
TUNGSTEN MINING NL

ABN 67 152 084 403

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1:00 pm WST

DATE: Friday, 24 November 2017

PLACE: C/- Bennett & Co
Ground Floor
28 The Esplanade
Perth WA 6000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9316 9100.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of shareholders of Tungsten Mining NL will be held at the Offices of Bennett & Co, Ground Floor, 28 The Esplanade, Perth, WA 6000.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00pm WST on Wednesday, 22 November 2017.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

Reports and Accounts

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017, together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, to Section 250R(2) of the Corporations Act, approval is given for the Company to adopt the Remuneration Report for the financial year ended 30 June 2017.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. However, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all the Company's directors (other than the Managing Director) must go up for re-election.

Voting Exclusion: Votes cannot be cast on this Resolution by or on behalf of a member of the Key Management Personnel (or any of their Closely Related Parties), or by a member of Key Management Personnel as proxy for a member otherwise entitled to vote on this Resolution, where the appointment does not specify the way the proxy is to vote, unless the proxy is the chair of the meeting and has been expressly authorised to vote, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – KONG LENG LEE

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

“That, for the purpose of Listing Rule 14.4 and clause 11.3 of the Constitution, Kong Lang Lee, being a Director, retires by rotation and, being eligible, is re-elected as a Director.”

SPECIAL RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purpose of Listing Rule 7.1A, approval is given for the issue of Equity Securities totaling up to 10% of the number of Shares on issue (at the time of the issue) over a 12 month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the proposed issue of Equity Securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares if the resolution is passed (and any associates of those persons). However, the Company need 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 directions 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: 11 OCTOBER 2017

BY ORDER OF THE BOARD



**MARK PITTS
COMPANY SECRETARY
TUNGSTEN MINING NL**

HOW TO VOTE

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

A proxy need not be a Shareholder and may be an individual or a company. If you are entitled to cast two or more votes at the Meeting, you may appoint up to two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise.

If you do not specify a proportion or number, each proxy may exercise half of the votes. To vote by proxy, please complete and sign the enclosed Proxy Form in accordance with the instructions set out on the form and either send the Proxy Form:

- (a) by post, to Tungsten Mining NL, PO Box 517, West Perth WA 6872;
 - (b) by email, to info@tungstenmining.com; or
 - (c) by facsimile, to the Company on facsimile number (08) 9322 2370,
- so that it is received **not later than 1:00 pm WST on Wednesday, 22 November 2017**.

Proxy forms received later than this time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Statement in full, together with the accompanying Notice.

FINANCIAL STATEMENTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.tungstenmining.com.

1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

1.1 General

The Corporations Act requires a resolution that the remuneration report be adopted be put to the shareholders at a listed company's annual general meeting. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Remuneration Report has been approved by Shareholders at every AGM of the Company and at the most recent AGM in 2016 the Remuneration Report was approved unanimously on a show of hands.

1.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- (a) **If you appoint a member of the Key Management Personnel as your proxy** (other than the Chair) or a Closely Related Party of such a member, **you must** direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- (b) **If you appoint the Chair as your proxy** (where he or she is also a member of the Key Management Personnel or a Closely Related Party of such a member), you **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are acknowledging the Chair may exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- (c) **If you appoint any other person as your proxy**, you **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

2. RESOLUTION 2 – RE-ELECTION OF KONG LENG LEE

Listing Rule 14.4 provides that, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

A retiring director is eligible for re-election. The directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between persons who became directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Kong Leng Lee retires and seeks re-election in accordance with Listing Rule 14.4 and clause 11.3 of the Constitution. Details regarding Mr Lee are set out in the 2017 Annual Report.

The Directors, other than Kong Leng Lee, recommend that Shareholders vote in favour of Resolution 2.

3. SPECIAL RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

3.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$57,911,398 (as at 10 October 2017).

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

3.2 ASX Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being the Shares (ASX Code: TGN).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times B) - C$

Where:

- A** = the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4;
 - (d) less the number of Shares cancelled in the previous 12 months.
- B** = 10%.
- C** = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

3.3 Technical information required by ASX Listing Rule 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 3.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking), after which date, an approval under Listing Rule 7.1A ceases to be valid.

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (variable "A" in Listing Rule 7.1A.2)	Dilution based on number of Shares issued (being 10% of the number of Shares at the time of issue)	Dilution		
		Funds raised based on issue price of \$0.07 (50% decrease in current issue price)	Funds raised based on issue price of \$0.14 (Current issue price)	Funds raised based on issue price of \$0.28 (100% increase in current issue price)
413,652,845 (Current)	41,365,284	\$2,895,570	\$5,791,140	\$11,582,279
620,479,268 (50% increase)*	62,047,926	\$4,343,355	\$8,686,709	\$17,373,419
827,305,690 (100% increase)*	82,730,569	\$5,791,140	\$11,582,279	\$23,164,559

*The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with or without Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 10 October 2017.
2. The issue price set out above is the closing price of the Shares on the ASX on 10 October 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and

- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised:
 - (A) to progress the Company's Mt Mulgine Project; and
 - (B) for general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of Equity Securities under Listing Rule 7.1A.

(e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is possible that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company obtained approval under ASX Listing Rule 7.1A at its previous annual general meeting on 29 November 2016. Since 29 November 2016, the Company has issued 142,000,137 Ordinary shares representing 53.8% of the issued capital at that time. The following table lists the securities issued since 29 November 2016, none of which were issued pursuant to Listing Rule 7.1A:

Date of Appendix 3B/ Announcement	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
19/12/16	62,534,449	Fully paid ordinary shares Note 1	Issued pursuant to a Non-Renounceable Entitlement Issue announced to ASX on 8 November 2016	Issued one share for every two shares held at an issue price of \$0.04 per share. Market price on date traded prior to issue was \$0.039	\$2.5 million in cash, the funds received have been used, to fund West Australian Tungsten projects as well as loan repayments.
19/12/16	31,267,227	Unlisted Options Note 2	Issued pursuant to a Non-Renounceable Entitlement Issue announced to ASX on 8 November 2016	Issued one option for every two shares subscribed exercisable at \$0.04. Market price on date traded prior to issue was \$0.039	Options issued as free attaching Options on the basis of one option for every two shares taken up in the Non-renounceable Entitlement issue. Current fair value of \$3,439,395 at 10 October 2017
23/12/16	16,000,000	Unlisted Director Options Note 3	Directors of the Company: Gary Lyons Kong Leng Lee Chew Wai Chuen Teck Siong Wong	Nil issue price Market price on date traded prior to issue was \$0.035	Incentive Options issued to directors of the Company for no cash consideration. Current fair value of \$1,760,000 at 10 October 2017
04/01/17	61,291,905	Fully paid ordinary shares Note 1	Issued pursuant to a Non-Renounceable Entitlement Issue announced to ASX on 8 November 2016	Issue one share for every two shares held at an issue price of \$0.04 per share. Market price on date traded prior to issue was \$0.035	\$2.8 million in cash, the funds received have been used, to fund West Australian Tungsten projects as well as loan repayments.
04/01/17	34,645,950	Unlisted Options Note 2	Issued pursuant to a Non-Renounceable Entitlement Issue announced to ASX on 8 November 2016	Issue one option for every two shares subscribed exercisable at \$0.04. Market price on date traded prior to issue was \$0.035	Options issued as free attaching Options on the basis of one option for every two shares taken up in the Non-renounceable Entitlement issue. Current fair value of \$3,811,054 at 10 October 2017
15/02/17	9,250,000	Unlisted Employee Options Note 4	Issued to certain employees of the Company pursuant to shareholder approval at the Company's 2016 AGM.	Nil issue price Market price on date traded prior to issue was \$0.04	Incentive Options issued to employees of the Company for no cash consideration. Current fair value of \$1,017,500 at 10 October 2017
25/08/17	50,000	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.092.	\$2,000 cash used for working capital.

Date of Appendix 3B/ Announcement	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
11/09/17	270,750	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.19.	\$10,830 cash used for working capital.
22/09/17	1,000,000	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.14.	\$40,000 cash used for working capital.
26/09/17	178,020	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.165.	\$35,604 cash used for working capital.
27/09/17	4,375,000	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.175.	\$175,000 cash used for working capital.
28/09/17	3,750,000	Fully paid ordinary shares Note 1	Issued to Pilbara Minerals limited	Issued at \$0.04 Market price on the date prior to execution of the binding letter of offer was \$0.038. Market price on date traded prior to issue was \$0.155.	Non-cash consideration amounting to \$150,000 given as part consideration for the acquisition of a modular processing plant pursuant to a binding agreement announced to the ASX on 21 July 2017. Current fair value of consideration given at 10 October 2017 is \$525,000.
5/10/17	250,000	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.115.	\$10,000 cash used for working capital.
6/10/17	3,800,013	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.15.	\$152,000 cash used for working capital.
6/10/17	4,500,000	Fully paid ordinary shares Note 1	Issued to holders of options exercisable at 4 cents and expiring on 31 December 2019	Issued at \$0.04 Market price on date traded prior to issue was \$0.15.	\$180,000 cash used for working capital.

Notes:

- Ordinary fully paid shares (TGN), terms of which are set out in the Company's constitution.
- Unlisted options issued pursuant to the terms and conditions of the Non-renounceable Entitlement Issue Prospectus that was announced to the market on 11 December 2016. Options are exercisable at 4 cents each on or before 31 December 2019.
- Unlisted director options issued pursuant to shareholder approval at the Company's 2016 AGM and exercisable as follows:
 - 3,200,000 exercisable at 4 cents each on or before 23 December 2020.
 - 3,200,000 exercisable at 5 cents each on or before 23 December 2020.
 - 9,600,000 exercisable at 6 cents each on or before 23 December 2020.

4. Unlisted employee options issued pursuant to shareholder approval at the Company's 2016 AGM and exercisable as follows:
- d) 1,850,000 vested on grant and exercisable at 4 cents each on or before 6 February 2021.
 - e) 1,850,000 vesting on achievement of certain Key Performance Indicators, exercisable at 5 cents each on or before 6 February 2021.
 - f) 5,550,000 vesting on achievement of certain Key Performance Indicators, exercisable at 6 cents each on or before 6 February 2021.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

3.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

QUESTIONS AND COMMENTS

In accordance with the Corporations Act at the Annual General Meeting the Chair will provide an opportunity for Shareholders to ask questions and make comments in relation to the management of the Company.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4 of this Explanatory Statement.

2017 Annual Report means the Company's annual report for the year ended 30 June 2017, which can be downloaded from the Company's website at www.tungstenmining.com.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 724 791).

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

Board means the Board of Directors of the Company.

Company or **Tungsten Mining** means Tungsten Mining NL (ABN 67 152 084 403).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Employees means full time and part time employees of the Company and consultants and contractors.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement to this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Statement.

Plan means the Director and Senior Management Fee and Remuneration Sacrifice Share Plan.

Proxy Form means the proxy form accompanying this Explanatory Statement.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2017 Annual Report.

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

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

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PROXY FORM

APPOINTMENT OF PROXY
TUNGSTEN MINING NL
ABN 67 152 084 403

ANNUAL GENERAL MEETING

I/We

of

being a member of Tungsten Mining NL entitled to attend and vote at the Annual General Meeting, hereby
Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at the BGC Conference Centre, Ground Floor 28 The Esplanade, Perth 6000, Western Australia at 1:00pm WST on Friday, 24 November 2017, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Director – Kong Leng Lee	☐	☐	☐
Resolution 3 Approval for Additional Placement Capacity	☐	☐	☐

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____ Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

E-mail Address: _____ Consent for contact by e-mail YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder 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 shareholder'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 Shareholder 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.
6. To vote by proxy, please complete and sign the Proxy Form enclosed and either send the Proxy Form :
 - (a) by post, to Tungsten Mining NL, PO Box 517, West Perth WA 6872;
 - (b) by email to info@tungstenmining.com ; or
 - (c) by facsimile, to the Company on facsimile number (08) 9322 2370,

so that it is received not later than **1:00pm WST on Wednesday, 22 November 2017**.

Proxy forms received later than this time will be invalid.