

Highlights

- NTM Gold Limited (ASX: NTM) (**NTM Gold**) shareholders today approved, by an overwhelming majority, the proposed acquisition of NTM Gold by Dacian Gold Limited by way of a scheme of arrangement (**Scheme**) as set out in NTM Gold's scheme booklet dated 28 January 2021.
- NTM Gold will now apply to the Supreme Court of Western Australia (**Court**) for approval of the Scheme at a hearing scheduled for 10:00am on 5 March 2021 (**Second Court Hearing**).
- If the Court approves the Scheme, NTM Gold proposes to lodge the order of the Court with the Australian Securities and Investments Commission (**ASIC**) on 8 March 2021 and the Scheme will become legally effective on that date.

Voting Results of the Scheme Meeting

NTM Gold is pleased to announce that NTM shareholders have today approved the Scheme resolution set out in NTM Gold's scheme booklet dated 28 January 2021 by an overwhelming majority. Information required to be disclosed by NTM Gold in accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth) is attached.

Notice of the Second Court Hearing

Implementation of the Scheme still remains subject to approval by the Supreme Court of Western Australia and the satisfaction (or waiver) of the conditions precedent as detailed in the Scheme Implementation Deed released on ASX on 16 November 2020 and as summarised in the Scheme Booklet prepared in connection with the Scheme available at https://www.ntmgold.com.au/wp-content/uploads/Scheme-Booklet-NTM-ASX-Public-Release-Version_Redacted.pdf.

NTM Gold has applied to the Court for approval of the Scheme at the Second Court Hearing, which is further detailed at Annexure B to this announcement.

Going Forward

If the Scheme is approved by the Court, NTM Gold intends to lodge the orders of the Court with ASIC on 8 March 2021 and the Scheme will become legally effective on that date. NTM Gold shares will then be suspended from trading on ASX from the close of trading on 8 March 2021, following which:

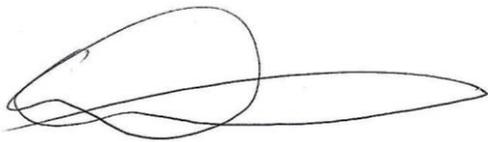
- deferred settlement trading of the New Dacian Shares is expected to be available on 9 March 2021;

- the Record Date for determining entitlements to Scheme Consideration will be 10 March 2021 at 4:00pm (AWST);
- the Implementation Date for the issue of Scheme Consideration to Scheme Shareholders is expected to occur on 15 March 2021;
- NTM Shares are expected to be removed from official quotation on the ASX at market close on 15 March 2021; and
- trading on ASX of the New Dacian Shares is expected to commence on a normal settlement basis from market open on 17 March 2021.

Further Information

If you wish to obtain further information in relation to the Scheme then please contact the Company Secretary, Mark Maine, on +61 (08) 9481 6666.

The release of this announcement was authorised by the Board of Directors of NTM Gold.

A handwritten signature in black ink, consisting of a large, stylized loop followed by a long horizontal stroke.

Mark Maine

Company Secretary/CFO

Resolution details	Instructions given to validly appointed proxies (as at proxy close)			Number of votes cast on the poll (where applicable)			Resolution Result		
	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried/Not Carried
1 "That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between NTM and NTM Shareholders, as contained in and more particularly described in the document of which the notice convening this meeting forms part, is approved (with or without modification as approved by the Supreme Court of Western Australia"	Special	457,120,518 (92.68%)	512,271 (0.10%)	35,598,422 (7.22%)	10,605	502,843,940 (99.90%)	512,271 (0.10%)	10,605	Carried

*Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll

ANNEXURE B

Notice of hearing to approve scheme of arrangement under section 411 of the Corporations Act 2001 (Cth)

TO all the members of NTM Gold Limited (ACN 119 494 772) (**NTM Gold**).

TAKE NOTICE that at 10:00am, the 5th of March 2021, the Supreme Court of Western Australia at the Supreme Court of Western Australia at Stirling Gardens, Barrack Street, Perth, Western Australia will hear an application by NTM Gold seeking the approval of scheme of arrangement between NTM Gold and its shareholders as proposed by a resolution considered, and passed at the meeting of the shareholders of NTM Gold, held at 11:00am on the 3rd of March 2021.

If you wish to oppose the approval of the scheme of arrangement, you must file and serve on NTM Gold a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on NTM Gold at its address for service at least 1 day before the date fixed for the hearing of the application. The address for service of NTM Gold is c/o Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, WA 6000.