Notice of Annual General Meeting 2019

NORTHERN STAR RESOURCES LIMITED
ACN 092 832 892

The Annual General Meeting of Shareholders of Northern Star Resources Limited will be held at

10:00am AWST – registration from 9.30am AWST

on Thursday 14 November 2019

at QV1 Conference Centre (Function Room)
Level 2 QV1 Building
250 St Georges Terrace
Perth WA 6000
Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from professional advisers prior to voting.

14 October 2019

Dear Shareholder

It is my pleasure to invite you to the 2019 Annual General Meeting (**AGM**) of Northern Star Resources Limited.

The meeting provides an opportunity for Shareholders, proxy holders and corporate representatives to ask questions of and hear from the Board and Executive. The Chief Executive Officer, Stuart Tonkin, and I will address AGM attendees after the formal meeting to provide a summary of Northern Star's operations and performance during the financial year ended 30 June 2019. For further information, please refer to our 2019 Annual Report which is available on our website at https://www.nsrltd.com/investor-media/reports/annual-reports/.

The enclosed Notice of Meeting (**Notice**) describes the business that will be proposed at the AGM and sets out the procedures for your participation and voting. The business of the AGM affects your shareholding and your vote is important. We encourage you to participate by voting on the Resolutions.

Shareholders who are unable to attend and vote in person may appoint a proxy to do so on their behalf. If you would like to appoint a proxy, you should complete and return the Proxy Form enclosed with this Notice of Meeting so that it is received by our Share Registry, Link Market Services, by 10:00am AWST (1:00pm AEDT) on Tuesday 12 November 2019. Information on appointing a proxy appears on pages 6 and 8 of this Notice of Meeting. Details of how to submit a Proxy Form are included with the form.

A copy of the Chairman's AGM address and the Company's AGM presentation will be available online on our website following the AGM.

Shareholders who are entitled to vote at the AGM are invited to submit written questions relating to the Company, or Auditor's Report and the conduct of the audit of the Financial Report, ahead of the meeting online or by using the Shareholder Question Form included with this Notice of Meeting, by 10:00am AWST (1:00pm AEDT) on 6 November 2019.

Should you have any queries regarding this Notice of Meeting, please contact our General Counsel & Company Secretary, Hilary Macdonald on +61 8 6188 2100 or by email to compliance@nsrltd.com.

The Board of Directors and Executive team wishes to extend an invitation to Shareholders to join them for light refreshments from opening of registration prior to the AGM, and following the AGM.

I look forward to seeing you at Northern Star's 2019 Annual General Meeting.

Yours sincerely

Bill Beament

Bill Beament
Executive Chairman
Northern Star Resources Limited

Notice of Annual General Meeting 2019

NORTHERN STAR RESOURCES LIMITED ACN 092 832 892

Notice is given that the Annual General Meeting of Shareholders of Northern Star Resources Limited (the **Company** or **Northern Star**) will be held at 10:00am AWST on Thursday 14 November 2019 at QV1 Conference Centre (Function Room), Level 2 QV1 Building, 250 St Georges Terrace, Perth 6000 Western Australia.

BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

The reports referred to above are included in the 2019 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website: https://www.nsrltd.com/investor-media/reports/annual-reports/.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2019 be adopted.'

Note: The vote on this item is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Approval of FY20 Share Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That the Company's FY20 Share Plan, the terms of which are summarised in the Explanatory Statement accompanying this Notice of Annual General Meeting, and all issues of performance rights, share rights and other securities under that Plan, be approved for the purposes of ASX Listing Rule 7.2 (exception 9), section 260C(4) of the Corporations Act, and for all other purposes.'

4. Resolution 3 – Approval of issue of 535,622 Performance Rights to Bill Beament under FY20 Share Plan for FY20

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

'Subject to Resolution 2 being approved, that, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant to Bill Beament, Executive Chairman, 535,622 Performance Rights under the Company's FY20 Share Plan, for the financial year ending 30 June 2020, and the issue or transfer of Shares to or for the benefit of Bill Beament upon the vesting and exercise of those Performance Rights, as described in the Explanatory Statement accompanying this Notice of Annual General Meeting.'

5. Resolution 4 – Approval of Potential Termination Benefits

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That approval be given for all purposes, including Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19, for the giving of benefits described in the Explanatory Statement accompanying this Notice of Meeting, to any person who from time to time is or has been a member of the Key Management Personnel or holds or has held a managerial or executive office in the Company or a related body corporate (**relevant executives**), in connection with that person ceasing to hold that managerial or executive office. This approval applies for such benefits given in the period up to the conclusion of the third annual general meeting of the Company after the date on which this Resolution 4 is passed.'

6. Resolution 5 – Approval of FY20 NED Share Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That the Company's FY20 NED Share Plan, the terms of which are summarised in the Explanatory Statement accompanying this Notice of Annual General Meeting, and all issues of Share Rights and other securities under that Plan, be approved for the purposes of ASX Listing Rule 7.2 (exception 9), section 260C(4) of the Corporations Act, and for all other purposes.'

7. Resolution 6 – Approval of issue of $50,000 Share Rights to each of the Non-Executive Directors in each of FY20-FY23 (inclusive) under the FY20 NED Share Plan

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

'Subject to Resolution 5 being approved, that, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue to each Non-Executive Director of the Company, Share Rights equal in value to $50,000, in each of FY20, FY21, FY22 and FY23 under the Company's FY20 NED Share Plan, and the issue or transfer of Shares to or for the benefit of each of the Non-Executive Directors upon the vesting and exercise of those Share Rights, as described in the Explanatory Statement accompanying this Notice of Annual General Meeting.'

8. Resolution 7 – Re-election of Director – Mary Hackett

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purpose of clause 8.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mary Hackett, a Director who was appointed by the Board on 1 July 2019, retires, and being eligible, is elected as a Director.'

9. Resolution 8 – Re-election of Director – Nick Cernotta

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purpose of clause 8.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Nick Cernotta, a Director who was appointed by the Board on 1 July 2019, retires, and being eligible, is elected as a Director.'

10. Resolution 9 – Re-election of Director – Bill Beament

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purpose of clause 8.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Bill Beament, a Director who retires by rotation, and being eligible, is re-elected as a Director.'

11. Resolution 10 – Re-election of Director – John Fitzgerald

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purpose of clause 8.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, John Fitzgerald, a Director who retires by rotation, and being eligible, is re-elected as a Director.'

12. Other Business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Statement.

By order of the Board.

Hilary Macdonald

Hilary Macdonald
General Counsel & Company Secretary
Northern Star Resources Limited

14 October 2019

INFORMATION FOR SHAREHOLDERS

1. Voting Exclusions

Resolution 1 (Adoption of the Remuneration Report)

The Company will disregard any votes cast on Resolution 1:

(a) by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or

(b) as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting or their Closely Related Parties.

However, the Company will not disregard a vote on Resolution 1 if it is cast by a person as proxy on behalf of a person who is entitled to vote on Resolution 1 and it is cast either:

(a) by a person appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or

(b) by the Chairman as a proxy and the appointment of the Chairman as proxy expressly authorises the Chairman 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 (Approval of FY20 Share Plan)

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a Director who is eligible to participate in the FY20 Share Plan and any of their Associates. (Non-Executive Directors are not eligible to participate in the FY20 Share Plan.)

However, the Company need not disregard a vote on Resolution 2 if:

(a) it is cast by a person as a proxy for a person who is entitled to vote on Resolution 2, in accordance with the directions on the proxy form; or

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolution 2 by any member of the Key Management Personnel or their Closely Related Parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply to the person chairing the meeting if the proxy form expressly authorises the chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or their Closely Related Parties.

Resolution 3 (Approval of issue of Performance Rights to Bill Beament, Executive Chairman, under the FY20 Share Plan)

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a Director who is eligible to participate in the FY20 Share Plan and any of their Associates. (Non-Executive Directors are not eligible to participate in the FY20 Share Plan.)

However, the Company need not disregard a vote on Resolution 3 if:

(a) it is cast by a person as a proxy for a person who is entitled to vote on Resolution 3, in accordance with the directions on the proxy form; or

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolution 3 by any member of the Key Management Personnel or their Closely Related Parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply to the person chairing the meeting if the proxy form expressly authorises the chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or their Closely Related Parties.

Resolution 4 (Approval of Potential Termination Benefits)

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of an officer of the Company or any of its child entities who is entitled to participate in a termination benefit the subject of Resolution 4, and any Associates of such person.

However, the Company need not disregard a vote on Resolution 4 if:

(a) it is cast by a person as a proxy for a person who is entitled to vote on Resolution 4, 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.

Any Shareholder who is:

(a) a relevant executive (as described in the Resolution 4) or may become a relevant executive in the future, or

(b) an associate of a relevant executive (as described in the Resolution 4) or may become a relevant executive in the future,

and wishes to preserve the benefit of Resolution 4 for the relevant executive (or potential relevant executive), the Shareholder must not vote on Resolution 4. However, the Shareholder may cast a vote if the vote is cast as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a relevant executive or an associate.

Additionally, a vote must not be cast on Resolution 4 by any member of the Key Management Personnel or their Closely Related Parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply to the person chairing the meeting if the proxy form expressly authorises the chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or their Closely Related Parties.

Resolution 5 (Approval of FY20 NED Share Plan)

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Non-Executive Director and any of their Associates.

However, the Company need not disregard a vote on Resolution 5 if:

(c) it is cast by a person as a proxy for a person who is entitled to vote on Resolution 5, in accordance with the directions on the proxy form; or

(d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolution 5 by any member of the Key Management Personnel or their Closely Related Parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply to the person chairing the meeting if the proxy form expressly authorises the chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or their Closely Related Parties.

Resolution 6 (Approval of issue of $50,000 Share Rights to each of the Non-Executive Directors)

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a Non-Executive Director and any of their Associates.

However, the Company need not disregard a vote on Resolution 6 if:

(a) it is cast by a person as a proxy for a person who is entitled to vote on Resolution 6, in accordance with the directions on the proxy form; or

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolution 6 by any member of the Key Management Personnel or their Closely Related Parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply to the person chairing the meeting if the proxy form expressly authorises the chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or their Closely Related Parties.

2. Voting, Proxies and Corporate Representatives

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations, the persons eligible to vote at the AGM are those who are registered as Shareholders of the Company at 5:00pm AWST (8:00pm AEDT) on Tuesday 12 November 2019. Your voting entitlement will be determined by the number of Shares you hold at that time.

A Shareholder who is entitled to attend and vote at the AGM may vote either by:

(a) attending and voting in person (if the Shareholder is a corporation, by appointing an individual person as its corporate representative); or

(b) by appointing a proxy or attorney to attend and vote on the Shareholder's behalf.

A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies. A proxy need not be a Shareholder and can be an individual or a body corporate. Each proxy will have the right to vote on a poll and to speak at the meeting. Additional Proxy Forms are available by contacting the Share Registry.

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements in section 250D of the Corporations Act. The representative should bring to the AGM, evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company. Shareholders can download the 'Appointment of Corporate Representation' form from the Share Registry's website: www.linkmarketservices.com.au. Hover over 'Resources', click on 'Forms' and then select 'Holding Management'.

If a Shareholder has appointed an attorney to attend and vote at the AGM, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be sent using one of the methods listed above for the receipt of Proxy Forms and received before the Proxy Deadline (unless this document has previously been lodged with the Company's Share Registry for notation).

Proxies must be lodged by **no later than 10:00am AWST (1:00pm AEDT) on Tuesday 12 November 2019**. Proxy forms received after this time will be invalid.

Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company or Share Registry as specified below. If sent by facsimile, the power of attorney must be certified.

3. Voting Procedure

All items of business will be decided by way of a poll.

Shareholders are encouraged to direct their proxies how to vote on each Resolution. The proxy must follow such a direction when casting any available votes on the relevant Resolution.

4. Voting by proxy

To vote by proxy, please vote online, or complete sign and return the personalised Proxy Form accompanying this Notice of Meeting:

(a) by **voting online** at: www.linkmarketservices.com.au

Select 'Investor Login' and in the 'Single Holding' section enter 'Northern Star Resources Limited' or its ASX code (NST) in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the back of your proxy form or on your holding statement), postcode, security code which is shown on the screen, tick the terms and conditions agreement and click 'Login'.

Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

(b) by **post** to:

Northern Star Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

(c) by **facsimile** to the Company's Share Registry on +61 2 9287 0309; or

(d) in **person** to the Company's Share Registry at:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

5. Chairman as proxy

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on the proposed resolutions set out in this Notice, then you will be authorising the Chairman to vote as he decides on the proposed resolutions (even if the resolution is connected with the remuneration of a member of the Key Management Personnel). Where permitted, the Chairman intends to vote as proxy in favour of each proposed resolution.

6. Questions at the Annual General Meeting

Shareholders are invited to submit written questions relating to the Company ahead of the meeting. Shareholders may also submit questions to the Company's auditor, Deloitte Touche Tohmatsu, on the content of the Auditor's Report or the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2019.

Please submit your questions online or complete and return the Shareholder Question Form accompanying this Notice of Meeting:

(a) **online** at: www.linkmarketservices.com.au

Select 'Investor Login' and in the 'Single Holding' section enter 'Northern Star Resources Limited' or its ASX code (NST) in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the back of your proxy form or on your holding statement), postcode, security code which is shown on the screen, tick the terms and conditions agreement and click 'Login'.

Select the 'Voting' tab, click on 'Ask Question' under the 'Action' header and then follow the prompts to submit your question online.

(b) by **post** to:

Northern Star Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

(c) by **facsimile** to the Company's Share Registry on +61 2 9287 0309; or

(d) in **person** to the Company's Share Registry at:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Such questions must be received by no later than 10:00am AWST (1:00pm AEDT) on Wednesday, 6 November 2019.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am AWST on Thursday 14 November 2019 at QV1 Conference Centre (Function Room), Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of an ordinary resolution, its Remuneration Report covering the financial year ended 30 June 2019.

The Remuneration Report is set out in the Company's 2019 Annual Report on pages 44 to 73. The 2019 Annual Report is available on the Company's website at https://www.nsrltd.com/investor-media/reports/annual-reports/.

The Remuneration Report contains:

(a) information about the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;

(b) details of the remuneration of, and equity held by, Directors and senior executives of the Company; and

(c) a summary of the terms of any contract under which any Director or senior executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

"Two Strikes" Rule

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. However under the Corporations Act, if a company's Remuneration Report receives an 'against' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to Shareholders at the later annual general meeting as to whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of that resolution must stand for re-election. So, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives "two strikes".

At the Company's 2018 Annual General Meeting, less than 25% of the votes cast opposed the adoption of the Remuneration Report and therefore the "two strikes" process was not invoked.

3. Resolution 2 – Approval of FY20 Share Plan

The proposed changes to the Company's remuneration framework for KMP and other senior management are detailed in the Company's 2019 Remuneration Report (see table 17 on page 59). As noted in that Report, it is proposed for FY20 that:

(1) Short Term Incentive (STI) will comprise 50% cash (with a right to elect to receive as Performance Rights in lieu of cash) and 50% Performance Rights. The cash component and half of the Performance Rights vest at the end of the one-year performance period with the remaining Performance Rights vesting a year later.

(2) Long Term Incentive (LTI) involving the granting of Performance Rights subject to performance measured over a three-year period. Subject to meeting performance conditions, the Performance Rights vest at the end of the three-year performance period with 50% of vested Performance Rights subject to a one-year escrow period.

The FY20 Share Plan is the framework document under which the Performance Rights will be granted to the Executive KMP and other senior management. The individual invitations issued under it will prescribe the performance hurdles and vesting conditions applicable to each employee.

Under Listing Rule 7.1, subject to certain exceptions, the prior approval of the Shareholders is required in order to issue securities which, when aggregated with securities issued by the Company during the previous 12 months, exceed 15% of the number of securities the Company has on issue at the commencement of that 12-month period.

Under exception 9 of Listing Rule 7.2, Listing Rule 7.1 does not apply to an issue of shares under an employee incentive scheme if, within three years before the date of issue the holders of the ordinary shares in the Company have approved the issue of securities under the employee incentive scheme.

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.2 (exception 9) for the Company's FY20 Share Plan and the issue of Share Rights under that Plan (i.e. the Performance Rights the subject of Resolution 3).

Shareholder approval will be required before any executive Director or Related Party of the Company can participate in the FY20 Share Plan. Non-Executive Directors are not eligible to participate in the FY20 Share Plan.

If the Company issues Shares to the Employee Share Trust Trustee, or directs the Employee Share Trust Trustee to acquire Shares on market, in order for the Trustee to transfer such Shares to the Participant to meet the Participant's entitlements under the Plan (rather than the Company issue new Shares to the Participant), the Company may be considered to be providing financial assistance to the Employee Share Trust Trustee in providing the funding for the Shares. Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption applies.

There is an exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee incentive scheme approved by the Shareholders in general meeting.

Accordingly, the Company is seeking approval of the Plan for the purposes of section 260C(4) of the Corporations Act. If approved the exemption will only apply where Shares are acquired under or in connection with the operation of the Plan. The exemption will not apply in relation to other acquisitions of Shares.

Rationale for new FY20 Share Plan

As explained in the Company's Remuneration Report, the Board considers that the remuneration framework is key to promoting engagement, retention, accountability, encouraging and rewarding appropriate behaviours, and encouraging good conduct.

The structure of the FY20 Share Plan is designed to reflect the Company's long-term strategy and the human capital needs of the business to deliver strategy. The Board considers this to be imperative for retaining and incentivising the Company's high-performing team and to drive the link between senior management remuneration, the Company's performance and delivery of long-term sustainable Shareholder value. The FY20 Share Plan demonstrates continuing improvement in the incentive plans adopted by the Company over the years by further aligning remuneration outcomes with growth in Shareholder value. Key changes include:

- a face value allocation methodology. The number of Performance Rights to be granted is a percentage of the employee's Fixed Annual Remuneration (FAR) for the relevant financial year, divided by the 20 trading day VWAP prior to the start of the performance period, 1 July, in each year of grant. (This VWAP in respect of grants to be made in FY20 is $10.8145);
- provision to apply malus adjustments to unvested equity allocations;
- the ability to clawback vested equity allocations; and
- an STI which is delivered 50% in cash and 50% in Performance Rights (or at the employee's election, in Performance Rights).

The FY20 Share Plan provides the Board with flexibility to determine the appropriate pay vehicle i.e. performance rights, share rights, options or other type of conditional right to a Share. In FY20 it is proposed to grant Performance Rights to executives.

Invitations detailing the pay vehicle and vesting conditions including performance period, metrics and hurdles may be issued annually to the relevant employees.

STI

The STI involves the measurement of performance measures which are aligned with the Company's strategy and measures over a one-year period. The STI is designed to reward high performing senior management and is aligned with the creation of Shareholder value. The STI is delivered in 50% cash and 50% equity. Employees can elect, prior to grant, to take the cash component in equity. Performance against the set performance measures is tested at the end of the one-year performance period. The cash component and 50% of the equity component vest immediately after the end of the performance period and measurement. The remaining equity component vests a year later. The intended outcome is to have an engaged senior management team with their eye on the ball to achieve the Company's near-term deliverables and create longer term sustainable value for Shareholders.

The quantum of STI to be granted is based on a percentage of FAR. The percentage of FAR varies according to the scope of the role. Benchmarking advice is received on a regular basis in relation to senior roles to ensure retention and attraction is optimised with STI opportunity.

The number of Performance Rights granted is determined by face value allocation, taking the dollar value of the maximum opportunity and dividing by the 20 trading day VWAP prior to 1 July, the start of each performance period. This VWAP in respect of grants to be made in FY20 is $10.8145.

The number of Performance Rights that may be granted under the STI is set and communicated to recipients at the beginning of the performance period in order to fully incentivise and influence behaviours. This enhances alignment with Shareholders' interests.

Both Company and individual performance measures apply. Threshold, target and stretch targets are set for each performance measure to drive the desired business and individual outcomes.

For example, for FY20, there are three Company performance measures, comprising risk management (improving the Total Recordable Injury Frequency Rate and no environmental and community incidents), production performance (with regard to production guidance), and financial management (with regard to costs guidance and NPAT). The individual performance measures are determined by the Board (for the KMP) or by the CEO for each other employee role, comprising three strategic objectives of direct relevance to the recipient's role, set to reflect business priorities. The range of possible measures includes, but is not limited to, safety, culture, human capital capability growth, resources and reserves growth, finance and governance, community engagement and investment expenditure, and female employment participation. The relative weightings of Company and individual performance measures depend on the Company's strategic goals. From year to year the Company and individual performance measures will change according to business priorities, acting as levers for changed behaviour and driving value for Shareholders.

The Board retains discretion over awards and forfeiture of the STI for the Executive KMP, and discretion is retained by the CEO for other senior management employees, including upon cessation of employment during the one-year performance period. Malus and clawback apply at the Board's discretion for example where material financial misstatements or non-compliance with significant legal, regulatory or policy occurs in the two years following vesting. The Board endorses the view that financial rewards should not be retained in instances of significant corporate misconduct or failings.

LTI

The LTI is an annual grant of equity to focus the senior management team on drivers of Shareholder value over a three-year performance period. The Board believes this motivates the pursuit and achievement of long-term growth in line with the Company's strategy, vision and mission. The performance metrics are aligned with Shareholder value creation.

The LTI award is based on a percentage of FAR. The percentage of FAR varies according to the scope of the role. Benchmarking advice is received on a regular basis in relation to senior roles to ensure retention and attraction is optimised with LTI opportunity.

The quantum of the equity granted is determined by face value allocation, by taking the dollar value of the maximum opportunity and dividing by the 20 trading day VWAP prior to 1 July, the start of each three-year performance period. This VWAP in respect of grants to be made in FY20 is $10.8145.

For FY20, the performance metrics are Return on Invested Capital (ROIC), Relative Total Shareholder Return (RTSR) measured against the Van Eck Gold Miners ETF Index, and three strategic objectives comprising Ore Reserves maintenance and growth, and production growth. The relative weightings are linked with the Company's strategic goals. Further information on the metrics and weightings proposed for FY20 are provided in relation to Resolution 3.

The Board retains discretion over award and forfeiture of the LTI for the Executive KMP, and discretion is retained by the CEO for other senior management employees, including upon cessation of employment during the three-year measurement period. Malus and clawback apply at the Board's discretion for example where material financial misstatements or non-compliance with significant legal, regulatory or policy occurs in the two years following vesting. The Board considers that financial rewards should not be retained in instances of significant corporate misconduct or failings.

The Board has received guidance and relevant industry benchmarking and structuring advice from external remuneration advisers (detailed on page 65 of the 2019 Annual Report), to ensure that Executive KMP and other senior executives are appropriately motivated and aligned to Shareholders' interests.

Summary of key terms of FY20 Share Plan

Below is a summary of the proposed rules of the FY20 Share Plan for which approval is sought.

(1) Purpose	The main objectives of the Plan are to create a stronger link between performance and longer-term remuneration outcomes for those who participate in the Plan (**Participants**) and allow Participants to share in the future growth and profitability of the Company.
(2) Eligible Employees	Broadly, any full or part-time employee (including an executive director) of the Company or a subsidiary (**Group Employee**) who has not given a notice of resignation or been given a notice of termination of employment is eligible. Non-Executive Directors are not eligible to participate.

(3) Administration of the Plan	The Plan will be administered by the Remuneration Committee under the directions of the Board. The Board may delegate its powers and discretions, determine procedures for the administration of the Plan, and resolve questions of interpretation and disputes in relation to the Plan.
(4) Invitations	The Board may issue Invitations to Eligible Employees to be granted Awards under the Plan. The terms and conditions in the Invitation will prevail to the extent of any inconsistency with the FY20 Share Plan rules. For Group Employees, the measurable objectives, the weighting amongst them and the performance periods during which time they are required to be met, are set by the Board annually in relation to the Executive KMP, and by the CEO annually in relation to other senior management employees, for the short term incentives and long term incentives for each year in which Awards are granted under the Plan.
(5) Awards	Awards will consist of grants of Performance Rights or other conditional rights to be delivered a Share on the vesting of the Participant's Share Rights.
(6) Share Rights not transferable	A Share Right may not be transferred without the prior written approval of the Board.
(7) Vesting Conditions	Awards will be subject to Vesting Conditions. Vesting Conditions are to be determined by the Board and described in the Invitation and will include performance conditions set by the Board. The Board may waive, replace or amend a Vesting Condition, for example, if the Board determines that the original performance measure is no longer appropriate, practical or applicable.
(8) Vesting of Awards	Awards will vest if and when the Board determines that the Vesting Conditions are satisfied and the Participant is notified of this in writing.
(9) Delivery of Shares	Following vesting of a Share Right, the Participant will be entitled to delivery of a Share upon exercising the Share Right. Awards that vest are normally exercisable up until the tenth anniversary of the date of grant of the Awards (although shorter periods will apply if the Participant ceases to be employed). The Board will determine how the Shares are to be delivered, which may be by issue of new Shares to, purchase and transfer to, or procuring Shares to be held for the benefit of (i.e. through the Company's Employee Share Trust), the relevant Participant, or a combination of such methods of delivery. Alternatively, the Board may determine to settle in cash in lieu of delivering Shares. The cash payment would be based on the volume weighted average price of Shares in the 20 ASX trading days prior to the date of exercise.
(10) Ranking of Shares	Any Shares delivered to a Participant when an Award is exercised will rank equally with all other issued Shares.
(11) Restricted Shares	Invitations may specify that Shares delivered on vesting cannot be disposed of for a specified period following delivery.
(12) Termination of employment	The Invitation will specify the consequences of cessation of employment during a performance period, depending on the reasons, and subject to Board discretion. For example, where employment ends because of agreed mutual separation, the proportion of the unvested Share Rights which is the same as the proportion of the relevant performance period during which the Participant was employed, may or may not lapse according to Board discretion, and the balance of the Share Rights will lapse on cessation, unless the Board exercises discretion otherwise.
(13) Malus and Clawback	The Board may reduce unvested Awards, and clawback previously vested Awards from a Participant or former Participant within two years from the date of delivery of Shares (or receipt of cash paid in lieu of delivering Shares). The Board may exercise this power

	having regard to matters it considers relevant acting in good faith in the interests of the Company. The Board intends for this power to be exercised in instances of: ▪ material financial misstatements; ▪ significant negligence; ▪ significant legal, regulatory and/or policy non-compliance; ▪ significant harmful act by the individual; or ▪ the Board holding the opinion that the Participant received or would receive a grossly unjustifiable benefit because of factors outside the Participant's control.
(14) No participation rights	Share Rights do not entitle the holder to participate in a new issue of Shares or other securities, or the right to any dividends or distributions paid on Shares.
(15) Control transactions	If a control event occurs: (a) the proportion of the unvested Share Rights of each Participant which is the same as the proportion of the relevant performance period that has expired before the date of the control event (determined by the Board) will vest immediately (regardless of the status of the Vesting Conditions, without limiting the Board's ability to exercise downward discretion if circumstances warrant this); and (b) the balance of the Share Rights will vest or lapse on that date, as the Board determines in its discretion. A "control event" includes: a takeover bid where the bidder has acquired a relevant interest in more than 50% of the Shares and either the Board has recommended the bid or the bid has become unconditional; court approval of a scheme of arrangement which will result in a person having a relevant interest in more than 50% of the Shares; or another event which the Board declares to be a control event.
(16) Amendment	The Board may amend the Plan. However, the Participant's consent is required for amendments to the Plan that reduce the rights of the Participant in respect of an Award that has already been granted (other than for legal reasons, correcting manifest errors/mistakes or tax reasons).
(17) Operation	The operation of the Plan is subject to the Company's Constitution, the Listing Rules, the Corporations Act and other applicable laws.
(18) Board Discretion	The Board retains absolute discretion to vary Awards or the application of the rules of the Plan, and to exercise or refrain from exercising any power or discretion under the FY20 Share Plan rules.

A copy of the FY20 Share Plan is available free of charge at the Company's Registered Office and upon request from the Company Secretary at compliance@nsrltd.com.

Recommendation

The Directors, with Executive Chairman Bill Beament abstaining, recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval of issue of 535,622 Performance Rights to Executive Chairman Bill Beament

The proposed grant of Performance Rights is a key component of the Company's remuneration arrangements for Mr Beament. 81% of Mr Beament's remuneration package is represented by variable "at risk" remuneration.

Mr Beament's FY20 remuneration package comprises:

- FAR: $1,400,000;
- STI maximum opportunity of 113.75% of FAR, and
- LTI maximum opportunity of 300% of FAR.

Mr Beament has elected to take all of his STI in Performance Rights

The primary objective of the proposed grant of Performance Rights is to link the variable remuneration of Mr Beament, who has the capacity to influence the long-term performance of the Company, with the generation of Shareholder wealth.

Under ASX Listing Rule 10.14, Shareholder approval is required for a Director of the Company to acquire securities under an employee incentive scheme.

The Board has determined that the form of conditional rights to Shares to be issued as incentives to the Executive KMP, including Mr Beament, will be Performance Rights. The Performance Rights will be granted to Mr Beament under the FY20 Share Plan described above (Resolution 2).

Accordingly, subject to Resolution 2 being approved, Shareholder approval is now sought to approve the grant of an Award under the FY20 Share Plan of 535,622 Performance Rights to Mr Bill Beament, the Company's Executive Chairman, in FY20, on the terms described below.

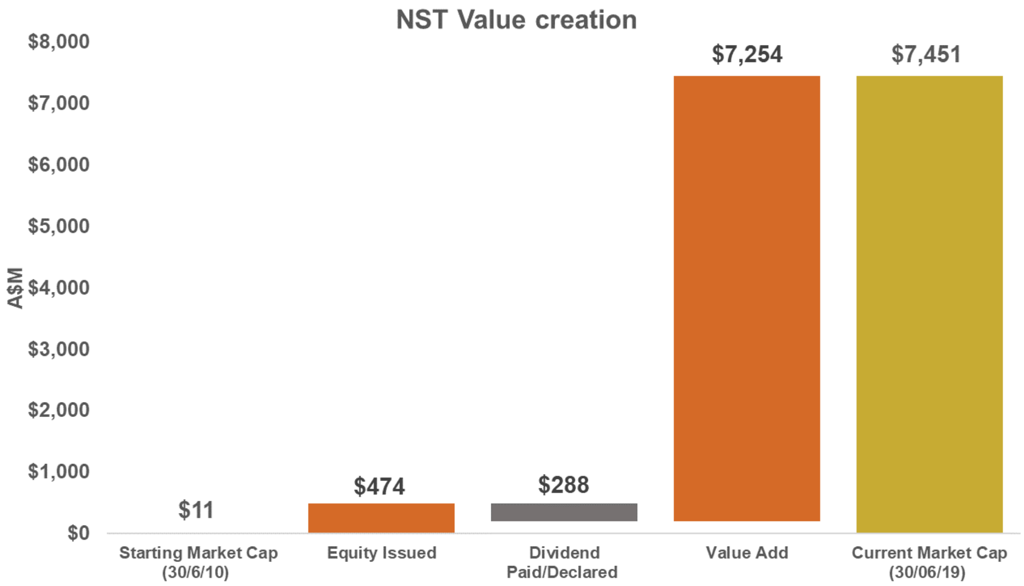
This comprises:

- 147,255 Performance Rights, being the maximum opportunity under the STI. (Mr Beament has elected to take all STI in Performance Rights. There will be no cash component of STI for Mr Beament in respect of FY20); and
- 388,367 Performance Rights, being the maximum opportunity under the LTI.

The actual amount of Performance Rights that will vest will depend on the outcome of the performance measures of the STI and LTI. Should those performance measures not be achieved, zero performance rights will vest. At maximum performance under the STI, 147,255 Performance Rights will vest. At maximum performance under the LTI, 388,367 Performance Rights will vest.

As disclosed in the Company's ASX announcement "Executive Remuneration Arrangements" in October 2019, detailing the FY20 fixed and proposed variable remuneration for Mr Beament (subject to Shareholder approval), and as disclosed in the Company's Remuneration Report:

- During FY19, the Board considered it appropriate, and in the best interests of the Company, to undertake a salary review across the business to ensure that salaries remain competitive in the market and that the retention and incentivisation of the Company's leadership group is supported in a manner aligned with the broader strategic objectives of the Company and the interests of all Shareholders.
- Since Mr Beament's last remuneration review in 2016, the Company has undergone a transformative period of growth, with the scale and complexity of the Company's operations (as well as their geographical reach) having increased considerably. Page 49 of the 2019 Annual Report in particular highlights the Financial Performance of Northern Star in recent years under the leadership of Mr Beament.
- The Non-Executive Directors commissioned an independent remuneration consultant to assist them to assess various criteria in determining the appropriate structure and quantum of the revised remuneration arrangements for the KMP, and to ensure that the Company's approach was consistent with best practice and market expectations. That assessment process included industry benchmarking analysis undertaken against ASX listed resource companies and the ASX50-100 companies. Consideration was also given to the remuneration arrangements of internationally listed companies in the gold sector.
- The fixed and variable remuneration of Mr Beament has not changed since 2016. The increase in the proportion of performance-based remuneration for Mr Beament means by far the majority of his overall remuneration, 81%, will be at risk, with a view to better incentivising the achievement of the Company's strategy.
- The Company's Minimum Holding Condition Policy will apply to Mr Beament, requiring him to retain a minimum holding (Shares or vested Performance Rights) equating to 100% of FAR and allowing Mr Beament three years to satisfy the Policy requirement. (This is satisfied due to Mr Beament's current holding of 3,141,793 Shares, which represents 2427% of Mr Beament's FAR. In addition, Mr Beament holds 3,000,000 FY17 performance rights due for measurement on 16th October 2019)



The chart "NST Value creation" above is extracted from the 2019 Annual Report and illustrates the value creation between 30 June 2010 and 30 June 2019, under Mr Beament's leadership as Managing Director and from 2016 as Executive Chairman.

Calculation of number of Performance Rights to be granted

Details in relation to the proposed STI

The formula applied for the proposed grant of the FY2O Performance Rights as STI is:

$$\text{STI} = \frac{\text{FAR x 113.75\%}}{\text{B}}$$

Where:

FAR = Fixed annual remuneration;

B = 20 trading day VWAP of Shares prior to 1 July 2019, the start of the one-year performance period for STIs. This VWAP in respect of grants to be made in FY20 is $10.8145.

The maximum STI opportunity for Mr Beament is 113.75% of his FAR, which is the maximum STI opportunity if all stretch targets are achieved.

At the end of the one-year performance period, the outcomes of the performance measures will be assessed and the quantum of Performance Rights that vest will be determined. 75% of Performance Rights will vest immediately, with vesting of the remaining 25% occurring one year later.

For FY20, there are three Company performance measures, comprising risk management (improving the Total Recordable Injury Frequency Rate and no environmental and community incidents), production performance (with regard to production guidance), and financial management (with regard to costs guidance and NPAT). The individual performance measures are determined by the Board, comprising three strategic objectives of direct relevance to the Executive Chairman role, set to reflect business priorities.

The relative weightings of Company and individual performance measures depend on the Company's strategic goals.

STI: Performance measures, targets and weightings applicable to STI for FY20

Company KPI's	70%	Measure	Target		Maximum
Risk Management	15%	Total Recordable Injury Frequency Rate	TRIFR < 4.0 - 100% (Company TRIFR as at 30 June 2019 was 3.3, with industry average 9.1)		TRIFR < 3.0 (industry 9.1) - 125% (18.75% of opportunity)
	5%	Environment, Social Licence	No significant environmental or community incidents		5%
Gold Production Performance	30%	Gold production sold within stated guidance of 800-900koz (pro-rata) Threshold 840koz	880koz	100%	900koz - 125% (37.5% of opportunity)
Financial Management	10%	AISC within stated guidance of A$1,200-A$1,300/oz (pro-rata)	A$1,225	100%	A$1,200 - 125% (12.5% of opportunity)
	10%	Net Profit After Tax (at Budget gold price)	NPAT	> Budget[1]	10%
Individual KPIs (3 x 10%)	30%	Individual KPIs as determined by the Board as appropriate to the role of Executive Chairman: ▪ human capital capability alignment to growth; ▪ company culture and engagement; and ▪ delivery of corporate strategy milestone.	Targets as determined by the Board[2]		30%
	100%				**113.75%**

The Board retains discretion to adjust STI payment. The individual KPIs and their targets and the extent to which the measurable objectives are achieved will be disclosed in the FY20 Remuneration Report.

Details in relation to the proposed LTI

The formula applied for the proposed grant of the FY20 Performance Rights as LTI is:

$$LTI = \frac{FAR \times 300\%}{B}$$

Where:

FAR = Fixed annual remuneration comprising salary and superannuation;

B = 20 trading day VWAP of Company Shares prior to 1 July 2019, the start of the three-year performance period for LTIs. This VWAP in respect of grants to be made in FY20 is $10.8145;

LTI = quantity of Performance Rights to be granted in FY20.

The 300% figure is the multiplier identified by the Board, taking into account benchmarking analysis, which delivers the maximum achievable variable remuneration to Mr Beament for the LTI on a face value basis should all the measurable objectives for the LTI be achieved. The Board have endeavoured to strike the right balance between incentivising and rewarding Mr Beament for performance, while aligning his interests with the Company's Shareholders.

The LTI Performance Rights proposed to be granted to Mr Beament will be granted in three tranches. Each tranche will be subject to different Vesting Conditions, and may vest according to the vesting scales, described below:

[1] FY20 Budget figure is confidential
[2] Targets determined by the Board are confidential

Tranche 1 (Return on Invested Capital ("ROIC")) – 25% weighting of LTI		
Number of Tranche 1 LTI Performance Rights	97,092, representing 25% of the total number of LTI Performance Rights proposed to be granted to Mr Beament.	
Vesting Condition	The Tranche 1 Performance Rights will be subject to a ROIC vesting condition, to be measured over the three-year period ending on 30 June 2022 (**3-year performance period**). The Board will determine the Company's ROIC for the purposes of the Tranche 1 Performance Rights. ROIC is calculated as 3 years' NPAT divided by the average invested capital (i.e. equity plus debt) for the 3-year performance period.	
Vesting scale	The proportion of Tranche 1 Performance Rights that may vest will depend on the Company's ROIC at the end of the performance period compared with the targets set by the Board, as set out below.	
	If ROIC ...	**... the number of Tranche 1 Performance Rights which may vest is ...**
	is <15%.	Nil.
	is 15%.	50% of Tranche 1.
	is >15% but less than 20%.	Number determined by the Board based on progressive pro rata vesting between 50% and 100% (on a straight-line basis).
	is 20% or more.	100% of Tranche 1.
Tranche 2 (Relative Total Shareholder Return (or "TSR")) – 50% weighting of LTI		
Number of Tranche 2 Performance Rights	194,183, representing 50% of the total number of LTI Performance Rights proposed to be granted to Mr Beament. Where Company TSR performance is negative, and the Company TSR performance is equal to or exceeds GDX performance, the number of Tranche 2 Performance Rights which may vest is 50% of the number appearing below.	
Vesting Condition	The Tranche 2 Performance Rights will be subject to a TSR vesting condition which ranks the TSR performance of the Company with the TSR performance against the GDX (Van Eck Gold Miners ETF) over the 3-year performance period. The Board will determine the Company's TSR performance and the TSR performance of the GDX for the purposes of the Tranche 2 Performance Rights.	
Vesting scale	**If the Company's TSR performance ...**	**... the number of Tranche 2 Performance Rights which may vest is ...**
	is below GDX's TSR performance.	Nil.
	is equal to GDX's TSR performance.	97,092 Performance Rights (being 50% of Tranche 2).
	is greater than GDX's TSR performance but less than 18 percentage points.	Number of Performance Rights is determined by the Board based on progressive pro rata vesting between 50% and 100% (on a straight-line basis).
	Exceeds GDX's TSR performance by 18 percentage points or more.	194,183 Performance Rights (being 100% of Tranche 2).

Tranche 3 (Three Strategic Hurdles) – 25% weighting of LTI		
Number of Tranche 3 Performance Rights	97,092 representing 25% of the total number of Performance Rights proposed to be granted to Mr Beament.	
Vesting Condition	The Tranche 3 Performance Rights will be subject to two Ore Reserves and a production growth vesting condition.	
Vesting scale	**If the Company's ...**	**... the number of Tranche 3 Performance Rights which may vest is ...**
	Ore Reserves are maintained, post depletion.	25% of Tranche 3, if this is satisfied by the end of the 3-year performance period. If this is achieved in years 1 or 2, it is possible to bank 8.33% of Tranche 3 for each year of the 3-year performance period in which this is satisfied.
	Ore Reserves are grown by 10% per Share over a financial year (e.g. the Ore Reserves disclosed to ASX as at 30 June 2020 divided by the number of Shares on issue on 30 June 2020, are 10% or more than the Ore Reserves disclosed to ASX as at 1 July 2019 divided by the number of Shares on issue on 1 July 2019).	25% of Tranche 3, if this is satisfied by the end of the 3-year performance period If this is achieved in years 1 or 2, it is possible to bank 8.33% of Tranche 3 for each year of the 3-year performance period in which this is satisfied.
	Production grows to a sustainable run rate per annum[3], over a 3-year performance period.	50% of Tranche 3 if this is satisfied at the end of the 3-year performance period. A per annum run rate is taken to be sustained if it is achieved in at least one quarter in the 3-year performance period, in the first instance. Secondly, production at that run rate must also form the basis of the budget in the financial year immediately following the 3-year performance period. The Board will determine the production growth and run rate (and whether it is sustainable following the 3-year performance period) at the end of the 3-year performance period.

The relative weightings for the performance metrics are linked with the Company's strategic goals.

The FY20 metrics and weightings represent meaningful but achievable performance measures that motivate the Plan's intended participants and enhance the likelihood of driving value creation for investors. The Remuneration Committee is of the view that the proposed benefits to be granted under Resolution 3 pursuant to the FY20 Share Plan meet a fundamental requirement in incentive plan design - the performance measures and the way they are calibrated are within the power of the Plan's participants to influence.

These metrics and weightings, which are a departure from the FY17 Incentive Plan metrics (the last employee incentive scheme benefits approved by Shareholders for the Executive Chairman in 2016), demonstrate continued improvement in the incentive plan and invitation structures adopted by the Company over the years, and take into account investor feedback on performance metrics, stretch and weightings.

In particular, the FY20 metrics do not include absolute total shareholder return, recognising that that absolute TSR can be materially impacted by external factors such as the gold price, which management has no control over. In relation to relative TSR, the GDX was chosen over other indices because the Board considers it is the index that best reflects the

[3] Commercial in confidence

competitive landscape the Company operates in, comprising all the major and mid cap gold producers globally, with whom the Company competes for assets, people and investment capital.

The Performance Rights will be subject to the Board's invitation incorporating the rules of the FY20 Share Plan. The rules are summarised in Resolution 2 above. In addition, following vesting and exercise of the Performance Rights into Shares, 50% of the Shares will be subject to a one-year escrow period, under holding lock. No service condition applies during the escrow period. Exercise of the vested Performance Rights into Shares, and sale of the Shares, are both subject to compliance with the Company's Securities Trading Policy.

Additional information

In accordance with Listing Rule 10.15, the following additional information is provided:

- The maximum number of Performance Rights that may be acquired by Mr Beament pursuant to Resolution 3 is 535,622.
- The Performance Rights are granted for nil consideration. No amount is payable to the Company on vesting or exercise of Performance Rights, or for the resulting issue or transfer of Shares to Mr Beament.
- In addition to Mr Beament, there are no other people referred to in Listing Rule 10.14 who are entitled to participate in the FY20 Share Plan.
- The FY20 Share Plan is a proposed new incentive scheme, refer to Resolution 2. No securities have been issued to date under the FY20 Share Plan.
- There is no loan applicable in relation to the acquisition of the Performance Rights or underlying Shares on vesting.
- The Performance Rights are proposed to be granted to Mr Beament as soon as practicable after the AGM and in any event within 12 months of the date of the AGM.

Recommendation

The Directors, with Mr Beament abstaining, recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Approval of Potential Termination Benefits

Shareholder approval is sought under sections 200B and 200E of the Corporations Act, ASX Listing Rule 10.19 and for all purposes for the Company to give certain termination benefits to any person in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company or a subsidiary of the Company.

The benefits for which approval is sought are benefits that may result from the Company or Board exercising discretions conferred on it under the proposed FY20 Share Plan. In particular, under the proposed FY20 Share Plan, the Board will have the discretion to determine that, where a participant ceases to be employed before:

(a) the vesting of a previously granted Award; or

(b) any restrictions applying to restricted shares delivered under the Plan have expired,

some or all of the Performance Rights comprising the Award will not lapse or be forfeited (if they would otherwise lapse or be forfeited) or will vest, or the restricted shares cease to be subject to the restrictions, on cessation.

The Board's current intention is to exercise this discretion only in limited circumstances, such as, but not limited to, where the person leaves employment or office without fault on their part, such as being medically unfit to continue working.

Subject to certain exceptions, section 200B of the Corporations Act prohibits the giving of certain benefits to individuals who hold a managerial or executive office on leaving their employment with the Company or any of its related bodies corporate, or who have held a managerial or executive office in the prior three years, without member approval under section 200E of the Corporations Act.

Accordingly, advance Shareholder approval is being sought, for the purposes of sections 200B and 200E of the Corporations Act, to provide the benefits which may otherwise be prohibited under section 200B, so as to obtain certainty about the Company's ability to maintain its existing remuneration arrangements.

The approval is sought in relation to certain incentive awards which may be delivered through the Company's FY20 Share Plan. If Shareholder approval is obtained, it will give the maximum flexibility to vest the unvested Performance Rights under the FY20 Share Plan granted to Key Management Personnel who cease employment.

Approval is sought in relation to "relevant executives" as described in Resolution 4. Relevant executives include both current and future personnel who hold or have held during the three years prior to cessation of their employment, a managerial or executive office in the Company or a related body corporate of the Company. The relevant executives also include Key Management Personnel of the Company who hold managerial or executive offices.

Approval is also sought for the purposes of ASX Listing Rule 10.19. Listing Rule 10.19 provides that, without the approval of ordinary Shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

Depending upon the value of the termination benefits (as described above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the value of the termination benefits would exceed this 5% threshold. Shareholder approval is being sought under the Listing Rule in order to give the Company maximum flexibility, in case the value of the termination benefits exceeds this 5% threshold.

It is noted that the amount or value of the benefits for which approval is sought for any relevant executive cannot presently be ascertained. The amount or value of the benefits, or the calculation of the amount or value, will depend on a range of factors including as follows:

(a) the circumstances of and reasons for the relevant executive ceasing to be employed and the role they perform;

(b) the number of Performance Rights and/or the number of restricted shares in relation to which it is proposed to exercise the discretion;

(c) the vesting date of the relevant Performance Rights and/or the date on which the restriction period for the relevant restricted shares would otherwise end;

(d) the time that has elapsed since the relevant Performance Rights were granted relative to the vesting date and/or since the restricted shares were delivered relative to the term of the restriction period;

(e) whether or not relevant vesting conditions would be likely to be satisfied but for the cessation; and

(f) the market value of the Company's Shares at the relevant time.

Recommendation

The Directors, with Mr Beament abstaining, recommend that Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Approval of FY20 NED Share Plan

A review of Non-Executive Director remuneration was undertaken in July 2019, as there had been no increases to Non-Executive Director fees since April 2017, the substantial increase in the Company's size and complexity since then, and taking into account comparable companies with similar market capitalisation as at 30 June 2019.

Each Non-Executive Director receives a base cash fee of $125,000 per annum. No change was proposed for FY20 to the base fee. However, it is proposed, subject to Shareholder approval, that additional remuneration be provided to each Non-Executive Director to the value of $50,000 for each of FY20, FY21, FY22 and FY23 in the form of Share Rights.

The FY20 NED Share Plan is the framework document under which Share Rights will be granted to the Non-Executive Directors. No performance hurdles will apply. The Share Rights vest on the last day of the financial year in which the Share Rights are granted. The award is subject to adjustment on a pro rata basis if a Non-Executive Director leaves office at an earlier date than the vesting date.

Under Listing Rule 7.1, subject to certain exceptions, the prior approval of the Shareholders is required in order to issue securities which, when aggregated with securities issued by the Company during the previous 12 months, exceed 15% of the number of securities the Company has on issue at the commencement of that 12-month period.

Under exception 9 of Listing Rule 7.2, Listing Rule 7.1 does not apply to an issue of shares under an employee share scheme if, within three years before the date of issue the holders of the ordinary shares in the company have approved the issue of securities under the employee share scheme.

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.2 (exception 9) for the Company's FY20 NED Share Plan and the issue of Share Rights under that Plan (i.e. the Share Rights the subject of Resolution 6).

If the Company issues Shares to the Employee Share Trust Trustee, or directs the Employee Share Trust Trustee to acquire Shares on market, in order for the Trustee to transfer such Shares to the Participant to meet the Participant's entitlements under the Plan (rather than the Company issuing new Shares to the Participant), the Company may be considered to be providing financial assistance to the Employee Share Trust Trustee in providing the funding for the Shares. Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption applies.

There is an exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee incentive scheme approved by the Shareholders in general meeting.

Accordingly, the Company is seeking approval of the FY20 NED Share Plan for the purposes of section 260C(4) of the Corporations Act. If approved the exemption will only apply where Shares are acquired under or in connection with the operation of the Plan. The exemption will not apply in relation to other acquisitions of Shares.

Rationale for the FY20 NED Share Plan

The Share Rights proposed to be granted under the FY20 NED Share Plan will provide the Non-Executive Directors with some alignment with the interests of the Company's Shareholders.

Key points to note in relation to the Share Rights granted under the FY20 NED Share Plan:

- a face value allocation methodology applies. The number of Share Rights to be granted is such number that equals $50,000, divided by the 20 trading day VWAP prior to the start of the performance period, 1 July, in each year of grant. (The FY20 base fee for Non-Executive Directors is $125,000, unchanged from previous years. The VWAP in respect of grants to be made in FY20 is $10.8145);
- provision to apply malus adjustments to unvested equity allocations, and
- the ability to clawback vested equity allocations, for example where material financial misstatements or non-compliance by the Company with significant legal, regulatory or policy occurs in the three years following vesting. The Board endorses the view that financial rewards should not be retained in instances of significant corporate misconduct or failings.

Invitations may be issued annually to the relevant Non-Executive Directors.

Summary of key terms of FY20 NED Share Plan

Below is a summary of the proposed rules of the FY20 NED Share Plan for which approval is sought.

(1) Purpose	The objective of the FY20 NED Share Plan is to provide the Non-Executive Directors (**Participants**) with some alignment with the interests of the Company's Shareholders.
(2) Eligible Directors	Non-Executive Directors.
(3) Administration of the Plan	The FY20 NED Share Plan will be administered under the directions of the Board. The Board may delegate its powers and discretions, determine procedures for the administration of the FY20 NED Share Plan, and resolve questions of interpretation and disputes in relation to the FY20 NED Share Plan.
(4) Invitations	The Board may issue Invitations to Non-Executive Directors to be granted Awards under the FY20 NED Share Plan. The terms and conditions in the Invitation will prevail to the extent of any inconsistency with the FY20 NED Share Plan rules.
(5) Awards	Awards will consist of grants of Share Rights or other conditional rights to be delivered a Share on the vesting of the Participant's Share Rights.
(6) Share Rights not transferable	A Share Right may not be transferred without the prior written approval of the Board.
(7) Vesting of Awards	Awards will vest on the last date of the financial year in which Awards are granted, and the Participant is notified of this in writing.
(8) Delivery of Shares	Following vesting of a Share Right, the Participant will be entitled to delivery of a Share upon exercising the Share Plan Right. Awards that vest are normally exercisable up until the tenth anniversary of the date of grant of the Awards (although shorter periods will apply if the Participant ceases to be a Director for any reason). The Board will determine how the Shares are to be delivered, which may be by issue of new Shares to, purchase and transfer to, or procuring Shares to be held for the benefit of (i.e. through the Company's Employee Share Trust), the relevant Participant, or a combination of such methods of delivery. Alternatively, the Board may determine to settle in cash in lieu of delivering Shares. The cash payment would be based on the volume weighted average price of Shares in the 20 ASX trading days prior to the date of exercise.
(9) Ranking of Shares	Any Shares delivered to a Participant when an Award is exercised will rank equally with all other issued Shares.

(10) Restricted Shares	Invitations may specify that Shares delivered on vesting cannot be disposed of for a specified period following delivery.
(11) Non-Executive Director loss of office	Pro rata reduction of Awards will apply based on the number of days in the relevant financial year during which the Non-Executive Director held office, regardless of the reason for leaving office (such as retirement, not being re-elected, being removed, death, incapacity, or total and permanent disability).
(12) Malus and Clawback	The Board may reduce unvested Awards, and clawback previously vested Awards from a Participant or former Participant within two years from the date of delivery of Shares (or receipt of cash paid in lieu of delivering Shares). The Board may exercise this power having regard to matters it considers relevant acting in good faith in the interests of the Company. The Board intends for this power to be exercised in instances of: ▪ material financial misstatements by the Company; ▪ significant negligence by the Company; ▪ significant legal, regulatory and/or policy non-compliance by the Company; ▪ significant harmful act by the individual; or ▪ the Board holding the opinion that the Participant received or would receive a grossly unjustifiable benefit because of factors outside the Participant's control.
(13) No participation rights	Share Rights do not entitle the holder to participate in a new issue of Shares or other securities, or the right to any dividends or distributions paid on Shares.
(14) Control transactions	If a control event occurs: (a) the proportion of the unvested Share Rights of each Participant which is the same as the proportion of the relevant financial year that has expired before the date of the control event (determined by the Board) will vest immediately (without limiting the Board's ability to exercise downward discretion if circumstances warrant this); and (b) the balance of the Share Rights will vest or lapse on that date, as the Board determines in its discretion. A "control event" includes: a takeover bid where the bidder has acquired a relevant interest in more than 50% of the Shares and either the Board has recommended the bid or the bid has become unconditional; court approval of a scheme of arrangement which will result in a person having a relevant interest in more than 50% of the Shares; or another event which the Board declares to be a control event.
(15) Amendment	The Board may amend the FY20 NED Share Plan. However, the Participant's consent is required for amendments to the FY20 NED Share Plan that reduce the rights of the Participant in respect of an Award that has already been granted (other than for legal reasons, correcting manifest errors/mistakes or tax reasons).
(16) Operation	The operation of the FY20 NED Share Plan is subject to the Company's Constitution, the Listing Rules, the Corporations Act and other applicable laws.
(17) Board Discretion	The Board retains absolute discretion to vary Awards or the application of the rules of the FY20 NED Share Plan, and to exercise or refrain from exercising any power or discretion under the FY20 NED Share Plan rules.

A copy of the FY20 NED Share Plan is available free of charge at the Company's Registered Office and upon request from the Company Secretary at compliance@nsrltd.com.

Recommendation

As the Non-Executive Directors have a personal interest in the outcome of Resolution 5, they make no recommendation as to how Shareholders should vote on the Resolution.

The Executive Chairman intends to vote all undirected proxies in favour of Resolution 5, where permissible.

7. Resolution 6 – Approval of issue of $50,000 Share Rights to each of the Non-Executive Directors

Subject to Resolution 5 being passed, Resolution 6 is a proposal to approve grants of Share Rights to Non-Executive Directors under the FY20 NED Share Plan, as part of their remuneration as described below, during the period from the date on which the Resolution is passed until the third anniversary of that date, 14 November 2022.

Under the Company's Constitution, each Non-Executive Director is entitled to such remuneration out of the funds of the Company as the Directors determine, but the remuneration of the Non-Executive Directors may not exceed in aggregate in any financial year the amount fixed by the Company in general meeting. Presently, the amount is fixed at $1,250,000 (inclusive of superannuation) per annum (approved at the Annual General Meeting on 12 November 2014).

As the Company's 2019 Annual Report shows, Non-Executive Director remuneration is below this amount ($686,233) in FY19; refer to table 20 in the Company's Remuneration Report on page 64 of the 2019 Annual Report.

A review of Non-Executive Director remuneration was undertaken in July 2019, as there had been no increases to Non-Executive Director fees since April 2017, the substantial increase in the Company's size and complexity since then, and taking into account comparable companies with similar market capitalisation as at 30 June 2019.

The Remuneration Committee considered that Non-Executive Directors should be remunerated in line with the Company's remuneration framework which targets payment to employees in the 50-75th percentile of relevant peers based on third party-provided comparative market data for the ASX50-100. Changes to the fee structure are disclosed in Table 19 of the Remuneration Report, appearing on page 63 of the Company's 2019 Annual Report.

Each Non-Executive Director receives a base cash fee of $125,000 per annum. No change was proposed for FY20 to the base fee. However, it is proposed, subject to Shareholder approval, that additional remuneration be provided to each Non-Executive Director to the value of $50,000 for each of FY20, FY21, FY22 and FY23 in the form of Share Rights. No performance measures apply to the vesting of the Share Rights and they are effectively being paid in lieu of cash. If a Non-Executive Director ceases to be a Director for any reason, a pro-rata reduction of unvested Share Rights to the date of resignation will be made.

If Resolution 6 is not approved by Shareholders, the Share Rights will not be granted, no Shares will be issued and the Non-Executive Directors will receive instead an increased base fee of $175,000 in place of the current base fee of $125,000.

The $50,000 annual quantum for each Director does not, in the opinion of the Directors, constitute a material personal interest for any of them when considering the financial position of each of the Non-Executive Directors and is regarded by the Executive Chairman and the Non-Executive Directors as reasonable remuneration having regard to the Company's remuneration framework targets. The Share Rights will provide the Non-Executive Directors with some alignment with the interests of the Company's Shareholders.

If Resolution 6 is passed, the Non-Executive Directors' aggregate annual remuneration (including the value of the Rights) will continue to remain below the $1,250,000 annual threshold set by the Shareholders in 2014. If Resolution 6 is passed, and if a Non-Executive Director is a Director for each of the financial years, then in the three-year period from the date of the Annual General Meeting, each Non-Executive Director would receive up to an aggregate 27,738 Share Rights under the FY20 Share Plan, calculated using the following formula:

$$SR = \frac{A}{B}$$

Where:

A = $50,000

B = 20 trading day VWAP of Company Shares prior to 1 July of the relevant financial year in which the Share Rights are granted. This VWAP is $10.8145 for FY20. If the VWAP in a financial year is less than $10.8145, the number of Share Rights to be granted will be less than 27,738 over the three-year period for which the approval is sought.

SR = quantity of Share Rights to be granted subject to cap of 4,623 for any financial year.

The Minimum Holding Condition Policy will apply to the Non-Executive Directors requiring them each to retain a minimum holding equating to one year of base Non-Executive Directors fees (inclusive of superannuation capped at $25,000) and allowing three years to satisfy the Policy. Exercise of the vested Share Rights into Shares, and the sale of the Shares, are both subject to compliance with the Company's Securities Trading Policy.

For the purpose of complying with ASX Listing Rule 10.14 in providing the maximum number of securities which may be issued under Resolution 6, an assumption has been made that the VWAP in FY21, FY22 and FY23 is no lower than the 20 trading day VWAP i.e. an assumed VWAP of $10.8145 prior to 1 July 2021, 2022 and 2023. No greater number of Share Rights will be issued to the Non-Executive Directors in FY20, FY21, FY22 and FY23 than the numbers shown below, without reverting to Shareholders for prior approval.

Proposed date of grant of Share Rights (subject to approval of Resolutions 5 and 6 at the 2019 AGM)	Maximum number of Share Rights to be granted
FY20 Share Rights Grant to each Non-Executive Director in November 2019	4,623
FY21 Share Rights Grant to each Non-Executive Director in July 2020	4,623
FY22 Share Rights Grant to each Non-Executive Director in July 2021	4,623
FY23 Share Rights Grant to each Non-Executive Director in July 2022	4,623

Additional information

By virtue of Listing Rule 10.14, the Company must not permit any Director to acquire securities under the FY20 NED Share Plan without Shareholder approval. In accordance with Listing Rule 10.15A, the following additional information is provided:

- The people who will participate in the FY20 NED Share Plan described above are the Non-Executive Directors of the Company, namely, Mr John Fitzgerald, Mr Christopher Rowe, Mr Peter O'Connor, Ms Shirley In't Veld, Ms Mary Hackett and Mr Nick Cernotta. Any other person who becomes a Non-Executive Director after Resolution 6 is approved, and who is not named above, will not be entitled to participate in the FY20 NED Share Plan until further approval is obtained under Listing Rule 10.14 (or ASX waives this requirement). No securities have been issued under the FY20 NED Share Plan to date.
- The maximum number of Shares that may be acquired by all the above Non-Executive Directors during the period for which the approval will operate is 110,952. The formula for calculating the number of Shares that may be acquired by each Non-Executive Directors under the FY20 NED Share Plan is described above (and will be based on a 20 trading day VWAP as described above). No cash sum will be payable for Shares issued under the FY20 NED Share Plan, because the Shares will be issued as additional remuneration to the Participants for their services as directors.
- No securities have been issued to date under the FY20 NED Share Plan.
- Details of any securities issued under the FY20 NED Share Plan will be published in each Annual Report of the Company relating to the financial year in which the securities have been issued.
- There is no loan applicable in relation to the acquisition of the Share Rights or underlying Shares on vesting.
- If Resolution 6 is passed, Share Rights will be issued under the FY20 NED Share Plan as described above. The approval will last until the third anniversary of the date on which Resolution 6 is passed. No Share Rights will be issued under the FY20 NED Share Plan pursuant to Resolution 6 after the third anniversary of the date of which Resolution 6 is passed.

Recommendation

As the Non-Executive Directors have a personal interest in the outcome of Resolution 6, they make no recommendation as to how Shareholders should vote on the Resolution.

The Executive Chairman intends to vote all undirected proxies in favour of Resolution 6, where permissible.

8. Resolution 7 – Election of Director – Mary Hackett

Clause 8.1 of the Constitution and Listing Rule 14.4 require that a Director appointed as an addition to the Board must not hold office (without having been elected) past the next Annual General Meeting.

Ms Mary Hackett was appointed a Director of the Company on 1 July 2019 and, being eligible, seeks election.

Ms Hackett has an extensive career in the resource sector, spanning more than 30 years, with senior executive roles in Brown & Root, Woodside and General Electric. Her most recent role was Vice President of General Electric Oil & Gas for Australasia. Ms Hackett is a founding Director of the LNG Marine Fuel Institute and the Chairman Elect of the Future Energy Exports Cooperative Research Centre.

A fellow of Engineers Australia, Ms Hackett holds a degree in Mechanical Engineering from University College Galway, Ireland.

The particular strengths which Ms Hackett brings to the Company's Board are in relation to health, safety and environment; major projects and construction; risk management and compliance, and in ethics and integrity, gained and developed during her experience as a senior executive in engineering and leadership roles.

The Directors, with Mary Hackett abstaining, recommend that Shareholders vote in favour of Resolution 7.

9. Resolution 8 – Election of Director – Nick Cernotta

Clause 8.1 of the Constitution and Listing Rule 14.4 require that a Director appointed as an addition to the Board must not hold office (without having been elected) past the next Annual General Meeting.

Mr Nick Cernotta was appointed a Director of the Company on 1 July 2019 and, being eligible, seeks election.

Mr Cernotta is a mining engineer having held senior operational and executive roles in Australia and overseas over a 30 plus year period. He has considerable experience in the management and operation of large resource projects, with a track record for improving safety performance, managing costs and improving operational efficiencies, across multiple commodities and international jurisdictions.

Most recently Mr Cernotta served as Director of Operations at Fortescue Metals Group, Chief Operating Officer (Underground, International and Engineering) at MacMahon Holdings Limited and most relevant as Director of Operations for Barrick (Australia Pacific) Pty Ltd, a subsidiary of Barrick Gold Corp, with international assets in Africa, PNG and Saudi Arabia.

The particular strengths which Mr Cernotta brings to the Company's Board are in relation to executive leadership; human resources and workplace relations; health, safety and environment; risk management and compliance, and strategy, gained and developed during his experience as a senior executive in engineering and leadership roles.

The Directors, with Nick Cernotta abstaining, recommend that Shareholders vote in favour of Resolution 8.

10. Resolution 9 – Re-election of Director – Bill Beament

Pursuant to clause 8.1 of the Constitution, a Director who, if he or she does not retire, will at the conclusion of the AGM have been in office for 3 or more years and for 3 or more AGMs since he or she was last elected to office, must retire from office as a director and is eligible for re-election.

Mr Bill Beament was appointed Executive Chairman, and was last elected, at the Company's 2016 Annual General Meeting. Prior to this, he held the role of Managing Director of the Company since August 2007. Mr Beament retires by rotation and seeks re-election.

Mr Beament is a mining engineer with more than 20 years' experience in the resource sector. Previously he held several senior management positions, including General Manager of Operations for Barminco Limited with overall responsibility for 12 mine sites across Western Australia, and General Manager of the Eloise Copper Mine in Queensland. Mr Beament is also currently the Chairman of the Western Australian School of Mines Alumni Patrons Group, and a Trustee of the Channel 7 Telethon Trust.

The particular strengths which Mr Beament brings to the Company's Board are in relation to executive leadership; technical /operational skills; health, safety and environment; major projects and construction; capital markets; commodities exposure, and strategy, gained and developed during his experience described above.

The Directors, with Bill Beament abstaining, recommend that Shareholders vote in favour of Resolution 9.

11. Resolution 10 – Re-election of Director – John Fitzgerald

Pursuant to clause 8.1 of the Constitution, a Director who, if he or she does not retire, will at the conclusion of the AGM have been in office for 3 or more years and for 3 or more AGMs since he or she was last elected to office, must retire from office as a director and is eligible for re-election.

Mr John Fitzgerald, who was last elected to Company's Board at its 2016 Annual General Meeting, retires by rotation and seeks re-election.

Mr Fitzgerald has over 25 years' resource financing experience and has provided project finance and corporate advisory services to a large number of companies in the resource sector. He has previously held senior positions at NM Rothschild & Sons, Investec Bank Australia, Commonwealth Bank, HSBC Precious Metals and Optimum Capital. Mr Fitzgerald is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors.

The particular strengths which Mr Fitzgerald brings to the Company's Board are finance, commerce and accounting; capital markets; commodities exposure; previous board experience; risk management and compliance; strategy, and ethics and integrity, gained and developed during his experience described above. Mr Fitzgerald is the Lead Independent Director.

The Directors, with John Fitzgerald abstaining, recommend that Shareholders vote in favour of Resolution 10.

ENQUIRIES

Shareholders may contact General Counsel & Company Secretary, Hilary Macdonald, on +61 8 6188 2100 or at compliance@nsrltd.com, if they have any queries in respect of the matters set out in these documents.

GLOSSARY

$ means Australian dollars.

2019 Annual Report means the annual report released by the Company in respect of the financial year ended 30 June 2019.

AGM or Meeting means the meeting convened by the Notice of Meeting.

Associates has the meaning given in the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange or the financial market operated by ASX Limited, as the context requires.

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the current board of Directors.

Chairman means the Chairman of the AGM who, under the Company's Constitution, will be the chairman of the Board of Directors or, should he be unwilling or unable to act, another Director.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or

(e) a company the member controls.

Company or Northern Star means Northern Star Resources Limited (ACN 092 832 892).

Constitution means the Company's constitution.

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

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

Directors means the current directors of the Company.

Employee Share Trust means the employee share trust established by the Company in 2012.

Employee Share Trust Trustee means Pacific Custodians Pty Limited or such other trustee as replaced from time to time.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

FAR, or Fixed Annual Remuneration means in this Notice, base salary plus superannuation capped at $25,000.

FY19 means the financial year ended 30 June 2019.

FY20 means the financial year ending 30 June 2020, and references to **FY21, FY22** and **FY23** have an equivalent meaning.

FY20 NED Share Plan means the employee share scheme for Non-Executive Directors proposed for Shareholder approval in Resolution 5.

FY20 Share Plan means the employee share scheme proposed for Shareholder approval in Resolution 2.

Invitation means an invitation to accept Share Rights under the FY20 Share Plan or the FY20 NED Share Plan.

Key Management Personnel means those people having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Key Management Personnel includes the Company's executive as detailed in the 2019 Annual Report and Non-Executive Directors.

Listing Rules or ASX Listing Rules means the official listing rules of ASX.

LTI means long term incentive.

Non-Executive Director means a Director other than an executive director of the Company.

Notice or **Notice of Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

Performance Right means the conditional rights to a Share proposed to be granted under Resolution 3 under the FY20 Share Plan.

Proxy Form means the proxy form enclosed with this Notice of Meeting.

Related Party has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the 2019 Annual Report.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share Right means a conditional right to a Share which is proposed to be granted under the FY20 Share Plan or the FY20 NED Share Plan.

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

Shareholder means a registered holder of a Share.

Shareholder Question Form means the Shareholder question form enclosed with this Notice of Meeting.

STI means short term incentive.

VWAP means the volume weighted average price of Shares for a specific number of ASX trading days.

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NORTHERN STAR
RESOURCES LIMITED

ACN 092 832 892

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Northern Star Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AWST) on Tuesday, 12 November 2019,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
www.linkmarketservices.com.au
Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE
Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **www.linkmarketservices.com.au** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

I/We being a member(s) of Northern Star Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ the Chairman of the Meeting *(mark box)*

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Thursday, 14 November 2019 at QV1 Conference Centre (Function Room), Level 2 QV1 Building, 250 St Georges Terrace, Perth 6000, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 - 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 - 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report			
2 Approval of FY20 Share Plan			
3 Approval of issue of 535,622 Performance Rights to Bill Beament under FY20 Share Plan for FY20			
4 Approval of Potential Termination Benefits			
5 Approval of FY20 NED Share Plan			
6 Approval of issue of $50,000 Share Rights to each of the Non-Executive Directors in each of FY20-FY23 (inclusive) under the FY20 NED Share Plan			
7 Re-election of Director – Mary Hackett			
8 Re-election of Director – Nick Cernotta			
9 Re-election of Director – Bill Beament			
10 Re-election of Director – John Fitzgerald			

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).