

3 November 2016

Notice under section 708A(5)(e) of the Corporations Act

This notice is given by Northern Minerals Limited (ASX: NTU) (**Company**) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

In relation to the Company's announcement dated 3 November 2016, the Company has issued 66,666,667 fully paid ordinary shares (**New Shares**) in the Company under a private placement to Huatai Mining Pty Ltd and also issued 1,784,585 fully paid ordinary shares (**New Shares**) in the Company under a private placement to Lind Asset Management III, LLC.

In accordance with section 708A(6) of the Corporations Act, the Company advises that:

- a) the New Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act; and
- d) as at the date of this notice, there is no excluded information of the type referred to in sub-sections 708A(7) and 708A(8) of the Corporations Act.

Yours sincerely

Mark Tory

Company Secretary

Date: 3 November 2016

