

## ASX ANNOUNCEMENT

6 June 2019



# \$15 million Placement and Accelerated Non-Renounceable Entitlement Offer

Northern Minerals Limited (ASX: NTU) (the **Company**) is pleased to announce that it has entered into subscription agreements to raise a further A\$15 million (before costs) (**Placement**) and that it is undertaking a 1 for 13 accelerated non-renounceable entitlement offer (**Entitlement Offer**) at A\$0.045 per share (**Offer Price**) to raise approximately A\$6.95 million (before costs). The Entitlement Offer will involve the issue of up to approximately 154,451,564 new fully paid ordinary shares in the Company (subject to rounding) (**New Shares**).

Details of the Placement and the Entitlement Offer are set out below.

### Placement

The Placement is for the issue of 333,333,333 New Shares at an issue price of A\$0.045 per share to sophisticated investors in Australia and the British Virgin Islands. The issue of New Shares under the Placement is conditional on shareholder approval and subscription funds are due to be received in three equal tranches of A\$5 million on or before 31 August 2019, 30 September 2019 and 31 October 2019 (assuming shareholder approval is obtained before then). The Placement shares will be subject to voluntary escrow by way of a holding lock to be placed on those shares for a period of 12 months from the date of issue.

The Company will despatch a notice of meeting in due course in relation to the Placement.

The Company intends to use the funds raised under the Placement and Entitlement Offer to:

- (1) meet commitments to the Australian Taxation Office (**ATO**) in accordance with the in-principle agreement with the ATO regarding repayment of amounts owing as described in the ASX announcement dated 5 June 2019 (pending the outcome of the Company's rights of review as described in the ASX announcement dated 17 May 2019);
- (2) progress the Company's enhancement initiatives at Browns Range, including further exploration, ore sorting and product separation; and
- (3) provide general working capital.

If all eligible shareholders do not take up their full entitlement and it is not possible to place the entire shortfall then the Company intends that the gross proceeds received from the Entitlement Offer will be applied firstly towards meeting the costs of the offer and then towards the above items in the order that they are set out, to the extent possible.

### Accelerated Non-Renounceable Entitlement Offer

The Entitlement Offer is comprised of:

- an accelerated institutional component to be conducted between 7 June 2019 and 11 June 2019 (**Institutional Entitlement Offer**); and
- a retail component which is anticipated to open on 17 June 2019 and close on 8 July 2019 (**Retail Entitlement Offer**).

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The record date under the Entitlement Offer is 7.00pm (AEST) on 12 June 2019 (**Record Date**).

Entitlements are non-renounceable and accordingly cannot be traded on the ASX.

The Entitlement Offer is not underwritten and any shortfall shares will be placed by the directors at their discretion subject to compliance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules within 3 months from the closing date of the offer.

The Offer Price of A\$0.045 per New Share under the Entitlement Offer represents a discount of 43.04% to A\$0.079, being the last closing price of shares in the Company before announcement of the Entitlement Offer. The Offer Price also represents a discount of 41.95% to the 10 day VWAMP of shares in the Company before announcement of the Entitlement Offer.

The New Shares to be issued will rank equally with existing shares on issue in the Company at that time.

### **Institutional Entitlement Offer**

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which opens on 7 June 2019 and closes on 11 June 2019.

Under the Institutional Entitlement Offer, eligible institutional shareholders (being investors from Australia, New Zealand, China, Switzerland, Hong Kong and Seychelles who do not require a local prospectus or registration) can choose to take up all, part or none of their Entitlement. New Shares in relation to Entitlements not taken up under the Institutional Entitlement Offer, or New Shares in relation to entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to eligible institutional investors and other institutional investors at the Offer Price through a bookbuild process.

Shares in the Company have been placed in a trading halt while the Institutional Entitlement Offer is undertaken. It is expected that the trading halt will end at market open on 12 June 2019.

New Shares under the Institutional Entitlement Offer are expected to be issued on 24 June 2019. The Company will, upon issue of the New Shares under the Institutional Entitlement Offer, seek quotation of the New Shares on ASX.

### **Retail Entitlement Offer**

Eligible retail shareholders with a registered address in Australia or New Zealand as at the Record Date (**Eligible Retail Shareholders**), have the opportunity to take up their entitlement of New Shares at the Offer Price, on the terms and conditions outlined in the Retail Offer Booklet to be sent to Eligible Retail Shareholders on or around 17 June 2019. The Retail Entitlement Offer is anticipated to close on 8 July 2019.

Eligible Retail Shareholders can choose to take up all, part, or none of their Entitlements. Furthermore, the Retail Entitlement Offer will include a top up facility under which Eligible Retail Shareholders who take up their Entitlement in full may also apply for additional shares in the Retail Entitlement Offer that were not taken up by other Eligible Retail Shareholders. There is no guarantee that applicants under the top up facility will receive all or any of the additional shares for which they apply.

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New Shares under the Retail Entitlement Offer are expected to be issued on 15 July 2019. The Company will, upon issue of the New Shares under the Retail Entitlement Offer, seek quotation of the New Shares on ASX.

Please note that Shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer.

### Effect of Placement and Entitlement Offer

The effect of the Placement and Entitlement Offer is set out below, which assumes that all shares are issued under the Placement and that the maximum number of New Shares are issued under the Entitlement Offer (subject to rounding and determination of entitlements) and no options, performance rights or other convertible securities are exercised or converted into shares.

- Existing shares on issue: 2,007,870,325
- Existing options on issue: 93,335,546
- Existing performance rights on issue<sup>1</sup>: 14,300,000
- Existing convertible notes on issue: 4,000,000
- Shares proposed to be issued under the Placement: 333,333,333 representing approximately 16.60% of existing undiluted share capital
- New Shares proposed to be issued under the Entitlement Offer: approximately 154,451,564 representing approximately 7.69% of existing undiluted share capital
- Total shares on issue following the Placement and Entitlement Offer: approximately 2,495,655,222

Having regard to the composition of the Company's share register and the terms of the Entitlement Offer, the Company does not believe that any person will increase their percentage shareholding in the Company pursuant to the Entitlement Offer in a way which will have any material impact on the control of the Company. The potential effect that the issue of the New Shares under the Entitlement Offer will have on the control of the Company is set out in the Company's Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which was announced to ASX on 6 June 2019.

The Placement and Entitlement Offer will result in an increase in the Company's cash by an amount equal to the net proceeds of the Placement and Entitlement Offer (based on the same assumptions as set out above). The costs and expenses of the Placement and Entitlement Offer are expected to amount to approximately A\$550,000.

### Key dates

Event	Date
Announcement of the Entitlement Offer	6 June 2019
Institutional Entitlement Offer opens	7 June 2019

<sup>1</sup> The Company is proposing to issue approximately 2,000,000 performance rights to certain employees before 30 June 2019. As at the date of this announcement, such performance rights have not yet been issued.

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Event	Date
Institutional Entitlement Offer closes	11 June 2019
Shares recommence trading on ASX on an “ex-entitlement” basis	12 June 2019
Record Date for the Entitlement Offer	7.00pm (AEST) 12 June 2019
Retail Entitlement Offer opens	17 June 2019
Retail Offer Booklet despatched	17 June 2019
Settlement of New Shares issued under the Institutional Entitlement Offer	20 June 2019
Issue and normal trading of New Shares issued under the Institutional Entitlement Offer	24 June 2019
Retail Entitlement Offer closes (Retail Closing Date)	5.00 pm (AEST) 8 July 2019
Issue of New Shares under the Retail Entitlement Offer	15 July 2019
New Shares issued under the Retail Entitlement Offer commence trading on ASX	16 July 2019
Despatch to Shareholders of holding statements under the Retail Entitlement Offer	17 July 2019

All dates and times referred to are based on Australian Eastern Standard Time and are subject to change. The Company reserves the right to vary these dates or to withdraw the Entitlement Offer at any time.

### Risk Factors

Investors participating in the Entitlement Offer (including through placement of any shortfall) should be aware that being issued New Shares involves various risks. A number of risks and uncertainties, which are both specific to and of a more general nature, may adversely affect the operating and financial performance or position of the Company, which in turn may affect the value of New Shares and the value of an investment in the Company.

Set out in Annexure A are some of the key risks associated with an investment in New Shares.

The risks and uncertainties described in Annexure A are not an exhaustive list of the risks facing the Company or associated with an investment in the Company. Additional risks and uncertainties may also become important factors that adversely affect the Company's operating and financial performance or position.

### **Retail Investor Enquiries**

For further information in regard to the Retail Entitlement Offer, please contact the Northern Minerals Share Registry on 1300 992 916 (local call cost within Australia) or +61 3 9628 2200 (from outside Australia) at any time between 8.30am and 7.00pm (AEST), Monday to Friday (excluding public holidays).

This document is not financial product, investment, legal, tax or other advice and has been prepared without taking into account each investor's investment objectives or personal circumstances. Before investing in New Shares, each investor should consider whether an investment in New Shares is suitable for them. Potential investors should consider publicly available information on the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

### **Further Information**

Argonaut Securities Pty Limited has been appointed as lead manager of the Entitlement Offer.

Johnson Winter & Slattery is acting as legal adviser to the Company.

### **International Offer Restrictions**

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted by the International Offer Restrictions in Annexure B.

### Annexure A – Risk Factors

#### 1.1 Company specific risks

##### (a) ATO debt reduction and repayment of other debt

The Company has reached an in-principle agreement with the ATO in relation to the repayment of amounts paid to the Company for its research and development tax offset claims for the 2016/17 and 2017/18 income years (totalling A\$13,409,315.90 plus interest) as described in the ASX Announcement dated 5 June 2019 (**Payment Arrangement**) pending the outcome of the Company's rights of review as described in the ASX announcement dated 17 May 2019. Pursuant to the Payment Arrangement, the Company will grant security to the ATO over the Company's assets to secure all amounts owing. The Company has also granted security over its assets to Lind Asset Management X LLC and Innovative Structured Finance Co LLC (however these security arrangements will be released in due course as all amounts owing have been repaid) and Sinosteel Equipment and Engineering Co Ltd. The Company also has a number of unsecured creditors. As noted in paragraph (m) below, the business of the Company (and its subsidiaries) (**Group**) relies on access to debt and equity funding and there can be no assurance that sufficient debt or equity funding will be available to meet all of the Company's (and the Group's) commitments on favourable terms or at all. Failure to obtain additional funding (through capital raisings or otherwise) may cause the Company to default in its payment obligations. Any failure by the Company to meet any of its payment obligations may result in any of the Company's secured creditors enforcing payment of all amounts outstanding or enforcing their security over the Company's assets. This would put the Company at risk of insolvency or result in the Company entering into voluntary administration.

##### (b) Exploration and production

The future profitability of the Group and the value of the New Shares are directly related to the results of exploration, development and production activities as well as costs and prices. Rare earth exploration and production involves significant risk.

Exploration is a speculative endeavour with an associated risk of discovery of finding any rare earth elements in commercial quantities and risks associated with development of a project. No assurances can be given that funds spent on exploration will result in discoveries that will be commercially viable.

Development and production of rare earth projects may be exposed to low side reserve outcomes, cost overruns, production decrease or stoppage, which may be the result of facility shutdowns, mechanical or technical failure and other unforeseen events. A significant poor development outcome or failure to maintain production could result in the Group lowering reserve and production forecasts, loss of revenue and additional operating costs to restore production. In some instances, a loss of production may incur significant capital expenditure, which could require the Group to seek additional funding.

##### (c) Volatility of the price of rare earth elements

Rare earth element prices will depend on available markets at acceptable prices and transmission, distribution and other costs. Any substantial decline in the price of rare earth elements or an increase in the transmission or distribution costs could have a material adverse impact on the Group.

**(d) Operating**

Industry operating risks include, but are not limited to, fire, explosions and environmental hazards. The occurrence of any of these risks could result in substantial losses to the Group due to injury or loss of life, damage to or destruction of property, natural resources, or equipment; pollution or other environmental damage; clean-up responsibilities; regulatory investigation and penalties; or suspension of operations. Damages occurring to third parties as a result of such risks may give rise to claims against the Group.

**(e) Reliance on key personnel and advisors**

The ability of the Group to achieve its objectives depends on the engagement of key employees, directors and external contractors that provide management and technical expertise.

If the Group cannot secure external technical expertise (for example to carry out development activities) or if the services of the present management or technical team cease to be available to the Group, this may affect the Group's ability to achieve its objectives either fully or within the timeframes and the budget that it has forecast. Additionally, industrial disruptions, work stoppages and accidents in the course of operations may adversely affect the Group's performance.

**(f) Reliance on third party infrastructure**

The Group will rely on third party transportation infrastructure in order to deliver its production to the market. Any delay or failure to access or properly maintain operating infrastructure or shared facilities may have a material adverse effect on the Group.

**(g) Reserves and resource estimates**

Mineral reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter or become uncertain when new information becomes available on the tenements through additional tests over the life of a project.

In addition, reserve and contingent resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove inaccurate. The actual reserves or contingent resources may differ from those estimated which may result in the Group altering its plans which could have either a positive or negative effect on its operations.

Changes in reserve or resource estimates could also impact the Group's ability to maintain its borrowing capacity with its current or future lenders.

**(h) Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by their nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through testwork to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.



### **(i) Native title**

The Group may from time to time, need to negotiate with any native title claimant for access rights to its tenements. In addition, agreement will need to be reached with native title claimants and/or holders in the event of mining. There may be significant delays and costs associated with these negotiations and to reach agreement acceptable to all relevant parties.

### **(j) Environmental**

The Group's exploration, development and production activities are subject to legislation regarding environmental matters.

The legal framework governing this area is complex and constantly developing. There is a risk that the environmental regulations may become more onerous, making the Group's operations more expensive or cause delays. The Group may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past activities for which it was not responsible.

### **(k) Title**

All mining tenements which the Group may acquire either by application, sale and purchase or farm-in are regulated by the applicable state or territory mining legislation.

There is no guarantee that applications will be granted as applied for (although the Group has no reason to believe that tenements will not be granted in due course). Various conditions may also be imposed as a condition of grant. In addition the relevant minister may need to consent to any transfer of a tenement to the Group.

Renewal of titles is made by way of application to the relevant department. There is no guarantee that a renewal will be automatically granted other than in accordance with the applicable state or territory mining legislation. In addition, the relevant department may impose conditions on any renewal, including relinquishment of ground.

### **(l) Legislative changes, government policy and approvals**

Changes in government, monetary policies, taxation and other laws in Australia or internationally may impact the Group's operations and the value of the New Shares.

The Group requires government regulatory approvals for its operations.

The impact of actions, including delays and inactions, by state, territory and federal governments may affect the Group's activities including such matters as access to lands and infrastructure, compliance with environmental regulations, production and exploration activities. This may from time to time affect timing and scope of work to be undertaken. No guarantee can be given that all necessary permits, authorisations, agreements or licences will be provided to the Group by government bodies, or if they are, that they will be renewed, or that the Group will be in a position to comply with all conditions that are imposed.

### **(m) Access to capital markets**

The Group's business relies on access to debt and equity funding. There can be no assurance that sufficient debt or equity funding will be available to the Group on favourable terms or at all. Failure



to obtain additional funding may cause the Group to postpone any development plans, forfeit rights to some or all of its projects or reduce its operating structures, including staff and overhead levels, which may delay or suspend the Group's business strategy and could have a material adverse effect on the Group's activities or require the Group to sell down an interest in its projects or assets.

Any additional equity financing may dilute existing shareholdings.

### **(n) Occupational health and safety**

Exploration and production activities may expose the Group's staff and contractors to potentially dangerous working environments. Occupational health and safety legislation and regulations differ in each jurisdiction. If any of the Group's employees or contractors suffers injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on the Group's business and reputation.

### **(o) Insurance**

Insurance of all risks associated with mineral exploration and production is not always available and, where available, the cost can be high. The Group maintains insurance within a coverage range that it considers to be consistent with industry practice and appropriate for its needs. The occurrence of an event that is uninsurable, not covered, or only partially covered by insurance could have a material adverse effect on the Group's business and financial position.

### **(p) Financial risks**

The Group's activities expose it to a variety of financial risks, including:

- **Market risk:** The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices interest rate risk, price risk, credit risk and liquidity risk (maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities). The Group's future activities will be subject to volatility and fluctuations in those particular areas.
- **Foreign exchange/currency risk:** The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures with respect to changes in USD/AUD and CNY/AUD exchange rates. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency.
- **Interest rate and credit risk:** This relates to the risk that interest rates applicable to the Group may fluctuate and have an impact on the value of the Group's assets and liabilities.
- **Liquidity risk:** This relates to the ability of the Group to maintain sufficient cash and the availability of funding through an adequate amount of committed credit facilities to support the Group's operations.

## 1.2 General risks

### (a) Potential for dilution

If shareholders do not take up their full entitlements under the Entitlement Offer, then their percentage holding in the Company may be diluted by not participating to the full extent of the Entitlement Offer.

It is not possible to predict what the value of the Company or Shares will be following the completion of the Entitlement Offer and the Directors do not make any representation as to such matters.

The historical trading price of the Shares on ASX prior to this Entitlement Offer is not a reliable indicator as to the potential trading price of Shares after completion of the Entitlement Offer.

### (b) General market and share price

There are general risks associated with investments in equity capital such as the Shares. The trading price of the Shares may fluctuate with movements in equity capital markets in Australia and internationally.

Generally applicable factors which may affect the market price of shares include:

- general movements in Australian and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlook;
- commodity prices;
- changes in interest rates and the rate of inflation;
- changes in government legislation and policies, including taxation laws and foreign investment legislation;
- announcement of new technologies; and
- geo-political instability, including international hostilities and acts of terrorism.

Further, the effect of these conditions on the Group's ability to refinance its debt obligations, and the terms on which any such refinancing can be obtained, is uncertain. If these conditions result in the Group being unable to refinance its debt obligations, or to do so on reasonable terms, this may have an adverse impact on its financial position, financial performance and/or share price. The Group's operational performance, financial performance and the position of the Company's share price may be adversely affected by a worsening of international economic and market conditions and related factors. It is also possible that new risks might emerge as a result of global markets experiencing extreme stress, or existing risks may manifest themselves in ways that are not currently foreseeable.

### (c) Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

**(d) Taxation**

The disposal of New Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All investors are urged to obtain independent financial advice about the consequences of disposing of New Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of acquiring or disposing of New Shares under this Entitlement Offer.

**1.3 Speculative investment**

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under the Entitlement Offer. An investment in the Company is speculative and investors should consult their professional adviser before applying for or disposing of New Shares.

## **Annexure B – International Offer Restrictions**

This document does not constitute an offer New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### **China**

The information in this document does not constitute a public offer of the New Shares, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The New Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors", sovereign wealth funds and quasi-government investment funds.

### **Hong Kong**

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

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- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **Seychelles**

In accordance with The Securities Act 2007 of Seychelles, no offer of the New Shares may be made to the public in Seychelles without the prior approval of the Financial Services Authority of Seychelles. Accordingly the offer of New Shares is being made on a private placement basis only and does not constitute a public offering. As such, this document has not been approved or registered by the Financial Services Authority of Seychelles and is for the exclusive use of the person to whom it is addressed. This document is confidential and should not be disclosed or distributed in any way without the express written permission of the Company.

### **Switzerland**

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the New Shares (i) constitutes a prospectus or a similar notice as such terms are understood under art. 652a, art. 752 or art. 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of art. 27 et seqq. of the SIX Listing Rules or (ii) has been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations. This document is personal to the recipient and not for general circulation in Switzerland.

### Summary Information

The following disclaimer applies to this announcement and any information contained in it. The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at [www.asx.com.au](http://www.asx.com.au). You are advised to read this disclaimer carefully before reading or making any other use of this announcement or any information contained in this announcement. In accepting this announcement, you agree to be bound by the following terms and conditions including any modifications to them.

### Forward Looking Statements

This announcement includes forward-looking statements. These statements relate to the Company's expectations, beliefs, intentions or strategies regarding the future. These statements can be identified by the use of words like "will", "progress", "anticipate", "intend", "expect", "may", "seek", "towards", "enable" and similar words or expressions containing same.

The forward-looking statements reflect the Company's views and assumptions with respect to future events as of the date of this announcement and are subject to a variety of unpredictable risks, uncertainties, and other unknowns. Actual and future results and trends could differ materially from those set forth in such statements due to various factors, many of which are beyond our ability to control or predict. Given these uncertainties, no one should place undue reliance on any forward looking statements attributable to the Company, or any of its affiliates or persons acting on its behalf. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Neither the Company nor any other person, gives any representation, warranty, assurance, nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. To the maximum extent permitted by law, the Company and each of its advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise.

### Not for release to US wire services or distribution in the United States

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### ENDS

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### About Northern Minerals:

Northern Minerals Limited (ASX: NTU; **Northern Minerals** or the **Company**) has completed practical completion of the Browns Range Heavy Rare Earth Pilot Plant Project in northern Western Australia and commenced pilot plant production of heavy rare earth carbonate.

The three-year Pilot Plant Project will continue to assist the company evaluate the economic and technical feasibility of mining at Browns Range, and will provide the opportunity to gain production experience and surety of supply for our offtake partner.

Through the development of its flagship project, the Browns Range Project (the **Project**), Northern Minerals aims to build the Western Australian operation into the first significant world producer of dysprosium outside of China.

The Project is 100% owned by Northern Minerals and has several deposits and prospects containing high value dysprosium and other HREs, hosted in xenotime mineralisation.

Dysprosium is an essential ingredient in the production of DyNdFeB (dysprosium neodymium iron-boron) magnets used in clean energy and high technology solutions.

For more information: [northernminerals.com.au](http://northernminerals.com.au).



**Powering Technology.**