



**TANAMI**  
**GOLD NL**  
**ABN 51 000 617 176**

## **PROSPECTUS**

For the offer of up to 9,375,000 Shares at an issue price of 16 cents per Share to raise up to \$1,500,000.

The offer of Shares pursuant to this Prospectus is a conditional offer.  
Please refer to Section 3.1 for further details.

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### IMPORTANT NOTICE

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This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered by this Prospectus should be considered as speculative.

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## SECTION 1

### 1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

#### 1.1 Summary of Important Dates

Lodgement of Prospectus with the ASIC and ASX	Monday, 8 November 2004
Opening Date	Tuesday, 9 November 2004
Closing Date*	5.00pm (WST) Friday, 26 November 2004
General Meeting of shareholders	Wednesday, 8 December 2004
Official Quotation of Shares**	Friday, 17 December 2004

\* The Directors reserve the right to vary the Closing Date without notice. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

\*\* The Offer is subject to shareholder approval and is therefore a conditional offer. If shareholder approval is not obtained, the Shares the subject of the Offer will not be issued.

#### 1.2 Important Notes

This Prospectus is dated Monday, 8 November 2004 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC takes no responsibility for the content of this Prospectus.

The Expiry Date of the Prospectus is Wednesday, 7 December 2005. No securities will be allotted or issued on the basis of this Prospectus after the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

#### 1.3 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website at [www.tanami.com.au](http://www.tanami.com.au). Any person accessing the electronic version of the Prospectus from outside of Australia should note that this Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the offer. It is the responsibility of any investor outside Australia to ensure compliance with all laws of any country relevant to their application, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted any securities.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a copy of this Prospectus free of charge by contacting the Company.

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## SECTION 2

### 2. CORPORATE DIRECTORY

#### Directors

Denis Waddell – Executive Chairman  
Gary Comb – Managing Director  
Martin Kavanagh – Non-Executive Director

#### Company Secretary

Kim Hogg

#### Share Registry\*

Security Transfer Registrars Pty Ltd  
77 Canning Highway  
APPLECROSS WA 6153

Telephone: (08) 9315 0933  
Facsimile: (08) 9315 2233

#### Registered Office

Level 4  
50 Colin Street  
WEST PERTH WA 6005

Telephone: (08) 9212 5999  
Facsimile: (08) 9212 5900

#### Website

[www.fanami.com.au](http://www.fanami.com.au)

#### Lead Manager to the Offer

Azure Capital Pty Ltd  
Level 33 Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

Telephone: (08) 6263 0888  
Facsimile: (08) 6263 0878

#### Solicitors to the Offer

Steinpreis Paganin  
Level 14, Citibank House  
37 St George's Terrace  
PERTH WA 6000

#### Auditor\*

KPMG  
Level 31, Central Park  
152 – 158 St Georges Terrace  
PERTH WA 6000

\* These entities have not been involved in the preparation of this Prospectus and appear for information purposes only.

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## SECTION 3

### 3. DETAILS OF THE OFFER

#### 3.1 The Offer

By this Prospectus, the Company offers for subscription up to 9,375,000 Shares at an issue price of 16 cents per Share payable in full on application to raise up to \$1,500,000.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

The Offer is subject to Shareholder approval being obtained. In the event Shareholder approval is not obtained, the Shares the subject of the Offer will not be issued.

The Offer is not underwritten.

#### 3.2 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be Tuesday, 9 November 2004 and the Offer closes at 5.00pm (WST) on Friday, 26 November 2004. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be).

#### 3.3 Application for Shares

Applications for Shares must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of 16 cents per Share. Applications for Shares must be for a minimum of 10,000 Shares and thereafter in multiples of 2,000 Shares. Cheques should be made payable to "Tanami Gold NL – Proceeds Account" and crossed "Not Negotiable". Completed Application Forms must reach the address set out below by no later than the Closing Date.

Applications received by the Company which do not meet the above requirements may be refused at the discretion of the Directors.

Completed application forms and accompanying cheques must be mailed or delivered to:

Mr. Mel Campbell  
CFO – Tanami Gold NL  
Level 4  
50 Colin Street  
West Perth WA 6872

#### 3.4 Minimum Subscription

It is a condition of the Offer that a minimum amount of \$500,000 is raised pursuant to this Prospectus. If the minimum subscription is not achieved within six (6) weeks of the date of lodgement of the Prospectus with the ASIC no Shares will be issued to any of the applicants, and all application monies will otherwise be dealt with in accordance with the Corporations Act.

#### 3.5 Allotment of Shares

Allotment of Shares will take place as soon as practicable after the Closing Date (assuming the conditions of the Offer have been satisfied). Application monies will be held in a separate subscription account until allotment. This account will be established and kept by the Company in trust for each applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place and each Applicant waives the right to claim any interest.

The Directors will determine the allottees of all the Shares. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for.

Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

#### 3.6 ASX Listing

The Company's Shares are currently traded on ASX. Application will be made within 7 days after the date of issue of this Prospectus to ASX for permission for the Shares the subject of the Offer to be listed for official quotation by ASX.

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In the event that ASX does not grant permission for the official quotation of the Shares within 3 months after the date of issue of this Prospectus (or such period as is varied by the ASIC), none of the Shares offered by this Prospectus will be allotted or issued and the Company will repay all application monies for the Shares within the time period set out under the Corporations Act, without interest.

### **3.7 Restrictions on the Distribution of the Prospectus**

The distribution of this Prospectus outside Australia may be restricted by law.

This Prospectus is not intended to, and does not, constitute an offer of, or invitation to apply for, securities in any place which, or to any person to whom, the making of such offer or invitation would not be lawful under the laws of any jurisdiction outside Australia.

### **3.8 Clearing House Electronic Sub-Register System ("CHESS") and Issuer Sponsorship**

The Company will not be issuing share certificates. The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders in circumstances in which there have been any changes in their security holding in the Company during the preceding month.

### **3.9 Dividend Policy**

The Company's ability to pay dividends depends on factors such as the earnings, taxation and financial position of the Company. It is the current intention of the Directors to pay dividends if the profitability of the Company's operations permits. The level of franking of any dividends will be determined by the level of Australian tax paid by the Company.

Until the Company generates sufficient profits, it will not be in a position to declare any dividend and, accordingly, the Directors will not formulate a dividend policy until a profit is generated.

### **3.10 Taxation**

The Company does not propose to give any taxation advice and neither the Company, its Directors nor its officers accept any responsibility or liability for any taxation consequence to Applicants. Applicants should consult their own professional tax advisers in regard to taxation implications of the Offer.

### **3.11 Privacy Act**

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

### **3.12 Enquiries**

Any questions concerning the Offer should be directed to Kim Hogg at the Company's registered office on 08 9322 9999.

## SECTION 4

### 4. PURPOSE AND EFFECT OF THE OFFER

#### 4.1 Background

The purpose of the Offer is to raise up to \$1,500,000. The proceeds from the Offer will be applied towards additional working capital.

On 8 November 2004, the Company announced that it had arranged the placement of 90,625,000 Shares at an issue price of 16 cents each to raise \$14,500,000 (**Placement**). The Placement consisted of two tranches (comprising Tranche 1: 41,500,000 Shares and Tranche 2: 49,125,000 Shares). The issue of Shares the subject of the Tranche 2 placement is also subject to shareholder approval.

The Offer pursuant to this Prospectus is part of the Company's total funding strategy to raise up to \$16,000,000.

The funds raised from the Placement will be applied as follows:

<b>Funds Raised</b>	<b>\$m</b>
(a) completion of the Coyote Gold Project Bankable Feasibility Study;	0.6
(b) purchase of a 1.5m tpa CIP gold treatment plant from Harmony/Northern Gold;	0.8
(c) a detailed grade control drill program at Coyote before the end of December 2004 which is very important for Bankable Feasibility Study mine planning and pit optimisation;	0.6
(d) funding a significant ongoing drill program at Coyote and Larranganni to extend the existing resource base and drill testing of numerous regional targets aimed at new discoveries in the highly prospective Coyote and Larranganni mineralised corridors;	3.4
(e) repayment of the ANZ Bridging Facility used to make the final payment to AngloGold Ashanti Australia Limited for the acquisition of the Coyote Gold Project; and	5.0
(f) to meet placement expenses and provide additional working capital for the Company.	4.1
<b>TOTAL</b>	<b>14.5</b>

The information set out in this section is a statement of the present intention as at the date of this Prospectus. The exact quantum of funds expended by the Company on any certain items will be dependent on many factors which cannot be ascertained with complete accuracy at the date of this Prospectus.

#### 4.2 Purpose of the Offer

The funds raised from the Offer will be applied to meet the additional working capital needs of the Company. If less than the full subscription is received and after accounting for reduced commission payable (of up to \$50,000), the shortfall of up to \$950,000 will be rationalised against working capital. The Directors believe that the Company will have sufficient working capital to carry out its stated objectives in the event the minimum subscription is raised.

Estimated expenses of the Offer are \$101,510 based on a full subscription.

#### 4.3 Effect of the Offer and Pro Forma Consolidated Statement of Financial Position

Assuming the Offer is fully subscribed and completion of the Tranche 2 placement (being a further 49,125,000 Shares), the principal effect of the Offer, will be to:

- (a) increase cash reserves by approximately \$1,398,490 immediately (after estimated expenses of the Offer); and
- (b) increase the number of Shares on issue from 370,513,902 Shares to 379,888,902 Shares.

Set out below is:

- (a) an unaudited pro-forma consolidated statement of financial position of the Company as at 30 September 2004; and
- (b) an unaudited pro-forma consolidated statement of financial position of the Company as at 30 September 2004 incorporating the effect of the Offer.

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	Unaudited Proforma before issue of shares 30 September 2004 \$	Unaudited Proforma after issue of shares 30 September 2004 \$
<b>CURRENT ASSETS</b>		
Cash assets	782,833	16,032,833
Receivables	490,080	490,080
Inventories	-	-
<b>Total current assets</b>	<b>1,272,913</b>	<b>16,522,913</b>
<b>NON-CURRENT ASSETS</b>		
Receivables	103,176	103,176
Investments accounted for using the equity method	3,173,432	3,173,432
Other financial assets	159,691	159,691
Property, plant and equipment	1,233,041	1,233,041
Exploration and evaluation expenditure	25,671,117	25,671,117
<b>Total non-current assets</b>	<b>30,340,457</b>	<b>30,340,457</b>
<b>TOTAL ASSETS</b>	<b>31,613,370</b>	<b>46,863,370</b>
<b>CURRENT LIABILITIES</b>		
Interest-bearing liabilities	5,800,000	5,800,000
Payables	1,204,871	1,204,871
Provisions	75,910	75,910
<b>TOTAL LIABILITIES</b>	<b>7,080,781</b>	<b>7,080,781</b>
<b>NET ASSETS</b>	<b>24,532,589</b>	<b>39,782,589</b>
<b>EQUITY</b>		
Contributed equity	50,430,432	65,680,432
Reserves	95,906	95,906
Accumulated losses	(25,993,749)	(25,993,749)
<b>TOTAL EQUITY</b>	<b>24,532,589</b>	<b>39,782,589</b>

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Upon completion of the Offer (and assuming completion of the Placement), the share capital of the Company will be:

<b>Shares</b>	<b>Number if Issue Fully Subscribed</b>	<b>Number on Minimum Subscription being achieved</b>
Issued capital at the date of this Prospectus	279,888,902	279,888,902
Tranche 1 placement	41,500,000	41,500,000
Tranche 2 placement	49,125,000	49,125,000
Offered pursuant to this Prospectus	9,375,000	3,125,000
<b>Post Completion of Offer</b>	<b>379,888,902</b>	<b>373,638,902</b>

The Company also has the following options on issue at the date of this Prospectus:

<b>Number of Options presently on issue</b>	<b>Expiry Date</b>	<b>Exercise Price</b>
5,650,000	29 November 2005	20 cents
1,500,000	27 November 2008	20 cents
1,500,000	27 November 2008	20 cents
33,750,000	20 October 2009	22.5 cents

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## SECTION 5

### 5. RIGHTS ATTACHING TO SHARES

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders in the Company. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

#### 5.1 Rights attaching to Shares

##### (a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

##### (b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes being equivalent to the proportion which the amount paid is of the total amounts paid and payable in respect of those shares.

##### (c) Dividend Rights

The Directors may from time to time declare a dividend to be paid to shareholders entitled to the dividend. The dividend shall (subject to Articles 5.8, 27.1, 28.2(e) and 28.2(f) of the Company's Constitution and to the rights of any preference shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all shares according to the proportion that the amount paid is of the total amounts paid and payable in respect of such shares in accordance with the Corporations Act. The Directors may from time to time pay to the shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

##### (d) Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders and that surplus will be divided among the shareholders in proportion to the number of Shares they hold (irrespective of the amounts paid upon those Shares). The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities shall rank in priority after all other shares.

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(e) **Transfer of Shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(f) **Changes to Capital Structure**

The Company may by ordinary resolution and subject to the Corporations Act and the Listing Rules:

- (i) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
- (ii) cancel shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce its share capital by the amount of the shares so cancelled.

(g) **Variation of Rights**

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

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## SECTION 6

### 6. RISK FACTORS

#### 6.1 General

An investment in the Company is not risk free and investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

#### 6.2 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

#### 6.3 Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

#### 6.4 Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

#### 6.5 Exploration and Evaluation Risks

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

#### 6.6 Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

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## **6.7 Environmental Risks**

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company's attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

## **6.8 Native Title and Title Risks**

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

## **6.9 Joint Venture Parties, Agents and Contractors**

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

## **6.10 Future Capital Requirements**

The Company's activities will require substantial expenditures. There can be no guarantees that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

## **6.11 Potential Acquisitions**

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

## **6.12 Changes to Accounting Standards**

For reporting periods beginning on or after 1 January 2005, the Company must comply with International Financial Reporting Standards (**IFRS**). These changes will affect the way certain items are reported in the Company's financial statements. The most significant changes to accounting treatment under the IFRS as it applies to the Company are likely to be related to the accounting for research and development costs, and intangible assets being patents, licences, goodwill and carried forward exploration costs. The Company must review the amortisation period and the amortisation method at least at the end of each annual reporting period.

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## SECTION 7

### 7. ADDITIONAL INFORMATION

#### 7.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares that will be issued pursuant to this Prospectus will be in the same class of Shares that have been quoted on the official list of ASX during the 12 months prior to the issue of this Prospectus.

In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half year financial report lodged with the ASIC by the Company after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure notices given by the body after the lodgement of that annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

For details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report refer to the table set out below.

<b>Date</b>	<b>Description of Announcement</b>
25/10/2004	Annual Report
28/10/2004	Quarterly Report
08/11/2004	\$16m Capital Raising

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal hours.

#### 7.2 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgment of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as solicitors to the Offer and has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Azure Capital Pty Ltd has given its written consent to being named as Lead Manager to the Offer and has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

None of the entities referred to in this Section 7.2 have authorised or caused the issue of this Prospectus and do not accept any liability to any persons in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

### 7.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any organisation in which such a Director is a partner or director, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Shares pursuant to this Prospectus; or
- (c) the offer of Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or to any organisation in which any such Director is a partner or director, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

Each Directors' interests in securities of the Company at the date of this Prospectus is:

Director	Fully paid Shares	Contributing Shares	Options <sup>1,2</sup>	Options <sup>3</sup>
Mr D P Waddell	3,435,001	8,612,501	3,500,000 <sup>1</sup>	15,000,000
Mr M E Kavanagh	83,750	3,023,750	1,000,000 <sup>1</sup>	3,750,000
Mr G E Comb	1,058,299	8,399,596	2,300,000 <sup>2</sup>	15,000,000

Notes:

- (1) Options exercisable at 20 cents each on or before 29/11/2005.
- (2) 800,000 options exercisable at 20 cents each on or before 29/11/2005 and 1,500,000 Options exercisable at 20 cents each on or before 27/11/2008.
- (3) Options exercisable at 22.5 cents and expire 20/10/2009.

The Constitution of the Company provides that the Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, where notice of the amount of the suggested increase and the maximum sum that may be paid shall have been given to shareholders in the notice convening the meeting.

In the last two years, the following amounts have been paid to current directors, companies associated with the directors or their associates in their capacity as directors, consultants or advisors or related companies:

Director	Salary & Fees (\$)		Superannuation (\$)		Total (\$)	
	2004	2003	2004	2003	2004	2003
Mr D P Waddell	251,902	193,625	22,300	16,500	274,202	210,125
Mr M E Kavanagh	199,712 <sup>1</sup>	165,907	5,429	15,355	205,141	181,262
Mr G E Comb	94,800 <sup>2</sup>	19,260	8,962	3,340	103,812	22,600

## Notes

- (1) Includes a payment of \$140,000 made in accordance with Mr Kavanagh's employment agreement on Mr Kavanagh's resignation as an executive director effective from 1 July 2003.
- (2) Includes fees of \$8,150 received by Wildsouth Pty Ltd a company associated with Mr Comb, for the provision of technical services in the period prior to Mr Comb's appointment as an executive director.

No other fees have been paid by the Company by way of remuneration for services provided by the current Directors, companies associated with the Directors or their associates in their capacity as directors, consultants or advisers. However, Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

### 7.4 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert nor any organisation in which such expert has an interest, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Shares pursuant to this Prospectus; or
- (c) the offer of Shares pursuant to this Prospectus.

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any expert or to any firm in which any such expert is a partner, either to induce him to become, or to qualify him as, a expert or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$5,000 for services provided in relation to this Prospectus. In the last 2 years, Steinepreis Paganin has received fees of approximately \$10,000 for other legal services.

Azure Capital Pty Ltd will act as Lead Manager to the Offer. Azure Capital Pty Ltd will be paid a maximum of \$75,000 if the Offer is fully subscribed.

### 7.5 Estimated Expenses of Offer

The estimated expenses of the Offer are as follows:

Expenses	\$
ASX Fees	10,000
ASIC Fees	2,010
Broker Fees	75,000
Print and Mailing Expenses	4,500
Legal and Other Expenses	10,000
<b>Total</b>	<b>101,510</b>

### 7.6 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgment of this Prospectus with the ASIC and the respective dates of those sales were:

- Highest: \$0.18 per Share on 6 October and 11 to 15 October 2004.  
Lowest: \$0.155 per Share on 1 November and 4 November 2004.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgment of this Prospectus with the ASIC was \$0.16 on 5 November 2004.

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**7.7 Directors' Consent**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with the ASIC.

A handwritten signature in black ink, appearing to read 'Gary Comb', written in a cursive style.

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**Gary Comb**  
For and on behalf of  
Tanami Gold NL

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## GLOSSARY

**Applicant** means an investor that applies for Shares using an Application Form pursuant to this Prospectus.

**Application Form** means the application form accompanying this Prospectus.

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

**ASX** means Australian Stock Exchange Limited (ABN 98 008 624 691).

**Closing Date** means the closing date for receipt of Application Forms under this Prospectus as set out in Section 3.2.

**Company** or **Tanami** means Tanami Gold NL (ABN 51 000 617 176).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

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

**Directors** means directors of the Company at the date of this Prospectus.

**Dollar** or "\$" means Australian dollars.

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

**Offer** means the offer of Shares referred to in Section 3 - "Details of the Offer" of this Prospectus.

**Opening Date** means the opening date for receipt of Application Forms under this Prospectus and being 9 November 2004.

**Prospectus** means this Prospectus.

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

**Share** means a fully paid ordinary share in the capital of the Company and where the context permits means the Shares the subject of the Offer.

**WST** means Western Standard Time.

TANAMI GOLD NL  
ABN 51 000 617 176

Share Registrar Use Only

# APPLICATION FORM

Before completing this Application Form, you should read the Prospectus dated 8 November 2004 and the instructions overleaf. No Securities will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

## PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM.

I/We apply for

Shares at 16 cents per Share

in TANAMI GOLD NL or such lesser number of Shares which may be allocated to me/us by the Directors.

I/We lodge full application monies of:

For the above Shares.

Full name (PLEASE PRINT)

Joint Applicant #2 or <designated account>

Joint Applicant #3 or <designated account>

Postal Address (PLEASE PRINT)

Street Number

Street

Suburb/Town

State

Post code

Contact Name

Telephone number - Business hours

Telephone number - After hours

CHESS HIN (where applicable)

E-mail Address

Tax File Number or Exemption

Applicant #2

Applicant #3

CHEQUE DETAILS

Drawer

Bank

BSB

Amount of cheque

Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus;

I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and

I/We have received personally a copy of the Prospectus accompanied by or attached to this Application Form or a copy of the Application Form or a direct derivative of the Application Form before applying for Shares.

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Shares in Tanami Gold NL and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 8 NOVEMBER 2004 AND ANY RELEVANT SUPPLEMENTARY PROSPECTUS.

(See application instructions overleaf)

This Application Form relates to the Offer of 9,375,000 Shares in Tanami Gold NL pursuant to the Prospectus dated 8 November 2004.

## APPLICATION FORMS

Applications must be made on the application form attached to this Prospectus. Please complete all parts of the application form using BLOCK LETTERS.

Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESSE participants should complete their name and address in the same format as they are presently registered in the CHESSE system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 2,000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is an irregularity in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final.

## PAYMENT

Applications for Shares must be accompanied by the application money of 16 cents per Share (in Australian currency). Cheques should be made payable to "Tanami Gold NL - Proceeds Account" and crossed "Not Negotiable".

## BROKER SPONSORED APPLICANTS

The Company is an Issuer Sponsored participant in the ASX CHESSE System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section with your CHESSE HIN number or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

## TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation office.

## CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Tanami Gold NL. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR	CORRECT FORM OF REGISTRABLE TITLE	INCORRECT FORM OF REGISTRABLE TITLE
Individual <i>Use given names, not initials</i>	John Alfred Lee	JA Lee
Company <i>Use Company title, not abbreviations</i>	XYZ Pty Ltd	XYZ P/L XYZ Co
Trusts <i>Use trustee(s) personal name(s). Do not use the name of the trust</i>	Sue Lee <Sue Lee Family A/C>	Sue Lee Family Trust
Deceased Estates <i>Use executor(s) personal name(s)</i>	Jane Lee <Est John Lee A/C>	Estate of late John Lee
Partnerships <i>Use partners' personal names, do not use the name of the partnership</i>	John Lee and Michael Lee <John Lee and Son A/C>	John Lee and Son
Clubs/Incorporated Bodies/Business Names <i>Use office bearer(s) personal name(s). Do not use the names of the clubs etc.</i>	Michael Lee <XYZ Cricket Association A/C>	XYZ Cricket Association
Superannuation Funds <i>Use of name of trustee of fund, do not use the name of the fund.</i>	Jane Lee Pty Ltd <Super Fund A/C>	Jane Lee Pty Ltd Superannuation Fund