

TNT MINES LIMITED

ACN 107 244 039

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of TNT Mines Limited (**Company**) will be held at 11th floor, 151 Macquarie Street, Sydney, New South Wales 2000 on 26 November 2014 at 2pm (**Meeting**) for the purpose of transacting the following business.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

2014 Financial Memorandum

To receive the financial statements of the Company for the year ended 30 June 2014, consisting of the annual financial report, the Directors' report and the auditor's report.

Resolution 1 – Election of Andrew Drummond as a Director

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

"That for the purpose of 6.3 of the Constitution and for all other purposes, Andrew Drummond, retires by rotation as a Director and, being eligible, having offered himself for re-election, is re-elected a Director of the Company."

EXPLANATORY MEMORANDUM

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (**proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. To be valid, properly completed Proxy Forms must be received by the Company no later than 2pm (AEST) on 24 November 2014:

- by post to PO Box 178, Neutral Bay NSW 2089
- by facsimile on +61 2 9450 0877
- by email: frontdesk@tntmines.com.au

VOTING ENTITLEMENTS

For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 2pm (AEST) on 24 November 2014. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

By Order of the Board of Directors



Mark Ohlsson

Company Secretary

22 October 2014

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2014 Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 2014.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- discuss the Annual Report which is available online from the Company's website www.tntmines.com.au ;
- ask questions about, or comment on, the management of the Company; and
- ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the content of the auditor's report; and
- the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Election of Andrew Drummond

Mr Drummond is a Non-Executive Director of the Company.

In accordance with the Company's Constitution, 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. Accordingly, Mr Drummond will retire by rotation and, being eligible, offers himself for re-election.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Mr Drummond is a geologist with 40 years of industry experience in exploration, development, mining, management and development capital raising. Mr Drummond was Managing Director of Minemakers Ltd from inception in 2006 until June 2012 and then Chairman from June 2012 until May 2013 and he has had senior management and/or directorship roles with Zephyr Minerals NL (now Ashburton Minerals NL), Black Range Minerals NL, Catalpa Ltd (now part of Evolution Mining Ltd), Bonaparte Diamond Mines NL,, the ACM Group, Homestake Gold Australia Ltd, BCD Resources NL and Westgold Resources Limited.

Mr Drummond brings to the Company his extensive experience with many commodities in hardrock and alluvial environments in Australia, New Zealand, The Philippines, Russia, China and Namibia and in company promotion and raising of evaluation and development funds.

All the Directors except Mr Drummond recommend that Shareholders vote in favour of Resolution 1.

The Company Secretary
 TNT Mines Limited
 Suite 50, 14 Narabang Way
 Belrose NSW 2085

PO Box 178
 Neutral Bay, NSW 2085

Facsimile: +61 2 9450 0877
 Email: frontdesk@tntmines.com.au

Name of Shareholder (s) _____
 Address of Shareholder (s) _____

STEP 1 Appoint Proxy to Vote on Your Behalf

I / We being a member / s of TNT Mines 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 names (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 Annual General Meeting of TNT Mines Limited to be held at 11th floor, 151 Macquarie Street, Sydney, New South Wales 2000 on 26 November 2014 at 2pm (AEST) and at any adjournment or postponement of that meeting.

The Chairman intends to vote all available proxies in favour of the resolutions.

Important – if the Chairman of the meeting is your proxy or is appointed as your proxy by default

STEP 2 Resolutions of Business

PLEASE NOTE: if you mark the **Abstain** box for an Resolution, 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	Election of Andrew Drummond as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares.

SIGN Signature of Security holder – Please sign here

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole Director & Sole Company Secretary	Director / Company Secretary	Director

Dated this _____ day of _____ 2014

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies **must be received by the Company by 2pm on 24 November 2014** by post or facsimile to the respective addresses stipulated in this proxy form.
6. The Chairman will cast all available proxies in favour of the Resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.