TANAMI GOLD NL

30 October 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 31 October 2006.

Yours faithfully
Tanami Gold NL

John Traicos
Company Secretary

Level 4, 50 Colin Street, West Perth, Western Australia, 6005 ■ P.O. Box 1892, West Perth, Western Australia, 6872
Tel: +61 (8) 9212 5999 ■ Fax: +61 (8) 9212 5900 ■ Email: tanamigold@tanami.com.au ■ Website: www.tanami.com.au. ■ ABN: 51 000 617 176

ABN 51 000 617 176

2006

NOTICE OF ANNUAL GENERAL MEETING

To be held on Wednesday, 29 November 2006

and

PROXY FORM

TANAMI GOLD NL

ABN 51 000 617 176

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Tanami Gold NL (the "Company") will be held on Wednesday, 29 November 2006 at the Australian Institute of Management WA, Australia Post Seminar Room, Leadership Centre, 76 Birkdale Street, Floreat, WA commencing at 10.00a.m.

AGENDA

General Business:

1. Financial Statements and Reports (no resolution required)

To receive and consider the financial statements for the Company and its controlled entity for the year ended 30 June 2006 and the reports of the Directors and Auditor thereon.

2. Remuneration Report

To consider, and if thought fit, pass the following resolution:

"That the Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2006, be adopted".

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

3. Re-election of Director – Mr G Comb

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

"That Mr Gary Comb, who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, be re-elected as a Director of the Company."

4. Election of Director – Mr F Sibbel

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

"That Mr Franciscus Sibbel, who was appointed by the Board as a Director since the last Annual General Meeting of the Company and who retires and offers himself for re-election, is re-elected as a Director."

5. Ratification of issue of 50,000,000 Shares

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 50,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: ASX Listing Rule 7.4 permits the Company to ratify a past issue of shares. The effect of the ratification will be that the past issue of shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1.

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any persons who participated in the issue, or obtained any benefit in connection with 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 and the person who is entitled to vote has indicated on the proxy appointment form that the person chairing the meeting may vote as a proxy in relation to this resolution.

BY ORDER OF THE BOARD

John Traicos
Company Secretary
23 October 2006

NOTES:

1. In accordance with the Corporations Act (Regulation 7.11.37), the Directors have set a time to determine the identity of those shareholders entitled to attend and vote at the meeting. The time is **5.00pm (WST), Monday, 27 November 2006**.

2. A shareholder who is entitled to vote at the meeting may appoint a proxy to attend and vote at the meeting. A proxy need not be a shareholder and can be an individual or a body corporate.

3. A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the number or proportion of votes, each proxy may exercise half of the votes.

4. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously given to the Company. Forms for appointment of corporate representatives may be obtained from the Company's share registry, Security Transfer Registrars (Telephone: +61 8 9315 2333) or at www.securitytransfer.com.au.

5. Shareholders, proxies and corporate representatives are requested to please arrive 20 minutes prior to the start of the meeting to facilitate the registration process.

6. To vote by proxy, please complete and sign the attached proxy form as soon as possible and either:

   - send the proxy form (and any appointment under which the proxy form was signed) by facsimile to the Company on facsimile number (08) 9212 5900 (International: + 61 8 9212 5900);
   - post the proxy form (and any appointment under which the proxy form was signed) to Post Office Box 1892, West Perth, Western Australia 6872; or
   - deliver the proxy form (and any appointment under which the proxy form was signed) 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 (ie before 10.00am (WST) on Monday, 27 November 2006). Proxy forms received later than this time will be invalid.

TANAMI GOLD NL

ABN 51 000 617 176

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. REMUNERATION REPORT

The Board is presenting the Remuneration Report (which forms part of the Directors' Report for the year ended 30 June 2006) to shareholders for adoption as required by section 250R(2) of the Corporations Act. The Remuneration Report is set out on pages 20 to 23 of the Annual Report. The vote on this item is advisory only and does not bind the Directors or the Company.

2. RE-ELECTION OF DIRECTOR – MR G COMB

Mr Gary Comb retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director of the Company.

Mr Gary Comb, aged 54, is an engineer with more than 20 years' experience principally in mine operations and project development. For the four years to January 2004, he was the Chief Executive Officer of the largest privately owned Western Australian based mining and civil contracting company, BGC Contracting Pty Limited. He gained extensive mining operations experience from 1983-1990 through responsibilities principally as Operations Director with Metana Minerals NL which included management of the Mount Magnet, Reedy, Youanmi and Rothsay (underground) mines in Western Australia and as Mining Operations Manager for MacMahon Contractors from 1992 to 1999. During the past three years Mr Comb continues to serve as Managing Director of Jabiru Metals Limited, an ASX listed company.

3. ELECTION OF DIRECTOR – MR F SIBBEL

Mr Franciscus Sibbel was appointed by the Board as Operations Director on 7 July 2006 (ie after the last Annual General Meeting of the Company) and, in accordance with the Company's Constitution, retires and offers himself for re-election as a Director of the Company.

Mr Franciscus (Frank) Sibbel, aged 58, has 35 years of operational, project management and consultancy experience covering operational and financial management of many projects within large and small mining companies. Importantly, Mr Sibbel has successfully managed projects from development through to successful operations including open pit and underground mining and related processing facilities.

4. RATIFICATION OF ISSUE OF 50,000,000 SHARES

4.1 Background to Resolution 5

As announced to ASX on 26 September 2006, the Company previously agreed to place 50,000,000 Shares at an issue price of A$0.20 each.

The issue of the new Shares was completed on 6 October 2006 and the new Shares were placed with international and domestic institutional investors and sophisticated investor clients of Hartleys Limited. None of the placees was a related party of the Company.

4.2 Resolution 5 – Ratification of Issue of 50,000,000 Shares

Listing Rule 7.4

Completion of the issue of new Shares will have occurred prior to the date of this 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 capital in the next 12 months without prior shareholder approval under Listing Rule 7.1.

Listing Rule 7.4 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 will be treated as having been issued 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 issued was 50,000,000 new Shares;
- the new Shares were issued at an issue price of $0.20;
- from their date of issue, the new Shares rank equally in all respects with the existing Shares on issue;
- the persons to whom the new Shares were issued were institutional investors in the United Kingdom, North America and Australia as well as sophisticated investor clients of Hartleys Limited; and
- funds raised from the issue of the new Shares have and will be applied as follows:
    i. to develop the Coyote Gold Project to production status;
    ii. to fully commission the treatment plant at the Coyote Gold Project;
    iii. to undertake exploration drill programs; and
    iv. to meet expenses associated with the issue of the new Shares and provide general working capital.

5. 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

Annual Report means the Company's Annual Report for the year ended 30 June 2006

ASX means Australian Stock Exchange Limited.

ASX Listing Rules and **Listing Rules** mean the 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.

Remuneration Report means the Remuneration Report contained in the Company's Annual Report

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

TANAMI GOLD NL
ABN 51 000 617 176

PROXY FORM

(Name of member/s)

of *(Address of member/s)*

Appointment of Proxy

I/We being a member/s of Tanami Gold NL and entitled to attend and vote hereby appoint

☐	the Chairman of the Meeting (mark with an 'X')		Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting

or, failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Tanami Gold NL to be held on **Wednesday, 29 November 2006 at the Australian Institute of Management WA, Australia Post Seminar Room, Leadership Centre, 76 Birkdale Street, Floreat, WA commencing at 10.00a.m.,** and at any adjournment of that meeting.

Voting directions to your proxy – please mark ☒ to indicate your directions

		FOR	AGAINST	ABSTAIN*
Item 2.	Adoption of Remuneration Report	☐	☐	☐
Item 3.	Re-election of Mr Gary Comb	☐	☐	☐
Item 4.	Election of Mr Franciscus Sibbel	☐	☐	☐
Item 5.	Ratification of Issue of 50,000,000 Shares	☐	☐	☐

* 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.

If you appoint the Chairman of the Meeting as your proxy and you do not wish to direct the Chairman how to vote please mark **✕** in the box. ☐
By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the relevant item and that votes cast by the Chairman other than as a proxy will be disregarded because of that interest.
If you do not mark this box and do not direct the Chairman of the Meeting how to vote, any votes cast by the Chairman as your proxy in relation to the relevant item will, where any voting exclusion applies to the resolution, be disregarded.

Please sign here ***THIS SECTION MUST BE SIGNED IN ACCORDANCE WITH THE INSTRUCTIONS OVERLEAF TO ENABLE YOUR DIRECTIONS TO BE IMPLEMENTED.***

Signed this day of 2006

By:

Individuals, attorneys and joint holders	**Companies (affix common seal if appropriate)**
Signature	Director
Signature	Director/Company Secretary *(delete one)*
Signature	Sole Director and Sole Company Secretary

In addition to signing the Proxy Form in the above box(es), please provide the information below in case we need to contact you.

Contact Name	Contact Daytime Telephone No.	Date

HOW TO COMPLETE THE PROXY FORM

1. **Your Name and Address**

   This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Form. Members sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your shares using this Proxy Form.**

2. **Appointment of a Proxy**

   If you are entitled to vote at the Meeting, you have the right to appoint a proxy and should use this Proxy Form. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

   If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the appropriate box. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and vote on your behalf.

3. **Votes on Items of Business**

   You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 of business by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on any item of business your vote on that item will be invalid.

4. **Appointment of a Second Proxy**

   If you are entitled to cast two or more votes at the Meeting, you are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, neither proxy will have a right to vote on a show of hands. If you appoint another shareholder as your proxy, that person will only have one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

   If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company or you may copy this form.

   To appoint a second proxy you must:

   (a) indicate that you wish to appoint a second proxy on the Proxy Form overleaf;

   (b) on each of the first Proxy Form and the second Proxy Form, state the percentage of your voting rights or number of securities that each proxy is appointed to exercise by their appointment under the relevant Proxy Form. If the Proxy Forms do not specify the percentage or number of votes that each proxy may exercise, each proxy will be entitled to exercise half your votes and fractions of votes will be disregarded (in accordance with section 249X of the Corporations Act); and

   (c) return both forms together in the same envelope.

5. **Signing Instructions**

   This Proxy Form must be signed and dated by you or your attorney.

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

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

   Joint Holding: where the holding is in more than one name, all of the shareholders should sign.

   Power of Attorney: if this Proxy Form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this Proxy Form when you return it. If you have already provided the Company with a copy of the power of attorney under which your attorney will sign this Proxy Form, you do not need to provide the Company with any additional documentation.

   Companies: where the company has a sole director, or 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.

If a representative of the company is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the Meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of a Proxy

This Proxy Form (and a certified copy of any power of attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting ie **before 10:00 a.m. WST on Monday, 27 November 2006**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post, delivery or facsimile to Tanami Gold NL:-

Level 4, 50 Colin Street,	PO Box 1892
WEST PERTH WESTERN AUSTRALIA 6005	WEST PERTH WESTERN AUSTRALIA 6872

Fax: (61-8) 9212 5900

7. Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000* (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.