



Addendum to Notice of Annual General Meeting

Tanga Resources Limited (ACN 141 940 230) (**Company**) advises that enclosed is an addendum (**Addendum**) to the Notice of Annual General Meeting dated 26 October 2018 (**Notice of AGM**).

The Company's Annual General Meeting will be held on 26 November 2018 at 3.45 pm at the Celtic Club, 48 Ord Street, West Perth 6005.

The Company considers that the Addendum affords Shareholders who have already voted and those who have not already voted adequate time to consider the new information contained in the Addendum as it relates to Resolutions 2 and 3.

Shareholders are encouraged to read to the Addendum (to be read in conjunction with the Notice of AGM) accompanying this letter and, if required, complete a new proxy form.

Chairman's intention to vote undirected proxies

In light of the Company becoming aware of the voting intention of Ian Stuart in respect of the 249D notice announced on 30 October 2018, the Chair now intends to vote all undirected proxies **against** Resolution 3.

Except for Resolution 3, the Chair intends to vote undirected proxies in favour of all resolutions.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all Shareholders. Shareholders are advised that:

If you have already completed and returned the Proxy Form which accompanied the Notice of AGM and **you wish to change your original vote, you must complete and return the Proxy Form** annexed to this Addendum.

If you have already completed and returned the Proxy Form which accompanied the original Notice of AGM and **you do not wish to change your original vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company. However, you should note the changed intention of the Chair in relation to Resolution 3 to any undirected proxy votes you may have directed to the Chair.

If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of AGM as supplemented by the Addendum, please complete and return the Proxy Form annexed to this Addendum.

Enquiries

Shareholders are requested to contact the Company Secretary, Graeme Smith, or the Company Share Registry on 1300 992 916 if they have any queries in respect of the matters set out in these documents.

TANGA RESOURCES LIMITED

ACN 141 940 230

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Tanga Resources Limited (ACN 141 940 230) (**Company**), advises that, in relation to the Notice of Annual General Meeting announced on 26 October 2018 (**Notice of AGM**) in respect of an annual general meeting of Shareholders to be held at 3.45pm (WST) on 26 November 2018 (**Meeting**), the Directors have determined to amend and supplement the Notice of AGM by information contained in this addendum (**Addendum**).

Definitions in the Notice of AGM have the same meaning in this Addendum. In the event of any inconsistency the definitions used in this Addendum prevail.

This Addendum to the Notice of AGM is supplemental to the Notice of AGM and should be read in conjunction with the Notice of AGM. Save for the changes set out below, all other Resolutions proposed and information in the Notice of AGM remain unchanged.

Background to this Addendum

As announced on 30 October 2018, the Company received a notice to call a general meeting to consider resolutions relating to the removal of two existing directors of the Company and the election of a new director of the Company (**Requisition Notice**).

The Requisition Notice was issued under section 249D of the Corporations Act 2001 by three shareholders who collectively hold 6.87% of the voting rights in the Company (**Requisitioning Shareholders**).

The Requisitioning Shareholders have requested that the Company move resolutions for the removal of Mr John Jones and Mr John Stockley as Directors and the appointment of another person as a Director.

The current board of Directors comprises Messrs Allen Lafferty, John Stockley, John Jones and Ian Stuart.

Since the Requisition Notice was received, the Company has become aware that it is Ian Stuart's intention to vote in favour of the removal of Messrs Stockley and Jones at the meeting to be convened pursuant to the Requisition Notice.

Resolution 2 and 3 in the Notice of AGM currently provide a Directors' recommendation in respect of the re-election of Mr John Jones and Mr Ian Stuart.

In light of the Company becoming aware of the voting intention of Ian Stuart in relation to resolutions the subject of the Requisition Notice, the Company provides this Addendum to amend and supplement the Notice of AGM in order to:

- (a) provide Shareholders with new information as to the revised recommendations of the Directors in respect of Resolutions 2 and 3 in the Notice of AGM; and
- (b) by doing so, allow for a fully informed voting decision by each Shareholder in relation to those Resolutions.

For clarity, the Resolutions contained in the Notice of AGM remain unchanged. The Explanatory Memorandum is amended and supplemented by the information contained in this Addendum.

The general meeting convened pursuant to the Requisition Notice will be held separately. A notice of meeting will be sent to Shareholders in due course.

Chair's intention to vote undirected proxies

The Proxy Form attached to the Notice of AGM includes a statement that the Chairperson of the Meeting (**Chair**) intends to vote undirected proxies in favour of all the Resolutions.

The Chair wishes to advise that in light of the material change in circumstances and confirmed intention of Ian Stuart in relation to resolutions the subject of the Requisition Notice, the Chair now intends to alter how it will vote undirected proxies granted in favour of it. The Chair will now vote all undirected proxies **against** Resolution 3 (being a resolution seeking the re-election of Mr Stuart).

Accordingly, the Company wishes to advise Shareholders that the Chair intends to vote all undirected proxies in favour of all Resolutions in the Notice of AGM, except for Resolution 3.

Proxy Forms

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders and the replacement Proxy Form is annexed to this Addendum.

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form which accompanied the Notice of AGM and **you wish to change your original vote, you can complete and return the Proxy Form** annexed to this Addendum.
- (b) If you have already completed and returned the Proxy Form which accompanied the original Notice of AGM and **you do not wish to change your original vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company. However, please note the changed intention of the Chair in relation to Resolution 3 to any undirected proxy votes you may have directed to the Chair.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of AGM as supplemented by the Addendum, please complete and return the Proxy Form annexed to this Addendum.

To vote in person, please attend the Meeting at the time, date and place set out in the Notice of AGM.

Enquiries

Shareholders are requested to contact the Company's Share Registry on 1300 992 916 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY EXPLANATORY MEMORANDUM

Section 2 and Section 3 of the Explanatory Memorandum are deleted and replaced in their entirety by a new Section 2 and Section 3 as set out below.

2. RESOLUTION 2 – RE-ELECTION OF JOHN JONES AS A DIRECTOR

2.1 Introduction

Resolution 2 proposes the election of John Jones as a Director of the Company with effect from close of the Meeting. In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM.

Accordingly, Mr John Jones will retire by rotation at this Meeting and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's Biography

Mr Jones is a well known and respected mining identity who has been involved in a number of successful mining corporations in his 44 years of business. Mr Jones has been a director of the Company since February 1990, is a Kalgoorlie pastoralist and businessman formerly associated with North Kalgurli Mines NL and was a founding director of Jones Mining Limited.

Mr Jones is a chairman of Anglo Australian Resources NL (ASX: AAR) and a non-executive director of Troy Resources Limited (ASX: TRY).

2.3 Directors' Recommendation

All Directors, except Mr Ian Stuart, recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF IAN STUART AS A DIRECTOR

3.1 Introduction

Mr Ian Stuart was appointed casually as a Non-Executive Director on 26 June 2018.

In accordance with ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. The Company's Constitution also requires that any director appointed during the year to fill a casual vacancy automatically retires at the next AGM, but is eligible for re-election at that meeting.

Accordingly, Mr Ian Stuart who was appointed casually by the Directors to fill as an additional director now retires, and being eligible, offers himself for election as a Director.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Director's Biography

Mr Stuart is a senior executive with extensive experience in corporate finance, mining, exploration and agribusiness and is also a director and portfolio manager with Fleming Asset Management. Mr Stuart has significant geological experience throughout Australia, Africa and Latin America exploring for both gold and base metals including feasibility studies and project development.

3.3 Directors' Recommendation

All Directors, except Mr Ian Stuart, recommend Shareholders vote **AGAINST** Resolution 3.

