

NORTHERN MINERALS LIMITED
ABN 61 119 966 353

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

10.00AM (PERTH TIME), 13 AUGUST 2019

AT

**LEVEL 1
675 MURRAY STREET
WEST PERTH
WESTERN AUSTRALIA 6005**

**Please read the Notice and Explanatory Memorandum carefully.
If you are unable to attend the meeting please complete and return the
enclosed proxy form in accordance with the specified instructions.**



Notice is hereby given that a General Meeting of Shareholders of Northern Minerals Limited ABN 61 119 966 353 (**Company**) will be held at Level 1, 675 Murray Street, West Perth, Western Australia 6005 at 10.00am (Perth time) on 13 August 2019.

AGENDA

RESOLUTION 1 – ISSUE OF SHARES UNDER \$15 MILLION PLACEMENT

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 333,333,333 Shares to Vastness Investment Group Limited and Austyinvest Holdings Pty Ltd, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Vastness Investment Group Limited and Austyinvest Holdings Pty Ltd, being the persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associates of Vastness Investment Group Limited and Austyinvest Holdings Pty Ltd.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIRMAN AND CHAIRMAN'S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that the chairman of the Meeting be Mr Colin McCavana. It is the chairman's intention as chairman of the Meeting to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of all Resolutions.

SNAPSHOT DATE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the date to determine who are the Shareholders in the Company for the purposes of the Meeting is at **5.00pm (Perth time) on 11 August 2019**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Holders of options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company no later than 1 week before the Meeting to allow sufficient time for the Shares to be issued by the Company.

PROXIES

A Proxy Form is attached to (and forms part of) the Notice.

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then in accordance with section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

In accordance with section 250BA of the Corporations Act the Company specifies the following details for the purposes of receipt of proxy appointments:

Share Registry (Security
Transfer Australia Pty Ltd):

Postal Address:
PO BOX 52
COLLINS STREET
WEST VIC 8007

Street Address:
SUITE 913 – EXCHANGE TOWER
530 LITTLE COLLINS STREET
MELBOURNE VIC 3000

Facsimile Number: +61 8 9315 2233

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Meeting. The Proxy Form may be sent by facsimile transmission to the number identified on the Proxy Form. The Proxy Form provides further details on appointing proxies and lodging proxy Forms.

CORPORATE REPRESENTATIVE

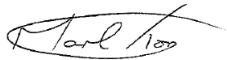
Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

OTHER

Words which are defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering the Notice of Meeting and the Explanatory Memorandum, please refer to the Glossary on page 5.

Dated 9 July 2019

By order of the Board

A handwritten signature in black ink, appearing to read "Mark Tory", enclosed within a thin, hand-drawn oval.

Mark Tory
Company Secretary / CFO

GLOSSARY

ASX is ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.

Board is the Board of Directors of the Company.

Company is Northern Minerals Limited ABN 61 119 966 353.

Constitution is the constitution of the Company.

Corporations Act is the *Corporations Act 2001* (Cth).

Director is a director of the Company.

Equity Security means equity securities as defined in the Listing Rules, being a share, unit, right to a share or unit or option, a convertible security, any security that ASX decides is an equity security but not a security ASX decides to classify as a debt security.

Explanatory Memorandum or **Memorandum** is the Explanatory Memorandum accompanying the Notice of Meeting.

Listing Rules is the Listing Rules of the ASX.

Meeting is the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice.

Notice of Meeting or **Notice** is this Notice of General Meeting.

Proxy Form is the form of proxy accompanying this Notice of Meeting.

Resolution is a resolution proposed to be passed at the Meeting and contained in the Notice.

Share is a fully paid ordinary share in the capital of the Company.

Shareholder is a person entered in the Company's register as a holder of a Share.

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

NORTHERN MINERALS LIMITED

ABN 61 119 966 353

This Memorandum sets out information about the business to be considered by the Shareholders at the Meeting. A short explanation of the business to be considered by the Shareholders is set out below.

BUSINESS OF THE MEETING

RESOLUTION 1 – ISSUE OF SHARES UNDER \$15 MILLION PLACEMENT

On 6 June 2019, alongside the announcement of the Company's 1 for 13 accelerated non-renounceable entitlement offer, the Company announced that it had entered into subscription agreements to raise \$15 million (before costs) through the issue of up to 333,333,333, Shares at an issue price of \$0.045 per Share to sophisticated investors in Australia and the British Virgin Islands (**Placement**).

The issue of Shares under the Placement is subject to Shareholder approval and subscription funds are due to be received in three equal tranches of \$5 million on or before 31 August 2019, 30 September 2019 and 31 October 2019 (assuming Shareholder approval is obtained before then).

The two subscribers under the Placement are Vastness Investment Group Limited (of the British Virgin Islands) (**Vastness**) which has subscribed for 288,888,889 Shares for total subscription funds of \$13 million and Austyinvest Holdings Pty Ltd (incorporated in Australia) (**Austyinvest**) which has subscribed for 44,444,444 Shares for total subscription funds of \$2 million.

A summary of the key details of the Placement as it relates to each subscriber is set out below.

Vastness Investment Group Limited				
Tranche	Placement Shares	Issue Price per Share	Subscription Price	Completion Date
1	88,888,889	A\$0.045	A\$4,000,000.00	On or before 31 August 2019.
2	88,888,889	A\$0.045	A\$4,000,000.00	On or before 30 September 2019.
3	111,111,111	A\$0.045	A\$5,000,000.00	On or before 31 October 2019.
Total	288,888,889	-	A\$13,000,000.00	-

Austynvest Holdings Pty Ltd				
Tranche	Placement Shares	Issue Price per Share	Subscription Price	Completion Date
1	22,222,222	A\$0.045	A\$1,000,000.00	On or before 31 August 2019.
2	22,222,222	A\$0.045	A\$1,000,000.00	On or before 30 September 2019.
Total	44,444,444	-	A\$2,000,000.00	-

The Shares issued under the Placement 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.

Under this Resolution, the Company seeks Shareholder approval for the issue of up to 333,333,333 Shares to Vastness and Austynvest under the Placement so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months, to the extent that the Company decides to settle the respective fee in Shares rather than in cash.

Listing Rule 7.1 restricts the number of Equity Securities a company may issue (or agree to issue) in any 12 month period without shareholder approval to 15% of the number of ordinary securities on issue at the commencement of that 12 month period (subject to specified exceptions).

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Listing Rule 7.3 requires the following information to be provided in relation to this Resolution:

- (a) Up to 333,333,333 Shares may be issued. Up to 288,888,889 Shares may be issued to Vastness and up to 44,444,444 Shares may be issued to Austynvest.
- (b) The Shares will be issued in full (in the respective tranches) by no later than 3 months after the date of the Meeting.
- (c) The issue price per Share will be \$0.045.
- (d) The Shares to be issued will be fully paid ordinary shares in the capital of the Company.
- (e) The Shares will be issued to Vastness and Austynvest, each of whom is not a related party of the Company.
- (f) The Company will raise \$15,000,000 (before costs) through the issue of all 333,333,333 Shares. Funds raised will be used to:
 - (i) 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);
 - (ii) progress the Company's enhancement initiatives at Browns Range, including further exploration, ore sorting and product separation; and
 - (iii) provide general working capital.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Northern Minerals Limited to be held on 13 August 2019 commencing at 10 am (Perth Time) and at any adjournments of that meeting/all meetings of the members of Northern Minerals Limited.

DATED 2019

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (e.g. "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to the Northern Minerals Limited registered office at Level 1, 675 Murray Street, West Perth, Western Australia 6005 or fax to the registered office on (08) 9481 5929.

«EFT_REFERENCE_NUMBER»

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NORTHERN MINERALS LIMITED

ACN: 119 966 353

REGISTERED OFFICE:

LEVEL 1
675 MURRAY STREET
WEST PERTH WA 6005

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SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

«Company_code» «Sequence_number»

Code:

NTU

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Tuesday 13 August 2019 at Level 1, 675 Murray Street, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Issue of Shares under \$15 million Placement

For

☐

Against

☐

Abstain*

☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Sunday 11 August 2019.

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Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.