

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

NORTHERN MINERALS LIMITED

ABN

61 119 966 353

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to 154,451,564 fully paid ordinary shares under a 1 for 13 accelerated non-renounceable entitlement offer ("Entitlement Offer") as detailed in NTU's ASX Announcement dated 6 June 2019.</p> <p>The exact number of shares to be issued under the institutional and retail components of the Entitlement Offer is subject to reconciliation of shareholder entitlements and rounding.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | As per existing fully paid ordinary shares. |

+ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 4 | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes. The new shares rank equally in all respects with other fully paid ordinary shares on issue.</p> |
| 5 | Issue price or consideration | \$0.045 per share |
| 6 | <p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>The Company intends to use the funds raised under the Entitlement Offer to:</p> <p>(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.</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | <p>Yes</p> |
| 6b | The date the security holder resolution under rule 7.1A was passed | 30 November 2018 |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | Nil |

| | | |
|----|---|--|
| 6d | Number of +securities issued with security holder approval under rule 7.1A | Nil |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Nil |
| 6f | Number of +securities issued under an exception in rule 7.2 | Up to 154,451,564 fully paid ordinary shares under Entitlement Offer. The exact number of shares to be issued under the institutional and retail components of the Entitlement offer is subject to reconciliation of shareholder entitlements and rounding. |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | n/a |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | n/a |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | Under 7.1 – 84,980,549 Under 7.1A – 181,987,032 Note: The above figures have been calculated without including any shares to be issued under the Entitlement Offer. |
| 7 | +Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B. | The issue date under the institutional component of the Entitlement Offer is scheduled for 24 June 2019. The issue date under the retail component of the Entitlement Offer is scheduled for 15 July 2019. |

+ See chapter 19 for defined terms.

| | Number | +Class |
|---|---|--|
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | Up to 2,162,321,889 (subject to rounding and determination of entitlements) < |

9

| Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | Number | +Class |
|---|------------|--|
| | 5,303,400 | Ordinary shares subject to escrow (NTUAI) |
| | 12,812,470 | Options exercisable at 25 cents by 12 June 2020 |
| | 14,000,000 | Performance Rights subject to hurdles |
| | 300,000 | Performance Rights subject to hurdles |
| | 22,500,000 | Options exercisable at 25 cents by 20 June 2020 |
| | 3,000,000 | Options exercisable at 15 cents by 24 May 2021 |
| | 30,000,000 | Options exercisable at 12 cents by 31 December 2019 |
| | 5,023,076 | Options exercisable at 12 cents by 31 December 2019 |
| | 4,000,000 | Convertible notes issued under the subscription agreement with JHY announced to ASX on 17 December 2018 with an aggregate face value of \$4,000,000. The convertible notes are convertible into shares at 6 cents per share. Please refer to the Company's announcement dated 17 December 2018 for further information |
| | 10,000,000 | Options exercisable at 9 cents by 31 December 2019 |
| | 10,000,000 | Options exercisable at 12.5 cents by 20 December 2021 |

| | | |
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| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Company may pay dividends to ordinary shareholders as the Directors resolve but only out of profits of the Company. |
|----|--|---|

Part 2 - Pro rata issue

| | | |
|----|--|------------------|
| 11 | Is security holder approval required? | No |
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable |

| | | |
|----|--|--|
| 13 | Ratio in which the ⁺ securities will be offered | One new fully paid ordinary share for every 13 fully paid ordinary shares held at the record date. |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | Fully paid ordinary shares |
| 15 | ⁺ Record date to determine entitlements | 12 June 2019 at 7.00pm (AEST) |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No. |
| 17 | Policy for deciding entitlements in relation to fractions | Any fractions arising in the calculation of entitlements will be rounded up to the nearest whole number of shares. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, China, Hong Kong, Switzerland and the Seychelles. For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand. |
| 19 | Closing date for receipt of acceptances or renunciations | The institutional component of the Entitlement offer is scheduled to close on 11 June 2019. The retail component of the Entitlement offer is scheduled to close on 8 July 2019. |

⁺ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 20 | Names of any underwriters | n/a |
| 21 | Amount of any underwriting fee or commission | n/a |
| 22 | Names of any brokers to the issue | Argonaut Securities Pty Ltd. |
| 23 | Fee or commission payable to the broker to the issue | 6% of the amount raised under the Entitlement Offer. |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | n/a |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | n/a |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | No prospectus is being prepared for the Entitlement Offer. A retail entitlement offer booklet and entitlement and acceptance form are scheduled to be sent to eligible retail shareholders on or around 17 June 2019. |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | n/a |
| 28 | Date rights trading will begin (if applicable) | n/a |
| 29 | Date rights trading will end (if applicable) | n/a |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | n/a |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | n/a |

+ See chapter 19 for defined terms.

| | | |
|----|--|--|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | n/a |
| 33 | +Issue date | <p>The issue date under the institutional component of the Entitlement offer is scheduled for 24 June 2019.</p> <p>The issue date under the retail component of the Entitlement offer is scheduled for 15 July 2019.</p> |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1 only

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

+ See chapter 19 for defined terms.

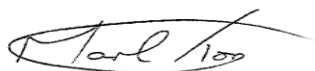
| | | | |
|----|---|--------|--------|
| 38 | Number of +securities for which +quotation is sought | | |
| 39 | +Class of +securities for which quotation is sought | | |
| 40 | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <p>a) the date from which they do</p> <p>b) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</p> <p>c) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p> | | |
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p> | | |
| 42 | Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | Number | +Class |
| | | | |

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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Company secretary

Date: 6 June 2019

Print name: Mark Tory

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|--|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 1,099,741,404 |
| Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 | Total of 13,786,889 – issued under various LR 7.2 exceptions. |
| <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval | 706,342,032 |
| <ul style="list-style-type: none"> Number of partly paid +ordinary securities that became fully paid in that 12 month period | Nil |
| Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of | |

+ See chapter 19 for defined terms.

| | |
|---|----------------------|
| <i>securities on different dates as separate line items</i> | |
| Subtract the number of fully paid +ordinary securities cancelled during that 12 month period | Nil |
| “A” | 1,819,870,325 |

| | |
|---|---|
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 <i>[Note: this value cannot be changed]</i> |
| Multiply “A” by 0.15 | 272,980,549 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> | <p>188,000,000</p> <p>The number above includes the following:</p> <ul style="list-style-type: none"> 150,000,000 shares the Company issued on 1 May 2019 as part of the \$15 million placement announced on 23/4/19. See also announcement dated 30/4/19; and 38,000,000 shares the Company issued on 1 May 2019 as payment of success fee in relation to funds received to date from \$20 million placement announced on 18/3/19 and for \$7.5 million placement announced on 23/4/19 |
| “C” | 188,000,000 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p> | 272,980,549 |
| Subtract “C” | 188,000,000 |

+ See chapter 19 for defined terms.

| | |
|---|--|
| <i>Note: number must be same as shown in Step 3</i> | |
| Total ["A" x 0.15] – "C" | 84,980,549 <i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

Part 2

| | |
|--|--|
| Rule 7.1A – Additional placement capacity for eligible entities | |
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | 1,819,870,325 |
| Step 2: Calculate 10% of “A” | |
| “D” | 0.10 <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | 181,987,032 |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items | <ul style="list-style-type: none"> • nil |
| “E” | nil |

+ See chapter 19 for defined terms.

| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
|--|--|
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | 181,987,032 |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | nil |
| Total [“A” x 0.10] – “E” | 181,987,032 <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.