

15 November 2018

Dear Shareholder,

As you are likely aware, Tanga Resources Limited (**Tanga** or **Company**) has received a request from three of the Company's nearly 950 Shareholders – Jalein Pty Ltd <ELBAJA A/C>, Pet FC Pty Ltd <Pet FC A/C> and Mr Izaak Trajkovski representing approximately 6.87% of the Company's share capital (**Requisitionists**) – that Tanga resolutions to its Shareholders that the Requisitionists nominee, Mr Leslie Ingraham, be elected to the Board of Directors and that existing Directors, Mr John Stockley and Mr John Jones AM be removed from the Board of Directors.

This letter has been prepared by Messrs John Stockley and John Jones, whose removal is sought by the Requisitionists.

Tanga's Chairman, Mr Allen Lafferty, has advised that he will be voting **AGAINST** all of the resolutions being put forward at the general meeting. Non-executive director, Mr Ian Stuart has advised that he will be recommending Shareholders vote in favour of all of the resolutions including the election of Leslie Ingraham.

It is unclear what relationship, if any, exists between current director Mr Stuart and Mr Ingraham. However, we are aware that:

- Mr Stuart and Mr Ingraham work in the same office;
- Mr Stuart is a director and shareholder of Advino Resources Pty Ltd (**Advino**);
- Advino was the vendor of the Company's recently acquired Joubira Zinc Project and Advino (and its shareholders, including Mr Stuart) received shares as a result of that transaction;
- Following the completion of the acquisition of the Joubira Zinc Project in June 2018, Mr Stuart was appointed to as a Director of the Company in the same month; and
- Another Advino director and shareholder, Mr Vincent Algar, sits on the board of Australian Vanadium Limited with Mr Ingraham.

We write this letter to seek your support so that we, along with the other Directors of the Company, may continue with the important task of running the Company. You can achieve this outcome by voting **AGAINST** each of the three resolutions proposed by the Requisitionists at the Company's forthcoming General Meeting.

It is important to note that the Requisitionists are not long-standing Shareholders of the Company. Rather, the Requisitionists acquired the majority of their shares as recently as October 2018. As such, we consider that:

- the Requisitionists are unlikely to be aware or knowledgeable as to the business of the Company;
- it is unclear what the Requisitionist's intention is for the Company, particularly as that intention relates to the future direction of the Company and creating value for other Shareholders on their investment; and

We strongly consider it is in the best interests of the Company and all Shareholders, other than the Requisitionists, to vote **AGAINST** the three resolutions for the following key reasons:

- The Tanga Board has secured for the Company three highly prospective projects, two of which are located in Namibia, a country which we consider remains one of the best investment destinations in Africa, and in commodities for which strong demand is forecast. Moreover, with significant cash at its disposal, the Company is moving ahead to upgrade these projects with a clear plan.

- Significant value loss is likely to come about if the Requisitionists' resolutions succeed because, in contrast to Messrs Stockley and Jones, Mr Ingraham does not appear to have the experience required for a company in Tanga's position, including exploration experience in Africa.
- The Requisitionists have not articulated a plan for Tanga that encompasses anything of substance.
- While we have no issue with control of Tanga passing if Shareholders deem it to be in the best interests of Shareholders, we do not consider the Requisitionist's actions to be representative of all of the Company's Shareholders. The Requisitionists hold only a 6.87% interest in the voting rights of the Company. Our removal, coupled with the appointment of the Requisitionist's nominee director, creates substantial future uncertainty for the viability of the Company's business and key projects. Additionally, we are concerned as to how the interests of the other 93% of Shareholders would be protected.

Further information in support of these reasons is set out as an Attachment which we urge you to read.

For the reasons set out above, we seek your support by urging you to vote **AGAINST** each of the three resolutions at the Company's forthcoming General Meeting.

You can vote **AGAINST** the resolutions by completing and returning the green proxy form which is enclosed with this booklet. **Every single vote is important, no matter how many or how few shares you own.** We appreciate that you are likely busy in the lead-up to Christmas.

Finally, let us say that we respect the right of every Shareholder to be heard. Equally, we have an obligation to act without fear or favour, and not to override the interests of the Company and Shareholders as a whole in favour of three opportunists who have been Shareholders for less than two months.

We are pleased that this matter will soon be resolved so we may continue with the important task of running your Company.

Again, we offer our thanks for your ongoing support.

Yours faithfully



John Stockley
Executive Director



John Jones
Non-Executive Director

ATTACHMENT

THE TANGA BOARD HAS SECURED FOR THE COMPANY THREE HIGHLY PROSPECTIVE PROJECTS AND, WITH CASH AT ITS DISPOSAL, IS MOVING AHEAD WITH A CLEAR PLAN

The Tanga Board has secured for the Company three highly prospective projects, is well-cashed up and is moving ahead with a clear plan.

Two of the Company's three projects, both recently acquired, are located in Namibia, a country which your Directors consider remains one of the best investment destinations in Africa due to it recently reiterated support and encouragement for foreign investment.

One of the recent acquisitions in Namibia – announced in August 2018 – is the Company's 100%-owned Hagenhof Project.

Hagenhof is a highly prospective copper-cobalt project, metals for which strong demand is forecast with the increasing uptake of electric vehicles.

Surface rock chip samples collected by Tanga during an initial due diligence field trip have confirmed very high surface copper values, anomalous gold, cobalt, in a substantial siliceous gossan body outcropping over a +200 metres strike length.

These samples returned peak values of 3.54% copper, gold assayed up to 0.6 g/t and malachite-azurite stained gossan has cobalt levels of up to 303ppm at surface.

The Company is continuing to assess these recent results, in addition to the regional Fransfontein radiometric and magnetic data, in conjunction with the historical exploration data over the Hagenhof Project itself.

Based on outcome of this interpretation, the Company will develop a follow-up exploration program for Hagenhof that is likely to include RC drilling and down-hole electro-magnetic geophysics to target high grade copper-cobalt mineralisation and to test the grade and tenor of copper mineralisation reported previously.

The other recent acquisition in Namibia – announced in June 2018 – is the Company's Joubira Project.

Joubira is highly prospective for zinc-lead-silver mineralisation.

In the brief period since acquisition, work by the Company from recent magnetic interpretation and 3D inversion modelling has seen the identification of up to 15 priority targets, several of which are located outside of the historical and recent areas of drilling.

Tanga recently undertook further soil sampling and mapping at Joubira over the Herat polymetallic zone. The soil sampling program is to refine the targets, selected from on offsets of known mineralisation and proximity to reactive wall rocks, in order to define priority areas for drill testing.

Whilst completing this work, the field team is also mapping to locate outcrop of mineralised zones where previous results included:

- JBDD005 40.3m @ 1.76% Zn, 1.41% Pb and 7.82 g/t Ag from 89.6m
- JBDD006 45.0m @ 2.27% Zn, 0.91% Pb and 7.69 g/t Ag from 119m
- JBDD007 50.9m @ 1.12% Zn, 0.63% Pb and 5.28 g/t Ag from 120.1m

In addition, the Company continues to evaluate several other precious and base metal project opportunities with a view to further expanding its presence in Namibia.

Tanga also holds the Hanang Gold Project in Tanzania.

This project is located on a highly prospective and underexplored Achaean greenstone belt on the eastern margin of the +70 Moz gold endowed Lake Victoria Gold Field, host to world class deposits such as Geita (30 Moz) and Bulyanhulu (10.5 Moz). Further to the west of the project, on the same structural corridor, is Resolute's Golden Pride Mine which produced over 2.2 Moz of gold.

Regionally, within the ~700 square kilometre Hanang Project, there are numerous high priority gold targets that remain untested.

Recently, the Company completed a regional ground magnetics geophysical program over the New York target areas and continued low cost field exploration activities, including soil sampling and geological interpretation.

Whilst Tanzania is a problematic destination at the present time, Tanga is confident in the prospectivity of Hanang for economic resources development once a sense of reasonableness returns.

Notwithstanding that the investment environment as far as the resources exploration sector is concerned is not easy at the present time, the Company recently successfully completed a renounceable rights issue which was well supported by Shareholders and which raised a total of \$2.2 million.

With funds at its disposal to evaluate two newly acquired targets in a jurisdiction attractive for resources investment, we consider it is reasonable to come to the conclusion that the Company will be able to proceed with its objective to create value for its Shareholders.

FUTURE UNCERTAINTY AND LACK OF DIRECTION SHOULD THE REQUISITIONISTS' RESOLUTIONS SUCCEED

We consider that significant uncertainty is likely to arise in relation to the Company's key projects should the Requisitionists' resolutions succeed.

This is because, as an exploration company with three projects in Africa, the skills and experiences required for Tanga to have the best chance of success are arguably:

- Exploration experience and a record of previous discovery;
- Experience in exploring and doing business in Africa; and
- Public company board experience.

Our removal would result in a loss of geological and mining resource exploration and project development experience. Mr Ingraham does not appear have these skills sets or any relevant experience in these areas.

Mr Stockley is a highly experienced career geologist of more than 40 years' experience in gold-base metal exploration and mining throughout the world. He has been involved in the exploration and development of gold projects in Africa, Australia, the Pacific Islands, North Asia, South America and Europe.

Mr Stockley has been involved in mining and mineral exploration in Africa since 1975 where in 2005-2006 he was directly responsible for the identification of +950,000oz of gold (measured resource) at the New Luika discovery near Chunya and over 850,000oz of gold (indicated and measured resources) at Londoni near Singida in Tanzania (both discoveries are held by Shanta Gold plc).

He has worked for a number of major of mining companies including Anglo American, Peko Wallsend, Renison Goldfields, Freeport Macmoran, Dominion Mining Ltd, and Troy Resources. Mr Stockley is a Member of the Australian Institute of Geoscientists.

Mr John LC Jones AM has been critically involved in the discovery of 12 projects that have gone on to become mining operations during 45 years of business dealings in the resources sector.

Relevantly, Mr Jones is an experienced ASX (and TSX) company director. He is currently Chairman of Anglo Australian Resources NL (ASX: AAR), Altan Nevada Minerals Limited (TSX:ANE), Altan Rio Minerals Limited (TSX:AMO) and, is currently a Director of Troy Resources Limited (ASX:TRY), and has previously been Chairman of North Kalgurli Mines Limited, Jones Mining, Troy Resources Limited and Image Resources Limited.

Individually and collectively, Messrs Stockley and Jones have considerable experience in exploration and the discovery of ore bodies, experience at exploring in Africa, as well as experience on the Board of a listed public company.

THE REQUISITIONISTS HAVE NOT ARTICULATED A PLAN FOR TANGA THAT ENCOMPASSES ANYTHING OF SUBSTANCE

The Requisitionists have not articulated a plan for Tanga that encompasses anything of substance. We have not been provided with any information as to a future plan or direction for the Company or how these plans may differ from the Company's current business.

THE REQUISITIONISTS MAY BE SEEKING TO TAKE CONTROL OF TANGA BY STEALTH

In our view, the Requisitionists may be seeking to take effective control of Tanga (through taking effective control of the Tanga Board) by stealth.

This is because, if Mr Stuart is joined on the Board by Mr Ingraham, they will hold two of the three seats on the Board, and hence have an ability to exert influence and control over the Board of Tanga.

It is unclear what relationship, if any, exists between Mr Stuart and Mr Ingraham, however:

- Mr Stuart and Mr Ingraham work in the same office;

- Mr Stuart is a director and shareholder of Advino Resources Pty Ltd (**Advino**);
- Advino was the vendor of the Company's recently acquired Joubira Zinc Project and Advino (and its shareholders, including Mr Stuart) received shares as a result of that transaction;
- Following the completion of the acquisition of the Joubira Zinc Project in June 2018, Mr Stuart was appointed to the as a Director of the Company in the same month; and
- Another Advino director and shareholder, Mr Vincent Algar, sits on the board of Australian Vanadium Limited with Mr Ingraham.

We query on what basis the Requisitionists consider that a 6.87% shareholding gives them the right to take effective control of Tanga?

We ask, in these circumstances, who is going to represent the interests of the other 93% of Shareholders?

Ordinarily, we would seek that any party (including the Requisitionists who have recently acquired their Shareholding in the Company) acquire control of the Company in a transparent manner which would see all other Shareholders receive a fair and reasonable offer for their shares, including an appropriate control premium.

It is entirely appropriate for the Requisitionists or any other person or entity to pursue the fair and reasonable share acquisition course.

However, what the Requisitionists are currently proposing falls a long way short.

Previously Reported Results

There is information in this report relating to exploration results which were previously announced on 3 July 2018. Other than as disclosed in those announcements, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement.

Competent Person Statement

The information in this report that relates to the geophysical interpretation at Joubira was based on material compiled by Barry Bourne, principal of Terra Resources Pty Ltd. Mr Bourne is a Fellow of the Australian Institute of Geoscientists and a consultant to Tanga Resources Limited. Mr Bourne has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which was being undertaken to qualify as Competent Person as defined in the 2012 Edition of the JORC "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (the JORC Code). Mr Bourne consents to the inclusion in this report of the matters based on his information in the form and content in which it appears.

The information in this report that relates to the exploration results and geology was based on material compiled by John Stockley. Mr Stockley is a Member of the Australian Institute of Geoscientists and is a Director of Tanga Resources Limited. Mr Stockley has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which was being undertaken to qualify as Competent Person as defined in the 2012 Edition of the JORC "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (the JORC Code). Mr Stockley consents to the inclusion in this report of the matters based on his information in the form and content in which it appears.



ABN 41 141 940 230

NOTICE OF MEETING, EXPLANATORY MEMORANDUM AND PROXY FORMS

Meeting to be held at

**The Celtic Club
48 Ord Street
West Perth, Western Australia, 6005**

on

Monday, 17 December 2018

at 2:00 pm (WST)

The majority of the Directors, being Messrs Allen Lafferty, John Stockley and John Jones, recommend that Shareholders

VOTE AGAINST

all Resolutions set out in this Notice of Meeting as they do not consider the Resolutions to be in the best interests of the Company or its Shareholders.

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the Meeting or the resolutions to be voted on, please call the Company Secretary on +61 8 9382 8822.

PURPOSE OF MEETING

On 29 October 2018, the Company received a notice to call a general meeting to consider resolutions relating to the removal of two 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 (Cth) (**Corporations Act**) by shareholders Jalein Pty Ltd <ELBAJA A/C>, Pet FC Pty Ltd <Pet FC A/C> and Mr Izaak Trajkovski (**Requisitionists**). As at the date of this meeting, the Requisitionists hold 6.87% of the voting rights in the Company.

On 30 October 2018, the Requisitionists lodged a notice of substantial holding with the ASX.

Resolution 1 is for the appointment of Mr Leslie Ingraham as a director of the Company and Resolutions 2 and 3 are for the removal of Mr John Stockley and Mr John LC Jones AM as directors of the Company.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The resolutions to be considered at the Meeting are important and have significant implications for the future of your Company and investment.

If you are unable to attend the Meeting, you are encouraged to complete and return a Proxy Form by 2.00pm (WST) on 15 December 2018.

The Chairman of the Meeting intends to vote all undirected proxies AGAINST Resolutions 1, 2 and 3.

Biographies of Directors proposed to be removed

Biographies of the Directors whose removal is sought are set out in the Explanatory Memorandum.

Statement of Directors proposed to be removed

A statement prepared by Messrs Stockley and Jones accompanies this Notice of Meeting.

Biography of Proposed Director

A biography of Mr Leslie Ingraham is set out in the Explanatory Memorandum.

Statement of Directors proposed to be appointed

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting.

As at the date of this Notice, the Requisitionists have not provided a statement under section 249P of the Corporations Act.

Messrs Allen Lafferty, John Stockley and John Jones recommend Shareholders VOTE AGAINST all Resolutions.

BUSINESS OF THE MEETING

Notice is hereby given that a general meeting of Tanga Resources Limited (**Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Monday, 17 December 2018 at 2:00pm (WST) (**Meeting**).

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 2:00pm (WST) on Saturday, 15 December 2018.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 2:00pm (WST) on Saturday, 15 December 2018.

Shareholders should read this Notice of Meeting, including the Explanatory Memorandum, in full before deciding how to vote.

AGENDA

Resolution 1: Election of New Director - Mr Leslie James Ingraham



To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That, pursuant to clause 11.10 of the Company’s Constitution, Mr Leslie Ingraham, having consented to act, be elected as a director of the Company.”

Messrs Lafferty, Stockley and Jones recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 1.

Resolution 2: Removal of Current Director - Mr John Louis Stockley



To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That, pursuant to section 203D of the Corporations Act, Mr John Stockley be removed as a director of the Company with effect from the end of the meeting.”

Messrs Lafferty, Stockley and Jones recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 2.

Resolution 3: Removal of Current Director - Mr John LC Jones AM



To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That, pursuant to section 203D of the Corporations Act, Mr John Jones be removed as a director of the Company with effect from the end of the meeting.”

Messrs Lafferty, Stockley and Jones recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 3.

Dated: 15 November 2018

By order of the Board pursuant to requisitions under section 249D of the *Corporations Act 2001 (Cth)*.

Graeme Smith
Company Secretary

Proxies, attorneys and corporate representatives

A member entitled to attend and vote at the general meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. A proxy may, but need not be, a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

For the convenience of Shareholders, two proxy forms have been included with this Notice of Meeting, a green proxy form and a white proxy form.

The green proxy form has been completed in line with the recommendation of Messrs Lafferty, Stockley and Jones and has been paid for by them out of their personal funds. If you wish to vote in accordance with the recommendations of Messrs Lafferty, Stockley and Jones, **you should execute the green proxy form and return it in accordance with the instructions on the form.** If you execute and return the green proxy form, you do not need to complete the white proxy form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of Messrs Lafferty, Stockley and Jones, you should follow the instructions on the white proxy form to indicate your voting directions and return it following the instructions on the form.

Voting on a poll

The Chairman intends to put each Resolution that is moved at the Meeting to a poll.

Entitlement to attend and vote

All Shareholders may attend the General Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 2:00pm (WST) on Saturday, 15 December 2018.

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Background

On 29 October 2018, the Company received a notice to call a general meeting to consider resolutions relating to the removal of two 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 (Cth) (Corporations Act) by shareholders Jalein Pty Ltd <ELBAJA A/C>, Pet FC Pty Ltd <Pet FC A/C> and Mr Izaak Trajkovski (**Requisitionists**). As at the date of this Notice of Meeting, collectively, the Requisitionists hold 6.87% of the voting rights in the Company.

On 30 October 2018, the Requisitionists lodged a notice of substantial holding with the ASX.

Resolution 1 is for the appointment of Mr Leslie Ingraham as a director of the Company and Resolutions 2 and 3 are for the removal of Mr John Stockley and Mr John Jones as Directors of the Company.

Voting intentions of Directors

Messrs Lafferty, Stockley and Jones intend to vote **AGAINST** all three Resolutions.

Ian Stuart intends to vote in favour of all three Resolutions.

Accordingly, the majority of Directors recommend you vote **AGAINST** all three Resolutions.

Possible outcomes

Voting by the majority of Shareholders in accordance with the recommendation of the majority of Directors, being Messrs Lafferty, Stockley and Jones will result in a Board comprising **Mr Allen Lafferty, Mr John Stockley, Mr John Jones and Mr Ian Stuart** (i.e. retention of the current Board).

Voting by the majority of Shareholders contrary to the recommendation of the majority of Directors, being Messrs Lafferty, Stockley and Jones (and in accordance with the voting intention of Mr Stuart), will result in a Board comprising **Mr Allen Lafferty, Mr Ian Stuart and Mr Leslie Ingraham**.

Frequently asked questions

<p>On what basis has the Meeting been called and the resolutions been requested?</p>	<p>Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to call and arrange to hold a general meeting to have resolutions considered. All Resolutions are being put before the Meeting as a result of a request from the Requisitionists who, in aggregate, hold more than 5% of the Company's Shares.</p>
<p>Why do the Requisitionists wish to replace on the Board Mr Stockley and Mr Jones with Mr Ingraham?</p>	<p>The Requisitionists have not provided a statement under section 249P of the Corporations Act (Requisitioning Shareholder's Statement) included at Schedule 1 to this Notice of Meeting which sets out their reasons for seeking to removing Messrs Stockley and Jones and appointing Mr Ingraham.</p>
<p>What are the voting intentions of the current Directors of the Company?</p>	<p>Messrs Allen Lafferty, John Stockley and John Jones intend to vote AGAINST all Resolutions.</p> <p>Ian Stuart intends to vote in favour of all Resolutions.</p>

Important dates and times

Record time/date to determine Shareholders eligible to vote	2:00 pm (WST) on Saturday, 15 December 2018
Last time/date for receipt of valid proxies	2:00 pm (WST) on Saturday, 15 December 2018
Meeting	2:00 pm (WST) on Monday, 17 December 2018

Nature of resolutions

All of the Resolutions are ordinary resolutions, meaning they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

Further information

If you have questions about the Meeting or the resolutions to be voted on, please call the Company Secretary, Mr Graeme Smith, on +61 8 9382 8822

Special Business

Resolution 1 – Election of New Director – Mr Leslie James Ingraham

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

Subject to the passing of the Resolution in favour of the appointment of Mr Leslie Ingraham, Mr Ingraham's appointment as a Director will take effect from the close of the meeting.

Leslie Ingraham Biography

Leslie Ingraham has been in private business for over 26 years, he has worked as a consultant for private companies and public companies listed on the Australian Securities Exchange.

Mr Ingraham is a Director of Australian Vanadium Ltd and Bryah Resources Ltd.

Section 249P of the Corporations permits the shareholders who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter than may be properly consider at the meeting.

As at the date of this Notice, the Requisitionists have not provided a statement under section 249P of the Corporations Act.

Messrs Lafferty, Stockley and Jones are unable to independently verify such information, nor are they aware of any new or additional skills he may be able to bring to the Company.



The majority of Directors, being Messrs Lafferty, Stockley and Jones do not support this Resolution and will be voting their Shares AGAINST the election of Mr Ingraham as a Director

Resolution 2 – Removal of Mr John Louis Stockley as a Director

General

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitionists have given notice of their intention to move a resolution for the removal of John Stockley as a Director of the Company. If this Resolution is passed, John Stockley will be removed from office as a Director of the Company.

John Stockley Biography

Mr Stockley has more than 40 years' experience in gold and base metal exploration and mining throughout the world. He has been involved in the exploration and development of gold projects in Africa, Australia, the Pacific Islands, North Asia, South America and Europe.

Mr Stockley has been involved in mining and mineral exploration in Africa since 1975 where, in 2005-2006, he was directly responsible for the identification of +950,000oz of gold (measured resource) at the New Luika discovery near Chunya and more than 850,000oz of gold (indicated and measured resources) at Londoni near Singida in Tanzania (both discoveries are held by Shanta Gold plc).

He has worked for a number of major mining companies including Anglo American, Peko Wallsend, Renison Goldfields, Freeport McMoran, Dominion Mining and Troy Resources. Mr Stockley is a Member of the Australian Institute of Geoscientists.

Mr Stockley was appointed as a Director on 30 December 2013 and since that date has acted as an Executive Director in charge of exploration efforts.

Information as to why Messrs Lafferty, Stockley and Jones recommend Shareholders vote **against**, and will be voting their Shares **against**, the removal of Mr Stockley is set out in detail in the Statement of Directors which accompanies this Notice of Meeting.



*The majority of Directors, being Messrs Lafferty, Stockley and Jones recommend Shareholders vote **AGAINST** the removal of Mr John Stockley as a Director of the Company*

Resolution 3 – Removal of Mr John LC Jones AM as a Director

General

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitionists have given notice of their intentions to move a resolution the removal of John LC Jones AM. If this Resolution is successful, John LC Jones AM will be removed from their office as a Director of the Company.

John LC Jones AM Biography

Mr Jones is a well known and respected mining identity who has been associated with a number of successful mining companies in his 45 years of business. He is a Non-Executive Director of Troy Resources Limited, and Chairman of Anglo Australian Resources NL, Altan Nevada Minerals Limited (TSX), Altan Rio Minerals Limited (TSX).

Mr Jones is a Member of the Order of Australia for his significant service to the mining exploration sector through a range of roles, to the livestock transport industry, and to the community.

Mr Jones has acted as a Non-Executive Director of the Company since 20 June 2014.

Information as to why Messrs Lafferty, Stockley and Jones recommend Shareholders vote **against**, and will be voting their Shares **against**, the removal of Mr Jones is set out in detail in the Statement of Directors which accompanies this Notice of Meeting.



*The majority of Directors, being Messrs Lafferty, Stockley and Jones recommend Shareholders vote **AGAINST** the removal of Mr John LC Jones AM as a Director of the Company*

GLOSSARY

In this Notice and Explanatory Memorandum:

Annual General Meeting	means the Company's annual general meeting of Shareholders to be held on 26 November 2018.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the Chairman of the Meeting.
Company or Tanga	means Tanga Resources Limited (ABN 41 141 940 230).
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Meeting	means the general meeting of shareholders of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Monday, 17 December 2018 commencing at 2:00 pm Western Standard Time ("WST").
Notice of Meeting	means this Notice of Meeting.
Ordinary Resolution	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
Proxy Form	means either of the proxy forms accompanying this Notice of Meeting
Requisitionists	means Jalein Pty Ltd <ELBAJA A/C>, Pet FC Pty Ltd <Pet FC A/C> and Mr Izaak Trajkovski.
Resolution	means a resolution set out in the Notice of Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time.

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TANGA RESOURCES LIMITED

ACN: 141 940 230

REGISTERED OFFICE:GROUND FLOOR
63 HAY STREET
SUBIACO WA 6008

+

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52

Collins Street West VIC 8007

Suite 913, Exchange Tower

530 Little Collins Street

Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Name: _____

Address: _____

Code:

TRL

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 2:00pm on Monday 17 December 2018 at The Celtic Club, 48 Ord Street, West Perth, Western Australia, 6005 and at any adjournment of that meeting.

SECTION B: Voting DirectionsPlease mark "X" in the box to indicate your voting directions to your Proxy. **The Chairperson of the Meeting intends to vote undirected proxies AGAINST each item of business.** In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.**Recommendation**The majority of the Board being Messrs Lafferty, Stockley & Jones, recommends that you vote **AGAINST** all three resolutions.

Against

Against

Abstain*

For

RESOLUTION

1. Election of new Director - Mr Leslie James Ingraham
2. Removal of current Director - Mr John Louis Stockley
3. Removal of current Director - Mr John LC Jones AM

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

My/Our contact details in case of enquiries are:

Name:

Number:

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Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm on Saturday 15 December 2018.

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Australia Pty Ltd

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

