



3 March 2006

The Manager
Company Announcements Office
Australian Stock Exchange Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir

NOTICE OF MEETING

Please find attached Notice of Meeting to be despatched to shareholders on 3 March 2006.

Yours faithfully
Tanami Gold NL

A handwritten signature in black ink, appearing to read 'John Traicos'.

John Traicos
Company Secretary



TANAMI
GOLD NL
ABN 51 000 617 176

**NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM**

This Notice of General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your investment or other professional adviser.

**For a general meeting to be held on Friday, 7 April 2006 at
10.00am (WST) at The Celtic Club, 48 Ord Street, West Perth, Western Australia.**



NOTICE OF GENERAL MEETING

Notice is given that a general meeting of shareholders of Tanami Gold NL (**Tanami or Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia at 10.00am (WST) on Friday, 7 April 2006.

AGENDA

Resolution 1 – Ratification of Issue of 54,000,000 Shares (Tranche 1)

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

“That, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, shareholders ratify the issue of up to 54,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Under the Listing Rules, the Company may seek shareholder approval following a placement to allow it the flexibility to make future issues of securities up to the threshold of 15% of its total ordinary securities in any one 12 month period.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or 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.

Resolution 2 – Approval of Issue of 54,000,000 Shares (Tranche 2)

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

“That, for the purposes of Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, shareholders approve the issue of up to 54,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Under the Listing Rules, the Company may seek shareholder approval prior to a placement to allow it the flexibility to make future issues of securities up to the threshold of 15% of its total ordinary securities in any one 12 month period.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or 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.

DATED 1 March 2006
BY ORDER OF THE BOARD

JOHN TRAIKOS
COMPANY SECRETARY

NOTES

1. A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.
2. A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry, Security Transfer Registrars (Tel: +61 8 9315 2333) or at www.securitytransfer.com.au.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. For the purposes of the Corporations Act (Regulation 7.11.37), the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 5.00pm (WST), Wednesday, 5 April 2006.
5. To vote by proxy, please complete and sign the attached proxy form as soon as possible and either:
 - send the proxy form by facsimile to the Company on facsimile number (08) 9212 5900 (International: + 61 8 9212 5900);
 - post the proxy form to Post Office Box 1892, West Perth, Western Australia 6872; or
 - deliver the proxy form to the Company's registered office at Level 4, 50 Colin Street, West Perth, Western Australia, 6005.

so that it is received not less than 48 hours prior to the start of the Meeting (10.00am (WST) on Wednesday, 5 April 2006). Proxy forms received later than this time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. THE RESOLUTIONS

1.1 Background to Resolutions 1 and 2

As announced to ASX on 2 March 2006, the Company has agreed to place 108,000,000 Shares at an issue price of A\$0.185 each. The placement is structured as follows:

- (a) Tranche 1 – 54,000,000 Shares at an issue price of A\$0.185 to raise A\$9,990,000; and
- (b) Tranche 2 – 54,000,000 Shares at an issue price of A\$0.185 to raise A\$9,990,000.

At the date of this Notice, the allotment of Shares under the Tranche 1 has not been completed. It is likely that at the time of the Meeting, the Shares will have been allotted.

The allotment of Shares under the Tranche 2 will be made subject to the passing of Resolution 2 and will be placed with various institutional and sophisticated investors.

1.2 Resolution 1 – Ratification of issue of 54,000,000 Shares (Tranche 1)

Listing Rule 7.4

Completion of Tranche 1 will have occurred prior to the date of this General Meeting. Accordingly Shareholder approval will be sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its ordinary capital in the next 12 months without prior shareholder approval.

ASX Listing Rule 7.4 provides an exception to ASX Listing Rule 7.1. The Listing Rule provides that where a company in a general meeting subsequently approves a previous issue of securities made without approval under ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.4 the following information is provided to shareholders:

- the total number of securities allotted is 54,000,000 Shares;
- the securities were issued at an issue price of \$0.185;
- the Shares issued will rank equally with the existing Shares on issue;
- the allottees of the Tranche 1 Shares are institutional investors in the United Kingdom, North America and Australia as well as sophisticated investor clients of Hartleys Limited. (As at the date of this Notice, the names of the allottees were not known); and
- funds raised from the issue of the Shares (under both Resolutions 1 and 2) will be applied as follows:
 - i. to develop the Coyote Gold Mine to production status;
 - ii. to provide additional Project capital to fast track the development of the Coyote, Kookaburra and Sandpiper open pits;

- iii. to advance the Coyote Stage 2 Mining Plan and the Company's exploration program through the conversion of resources to reserves, the extension of mineralisation and development of satellite deposits; and
- iv. to meet expenses of the offer and provide general working capital.

1.3 Resolution 2 – Approval of Issue of 54,000,000 Shares (Tranche 2)

Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option), if the number of those securities exceed 15% of the total shares on issue at the commencement of that period. One circumstance in which an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of the shareholders in general meeting.

ASX Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the maximum number of securities to be issued by the Company is 54,000,000 Shares;
- (b) as at the date of this Notice the identity of the allottees was not know. However, all the allottees of the Tranche 2 Shares will be institutional investors in the United Kingdom, North America and Australia as well as sophisticated investor clients of Hartleys Limited;
- (c) the issue price of the Shares will be A\$0.185 per Share;
- (d) the Shares will be issued no later than 3 months after the date of this Meeting (or such later date as is permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date rather than on a progressive basis;
- (e) the Shares issued will rank equally with the existing Shares on issue; and
- (f) funds raised from the issue of the Shares (under both Resolutions 1 and 2) will be applied as follows:
 - i. to develop the Coyote Gold Mine to production status;
 - ii. to provide additional Project capital to fast track the development of the Coyote, Kookaburra and Sandpiper open pits;
 - iii. to advance the Coyote Stage 2 Mining Plan and the Company's exploration program through the conversion of resources to reserves, the extension of mineralisation and development of satellite deposits; and
 - iv. to meet expenses of the offer and provide general working capital.

2. ENQUIRIES

Shareholders are invited to contact John Traicos (Company Secretary) on (08) 9212 5999 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

ASX means Australian Stock Exchange Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Board means the board of directors of the Company.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the general meeting convened by the Notice.

Notice means the notice convening the Meeting.

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

PROXY FORM

APPOINTMENT OF PROXY

GENERAL MEETING

I/We

being a Member of Tanami Gold NL entitled to attend and vote at the Meeting, hereby appoint:

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at 10.00am (WST), on Friday, 7 April 2006 at The Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

Resolution 1 – Issue of Shares – 1st Tranche
Resolution 2 – Issue of Shares – 2nd Tranche

FOR	AGAINST	ABSTAIN
☐	☐	☐
☐	☐	☐

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2006

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

TANAMI GOLD NL
ABN 51 000 617 176

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.