

TNG LIMITED

TNG LIMITED
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NOTICE OF GENERAL MEETING

**A General Meeting will be held at
5.30pm (AEDT) on Friday, 20 January 2023
at Aunty Kims
92-94 Johnston St, Collingwood VIC 3066**

Shareholders who wish to vote (but who are not attending the General Meeting) are encouraged to vote by appointing the Chairperson as their proxy (and where desired, directing the Chairperson how to vote)

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9327 0900.

TNG LIMITED

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NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of TNG Limited ("TNG" or the "Company") will be held on Friday 20 January 2023, at 5:30pm (AEDT) (the "Meeting") at Aunty Kims, 92-94 Johnston St, Collingwood VIC 3066.

Shareholders who are not attending the Meeting physically will be able to listen to a live webcast of the Meeting. The details of this webcast will be provided to Shareholders by way of an ASX announcement at least one week prior to the Meeting.

Please note that the webcast is provided for convenience only. The Meeting is not intended to be, and will not be, held using virtual technology. As such, while the webcast will allow you to view the Meeting in real time, it does not facilitate participation in, or voting at, the Meeting.

The Company strongly encourages all Shareholders who wish to vote (but who are not attending the Meeting physically) to do so by appointing the Chairperson as their proxy (and where desired, directing the Chairperson how to vote on a Resolution) by completing and returning the Proxy Form.

The Explanatory Memorandum to this Notice provides additional information on the Resolution to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form 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 Meeting are those who are registered as Shareholders on Wednesday 18 January 2023 at 5:30pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

Shareholders' Questions

Shareholders are encouraged to submit their questions to the Board in advance of the Meeting. These questions will be responded to by the Board during the Meeting if appropriate. Questions should be submitted to corporate@tngltd.com.au by 5.00pm (AEDT) on Monday 16 January 2023 and include their shareholding name, address and HIN/SRN. It may not be possible to respond to all questions asked at the Meeting or submitted in advance of the Meeting, but the Company will do its best to address Shareholders' queries.

Proxies

If you wish to appoint a person as your proxy, please complete and return the Proxy Form in accordance with the instructions on the Proxy Form.

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is 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 no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

Completed Proxy Forms should be sent to the Company's share registry, Computershare Investor Services:

By mail:

Computershare Investor
Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By fax:

1800 783 447 within Australia
or
+61 3 9473 2555 outside
Australia

Online:

At www.investorvote.com.au using your secure
access information or use your mobile device to
scan the personalised QR code as set out in
your Proxy Form.

For Intermediary Online subscribers
(custodians) go to www.intermediaryonline.com

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Meeting. The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

AGENDA

Resolution 1 – Approval for Change of Company Name

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

“That, for the purposes of section 157(1)(a) and 136(2) of the Corporations Act, and all other purposes, the name of the Company be changed from “TNG Limited” to “Tivan Limited”, and the Constitution of the Company be amended to replace all references in the Constitution of the Company to “TNG Limited” with references to “Tivan Limited”, with effect on and from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration to reflect the name change.”

Other Business

To consider any other business which may properly be brought before the Meeting in accordance with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD

Tony Bevan
Joint Company Secretary

Dated: 16 December 2022

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at 5.30pm (AEDT) on 20 January 2023 at Aunty Kims, 92-94 Johnston St, Collingwood VIC 3066.

Shareholders who are not attending the Meeting physically will be able to listen to a live webcast of the Meeting on an online platform (the details of which will be provided to Shareholders by way of an ASX announcement at least one week prior to the Meeting). Shareholders using this method will not be able to vote or ask questions in real time during the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on the Resolutions contained in the Notice.

Voting by proxy holders

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1 by signing and returning the Proxy Form (including via an online voting facility), you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 1.

In exceptional circumstances, the Chairperson of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

Resolution 1 – Approval for Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name. Resolution 1 is a special resolution which seeks Shareholder approval for the proposed change of company name from "TNG Limited" to "Tivan Limited".

Following the recent Annual General Meeting and Grant Wilson's election as a director of the Company, the Board elected him as Chair of the Company (see ASX Announcement of 28 November 2022). Shortly thereafter, the Board announced that it proposed to change the company name to Tivan Limited (see ASX Announcement of 30 November). This step is consistent with the Board's intention to immediately reset and renew the Company.

Changing the name of the Company sends a clear signal to shareholders and stakeholders that a new era has commenced.

The proposed new name is forward facing, culturally appropriate, aesthetically appealing and of high relevance to the Company's mission. It is a name that shareholders and stakeholders are already familiar with. The Company additionally owns the TIVAN trademark. The proposed new name captures the criticality of the minerals at Mount Peake, specifically titanium (Ti) and vanadium (Van), and the verticality of the Company's mineral processing technology. It is elegant, sleek, elemental and not constrained in terms of a specific geographic location.

Approval is also being sought in accordance with section 136 of the Corporations Act to amend the Constitution to replace all references to "TNG Limited" in the Constitution with references to "Tivan Limited".

In accordance with sections 136(2) and 157(1)(a) of the Corporations Act, this Resolution is a special resolution which requires the approval of 75% of the Shareholders attending and entitled to vote at the Meeting voting in favour of the resolution.

The proposed name has been reserved with ASIC by the Company. If Resolution 1 is passed, the Company will apply to ASIC for the change of name which will take effect upon a new certificate of registration being issued.

Following the change of name, the Company will change its ASX code to "TVN". Following approval by Shareholders, the Company will launch a new website and social media platforms. This will promote digital engagement with Shareholders and stakeholders, and facilitate a much broader, global audience.

Board recommendation

The Directors recommend Shareholders vote in favour of Resolution 1.

Comment from Chair

I am delighted to bring this Resolution to Shareholders to mark the start of the new era at the Company.

In respect of the ASX ticker, following feedback from highly engaged Shareholders and the designers who contributed to the branding materials of Tivan Limited, the Board agreed to adopt "TVN" as the new ticker, subject to Resolution 1 being approved. This ticker has been reserved with the ASX.

I am pleased to advise that the Company will host special guests at the Meeting, including representation from the Northern Territory Government, Stirling Station (where Mount Peake is located), Critical Minerals Office (Canberra) and SMS Group (Germany).

Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the market operated by it.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

Board means the board of Directors.

Chairperson means the chairperson of the Meeting.

Company means TNG Limited ABN 12 000 817 023.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum to the Notice.

Meeting has the meaning given in the introductory paragraph of this Notice.

Notice means this notice of meeting.

Resolution means a resolution contained in the Notice.

Shareholder means a shareholder of the Company.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **5:30pm (AEDT) on Wednesday, 18 January 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182068

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TNG Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of TNG Limited to be held at Aunty Kims, 92-94 Johnston Street, Collingwood, VIC 3066 on Friday, 20 January 2023 at 5:30pm (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval for Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

