

Contango Asset Management Limited
ABN 56 080 277 998

Notice of Annual General Meeting
and Explanatory Memorandum
2016

For a meeting to be held at 10.00am on

Tuesday 15 November 2016

at

K & L Gates
Level 31
1 O'Connell Street,
Sydney, New South Wales

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This is an important document. Please read it carefully.

It contains the resolutions which will be voted upon at the Annual General Meeting (AGM) at 10.00am on Tuesday, 15 November 2016 and information in relation to those resolutions for your consideration.

If you are unable to vote in person at the AGM, please complete the enclosed proxy form and return it no later than 48 hours before the commencement of the meeting at 10.00am on Sunday, 13 November 2016 in accordance with the instructions on the proxy form.

Documents can be sent to the Company's Share Registry, Link Market Services Limited:

by mail: Locked Bag A14, Sydney South NSW, 1235, Australia

by fax: +61 2 9287 0309

HOW TO VOTE

Voting entitlement

For the purposes of the Annual General Meeting, **only those persons holding fully paid ordinary shares in the Company (Shares) at 7.00pm on 14 November 2016** will be treated as Shareholders.

This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

On a show of hands each Shareholder has one vote. On a poll each Shareholder has one vote for each Share they hold.

How to Vote

You may vote by attending the meeting in person or by proxy.

Voting In Person

You may vote in person by attending the meeting. The meeting details are:

Time: 10.00am on Tuesday, 15 November 2016

Place: K & L Gates, Level 31, 1 O'Connell Street, Sydney, NSW

Voting By Proxy

A Shareholder who is entitled to attend and vote at the meeting may appoint a person or body corporate, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and speak and vote on behalf of the Shareholder.

A Shareholder entitled to attend and cast 2 or more votes at the meeting is entitled to appoint **not more than 2 proxies**, who need not be Shareholders of the Company, to attend and speak and vote on behalf of the Shareholder.

Where 2 proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If 2 proxies are appointed, insert the relevant number of Shares in respect of which the appointment is made. If the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes. Any person who is a joint holder of Shares may appoint a proxy by completing the form of Proxy attached to this Notice. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote. If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Should you wish to vote by proxy, please complete the proxy form, included with this Notice, and return it to the Share Registry, Link Market Services Limited, **so that it is received by no later than 10.00am on 13 November 2016,**

**by mail: Locked Bag A14, Sydney South NSW, 1235, Australia; or
by fax: +61 2 9287 0309.**

Contango Asset Management Limited
(ABN 56 080 277 998)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that an Annual General Meeting of Shareholders of Contango Asset Management Limited (the **Company**) will be held at **K & L Gates, Level 31, 1 O'Connell Street, Sydney, NSW** at **10.00am on Tuesday, 15 November 2016**.

Please note that the resolutions should be read in conjunction with the Explanatory Memorandum.

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To receive and consider the Company's Financial Report, the Director's Report and the Independent Auditor's Report in respect of the year ended 30 June 2016.

Item 2: Remuneration Report

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

"THAT the remuneration report that forms part of the Director's Report of the Company for the financial year ended 30 June 2016 be adopted".

Note: This is an advisory resolution and does not bind the Directors or the Company.

Item 3: Election of Mr Roger Amos as a Director

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

"THAT Mr Roger Amos, who retires in accordance with clause 45(a) of the Company's Constitution and in accordance with ASX Listing Rule 14.4 and being eligible offers himself for election, be re-elected as a Director of the Company".

Item 4: Election of Charles Richard Napier Aitken as a Director

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

THAT Mr Charles Richard Napier Aitken, who retires in accordance with ASX Listing Rule 14.4, and being eligible, be elected as a Director of the Company".

Item 5: Election of Mr Martin Switzer as a Director

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

"THAT Mr Martin Switzer, who retires in accordance with ASX Listing Rule 14.4, and being eligible, be elected as a Director of the Company".

Item 6: Election of Ms Phooi Fung (Patricia) Toh as a Director

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

"THAT Ms Phooi Fung (Patricia) Toh, who retires in accordance with ASX Listing Rule 14.4 and clause 42(b) of the Company's Constitution, and being eligible, be elected as a Director of the Company".

By order of the Board.



Andrew Blunden
Company Secretary
14 October 2016

EXPLANATORY MEMORANDUM

This explanatory memorandum, which is included in and forms part of this Notice of Meeting, is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM. The information provided is intended to assist Shareholders in understanding the reasons and effect of the resolutions if passed.

Item 1: Financial Statements and Reports

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company and to ask the representative of the auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report. There is no requirement for a formal resolution on this matter.

Item 2: Remuneration Report

The remuneration report is set out in the Company's Annual Report. Under section 250R(2) of the Corporations Act, all listed companies are required to present their remuneration reports for each financial year for adoption at the company's annual general meeting. Please note that according to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company.

Voting exclusion statement – Item 2

In accordance with the Corporations Act, the Company will disregard any votes cast on this Item 2 by any member of the Company's key management personnel named in the remuneration report or their closely related parties (such as close family members or controlled companies).

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote:
(a) in accordance with a direction on the proxy form; or

(b) by the Chairperson under an express authorisation to exercise the proxy even though this item is connected with the remuneration of the Company's key management personnel.

Item 3: Election of Mr Roger Amos as a Director

Items 3 to 6 of the Notice of Meeting deal with the election of Directors.

Mr Amos was elected as a director at the Company's 2013 AGM. Under Clause 45(a) of the Company's Constitution and ASX Listing Rule 14.4, a director must not hold office for more than three years or past the third annual general meeting since their appointment, without submitting for re-election. Accordingly, Mr Amos retires and offers himself for re-election.

ROGER AMOS FCA FAICD

Roger was appointed to the Board in June 2007 and became Chairman six months later. Roger is an independent director of REA Group Limited, Enero Group Limited and 3P Learning Limited. He was a director until May 2012 of Austar United Communications Limited. He was Chairman of Opera Foundation Australia from 2009 to 2014 and is a Governor of the Cerebral Palsy Alliance Research Foundation. He previously had a long and distinguished career with the international accounting firm KPMG, retiring in June 2006 after 25 years as a partner.

Recommendation

The Board, other than the candidate himself, unanimously supports the election of Mr Roger Amos.

Item 4: Election of Charles Richard Napier Aitken as a Director

Mr Aitken was elected as a non-executive director at the Company's extraordinary general meeting held on 25 August 2016. Under ASX Listing Rule 14.4, a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company. Accordingly, Mr Aitken retires and offers himself for re-election.

CHARLES AITKEN

Mr Aitken is Chief Executive Officer and Chief Investment Officer of Aitken Investment Management. He has 22 years of equity and futures market experience. He was the author of Ringing the Bell newsletter and previously Under the Southern Cross newsletter. He is an expert contributor to the Switzer Super Report, and previously Alan Kohler's Eureka Report. He appears frequently on Australian and global financial media as an expert on Australian equities and global macroeconomic strategy. Mr Aitken has previously been a Director and head of Sydney Sales Trading for Citigroup, Executive Director and Partner of Southern Cross Equities and Executive Director and Board member of ASX listed Bell Financial Group.

Recommendation

The Board, other than the candidate himself, unanimously supports the election of Mr Charles Aitken.

Item 5: Election of Mr Martin Switzer as a Director

Mr Switzer was elected as a non-executive director at the Company's extraordinary general meeting held on 25 August 2016. Under ASX Listing Rule 14.4, a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company. Accordingly, Mr Switzer retires and offers himself for re-election.

MARTIN SWITZER

Mr Switzer is the Chief Operating Officer of Switzer Financial Group, a media and financial services business. He has worked in stockbroking and journalism and is currently a host on the Sky News Business Channel from time to time. Mr Switzer is also a consultant with the Australian Defence Force Financial Services Consumer Centre and travels around Australia providing financial information and education to ADF members and their families. He also serves on the board of fashion media business RUSSH, Eastern Suburbs Rugby Union Club and has been a director of the Entrepreneurs Organisation. Mr Switzer has a Bachelor of Economics degree from the University of Sydney.

Recommendation

The Board, other than the candidate himself, unanimously supports the election of Mr Martin Switzer.

Item 6: Election of Ms Phooi Fung (Patricia) Toh as a Director

Ms Toh was appointed as a director on 11 October 2016, having been nominated as a director by the Company's 19.99% substantial shareholder, Pacific Point.

Pacific Point became a substantial shareholder of the Company on 26 September 2016 upon subscribing for 8,448,785 Shares under the Public Offer. Pursuant to the Commitment Deed, for so long as Pacific Point holds not less than 15% of the issued capital of the Company, Pacific Point has the right to nominate one director to the board of the Company. Following the exercise of this right by Pacific Point, the board appointed Ms Toh as a non-executive director on 11 October 2016.

Under ASX Listing Rule 14.4 and clause 42(b) of the Company's Constitution, a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company. Accordingly, Ms Toh retires and offers herself for re-election.

PHOOI FUNG (PATRICIA) TOH

Ms Toh is the Group Head of Strategy at Consolidated Press Holdings and has had over 14 years of investment banking and private equity experience. Ms Toh has previously held positions with Goldman Sachs, Macquarie Capital and GEMS Private Equity.

Recommendation

The Board, other than the candidate herself, unanimously supports the election of Ms Phooi Fung (Patricia) Toh.

Further Information

The Directors are not aware of any other information which is relevant to the consideration by Shareholders of the proposed resolutions set out in the Notice of AGM.

Glossary

In this Notice and Explanatory Memorandum:

ASX means ASX Limited;

ASX Listing Rules means the listing rules of the ASX;

Board means the board of Directors;

Commitment Deed means the commitment deed between Pacific Point and the Company dated 24 June 2016, as amended by deed dated 21 July 2016;

Company means Contango Asset Management Limited (formerly 'Tyrian Diagnostics Limited') (ABN 56 080 277 998);

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

Explanatory Memorandum means the explanatory memorandum which accompanies and is incorporated as part of this Notice;

Notice means this Notice of AGM;

Pacific Point means Pacific Point Partners Limited, company number 301266, being a company incorporated in the Cayman Islands which is jointly controlled by James Packer and Rob Rankin;

Public Offer means the public offer of 28,643,300 Shares at an issue price of \$0.60 per Share under the Company's replacement prospectus dated 31 August 2016; and

Shareholder means a holder of the Shares.