
NORTHERN STAR RESOURCES LIMITED
ACN 092 832 892
NOTICE OF ANNUAL GENERAL MEETING 2015

TIME: 10.00am (AWST)

DATE: Monday, 30 November 2015

PLACE: Barry Cable Room, Domain Stadium, Gate 17, Level 3, Roberts Road,
Subiaco 6008, Western Australia

This Notice of Meeting 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, Ms Liza Carpene, on +61 8 6188 2151.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	7

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 10.00am (AWST) on Monday, 30 November 2015 at Barry Cable Room, Domain Stadium, Gate 17, Level 3, Roberts Road, Subiaco 6008, Western Australia.

YOUR VOTE IS IMPORTANT

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

A Shareholder who is entitled to attend and vote may vote in person, or by proxy or attorney. A Shareholder that is a corporation may appoint an individual as a representative in accordance with Section 250D of the Corporations Act.

The Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders of the Company at 5.00pm (AWST) on Saturday, 28 November 2015.

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

To vote by proxy, please vote online, or complete and sign the personalised Proxy Form accompanying this Notice of Meeting and return the Proxy Form:

- (a) **by voting online** at: www.advancedshare.com.au
- (b) **by post** to:
Northern Star Resources Limited
C/- Advanced Share Registry
PO Box 1156
Nedlands WA 6909
- (c) **in person** to the Company's Share Registry at:
Advanced Share Registry
110 Stirling Highway
Nedlands WA 6009
- (d) **by facsimile** to the Company's Share Registry on +61 8 9262 3723; or
- (e) **by email** to admin@advancedshare.com.au in pdf form,

so that your vote is received not later than 10.00am (AWST) on 28 November 2015 (**Proxy Deadline**).

Proxy Forms received after the Proxy Deadline will be invalid.

VOTING BY ATTORNEY

If a Shareholder has appointed an attorney to attend and vote at the Annual General Meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be sent using one of the methods listed above for the receipt of Proxy Forms and received before the Proxy Deadline (unless this document has previously been lodged with the Company's Share Registry for notation).

VOTING BY CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements in Section 250D of the Corporations Act. The representative should bring to the Annual General Meeting, evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00am (AWST) on Monday, 30 November 2015 at Barry Cable Room, Domain Stadium, Gate 17, Level 3, Roberts Road, Subiaco 6008, Western Australia.

The Explanatory Statement to this Notice of Meeting 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 of Meeting.

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

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The reports referred to above are included in the 2015 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website: www.nsr ltd.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2015."

Note: The vote on this item is advisory only and does not bind the Directors or the Company.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel of the Company or their Closely Related Parties.

However, the Company need not disregard a vote on Resolution 1 if it is cast by a person as proxy appointed in writing for a person who is entitled to vote, in accordance with voting directions which are specified on the proxy form.

Also, the Company need not disregard a vote on Resolution 1 if it is cast by the Chairman of the Meeting (as proxy appointed in writing for a person who is entitled to vote) where the proxy form expressly authorises the Chairman of the Meeting to exercise an undirected proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or their Closely Related Parties.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER ROWE

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

"That, for the purpose of clause 8.1 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Christopher Rowe, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 4,290,228 Shares on the terms and conditions set out in the Explanatory Statement, be approved and ratified."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 3 by a person who participated in the issue, namely Tanami (NT) Pty Ltd, and its associates.

However, the Company need not disregard a vote on Resolution 3 if it is cast by a person as proxy appointed in writing for a person who is entitled to vote, in accordance with voting directions which are specified on the proxy form.

DATED: 26 OCTOBER 2015 BY ORDER OF THE BOARD

LIZA CARPENE
Company Secretary
Northern Star Resources Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (AWST) on Monday, 30 November 2015 at Barry Cable Room, Domain Stadium, Gate 17, Level 3, Roberts Road, Subiaco 6008, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Consistent with Section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of an ordinary resolution, its Remuneration Report for the year ended 30 June 2015.

The Remuneration Report is set out in the Company's 2015 Annual Report on pages 19 to 28. The 2015 Annual Report is available on the Company's website at www.nsr ltd.com. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of Directors and Senior Executives of the Company;
- details of the remuneration of, and equity held by, Directors and Senior Executives of the Company; and
- a summary of the terms of any contract under which any Director or Senior Executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

"Two Strikes" Rule

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. However under the Corporations Act if a company's Remuneration Report receives an 'against' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to Shareholders at the later annual general meeting as to whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of that resolution must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives "two strikes".

At the Company's 2014 Annual General Meeting, less than 25% of the votes cast opposed the adoption of the Remuneration Report and therefore the "two strikes" process was not invoked.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER ROWE

Clause 8.1 of the Constitution and Listing Rule 14.4 requires that at every Annual General Meeting one third of the Directors (other than the Managing Director), or if their number is not a multiple of 3, then such number that is the next lowest whole number of Directors divisible by 3, retires from office and is then eligible for re-election.

Mr Christopher Rowe retires by rotation and seeks re-election.

Mr Rowe has practised as a lawyer both in the United Kingdom and in Western Australia before becoming a full time consultant to the mining and oil and gas industries. He also was Counsel Assisting the Royal Commission into WA (Inc) and was a member/deputy chair of the Environmental Protection Authority. He has been chairman or deputy chairman of a number of

public listed mining and oil and gas related companies in Australia and North America, holding both executive and non-executive positions. Mr Rowe is also currently Chairman of Target Energy Limited.

Mr Rowe is a member of the Audit, Remuneration and Nomination Committees. He was first appointed as the Chairman of the Company on 20 February 2003 and is an Independent Non-Executive Director.

The Chairman intends to vote all available proxies in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES

In accordance with Listing Rule 7.4, Resolution 3 seeks to ratify the issue of 4,290,228 Shares which were issued on 31 July 2015 at a deemed issue price of \$2.0978 each pursuant to the terms of an agreement announced on 26 February 2015. The Shares were issued as part of the purchase price at completion of the Heads of Agreement between Northern Star Resources Limited, Northern Star (Tanami) Pty Ltd (formerly Nightlink Holdings Pty Ltd), Tanami Gold NL and Tanami (NT) Pty Ltd, which resulted in the Company acquiring a 25% joint venture interest in the Central Tanami Project. The Company has the ability to progressively acquire up to 60% of the joint venture under specific conditions (refer ASX Announcement dated 26 February 2015).

The statutory basis and reasons underpinning Resolution 3 are set out below.

- 15% Threshold: Listing Rule 7.1 provides that a company may not, in any 12 month period, issue a number of Equity Securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue without Shareholder approval (15% Threshold).
- Ratification: Listing Rule 7.4 permits the approval of previous issues of Equity Securities made without prior Shareholder approval, provided that the issue did not breach the 15% Threshold, with the effect being that the issue is treated as having been made with approval.
- Reinstate placement capacity: The Company is seeking approval of Resolution 3 in order to reinstate the capacity of the Company to issue Shares up to the 15% Threshold without the prior approval of its Shareholders. Put another way, if Resolution 3 is passed, the Company will not need to include these 4,290,228 Shares when calculating how many Shares it has already issued for the purposes of the 15% Threshold. While the Company has no present intention to issue additional Shares (other than pursuant to valid exercise of existing options), the Company considers it is important to retain the flexibility to raise capital quickly should this become necessary or desirable in the then prevailing circumstances. Whether or not Resolution 3 is passed, any future equity raising will remain subject to the 15% Threshold in Listing Rule 7.1.

Listing Rule 7.5 requires the Company to provide the following information to Shareholders in order to obtain Shareholder approval pursuant to Listing Rule 7.4:

- the number of Shares issued was 4,290,228;
- the Shares were issued to Tanami (NT) Pty Ltd as part of the purchase price under the Heads of Agreement dated 26 February 2015 between Northern Star Resources Limited, Northern Star (Tanami) Pty Ltd, Tanami Gold NL and Tanami (NT) Pty Ltd, under which the Company acquired a 25% joint venture interest in the Central Tanami Project, and therefore no funds were raised by the issue of the Shares;
- the allottee of the Shares and its associates are not related parties of the Company;
- the Shares were issued at a deemed issue price of \$2.0978 each;
- the Shares rank equally in all respects with all of the existing ordinary shares on issue, the terms of which are in the public domain;
- the issue of the 4,290,228 Shares the subject of Resolution 3 did not breach the 15% Threshold in Listing Rule 7.1 at the time of their issue; and
- a voting exclusion statement is included in the Notice.

ENQUIRIES

Shareholders may contact the Company Secretary on +61 8 6188 2151 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

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

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the current Board of Directors of the Company.

Closely Related Party means a member of the Key Management Personnel, including:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company, or
- (e) a company the member controls.

Company means Northern Star Resources Limited (ACN 092 832 892).

Corporations Act means the Corporations Act 2001 (Cth), as amended from time to time.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel means those people having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Key Management Personnel includes the Company's executive and non-executive directors.

Listing Rules means the official listing rules of the Australian Securities Exchange.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

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 holder of a Share.



Lodge your vote:

By Online Vote:
www.advancedshare.com.au

By Mail:
Advanced Share Registry Limited
PO Box 1156, Nedlands 6909
Western Australia

By Facsimile:
+61 8 9262 3723

By Email:
admin@advancedshare.com.au

For all enquiries call:

Telephone: +61 8 9389 8033
Email: admin@advancedshare.com.au

Proxy Form – 2015 Annual General Meeting

I/We being a member(s) of Northern Star Resources Limited entitled to attend and vote at the Meeting, hereby appoint:

the Chair of the Meeting **OR** *Please Note: Leave this box blank if you have selected the Chair of the Meeting.*

as my/our 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, and to the extent permitted by law as the Proxy sees fit, at the Annual General Meeting to be held at 10.00am (AWST) on 30 November 2015 at Barry Cable Room, Domain Stadium, Gate 17, Level 3, Roberts Road, Subiaco 6008, Western Australia, and at any adjournment thereof.

I/We acknowledge that the Chair intends to vote undirected proxies in favour of all Resolutions.

Where I/we have appointed the Chair of the Meeting as my/our Proxy (or the Chair becomes my/our Proxy by default), I/we expressly authorise the Chair to exercise my/our Proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though the Chair is, and Resolution 1 is connected directly or indirectly with the remuneration of, a member of the Key Management Personnel.

Important for Resolution 1: Note that if a member of the Key Management Personnel or a Closely Related Party (and not Chair of the Meeting) is appointed as your Proxy for Resolution 1, then the Proxy is restricted from voting unless the Member has directed the Proxy holder how to vote.

VOTING ON BUSINESS OF THE MEETING - ORDINARY RESOLUTIONS

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director – Mr Christopher Rowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signing by Member: This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1
 Member 2 (if joint holding)
 Member 3 (if joint holding)
 _____ / _____
 Sole Director and Sole Secretary
 Director/Company Secretary
 Director
 Date

Contact Name: _____ **Contact Telephone No: (daytime):** _____

Instructions for Completing “Appointment of Proxy” Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a Proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second Proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second Proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each Proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder’s votes each Proxy is appointed to exercise, each Proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed Proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a Proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the Proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the Proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from Advanced Share Registry Limited or online at www.advancedshare.com.au under the Investors tab, “General Forms”.
4. **(Attending the Meeting):** 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. **(Return of Proxy Form):** To vote by Proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) online at www.advancedshare.com.au; or
 - (b) post to C/- Advanced Share Registry Limited, PO Box 1156, Nedlands 6909, Western Australia; or
 - (c) in person to Advanced Share Registry Limited, 110 Stirling Highway, Nedlands 6009, Western Australia; or
 - (d) facsimile to Advanced Share Registry Limited on facsimile number (+61 8) 9262 3723; or
 - (e) email to admin@advancedshare.com.au in pdf form,
 so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online