

6 June 2019

ASX Limited Level 40 Central Park 152-158 St George's Terrace PERTH WA 6000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Northern Minerals Limited (ABN 61 119 966 353) (ASX: NTU) (the **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

The Company has today announced an accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in the Company (**New Share**) for every 13 fully paid ordinary shares in the Company held as at 7.00pm (AEST) on 12 June 2019 by shareholders with a registered address in Australia and New Zealand, and institutional shareholders in certain other jurisdictions in which the Company decides to extend the institutional component of the Entitlement Offer.

The Company advises that:

- a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- 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;
- d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed by the Company under section 708AA(7)(d) of the Corporations Act;
- e) the potential effect of the issue of New Shares on control of the Company and the consequences of that effect, will depend on a number of factors, including investor





demand and the extent to which eligible shareholders take up their entitlements under the Entitlement Offer; and

- f) having regard to the composition of the Company's share register, the information contained in substantial shareholder notices released to ASX 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, and the consequences of that effect, are as follows:
 - (iii) if all eligible shareholders take up their entitlements under the Entitlement Offer, there will be no significant effect on the control of the Company;
 - (iv) if eligible shareholders do not take up all of their entitlements under the Entitlement Offer, the shareholding interests of those eligible shareholders will be diluted:
 - (v) the proportional interests of shareholders that are not eligible shareholders will be diluted because those shareholders are not entitled to participate in the Entitlement Offer; and
 - (vi) the voting power in the Company of the Company's seven largest shareholders or groups of shareholders who are associated with one another, and the maximum potential impact of the Entitlement Offer on their voting power, is shown in the following table.

Substantial shareholder	Current voting power	Voting power – full entitlement taken up, no other shareholder participation and no shortfall placed and no top-up subscribed for	Voting power – no entitlement taken up, all other shareholders take up their full entitlement*, no shortfall placed and no top-up subscribed for
Conglin Yue, Australia Conglin International Investment Group Pty Ltd and Yanchun Wang (ACIIG Group)	9.89%	10.57%	9.25%
Huatai Mining Pty Ltd	8.47%	9.07%	7.92%
Lin Zhongxiong	7.47%	8.00%	6.97%
Congyan Xue and Go & Company Limited (Xue Group)	6.68%	7.16%	6.23%
Xiaohua Liu	5.48%	5.88%	5.11%



Substantial shareholder	Current voting power	Voting power – full entitlement taken up, no other shareholder participation and no shortfall placed and no top-up subscribed for	Voting power – no entitlement taken up, all other shareholders take up their full entitlement*, no shortfall placed and no top-up subscribed for
Xiaoyi Duanmu	4.98%	5.34%	4.64%
Chen Hui Yun**	4.98%	5.34%	4.64%

^{*}Assuming all shareholders are eligible shareholders.

Note: If there is any shortfall from the Entitlement Offer, the Company may place some (or all) of that shortfall to one (or more) of the above persons (other than the ACIIG Group, Xiaohua Liu and the Xue Group who are related parties of the Company, primarily due to Yanchun Wang, Xiaohua Liu and Congyan Xue being directors of the Company, unless shareholder approval is obtained), however the Company will not (based on the substantial shareholder notices lodged with the ASX) place any shortfall to a person (or allow a person to acquire New Shares pursuant to the Top Up Facility under the Entitlement Offer) to the extent that such issue would cause a person (or any associate of that person) to contravene section 606 of the Corporations Act.

Yours sincerely

Mark Tory

Company Secretary

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^{**} Chen Hui Yun was issued 100,000,000 shares on 6 June 2019 under Tranche 3 of the \$20 million placement announced on 18 March 2019.