
TANDO RESOURCES LIMITED

ACN 618 307 887

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10am WST

DATE: Wednesday, 16 May 2018

PLACE: Level 1, 1 Altona Street, West Perth WA 6005

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on Monday, 14 May 2018.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – SUBDIVISION OF CAPITAL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, pursuant to section 254H of the Corporations Act and for all other purposes, approval is given for the issued capital of the Company to be subdivided by the ratio to be determined using the methodology described in Section 1.2 of the Explanatory Statement, and on the further terms and conditions set out in the Explanatory Statement. Where this subdivision results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – 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 1,949,945 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – 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 3,050,055 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 16 April 2018

By order of the Board

Mauro Piccini
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6381 0035.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – SUBDIVISION OF CAPITAL

1.1 Background

If Resolution 1 is passed, and excluding any Securities issued pursuant to the other Resolutions, the number of Shares on issue will be increased on the basis of the ratio, to be determined using the methodology set out in section 1.2 below (**Subdivision**).

In accordance with ASX Listing Rule 7.25, a company must not reorganise its capital if the effect of doing so would be to decrease the price at which its main class of securities would be likely to trade, after the issue or reorganisation, to an amount which is less than \$0.20. As such, the Company proposes to undertake the Subdivision of its issued capital based on the methodology set out in section 1.2, such that the Share price will be equal to \$0.20 on a post Subdivision basis.

ASX has confirmed that the Company can use the floating ‘Subdivision Ratio’ described in Section 1.2 below (rather than a fixed ratio). This floating ratio has been decided upon by the Company as it does not know what the Share price will be on the 5 trading days prior to the date of the Meeting. A list of example Share prices and Subdivision Ratios are given at Section 1.2 below.

The purpose of the Subdivision is to implement a more appropriate capital structure for the Company going forward.

The Directors intend to implement the Subdivision prior to the proposed issues of Securities pursuant to Resolutions 2, 3 and 5, but the Subdivision will only occur if Shareholders approve this Resolution.

1.2 Subdivision Ratio

The ratio for the Subdivision (**Subdivision Ratio**) will be calculated and announced on the date of the Meeting. The volume weighted average price of the Shares on the ASX over the 5 trading days immediately prior to the date of the Meeting (**5 Day VWAP**) will be divided by \$0.20, to determine the Subdivision Ratio. Where the 5 Day VWAP of Shares is less than \$0.20, the Company proposes to withdraw Resolution 1 which would result in the Subdivision not proceeding.

Therefore:

$$\text{Subdivision Ratio} = 5 \text{ Day VWAP} / \$0.20$$

For example:

- (a) if the 5 Day VWAP is \$1.20, the Subdivision will occur on a 1 for 6 basis;
- (b) if the 5 Day VWAP is \$1.00, the Subdivision will occur on a 1 for 5 basis; and
- (c) if the 5 Day VWAP is \$0.80, the Subdivision will occur on a 1 for 4 basis.

The exercise price of Options will be reduced by the Subdivision Ratio in accordance the ASX Listing Rules.

1.3 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The ASX Listing Rules also require that the number of Options on issue be Subdivided in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio. The Company currently has 17,105,701 Options on issue, which will be Subdivided on the same ratio as the Company's Shares.

1.4 Fractional entitlements

Not all Shareholders and Option holders will hold that number of Shares or Options which can be evenly multiplied by the Subdivision Ratio. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole security.

1.5 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Subdivision. However, Security holders are advised to seek their own tax advice on the effect of the Subdivision and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Subdivision.

1.6 Holding statements

From the date two Business Days after the Subdivision is approved by Shareholders, all share certificates for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post- Subdivision basis.

After the Subdivision becomes effective, the Company will arrange for new share certificates for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

1.7 Effect on capital structure

Examples of the effect which the Subdivision will have on the Company's capital structure are set out in the tables below

Capital Structure	Shares	Options
Pre- Subdivision Securities	35,519,301	17,105,701
Sub-total	35,519,301	17,105,701
Potential Effects on Capital Structure		
Post-Subdivision issue of Securities pursuant to Resolution 1 (on the basis the Subdivision Ratio is 1:4)	142,077,204	68,422,804
Post-Subdivision issue of Securities pursuant to Resolution 1 (on the basis the Subdivision Ratio is 1:5)	177,596,505	85,528,505
Post-Subdivision issue of Securities pursuant to Resolution 1 (on the basis the Subdivision Ratio is 1:6)	213,115,806	102,634,206

Examples of the effect the Subdivision will have on the terms of the Options are set out in the tables below:

Options – Pre-Subdivision

Terms	Number
Options exercisable at \$0.25 by 8 December 2019 ¹	12,105,701
Options exercisable at \$0.25 by 19 December 2020 ²	5,000,000
Total	17,105,701

Options – Post Subdivision (shown with a Subdivision Ratio of 1:4)

Terms	Number
Options exercisable at \$0.063 by 8 December 2019 ¹	48,422,804
Options exercisable at \$0.063 by 19 December 2020 ²	20,000,000
Total	68,422,804

Options – Post Subdivision (shown with a Subdivision Ratio of 1:5)

Terms	Number
Options exercisable at \$0.05 by 8 December 2019 ¹	60,528,505
Options exercisable at \$0.05 by 19 December 2020 ²	25,000,000
Total	85,528,505

Options – Post Subdivision (shown with a Subdivision Ratio of 1:6)

Terms	Number
Options exercisable at \$0.042 by 8 December 2019 ¹	72,634,206
Options exercisable at \$0.042 by 19 December 2020 ²	30,000,000
Total	102,634,206

Indicative Timetable

Set out below, and subject to compliance with all regulatory requirements, is an indicative timetable for completion of the Subdivision.

Event	Date
Company announces Subdivision and sends out Notice of Meeting.	Monday, 16 April 2018
Company announces Subdivision Ratio.	Wednesday, 16 May 2018
Company tells ASX that Shareholders have approved the Subdivision.	
Last day for trading Securities on a pre-subdivision basis	Thursday, 17 May 2018
Trading commences in the post-subdivision Securities on a deferred settlement basis (ASX Code: TNO and TNOO)	Friday, 18 May 2018
Last day for registration of transfers of Securities on a pre-subdivision basis	Monday, 21 May 2018
First day for the Company to send notice to Security holders of change of holdings as a result of the subdivision	Tuesday, 22 May 2018
Deferred settlement trading ends	Monday, 28 May 2018
Last day for the Company to register Securities on a post-subdivision basis	
Last day for the Company to send notice to Security holders of change of holdings as a result of the subdivision	
Normal settlement trading (T+2) in the Company's Securities recommences (ASX Code: TNO and TNOO)	Tuesday, 29 May 2018

2. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE – SHARES

2.1 General

On 28 March 2018, the Company issued 5,000,000 Shares (pre-Subdivision) at an issue price of \$0.40 per Share to raise \$2,000,000.

3,050,055 Shares (pre-Subdivision) were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 30 November 2017 and 1,949,945 Shares (pre-Subdivision) were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolutions 2 and 3 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

2.2 Resolution 2 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.3 Resolution 3 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 3, the base figure (ie variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 5,000,000 Shares were issued;
 - (i) 1,949,945 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 3,050,055 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.40 per Share;

- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to clients of Xcel Capital. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue will be used for exploration activities at the SteelportVan Vanadium Project and for ongoing working capital requirements.

GLOSSARY

\$ means Australian dollars.

5 Day VWAP has the meaning given in section 1.2 of the Explanatory Statement.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Tando Resources Limited (ACN 618 307 887).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security and **Securities** means a security, or securities, in the capital of the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

SteelpoortVan Vanadium Project means the prospecting right and mining right application over the farm Steelpoortdrift KT 365, located in the Steelpoort area, Eastern Bushveld Complex, South Africa.

Subdivision has the meaning given in section 1.2 of the Explanatory Statement.

Subdivision Ratio means the result of the 5 Day VWAP divided by \$0.20.

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

Xcel Capital means Xcel Capital Pty Ltd (ACN 617 047 319)

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: TNO

Your proxy voting instruction must be received by **10.00am (WST) on Monday, 14 May 2018** being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES






If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT	Return your completed form:  BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012	Contact us – All enquiries to Automic:  WEBCHAT https://automic.com.au/
	 IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010	 EMAIL hello@automic.com.au
		 PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Please appoint a Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the General Meeting of Tando Resources Limited, to be held at 10.00am (WST) on Wednesday, 16 May 2018 at Suite 2, Level 1, 1 Altona Street, West Perth WA 6005 hereby:
	Appoint the Chairman of the Meeting (Chair) 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 so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div>
	The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction	<table border="0" style="width: 100%;"> <tr> <th style="text-align: left;">Resolutions</th> <th style="text-align: center;">For</th> <th style="text-align: center;">Against</th> <th style="text-align: center;">Abstain</th> </tr> <tr> <td style="padding: 5px;">1. Subdivision of Capital</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="padding: 5px;">2. Ratification of prior Issue – Shares</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="padding: 5px;">3. Ratification of prior Issue – Shares</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Resolutions	For	Against	Abstain	1. Subdivision of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Ratification of prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Ratification of prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Resolutions	For	Against	Abstain													
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3. Ratification of prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>																

STEP 3: Sign	SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1 <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 25px; width: 100%; margin-top: 5px;"></div> Director / Company Secretary
	Contact Name..... Contact Daytime Telephone..... Date ____/____/____		
	Email Address _____		
	By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		