to make alternative arrangements as required and these will be announced via the ASX.

The Explanatory Memorandum to this Notice provides additional information on the Resolutions 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 Sunday 28 November 2021 at 4.00pm (AWST).

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

### **Shareholders' Questions**

Shareholders are encouraged to submit their questions to the Board in advance of the Meeting. These questions will be responded to by the Board during the Meeting if appropriate. Questions should be submitted to [corporate@tngltd.com.au](mailto:corporate@tngltd.com.au) by 4.00pm (AWST) on Friday, 26 November 2021, and include their shareholding name, address and HIN/SRN. It may not be possible to respond to all questions asked at the Meeting or submitted in advance of the Meeting, but the Company will do its best to address Shareholders' queries.

### **Proxies**

If you wish to appoint a person as your proxy, please complete and return the Proxy Form in accordance with the instructions on the Proxy Form.

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

Completed Proxy Forms should be sent to the Company's share registry, Computershare Investor Services:

**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

**Online:**

At [www.investorvote.com.au](http://www.investorvote.com.au) using your secure  
access information or use your mobile device to  
scan the personalised QR code as set out in  
your Proxy Form.

For Intermediary Online subscribers  
(custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Meeting. The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

# AGENDA

---

## Financial statements and reports

To receive and consider the financial report for the year ended 30 June 2021 and the related Directors' Report, Directors' Declaration and Auditor's 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 2021 be adopted.”*

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

### **Voting exclusion statement**

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 the way the proxy is to vote on Resolution 1; or
- (b) the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairperson to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.

---

## Resolution 2 – Re-election of Mr John Elkington

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

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

---

## Resolution 3 – Refresh approval of Performance Rights 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 13 and for all other purposes, approval is given for future issues of securities under the Performance Rights Plan within the next three years, as described in the Explanatory Memorandum.”*

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the Performance Rights Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

---

## **Resolution 4 – Approval of 10% Placement Facility**

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 statement***

As set out in Listing Rule 7.3.A.7, a voting exclusion in respect of an approval under Listing Rule 7.1A is only required if, at the time of dispatching the Notice, the entity is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. As the Company is not proposing to make an issue of Equity Securities under that Listing Rule as at the time of dispatching the Notice, no voting exclusion statement is required for this Resolution.

---

## **OTHER BUSINESS**

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

### **BY ORDER OF THE BOARD**



**Paula Raffo**  
Company Secretary

Dated: 26 October 2021

## **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 10.00am (AWST) on 30 November 2021 at Vibe Hotel Subiaco, 9 Alvan Street, Subiaco WA 6008.

Shareholders who are not attending the Meeting physically will be able to listen to a live webcast of the Meeting on an online platform at <https://bit.ly/3b1uDAc>. Shareholders using this method will not be able to vote or ask questions in real time during the Meeting.

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 the Resolutions contained in the Notice.

### **Voting prohibition by proxy holders**

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, if the person is either a member of the 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 the Resolution. However, the proxy may vote if the proxy is the Chairperson and the appointment expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolutions 1 or 3 by signing and returning the Proxy Form (including via an online voting facility), you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of key management personnel.

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 their voting intention on any Resolution, in which case an ASX announcement will be made.

---

## 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 (a copy of which is available at <https://www.tngltd.com.au/investors/financial-reports/>).

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 2021 Annual General Meeting and then again at the 2022 Annual General Meeting, the Company will be required to put to Shareholders a resolution at the 2022 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 2022 Annual General Meeting. All of the Directors who were in office when the 2022 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.

---

## Resolution 2 – Re-election of Mr John Elkington

Resolution 2 seeks the re-election of Mr John Elkington as a Non-Executive Director. Mr Elkington retires by rotation in accordance with Article 6.3(c) of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Elkington was first appointed as a Non-Executive Director by the Directors on 1 February 2019. Mr Elkington is a highly experienced Australian mining executive and company director. His other roles include operating as an independent mining consultant providing company management, strategic cash-flow modelling and financial analysis, as well as project and risk management advice for consulting, mining and development companies in the mining industry.

Mr Elkington holds a Master of Science degree (Mineral Economics) from the Western Australian School of Mines, Curtin University. He is a Fellow of the Australian Institute of Company Directors (**FAICD**) and a Fellow of the Australasian Institute of Mining and Metallurgy (**FAusIMM**).

Mr Elkington has been a non-executive director and chair of Koonenberry Gold Limited since 30 June 2021.

As at the date of this Notice, Mr Elkington has been a Director of the Company for approximately two years and eight months.

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Elkington) consider that Mr Elkington's distinct set of skills and experience is of obvious and ongoing benefit to the Board. The Board also considered that Mr Elkington's independence has not been impaired during his tenure and that he is therefore considered to be an independent Director.

### Directors' recommendation

The Board (excluding Mr Elkington) recommends that Shareholders vote in favour of this Resolution.

---

## **Resolution 3 – Refresh approval of Performance Rights Plan**

### **General**

Resolution 3 seeks to refresh Shareholder approval for the issue of securities under the terms of the Performance Rights Plan for the next three years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that the 15% limit is not reduced by issues of Performance Rights under the Performance Rights Plan.

The issue of securities under the Company's Performance Rights Plan was last approved by Shareholders at the Company's annual general meeting on 29 November 2018. Resolution 3 seeks to refresh Shareholder approval for the issue of securities under the Performance Rights Plan for the purposes of the Listing Rules. The Performance Rights Plan contemplates the issue to Eligible Executives of Performance Rights which carry the entitlement to be issued Shares on satisfaction of performance conditions determined by the Board. The definition of Eligible Executive under the plan includes actual and prospective full-time, part-time and certain casual employees, executive Directors (excluding Non-Executive Directors) and certain consultants.

The Board believes that having the Performance Rights Plan in place and the ability to issue Performance Rights to employees (including executive Directors) and consultants pursuant to the Performance Rights Plan provides a powerful tool to achieve the following key objectives:

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

### **Purpose of approval sought**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 13 of Listing Rule 7.2 excludes securities (including rights) issued under an employee incentive scheme from counting towards the 15% placement capacity under Listing Rule 7.1 where shareholders have approved the issue of the securities under the scheme. Since any shareholder approval obtained for this purpose is valid for three years, the Listing Rule approval obtained at the 2018 annual general meeting will expire in November this year.

As noted above, Resolution 3 seeks to refresh Shareholder approval for the issue of securities under the terms of the Performance Rights Plan for the next three years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that the 15% limit is not reduced by issues of Performance Rights under the Performance Rights Plan. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

If Shareholder approval for the issue of securities under the terms of the Performance Rights Plan is not obtained, any issue of securities under the Performance Rights Plan would reduce the Company's 15% placement capacity under Listing Rule 7.1.

It is important to note that Resolution 3 does not of itself authorise the issue of Performance Rights to Directors. Any such issues need to be specifically approved under Listing Rule 10.14.

If approval is obtained under Resolution 3, that approval will cease to be available if there is a material change to the terms of the Performance Rights Plan from those set out in this Notice.

## Information required by Listing Rule 7.2, Exception 13(b)

The following information is provided in accordance with Listing Rule 7.2, Exception 13(b) which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 7.2:

- (a) A summary of the material terms of the Performance Rights Plan is set out in Schedule 2.
- (b) Since the Performance Rights Plan was approved by Shareholders at the annual general meeting held on 29 November 2018, a total of 32,700,000 Performance Rights have been issued under the Performance Rights Plan since the plan was approved in 2018, including 200,000 Rights that have since lapsed in accordance with the Performance Rights Plan.
- (c) As at the date of this Notice, the Company is not currently proposing to issue any Performance Rights under the Performance Rights Plan. However the Listing Rules require the Company to set out the maximum number of securities that may be issued under the Performance Rights Plan within the next three years. Accordingly, as required by the Listing Rules, the maximum number of securities estimated proposed to be issued within the next three years under the Performance Rights Plan is 45 million Performance Rights, representing 3.6% of the undiluted Shares in the Company as at 22 October 2021.

The maximum number stated above is not intended to be a prediction of the actual number of securities that may be issued under the Performance Rights Plan – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). The total number of Performance Rights ultimately issued under the Performance Rights Plan within the next three years may be less than the maximum number stated above or may be more than the maximum number stated above (in which case the excess will count towards the Company's 15% placement capacity under Listing Rule 7.1).

The actual number of Performance Rights that will be issued will be determined by the Board on the basis of (among other things) the number of persons entitled to Performance Rights and the work plans of the Company. Any issues of Performance Rights will be in accordance with the terms of the Performance Rights Plan and the Listing Rules.

- (d) A voting exclusion statement in respect of Resolution 3 is set out in the Notice.

### Directors' recommendation

In order to take advantage of the exemption from Listing Rule 7.1 in relation to issues under the Performance Rights Plan within the next three years, and to allow the Company greater flexibility to issue securities, the Board unanimously recommends that Shareholders vote in favour of Resolution 3.

---

## Resolution 4 – Approval of 10% Placement Facility

### Purpose of approval sought

Please refer to the Explanatory Memorandum for Resolution 3 for information about Listing Rule 7.1.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10%, to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Facility**).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## 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) Shareholder approval of the 10% Placement Facility will be valid from the date of the Meeting to the first to occur of the following:
  - (i) the date that is 12 months after the date of the Meeting;
  - (ii) the time and date of the Company's next annual general meeting; and
  - (iii) the time and date of the approval by Shareholders of 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).
- (b) The Equity Securities will be issued for a cash consideration per security of not less than 75% of the volume weighted average market price (**VWAMP**) 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 by the Company and the recipient of the Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.
- (c) The Company may seek to issue Equity Securities under the 10% Placement Facility to raise funds for the further advancement of evaluation and pre-planning activities for development of the Mount Peake Project, financing and development of the Mount Peake Project, acquisition of new resources or assets or investments, exploration expenditure on the Company's assets and general working capital.
- (d) If this Resolution 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% if all of the Listing Rule 7.1A capacity is used. 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 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 Share price and the number of Shares on issue as at 22 October 2021 for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 22 October 2021.

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 \$0.105 being the closing price of the Shares on ASX as at 22 October 2021).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		Assuming 50% decrease in issue price \$0.053	Issue price \$0.105	Assuming 50% increase in issue price \$0.158
Current Variable A 1,249,497,040	Number of Shares that could be issued under 10% Placement Facility	124,949,704 Shares	124,949,704 Shares	124,949,704 Shares
	Funds that could be raised	\$6,559,859	\$13,119,719	\$19,679,578
50% increase in current Variable A 1,874,245,560	Number of Shares that could be issued under 10% Placement Facility	187,424,556 Shares	187,424,556 Shares	187,424,556 Shares
	Funds that could be raised	\$9,839,789	\$19,679,578	\$29,519,368
100% increase in current Variable A 2,498,994,080	Number of Shares that could be issued under 10% Placement Facility	249,899,408 Shares	249,899,408 Shares	249,899,408 Shares
	Funds that could be raised	\$13,119,719	\$26,239,438	\$39,359,157

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 22 October 2021, existing Shareholders would have 1,249,497,040 votes out of a total post-issue number of 1,374,446,744 Shares, representing 90.91% of the post-issue total number of shares (or a dilution of 9.09%) if all Resolutions are passed and all issued Shares are included in the calculation of Variable A.
  - (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 the Company also has convertible securities on issue as at the date of this Notice).
  - (vi) The base issue price is assumed to be \$0.105 being the closing price of the Shares on ASX on 22 October 2021 (rather than being based on the 15-trading day VWAMP).
  - (vii) No convertible securities are exercised before the issue of 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).

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 (as defined in the Listing Rules) of a related party of the Company.

- (f) The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Meeting.
- (g) A voting exclusion statement is not required for the reasons set out in the Notice.

**Directors' recommendation**

The Board believes that the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months without seeking additional approvals. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 4.

---

## Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

**10% Placement Facility** has the meaning given in the Explanatory Memorandum for Resolution 4.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or, where the context permits, the market operated by it.

**ASX Listing Rules** or **Listing Rules** means the Official Listing Rules of ASX as amended from time to time.

**Auditor's Report** means the auditor's report included in the annual report of the Company for the year ended 30 June 2021.

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

**Board** means the board of Directors.

**Casual Employee** means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with a member of the Group.

**Chairperson** means the chairperson of the Meeting.

**Company** means TNG Limited ABN 12 000 817 023.

**Constitution** means the constitution of the Company.

**Contractor** means:

- (a) an individual with whom a member of the Group has entered into a contract for the provision of services under which the individual performs work for that member of the Group; or
- (b) a company with whom a member of the Group has entered into a contract for the provision of services under which an individual, who is a Director of the company or their spouse, performs work for that member of the Group,

where the person who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro rata equivalent of 40% or more of a comparable full-time position with the member of the Group.

**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 of the Company for the year ended 30 June 2021.

**Directors' Report** means the directors' report included in the annual report of the Company for the year ended 30 June 2021.

**Eligible Executive** means an Executive nominated by the Board and whom the Board determines in its absolute discretion is to participate in the Performance Rights Plan and who has not given or been given a notice of termination of employment.

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

**Executive** means a person who is at the time of an offer under the Performance Rights Plan:

- (a) a full-time or part-time employee (including an executive Director);

- (b) a Contractor;
- (c) a Casual Employee; or
- (d) a Prospective Participant,

of a member of the Group.

**Explanatory Memorandum** means the explanatory memorandum to the Notice.

**Group** means the Company or any of its subsidiaries.

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

**Notice** means this notice of meeting.

**Participant** means an Eligible Executive who is deemed to have accepted an offer under the Performance Rights Plan and to whom a Performance Right is (or is to be) issued under the plan, or its nominee (as the context requires).

**Performance Right** means a right granted under the Performance Rights Plan.

**Performance Rights Plan** means the TNG Limited Performance Rights Plan.

**Prospective Participant** means a person to whom an offer under the Performance Rights Plan is made but who can only accept that offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (c) of the definition of Executive.

**Remuneration Report** means the remuneration report included in the annual report of the Company for the year ended 30 June 2021.

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

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

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

---

## Schedule 2 – Summary of Performance Rights Plan

In this Schedule 2, references to “Plan” mean references to the Performance Rights Plan. The key terms of the Plan are as follows:

- (a) The Board may offer Performance Rights to Eligible Executives in the form of an “Offer Document”.
- (b) The Board may offer Performance Rights to Eligible Executives having regard to the seniority of the Eligible Executive and the position the Eligible Executive occupies in the Group, each Eligible Executive’s length of service with the Group, the record of employment of the Eligible Executive with the Group, the contribution the Eligible Executive has made to the Group, the potential contribution of the Eligible Executive to the Group and any other matters which the Board considers relevant.
- (c) No issue price is payable for the Performance Rights.
- (d) No payment is required for the grant of, or on vesting or exercise of a Performance Right.
- (e) The Offer Document will set out (among other things) the number of Performance Rights offered, the performance conditions that must be satisfied or circumstances which must exist before a Performance Right vests, the period for satisfaction of a performance condition and any other information required by law or the Listing Rules or considered by the Board to be relevant.
- (f) Upon receipt of an offer, an Eligible Executive may, by notice in writing to the Board, nominate a nominee in whose favour the Eligible Executive wishes to renounce the offer. The Board may, in its discretion, resolve not to allow a renunciation of an offer in favour of a nominee without giving any reason for that decision.
- (g) Each Performance Right which vests will entitle a Participant to be issued one Share.
- (h) Performance Rights may be exercised by a Participant at any time from the date the Performance Rights vest until the date the Performance Rights lapse.
- (i) The Board may in its absolute discretion:
  - (i) increase or decrease the level of vesting irrespective of performance in relation to a performance condition, if the Board forms the view in the light of the circumstance that prevailed during the measurement period that either nil vesting or a different level of vesting would be more reasonable in the circumstances; and/or
  - (ii) vest some or all of a grant of Performance Rights prior to the end of the measurement period, if in the circumstances it considers it appropriate to do so.
- (j) Performance Rights may not be transferred unless by force of law or upon death to the Participant’s legal personal representative or upon bankruptcy to the Participant’s trustee in bankruptcy.
- (k) Performance Rights will not be quoted on ASX.
- (l) Any Shares issued on exercise of Performance Rights will rank equally with all existing Shares on issue.
- (m) The Board may determine (at any time) that some or all Performance Rights will vest early or will become exercisable immediately if:
  - (i) a takeover bid (as defined in the Corporations Act) is made in respect of Shares and both the bidder obtains voting power in the Company of 50% or more and the takeover offers are made or declared 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); or
  - (ii) a transaction by way of compromise or arrangement under Part 5.1 of the Corporations Act is

approved by the requisite majorities of members of the Company at a meeting convened in accordance with the order of a court under section 411(1) of the Corporations Act; or

- (iii) an event or transaction by which an entity becomes or is to become the registered holder of more than 50% of the total issued Shares is approved or accepted by a majority of members of the Company.
- (n) A Performance Right not exercised will lapse on the first to occur of:
- (i) the expiry date of the Performance Right as set out in the Offer Document;
  - (ii) the expiry of 30 days, or any longer period which the Board determines, after the Participant ceases to be employed or engaged by any member of the Group for any reason, including death, total and permanent disablement or retirement;
  - (iii) a determination of the Board that the Participant has acted fraudulently, dishonestly or in breach of the Participant's obligations to the Company or any member of the Group and that the Performance Right is to be forfeited; and
  - (iv) a determination of the Board that there has been a failure to meet any performance condition applicable to the Performance Right within the required period.
- (o) The Board may, in its sole discretion, before a Performance Right expires, determine that a Performance Right will not lapse under the circumstances set out in paragraphs (n)(i) to (n)(iii) above if the Participant has ceased to be employed by any member of the Group as a result of:
- (i) total and permanent disablement, ill health, death, economic necessity or any other factor not attributable to the conduct or performance of that person; or
  - (ii) retirement under circumstances that are not related to the conduct or performance of that person,
- in which case the Performance Right will, subject to the Plan, remain exercisable by the Participant (or, where applicable, the Participant's executor, administrator or legal personal representative) until the date determined by the Board or until the Performance Right otherwise lapses in accordance with the Plan.
- (p) If, when making an offer of Performance Rights under the Plan, the Company does so in reliance on ASIC Class Order [CO 14/1000], it must, at the time of making the offer, have reasonable grounds to believe that the number of Shares that have been, or may be, issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of Shares:
- (i) Shares that may be issued under the offer or any other offer to be made under the Plan (to the extent offered in reliance on ASIC Class Order [CO 14/1000]);
  - (ii) Shares issued or that may be issued as a result of offers made at any time during the previous three-year period under:
    - a. the Plan or any other employee incentive scheme in reliance on ASIC Class Order [CO 14/1000] or its predecessors; or
    - b. an ASIC exempt arrangement of a similar kind to an employee incentive scheme.
- (q) Offers of Performance Rights made or Shares issued other than in reliance on ASIC Class Order [CO 14/1000] or its predecessors (such as offers received outside of Australia or under an exception in section 708 of the Corporations Act) will not be included in calculating the 5% limit.
- (r) Performance Rights carry no right to a dividend and no right to a vote.
- (s) A Participant may only participate in new issues of securities to shareholders if the Performance Right has vested and Shares have been registered in the name of the Participant before the record date for determining entitlements to the issue. If required by the Listing Rules, the Company must give

notice to Participants of any new issue before the record date for determining entitlements to the issue.

- (t) In the event of any reorganisation of the capital of the Company, the rights of a Performance Right holder will be changed to the extent necessary to comply with the Listing Rules applying to such reorganisation at the time of the reorganisation.
- (u) Subject to the Plan, the Listing Rules and all applicable laws, the Board may at any time by written instrument amend all or any of the rules of the Plan.

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 28 November 2021.**

# 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/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 186111**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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

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 Vibe Hotel Subiaco, 9 Alvan Street, Subiaco, WA 6008 on Tuesday, 30 November 2021 at 10:00am (AWST) 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 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 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 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
Resolution 1 Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr John Elkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Refresh Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% Placement Facility	<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.

## 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

