



Notice of Annual General Meeting 2018

NORTHERN STAR RESOURCES LIMITED
ACN 092 832 892

The Annual General Meeting of Shareholders of
Northern Star Resources Limited will be held at

2:00pm AWST (5:00pm AEDT) – registration from
1:00pm AWST

on Thursday 15 November 2018

at QV1 Conference Centre (Function Room),
Level 2 QV1 Building
250 St Georges Terrace
Perth WA 6000
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 professional advisers prior to voting.



15 October 2018

Dear Shareholder

It is my pleasure to invite you to the 2018 Annual General Meeting (**AGM**) of Northern Star Resources Limited.

The meeting provides an opportunity for Shareholders, proxy holders and corporate representatives to ask questions of and hear from the Board and Executive. The Chief Executive Officer, Stuart Tonkin, and I will address AGM attendees after the formal meeting to provide a summary of Northern Star's operations and performance during the financial year ended 30 June 2018. For further information, please refer to our 2018 Annual Report which is available on our website at <https://www.nsrld.com/investor-media/reports/annual-reports/>.

The enclosed Notice of Meeting (**Notice**) describes the business that will be proposed at the AGM and sets out the procedures for your participation and voting. The business of the AGM affects your shareholding and your vote is important. We encourage you to participate by voting on the Resolutions.

Shareholders who are unable to attend and vote in person may appoint a proxy to do so on their behalf. If you would like to appoint a proxy, you should complete and return the Proxy Form enclosed with this Notice of Meeting so that it is received by our Share Registry, Link Market Services, by 2:00pm AWST (5:00pm AEDT) on Tuesday 13 November 2018. Information on appointing a proxy appears on pages 4 and 5 of this Notice of Meeting. Details of how to submit a Proxy Form are included with the form.

A copy of the Chairman's AGM address and the Company's AGM presentation will be available online on our website following the AGM.

Shareholders who are entitled to vote at the AGM are invited to submit written questions relating to the Company, or Auditor's Report and the conduct of the audit of the Financial Report, ahead of the meeting online or by using the Shareholder Question Form included with this Notice of Meeting, by 5:00pm AWST (8:00pm AEDT) on 7 November 2018.

Should you have any queries regarding this Notice of Meeting, please contact the Company Secretary, Hilary Macdonald, on +61 8 6188 2140 or by email to compliance@nsrld.com.

The Board of Directors and Executive team wishes to extend an invitation to Shareholders to join them for light refreshments from opening of registration prior to the AGM, and following the AGM.

I look forward to seeing you at Northern Star's 2018 Annual General Meeting.

Yours sincerely

A handwritten signature in black ink that reads "Bill Beament". The signature is written in a cursive, flowing style.

Bill Beament

Executive Chairman

Northern Star Resources Limited

Notice of Annual General Meeting 2018

NORTHERN STAR RESOURCES LIMITED ACN 092 832 892

Notice is given that the Annual General Meeting of Shareholders of Northern Star Resources Limited (the **Company** or **Northern Star**) will be held at 2:00pm AWST (5:00pm AEDT) on Thursday 15 November 2018 at QV1 Conference Centre (Function Room), Level 2 QV1 Building, 250 St Georges Terrace, Perth 6000 Western Australia.

BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 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 2018 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:

<https://www.nsr ltd.com/investor-media/reports/annual-reports/>.

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, the Remuneration Report for the financial year ended 30 June 2018 be adopted.'

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

3. Resolution 2 – Re-election of Director – Shirley In'tVeld

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, Shirley In'tVeld, a Director who retires by rotation, and being eligible, is re-elected as a Director.'

4. Resolution 3 – 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 approve and ratify the issue of 26,119,402 Shares issued to institutional investors pursuant to a placement at an issue price of \$6.70 per Share as set out in the ASX Announcement released on 3 September 2018, on the terms and conditions set out in the Explanatory Statement.'

By order of the Board.



Hilary Macdonald
Company Secretary
Northern Star Resources Limited

15 October 2018

INFORMATION FOR SHAREHOLDERS

1. Voting Exclusions

Resolution 1 (Remuneration Report)

The Company will disregard any votes cast on Resolution 1:

- (a) by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or
- (b) as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting 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 on behalf of a person who is entitled to vote on Resolution 1 and it is cast either:

- (c) by a person appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) by the Chair as a proxy and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 3 (Ratification of prior issue of Shares)

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue and any associates of those persons.

However, the Company need not disregard a vote on Resolution 3 if it is cast by a person as a proxy for a person who is entitled to vote on Resolution 3 and it is cast either:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Voting, Proxies and Corporate Representatives

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations, the persons eligible to vote at the AGM are those who are registered as Shareholders of the Company at 5.00pm AWST (8:00pm AEDT) on Tuesday, 13 November 2018. Your voting entitlement will be determined by the number of shares you hold at that time.

A Shareholder who is entitled to attend and vote at the AGM may vote either by:

- (c) attending and voting in person (if the shareholder is a corporation, by appointing an individual person as its corporate representative); or
- (d) by appointing a proxy or attorney to attend and vote on the Shareholder's behalf.

A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies. A proxy need not be a Shareholder and can be an individual or a body corporate. Each proxy will have the right to vote on a poll and to speak at the meeting. Additional Proxy Forms are available by contacting the Share Registry.

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 AGM. The appointment must comply with the requirements in section 250D of the Corporations Act. The representative should bring to the AGM, evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company. Shareholders can download the 'Appointment of Corporate Representation' form from the Share Registry's website: www.linkmarketservices.com.au.

Hover over 'Resources', click on 'Forms' and then select 'Holding Management'.

If a Shareholder has appointed an attorney to attend and vote at the AGM, 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).

Notice of Annual General Meeting 2018 continued

Proxies must be lodged by **no later than 2:00pm AWST (5:00pm AEDT) on Tuesday 13 November 2018**. Proxy forms received after this time will be invalid.

Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company or Share Registry as specified below. If sent by facsimile, the power of attorney must be certified.

3. Voting Procedure

All items of business will be decided by way of a poll.

Shareholders are encouraged to direct their proxies how to vote on each Resolution. The proxy must follow such a direction when casting any available votes on the relevant Resolution.

4. Voting by proxy

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

- (a) by **voting online** at:

www.linkmarketservices.com.au

Select 'Investor Login' and in the 'Single Holding' section enter 'Northern Star Resources Limited' or its 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'.

Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

- (b) by **post** to:

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

- (c) by **facsimile** to the Company's Share Registry on +61 2 9287 0309; or

- (d) in **person** to the Company's Share Registry at:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

5. Questions at the Annual General Meeting

Shareholders are invited to submit written questions relating to the Company ahead of the meeting. Shareholders may also submit questions to the Company's auditor, Deloitte Touche Tohmatsu, on the content of the Auditor's Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2018.

Please submit your questions online or complete and return the Shareholder Question Form accompanying this Notice of Meeting:

- (a) **online** at: www.linkmarketservices.com.au

Select 'Investor Login' and in the 'Single Holding' section enter 'Northern Star Resources Limited' or its 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'.

Select the 'Voting' tab, click on 'Ask Question' under the 'Action' header and then follow the prompts to submit your question online.

- (b) by **post** to:

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

- (c) by **facsimile** to the Company's Share Registry on +61 2 9287 0309; or

- (d) in **person** to the Company's Share Registry at:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Such questions must be received by no later than 5:00pm AWST (8:00pm AEDT) on Wednesday, 7 November 2018.

Notice of Annual General Meeting 2018 continued

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 2:00pm AWST (5:00pm AEDT) on Thursday, 15 November 2018 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 2018 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 2018.

The Remuneration Report is set out in the Company's 2018 Annual Report on pages 39 to 49. The 2018 Annual Report is available on the Company's website at <https://www.nsr ltd.com/investor-media/reports/annual-reports/>.

The Remuneration Report contains:

- (a) information about the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
- (b) details of the remuneration of, and equity held by, Directors and senior executives of the Company; and
- (c) 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, 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 – Shirley In'tVeld

Clause 8.1(e)(3) and Listing Rule 14.5 require that at least 1 Director must retire from office as director and an election of directors must be held at each annual general meeting.

Clause 8.1(e) 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. In addition, a Director who was appointed to fill a casual vacancy or as an addition to the Board, or who has been in office for 3 or more years since he or she was last elected to office, retires from office and is then eligible for re-election.

None of the current Directors have been in office for 3 or more years or for 3 or more annual general meetings since last being elected to office, as:

- (a) John Fitzgerald, Shirley In'tVeld and Bill Beament were last elected at the 2016 annual general meeting; and
- (b) Peter O'Connor and Christopher Rowe were last elected at the 2017 annual general meeting.

Accordingly, in accordance with clause 8.1(f) of the Constitution, John Fitzgerald, Shirley In'tVeld and Bill Beament, being the Directors who have been in office the longest since their last election, determined by agreement among themselves that Shirley In'tVeld would retire and seek re-election at the AGM. Bill

Notice of Annual General Meeting 2018 continued

Beament and John Fitzgerald will therefore retire and seek re-election at the 2019 annual general meeting.

Ms In'tVeld is currently deputy director of the CSIRO, a director of NBN Co, a Non-Executive Director of APA Group and was until recently a director of Duet Company Limited, Perth Airport, Asciano Ltd and Chairman of Asciano's Sustainability Committee. Ms In'tVeld is also a member of the Takeovers Panel.

Ms In'tVeld was the CEO of Verve Energy, a WA utility, for five years. Prior to this Ms In'tVeld held a number of senior commercial, legal and marketing positions with Alcoa, WMC Resources Ltd, Bond Corporation and BankWest, including Managing Director of Alcoa of Australia Rolled Products based in Geelong.

Ms In'tVeld was first appointed as a Director on 1 September 2016 and is Chairman of the Remuneration Committee and a Member of the Audit & Risk, Nomination and ESG & Safety Committees.

The Directors, with Shirley In'tVeld abstaining, recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Ratification of prior issue of Shares

On 3 September 2018 the Company completed a fully underwritten placement of Shares to institutional investors to raise \$175 million (**Placement**). The Placement was underwritten by Macquarie Capital (Australia) Limited.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares pursuant to the Placement (**Placement Shares**).

The Placement Shares 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 Placement Shares the subject of Resolution 3 did not breach Listing Rule 7.1.

The Company wishes to ratify the issue of the Placement Shares the subject of Resolution 3 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 Placement Shares issued are set out in the table below:

Date of Issue	Number of Shares Issued	Issue Price	Number of Recipients
6 September 2018	26,119,402	\$6.70	73

- (b) the Placement Shares were issued at a price of \$6.70 each;
- (c) the Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Placement Shares were issued to institutional investors, none of whom are Related Parties of the Company or their associates;
- (e) the funds raised from the issue of the Placement Shares were used to partially fund the Company's acquisition of the Pogo mine in Alaska announced on 30 August 2018 and completed on 28 September 2018; and
- (f) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 3.

If Resolution 3 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 3.

ENQUIRIES

Shareholders may contact the Company Secretary, Hilary Macdonald, on +61 8 6188 2140 or at compliance@nsrltd.com, if they have any queries in respect of the matters set out in these documents.

Notice of Annual General Meeting 2018 continued

GLOSSARY

\$ means Australian dollars.

2018 Annual Report means the annual report released by the Company in respect of the financial year ended 30 June 2018.

AGM or **Meeting** means the meeting convened by the Notice of Meeting.

ASX means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange or the financial market operated by ASX Limited, as the context requires.

Auditor's Report means the auditor's report prepared by Deloitte Touche Tohmatsu in the 2018 Annual Report.

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

Board means the current board of Directors.

Chair means the chair of the AGM.

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

Constitution means the Company's constitution.

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

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

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 as detailed in the 2018 Annual Report and non-executive directors.

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

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

Placement means a fully underwritten placement of Shares to institutional investors to raise \$175 million.

Placement Shares means 26,119,402 Shares issued to investors, which are the subject of Resolution 3.

Proxy Form means the proxy form enclosed with this Notice of Meeting.

Related Party has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the 2018 Annual Report.

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 registered holder of a Share.

Shareholder Question Form means the shareholder question form enclosed with this Notice of Meeting.


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 **2:00pm (AWST) on Thursday, 15 November 2018 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 – Shirley In'tVeld	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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:

- 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
- 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 **2:00pm (AWST) on Tuesday, 13 November 2018**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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

* in 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.**



ACN 092 832 892

LODGE YOUR QUESTIONS

-  **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



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Please use this form to submit any questions about Northern Star Resources Limited ("the Company") that you would like us to respond to at the Company's 2018 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AWST) Wednesday, 7 November 2018**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS