
NORTHERN STAR RESOURCES LIMITED
ACN 092 832 892
NOTICE OF ANNUAL GENERAL MEETING 2017

TIME: 10.00am (AWST)

DATE: Thursday, 16 November 2017

PLACE: QV1 Conference Centre (Function Room)
Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, 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.

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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 Thursday, 16 November 2017 at QV1 Conference Centre (Function Room), Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, 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 Tuesday, 14 November 2017.

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:

- | | |
|---|--|
| <p>(a) by voting online at: www.linkmarketservices.com.au</p> <p>Select 'Investor Login' and in the 'Single Holding' section enter Northern Star Resources Limited or the ASX code (NST) in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form or on your holding statement), postcode, security code which is shown on the screen, tick the terms and conditions agreement and click 'Login'.</p> <p>Select the 'Voting' tab and then follow the prompts.</p> <p>You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.</p> | <p>(b) by post to:</p> <p>Northern Star Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235</p> <p>(c) by facsimile to the Company's Share Registry on +61 2 9287 0309; or</p> <p>(d) in person to the Company's Share Registry at:</p> <p>Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138</p> |
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so that your vote is received not later than 10.00am (AWST) on 14 November 2017 (**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. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au . Hover over 'Resources', click on 'Forms' and then select 'Holding Management'.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00am (AWST) on Thursday, 16 November 2017 at QV1 Conference Centre (Function Room), Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, 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 2017 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 2017 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.nsrld.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 2017."

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 PETER O'CONNOR

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, ASX Listing Rule 14.4 and for all other purposes, Mr Peter O'Connor, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – 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, ASX 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.”

5. RESOLUTION 4 - RATIFICATION OF PRIOR 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, Shareholders ratify the issue of 1,334,894 Shares (“Employee Shares”), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote on Resolution 4 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 4 if it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with voting directions which are specified on the proxy form.

DATED: 9 OCTOBER 2017 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 Thursday, 16 November 2017 at QV1 Conference Centre (Function Room), Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, 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 2017 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 2017.

The Remuneration Report is set out in the Company's 2017 Annual Report on pages 18 to 27. The 2017 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 2017 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 PETER O'CONNOR

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 three, then such number that is the next lowest whole number of Directors divisible by three, retires from office and is then eligible for re-election. In addition, where a Director who has been in office for three or more years since he or she was last elected to office, retires from office and is then eligible for re-election.

Mr Peter O'Connor, who was last considered for re-election by Shareholders at the 2014 Annual General Meeting, retires by rotation and seeks re-election.

Mr O'Connor has extensive global experience in the funds management industry and selective natural resource sectors (agricultural/rare earths and metals) both in public and private companies in developed and emerging economies. He was co-founder, director and Deputy Chairman of IMS Selection Management Ltd which had \$10 billion under management from 1998-2008. Following the sale of IMS to BNP Paribas in 2008, he was Deputy Chairman of FundQuest UK Ltd with \$10 billion under management, and FundQuest globally had \$35 billion of assets under management from 2008-2010.

Mr O'Connor is currently Chairman of ASX listed Neurotech International Limited (appointed 15 January 2016), and was previously a Director and Chairman of ASX listed Brazilian Metals Group Limited (May 2011 to October 2012), LSE listed Advance Developing Markets Fund (October 1998 to April 2012) and TSX listed NEO Material Technologies Inc (December 1993 to June 2012).

Mr O'Connor was first appointed to the Board of Northern Star in May 2012, and was part of the Board composition responsible for the acquisition of the Company's core assets (Kalgoorlie and Jundee) from the major mining houses in 2014. Mr O'Connor is also a member of the Audit and Risk, and Nomination Committees.

The Directors, with Mr O'Connor abstaining, recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – 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 was the founding Chairman of Northern Star Resources Limited and held that position from 2003 up to the 2016 Annual General Meeting. As part of a well-planned and communicated succession plan, Mr Rowe stood down as Chairman and Mr William Beament was appointed as Executive Chairman on 29 November 2016. Mr Rowe remained on the Board as a Non-Executive Director.

In the Chairman's Address released on 29 November 2016, Mr Rowe announced that he would stay on the Board for the remaining two years of his then term (ie. until the 2018 Annual General Meeting). Due to the expansion of the Board in September 2016, Mr Rowe is now required to retire as a Director and seek re-election in accordance with Clause 8.1 of the Constitution.

If re-elected under Resolution 4, Mr Rowe confirms that it is still his intention to remain on the Board for a further year until the 2018 Annual General Meeting.

Mr Rowe, a Graduate of Cambridge University, consulted to the oil, gas and hard rock sectors of the resource industry before becoming the Executive Chairman of Cultus Petroleum NL in 1979, where he served until 1990. During his tenure the company participated in a number of commercial discoveries in Australia, New Zealand and the USA.

He has subsequently acted as a Director or Chairman to a number of Resource and Service Companies, including TSX listed UTS Energy Ltd and ASX listed Aerodata Limited.

Mr Rowe was the Chairman and founder of Australian private equity and property fund manager, Hawkesbridge Capital.

In addition to his resource related activities, Mr Rowe acted as a Counsel Assisting the Royal Commission into Commercial Activities of Government and Other Matters, established by the Western Australian Labor Party Premier in 1990 to examine the "WA. Inc" political scandal, and served on the Environmental Protection Authority of Western Australia as both a member and as Deputy Chairman.

Mr Rowe is a member of the Remuneration and Nomination Committees.

The Directors, with Mr Rowe abstaining, recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

The Company has issued 1,334,894 Employee Shares to 695 employees of the Company during the past 12 months under the terms of the Company's 2017 Employee Share Plan. The Employee Shares the subject of Resolution 4 were issued in accordance with Listing Rule 7.1.

Subject to certain exceptions, Listing Rule 7.1 prevents a Company from issuing or agreeing to issue new securities, or other securities with rights of conversion to equity (such as an option), in any 12 month period which amount to more than 15% of the Company's ordinary securities on issue without Shareholder approval.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval under Listing 7.1 provided the issue did not breach Listing Rule 7.1. The effect of such ratification is to restore a Company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1. The Company confirms the issue of the Employee Shares the subject of Resolution 4 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Employee Shares the subject of Resolution 4 pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the details of the Employee Shares issued are set out in the table below:

| Date of Issue | Number of Shares Issued | Issue Price | Number of Recipients |
|----------------------|--------------------------------|--------------------|-----------------------------|
| 31 July 2017 | 1,334,894 | Nil | 695 |

- (b) the Employee Shares were issued for nil consideration;
- (c) the Employee Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares, and are subject to restrictions on disposal until the earlier of twelve (12) months from the issue date or upon cessation of employment;
- (d) the Employee Shares were issued to 695 employees. The allottees are not Related Parties of the Company or its associates;
- (e) no funds were raised. The Employee Shares were issued free to employees based on criteria, including length of service with the Company, as a one-off gesture to:
- i. reward employees who had remained focused during a difficult transition period for the Company and who endured salary freezes of up to four years, and
 - ii. recognise their commitment and contribution to the Company's outstanding performance and ongoing success; and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 4.

If Resolution 4 is passed, the 15% limit imposed by Listing Rule 7.1 will be renewed to the extent of the ratification.

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

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.

ASX means ASX Limited trading as the Australian Securities Exchange.

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

Board means the current Board of Directors of the Company.

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

- (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.

Employee Shares means 1,334,894 Shares issued to employees of the Company which are the subject of Resolution 4.

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 as detailed in the Company's 2017 Annual Report and non-executive directors.

Listing Rules and **ASX Listing Rules** means the official listing rules of ASX.

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

Related Party has the meaning given in the Corporations Act.

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

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Northern Star Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Thursday, 16 November 2017 at QV1 Conference Centre (Function Room), Level 2, QV1 Building, 250 St Georges Terrace, Perth 6000, Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

| | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Director – Mr Peter O'Connor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Director – Mr Christopher Rowe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Ratification of Prior Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

 * 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Tuesday, 14 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Northern Star Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**