



NORTHERN MINERALS

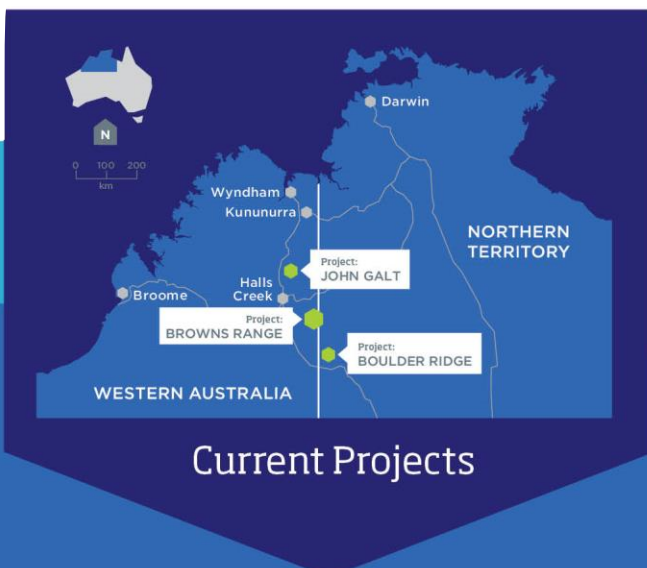
Powering Technology.



Quarterly Activities Report

MARCH 2020

Northern Minerals is one of a few heavy rare earth producers outside China. Production from the Browns Range Heavy Rare Earth Pilot Plant Project in the East Kimberley region of Western Australia was temporarily paused during the quarter due to the COVID-19 pandemic.



Northern Minerals Limited (ASX:NTU; Northern Minerals or the Company) is focused on production from the Browns Range Heavy Rare Earth Pilot Plant Project in northern Western Australia. Through the development of its flagship project, the Browns Range Project (the Project), Northern Minerals is one of a few heavy rare earth producers outside China.

The pilot plant is designed to assess the technical and economic feasibility of a full-scale commercial operation. Northern Minerals temporarily placed the Browns Range operation into care and maintenance during the March quarter as a result of travel restrictions associated with the COVID-19 pandemic, with the safety of our staff and community our highest priority.

Corporate Overview



Highlights:

- Pilot plant at Browns Range temporarily placed into care and maintenance due to the COVID-19 pandemic
- Most of the site-based staff temporarily stood down with a small care and maintenance crew deployed
- 136 tonnes of heavy rare earth carbonate was sold during the quarter.
- Capital raising program announced post quarter-end aimed at strengthening balance sheet ahead of expected Browns Range restart
- Significant upgrade in the Dazzler Mineral Resource announced
- AusIndustry review set aside the negative Research & Development (R&D) tax offset claims for FY17 and FY18, with most activities now deemed to be eligible
- Separation scoping study in the US continues, however timing impacted by COVID-19
- Discussions continuing with government and government agencies with regards to Australia's Critical Minerals Strategy and Browns Range



COVID-19 Response

Browns Range Pilot Plant Project

In March, the Company made the difficult decision to temporarily suspend site operations at the Browns Range Pilot Plant Project.

The decision was a result of anticipated impacts of the Covid-19 virus and the broad range of necessary measures being undertaken by the Australian Federal and WA governments. Soon after the decision was made, the WA Government enacted travel restrictions within regional WA to halt the spread of Covid-19, making it difficult to safely move people to and from the Browns Range site in the East Kimberley region of WA.

The health and safety of our people is our number one priority, and our commitment to playing our part in protecting the Kimberley stands alongside that.

Given the extreme remoteness of the Browns Range site, we took the difficult but necessary decision to temporarily suspend the site operations and move to care and maintenance.

The directives by the WA government to protect the vulnerable residents of aboriginal communities, many of which are located within the Kimberley region, was an additional factor in this decision. We have a close relationship with the residents of Broome, Halls Creek and Ringer Soak and our continued operation and movement of goods and personnel through these communities posed too high a risk.

Corporate actions

Northern Minerals takes the threat of the Covid-19 pandemic very seriously. With the Browns Range site in care and maintenance, we have temporarily stood down most site-based staff except for a small care and maintenance team deployed to site on an extended roster and have moved some site-based staff to a 'working from home' basis with reduced hours for the foreseeable future.

In order to manage cashflow, we have also worked to implement several cashflow saving measures during this period.

As of 1 April, the Board and senior executives have agreed to a temporary 50% reduction in salaries. Other staff in the corporate office have either been temporarily stood down or have reduced their working hours.

These measures will be reviewed on a periodic basis.

We thank our entire workforce for the significant financial sacrifices that have been required during these unprecedented times.





Operations

Prior to the Browns Range Pilot Plant being placed on care and maintenance in late March, the operation was impacted by extended access road closures which resulted from significant rainfall events over the wet season.

Anticipating restricted access to site due to the wet season, no production was budgeted for January and February 2020. However, the plant was operating until road closures in mid-January resulted in the plant being shut down which continued until the plant was placed into care and maintenance in late March.

It was expected that the modifications to the kiln and other process circuits in the December quarter that resulted in a higher throughput and improved quality in that quarter would continue in the March quarter, however, this did not eventuate as a result of the restricted access to the site.

Sales

Sales of mixed heavy rare earth carbonate to thyssenkrupp during the March quarter totalled 136 tonnes, representing a significant proportion of all production from Browns Range from commissioning.

Several shipments of heavy rare earth carbonate were exported via Darwin during the quarter, with some product warehoused in Darwin for future sale and individual rare earth separation testwork.

R&D testwork program

The Company is operating a pilot scale project aimed at assessing the technical and economic feasibility of a full-scale commercial operation. The three-year testwork program is approximately 60% complete at the end of the March 2020.

Many individual R&D projects have been planned for the three-year pilot plant stage, with changes to feed rates, grind sizes, screen sizes, reagents and process routes in the hydrometallurgical circuit all being assessed during the pilot phase. Many of these projects have already been implemented and showed promising improvements in the functioning of the plant.

Ore sorter delayed by Covid-19

The Company has approved the installation of an ore sorting circuit at Browns Range in order to increase the feed grade into the beneficiation circuit and reduce operating costs.

The Company intended for the ore sorter to be installed and commissioning to commence in the June quarter, however the timing of this has been impacted temporarily through suspension of site operations and the move to care and maintenance associated with Covid-19.

The Company is currently investigating the potential for the ore sorter to be installed in H2, with a team of Company personnel involved in the construction, commissioning and testing of the ore sorter circuit using the existing ore stockpiles at Browns Range. This would allow a higher-grade ore to be available for the beneficiation process when full operations restart.





Rare earth separation Scoping Study

The Separation Scoping Study being undertaken by K-Technologies, Inc in Florida continued during the March quarter; however, testwork progress was impacted by shutdown orders in the US as a result of the Covid-19 pandemic.

In previous quarters, the testwork showed that the Stage 1 continuous ion exchange (CIX) was successful. Following this, K-Tech also demonstrated that the Stage 2 continuous ion chromatography (CIC) step, where initial separation of the rare earths by groups of elements begins, was also successful.

Testwork continued during the quarter to optimize Stage 2 of the separation test work and collect sufficient group RE samples to proceed to Stage 3 which includes individual RE separation and product finishing. A preliminary report on the findings of Stages 1 and 2 was received during the quarter.

The Company is hopeful that Stage 3 testwork will be able to commence during the June quarter.

Exploration

Dazzler Mineral Resource grows significantly

Post quarter-end, the Company announced a significant upgrade to the Mineral Resource estimate for the Dazzler deposit at Browns Range.

The Inferred Mineral Resource for the Dazzler deposit has been estimated at **214,000 tonnes at 2.33% TREO comprising 5,000,000 kg TREO** using a cut-off grade of 0.15% TREO. This represents a more than 50% increase in contained TREO from the maiden Mineral Resource estimate reported on 6 March 2019 (see ASX announcement "Dazzler shines with High-Grade Maiden Mineral Resource").

The Dazzler deposit is located less than 15km from the Browns Range Pilot Plant on the edge of a small scarp slope. The prospect was first drilled in 2013 with only patchy mineralisation intersected within the Browns Range Metamorphics. In 2018, follow-up drilling intersected extremely encouraging mineralisation within the Gardiner Sandstone (which had previously been considered non-prospective). Subsequent drilling led to a maiden Mineral Resource estimate in early 2019.

Following several Reverse Circulation (RC) and diamond drilling programs in 2019, (see ASX announcements dated 21 August 2019, 3 September 2019, 12 November 2019 and 11 March 2020) an updated Mineral Resource estimate was completed.



Table 1: Dazzler Mineral Resource Estimate (at 7 April 2020)

Deposit	Category	Mt	TREO %	Dy2O3 kg/t	Y2O3 kg/t	Tb4O7 kg/t	HREO %	TREO kg
DAZZLER	Indicated	-	-	-	-	-	-	-
	Inferred	0.21	2.33	2.17	13.93	0.29	95	5,000,000
	Total	0.21	2.33	2.17	13.93	0.29	95	5,000,000

Rounding may cause some computational discrepancies

TREO = Total Rare Earth Oxides – La₂O₃, CeO₂, Pr₆O₁₁, Nd₂O₃, Sm₂O₃, Eu₂O₃, Gd₂O₃, Tb₄O₇, Dy₂O₃, Ho₂O₃, Er₂O₃, Tm₂O₃, Yb₂O₃, Lu₂O₃, Y₂O₃;

HRE or HREO = Heavy Rare Earth Oxides – Total of Sm₂O₃, Eu₂O₃, Gd₂O₃, Tb₄O₇, Dy₂O₃, Ho₂O₃, Er₂O₃, Tm₂O₃, Yb₂O₃, Lu₂O₃, Y₂O₃

HREO % = HREO / TREO * 100

Table 2: Dazzler Mineral Resource individual REO proportions

REO	% of Total REO
La2O3	0.87
CeO2	2.48
Pr6O11	0.35
Nd2O3	1.65
Sm2O3	1.50
Eu2O3	0.51
Gd2O3	5.29
Tb4O7	1.26
Dy2O3	9.31
Ho2O3	2.08
Er2O3	6.56
Tm2O3	1.00
Yb2O3	6.30
Y2O3	59.89
Lu2O3	0.86

For further details on the Mineral Resource estimate, refer to ASX announcement dated 7 April 2020 entitled "Over 50% increase in Dazzler high-grade mineral resource".

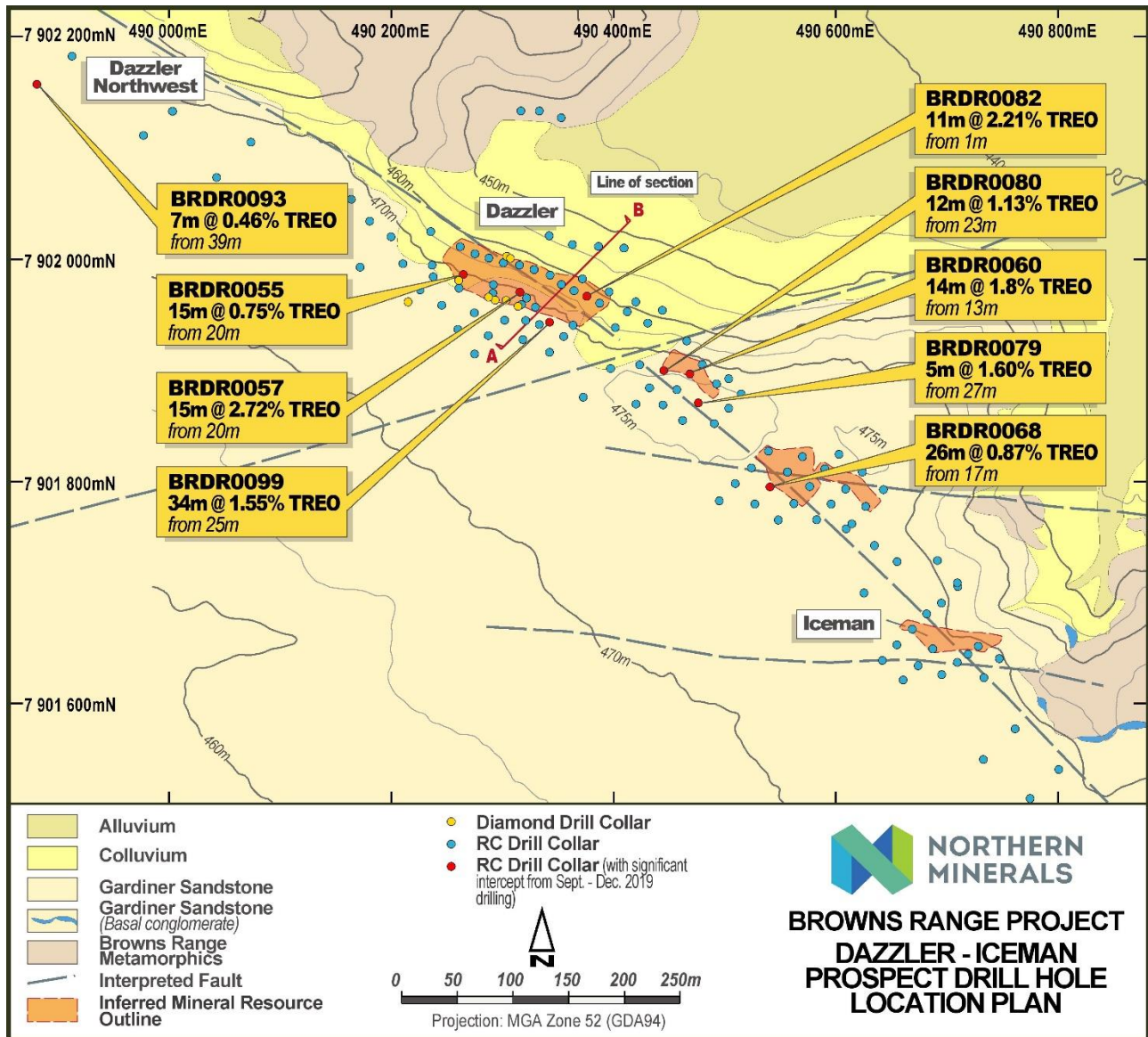


Figure 1: Dazzler drillhole location plan



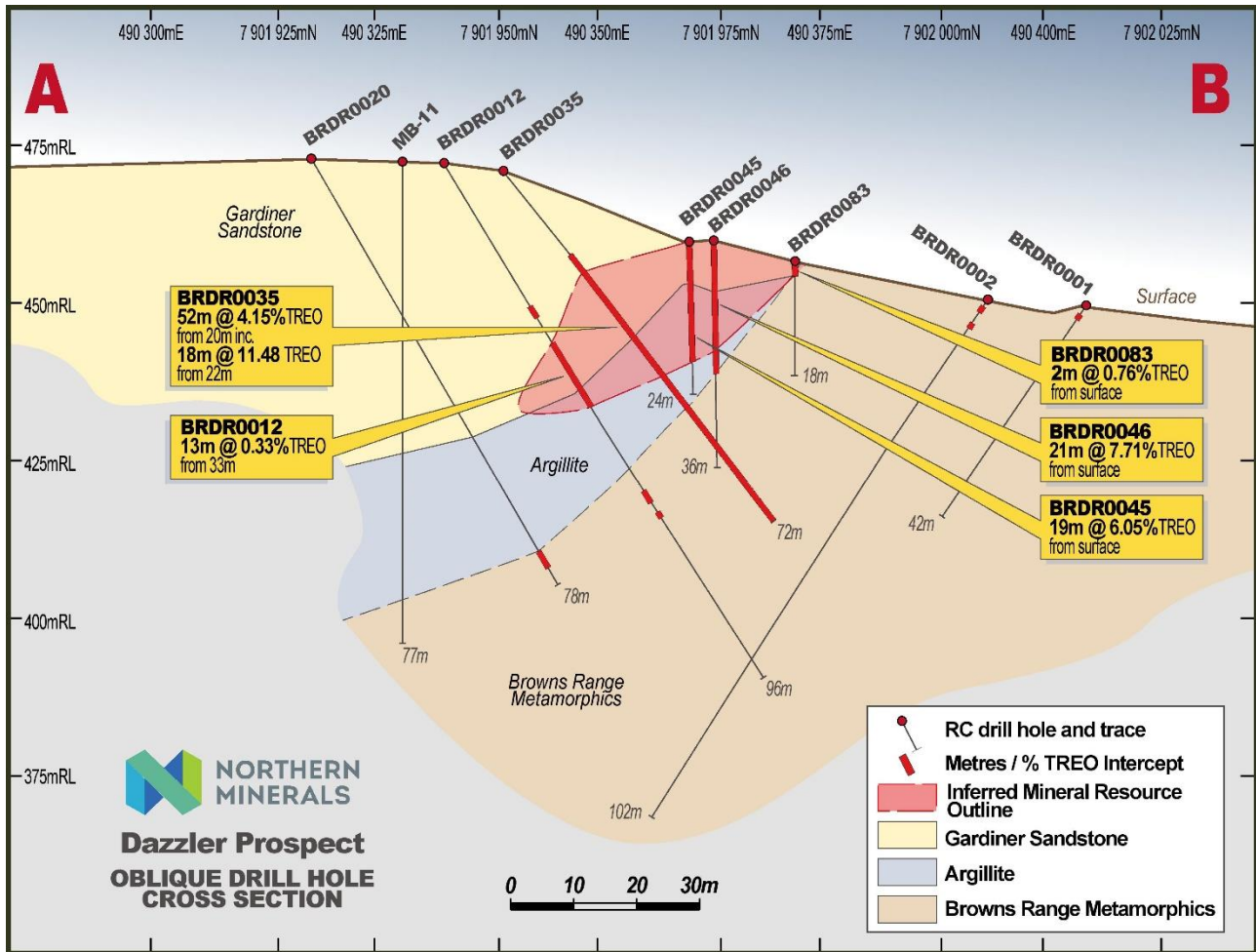


Figure 2: Oblique drill hole cross section – Dazzler Prospect

Anomalous gold at Dazzler

In addition to the high-grade heavy rare earth mineralisation at Dazzler, analysis during the quarter indicated there was also anomalous gold associated with the high-grade mineralised RE zones.

238 one metre sample pulps (including 18 duplicates and standards) were selected from 13 drill holes completed at Dazzler in 2018 and 2019 and submitted for gold assay via 50g fire assay (FA50/OES) at Intertek Genalysis, Perth. Details of the drill holes that the samples were taken from are contained in the ASX announcements dated 2 August 2018, 11 September 2018, 21 August 2019, 3 September 2019, 12 November 2019 and 11 March 2020. Table 3 shows the anomalous intercepts grading >0.1g/t Au for all drill holes selected for assay.



Table 3: Anomalous gold intercepts at Dazzler (>0.1g/t Au)

HOLE ID	FROM	TO	INTERVAL	Au g/t	TREO %
BRDR0011	50	51	1	0.129	0.143
BRDR0016	No significant intercepts				
BRDR0023	22	29	7	0.243	1.205
BRDD0001	30	43	13	0.498	9.109
incl.	34	35.08	1.08	1.523	8.938
incl.	38	39	1	2.247	10.53
BRDR0035	32	41	9	0.795	15.539
incl.	39	40	1	3.243	2.965
BRDR0040	0	8	8	0.777	1.195
incl.	1	3	2	1.771	1.613
BRDR0040	11	12	1	0.148	0.331
BRDR0042	0	1	1	0.583	0.301
BRDR0042	3	4	1	0.129	3.089
BRDR0045	3	15	12	0.582	9.424
incl.	11	12	1	1.395	3.506
BRDR0047	7	10	3	0.159	0.845
BRDR0057	24	30	6	0.195	5.427
BRDR0057	32	34	2	0.211	2.199
BRDR0058	No significant intercepts				
BRDR0099	32	41	9	0.188	3.894
BRDD0002	29.44	39.84	10.4	0.274	6.447
incl.	34	37.15	3.15	0.519	10.70



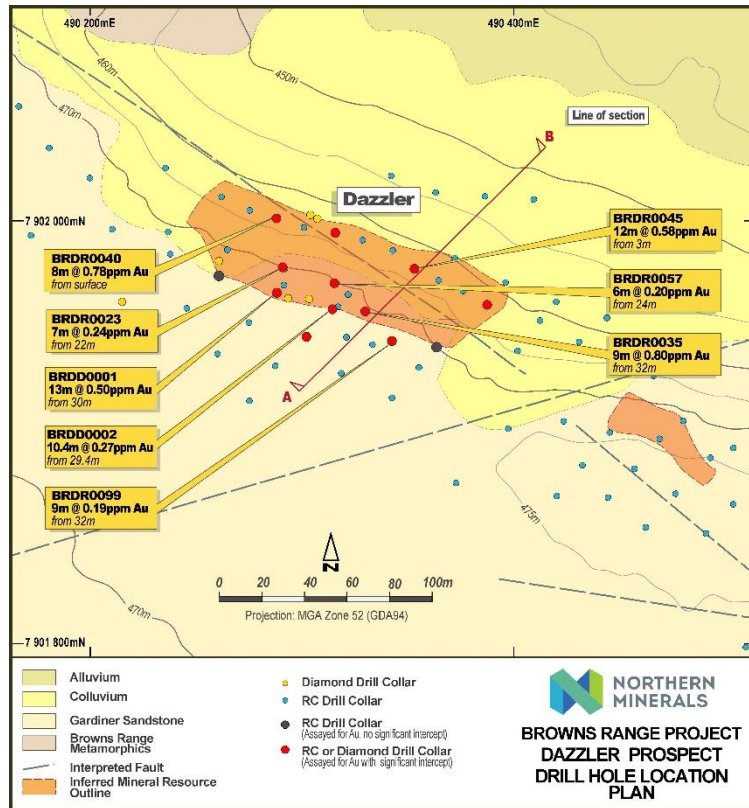


Figure 3: Dazzler Prospect – Drill hole location plan showing significant Au results

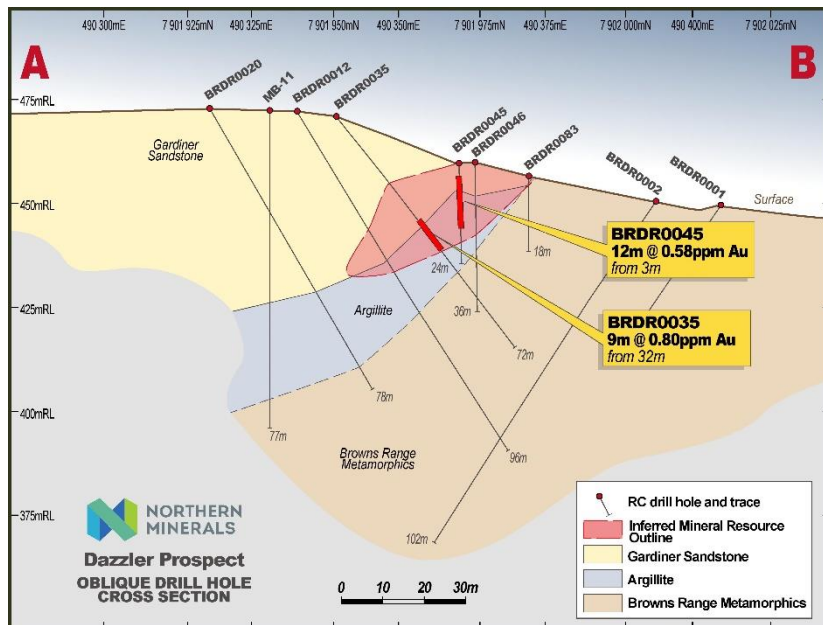


Figure 4: Dazzler Prospect – Oblique drill hole cross section showing significant Au results





At this point, further work needs to be undertaken to understand the relationship between the gold and rare earth mineralisation. Metallurgical testwork is also planned to understand what will happen to the gold when Dazzler ore is treated in the Browns Range plant.

Corporate and Financial

AusIndustry reverses R&D assessment

Following a lodgement in the September quarter of a formal appeal with AusIndustry regarding its decision to claim that the Company's activities were 'ineligible R&D claims', the Company was advised during the quarter that AusIndustry had completed its review and subsequently found that most of the Company's R&D activities were in fact eligible during FY17 and FY18.

The Company is working with the ATO to expedite the finalisation of the FY17 and FY18 taxation returns.

Equity and Debt

Capital Raising Program

Post quarter-end, the Company announced that it had successfully raised A\$22 million via a Placement of 1,100,000,000 Ordinary shares at \$0.02 per share (**Placement**).

Placement

The Placement consists of a new equity raise of \$14.5 million and the conversion of \$7.5 million in convertible notes into Ordinary shares. The issue price under the Placement of \$0.02 represents a 17.4% discount to the volume weighted average market price of Shares on the ASX over the five-trading day period prior to the date of this announcement, which was \$0.024 per share.

The Placement will be completed in four tranches. The first tranche of 450,000,000 Ordinary shares to raise \$9 million will be issued using the existing authorities under ASX Listing Rules 7.1 and 7.1a. The shares were issued on 28 April 2020.

The issue of the shares under each of Tranches 2, 3 and 4 is subject to the approval of the Company's shareholders being obtained and a notice of meeting will be despatched shortly in this regard.

All shares issued under the Placement will be fully paid ordinary shares and will rank equally with the Company's existing quoted shares on issue.

375,000,000 shares will be issued in repayment of all amounts owing in respect of (and the redemption of) the convertible notes issued on 26 June 2019 with an aggregate face value of A\$7,500,000 pursuant to the subscription agreement announced on 23 April 2019 (**A\$7.5m Convertible Notes**). None of these shares are being issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

The Placement is comprised of four tranches, as detailed below:





Tranche	Number of Subscription Shares	Issue Price per Share	Subscription Amount	Completion Date
Tranche 1	450 million	A\$0.02	A\$9 million	Completed
Tranche 2	210 million	A\$0.02	A\$4.2 million	On or about 1 June 2020
Tranche 3	170 million	A\$0.02	A\$3.4 million	On or about 25 June 2020
Tranche 4	270 million	A\$0.02	A\$5.4 million	On or about 25 July 2020
Total	1,100 million	-	A\$22 million	-

The Company's indicative debt position as at 20 April 2020 (excluding any accrued but unpaid interest and assuming the repayment (and redemption) of the A\$7.5m Convertible Notes) is approximately \$24.3 million, comprised of the liabilities set out in the table below:

Creditor	Amount Owing (approximate)	Repayment Date
Sinosteel <i>(EPC contract)</i>	A\$8.3 million	31 December 2020
Australian Taxation office <i>(R&D matters)</i>	A\$9 million	Under review by ATO
JHY Investments Pty Ltd <i>(convertible notes)</i>	A\$4 million	31 December 2020
Lind Global Macro Fund, LP <i>(convertible security)</i>	A\$3 million	6 March 2022
Total	A\$24.3 million	-

The Company currently has ~\$24.3 million in debt and these funds will be used to partially pay down outstanding balances to strengthen the Company's balance sheet.

Share Purchase Plan

In conjunction with the Placement, the Company has launched a Share Purchase Plan (SPP) for eligible shareholders. Under the SPP, eligible shareholders will be able to subscribe for up to \$30,000 in Ordinary shares at \$0.02, the same price as the Placement. This was announced on 20 April 2020 (**A\$22 Million Placement and Share Purchase Plan**).





Key dates in relation to the SPP*

Date (and time, if relevant)	Event
5:00pm Perth Time, 17 April 2020	Record Date
22 April 2020	Opening Date
5:00pm Perth Time, 29 May 2020	Closing Date
3 June 2020	Announcement of Results
10 June 2020	Issue Date
11 June 2020	SPP shares quoted
11 June 2020	SPP shares commence trading
11 June 2020	Despatch of holding statements

*All dates and times referred to are based on Perth Time and are subject to change. The Company reserves the right to vary these dates at any time.

Lind Share Placement Facility

The Company has also entered into a Share Placement Facility (SPF) with Lind Global Macro Fund, LP (Lind) for up to \$33.5 million. The SPF is for 12 months and allows for the Company to issue Ordinary shares to Lind on a monthly basis.

The issue of shares under the SPF is subject to the Company obtaining shareholder approval for the purpose of Listing Rule 7.1 and the Company obtaining an ASX waiver of Listing Rule 7.3.4 to allow issues of shares over a period of at least 12 months (rather than the usual 3-month period). The Company will shortly despatch a notice of meeting to shareholders and submit a formal Listing Rule 7.3.4 waiver application to ASX.

Use of Funds

The Company intends to use the proceeds of the equity raisings to strengthen its balance sheet through the retirement of debt, complete the installation and commissioning of the ore sorter circuit at Browns Range and for general working capital purposes.

\$30 million Placement update (\$25.7m received and placement closed)

In July, the Company announced it had entered into multiple subscription agreements with sophisticated investors, for the Placement of 483,870,970 fully paid Ordinary shares in the Company at an issue price of A\$0.062 per share to raise A\$30 million (before costs).

During the March quarter, a further \$0.2 million was received in January bringing the total received to \$25.7 million. The payment date for the balance has extended to 31 January 2020, however the agreement was terminated at that date due to non-payment of the balance.





Baogang Placement update

In August 2019, the Company announced that it had entered into a Subscription Agreement with Baogang Investment (Australia) Pty Ltd (BGIA) to raise A\$20 million at \$0.062 per share, with 322,580,645 Ordinary shares issued to the investors. BGIA is a wholly-owned subsidiary of a Chinese State Owned Entity that owns steel mills in China.

On 20 April 2020, the Company was advised by BGIA that the Treasurer of the Commonwealth of Australia, following an assessment by the Foreign Investment Review Board, had prohibited the transaction. Therefore, the transaction will not proceed.

Vesting of performance rights

Post quarter-end, a total of 4,500,000 performance rights were vested following the Company selling the first accumulated 100 tonnes of mixed rare earth carbonate that was produced from the Browns Range Pilot Plant.

These performance rights (known as “T3 Performance Rights”) were granted to directors and executives on 1 December 2016 and a summary of their terms is set out in Annexure 2 of the Company’s 2016 Notice of Annual General Meeting (released to ASX on 31 October 2016). All 4,500,000 performance rights may be exercised into shares within the next 12 months.

For further information:

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About Northern Minerals

Northern Minerals Limited (ASX: NTU) (Northern Minerals or the Company) is one of a few producers of heavy rare earth element Dysprosium outside of China via production from the Browns Range Heavy Rare Earth Project in northern Western Australia.

The Company commenced the production of heavy rare earth carbonate in late 2018 as part of a three-year pilot assessment of economic and temporarily technical feasibility of a larger scale development at Browns Range. In March 2020, the operation was placed into care and maintenance as a result of COVID-19.

The work program provides the opportunity to gain production experience and surety of supply for our offtake partner, Thyssenkrupp, as well as allowing the assessment of various project enhancement initiatives including ore sorting and the separation of the product into individual rare earth oxides.

Through the development of its flagship project, the Browns Range Project (the Project), Northern Minerals aims to build the Western Australian operation into a 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, military and high technology solutions.

For more information: northernminerals.com.au

Compliance Statement

The information in this report relating to Exploration Results was compiled by Mr Robin Wilson who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Wilson is a full time employee of Northern Minerals Limited and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Wilson consents to the inclusion of this information in the form and context in which it appears.

The information in this report that relates to the Mineral Resource Estimate for the Dazzler deposit is extracted from the report entitled "Over 50% increase in Dazzler high-grade mineral resource" dated 7 April 2020 and is available to view on the company's website (www.northernminerals.com.au). The company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.



Tenement Report

Project	Location	Tenement ID	State	Status	Holder Application	Interest
Browns Range WA	Browns Range	E80/4479	WA	Granted	Northern Minerals	100%
	Browns Range	E80/4782	WA	Granted	Northern Minerals	100%
	Browns Range	E80/5040	WA	Granted	Northern Minerals	100%
	Browns Range	E80/5041	WA	Granted	Northern Minerals	100%
	Browns Range	M80/627	WA	Granted	Northern Minerals	100%
	Browns Range	L80/76	WA	Granted	Northern Minerals	100%
	Browns Range	L80/77	WA	Granted	Northern Minerals	100%
	Browns Range	L80/78	WA	Granted	Northern Minerals	100%
	Browns Range	L80/79	WA	Granted	Northern Minerals	100%
	Browns Range	E80/5260	WA	Application	Northern Minerals	100%
	Browns Range	E80/5261	WA	Application	Northern Minerals	100%
	Browns Range	EE80/5418	WA	Application	Northern Minerals	100%
Browns Range NT	Browns Range	EL24193	NT	Granted	Northern Star Resources	REE rights only
	Browns Range	EL24174	NT	Granted	Northern Star Resources	REE rights only
	Browns Range	EL26270	NT	Granted	Northern Star Resources	REE rights only
	Browns Range	EL26286	NT	Granted	Northern Star Resources	REE rights only
	Browns Range	EL32161	NT	Application	Northern Minerals	100%
	Browns Range	EL32162	NT	Application	Northern Minerals	100%
John Galt	John Galt	E80/4298	WA	Granted	Northern Minerals	100%
	John Galt	E80/4967	WA	Granted	Northern Minerals	100%





John Galt	John Galt	E80/5070	WA	Granted	Northern Minerals	100%
	John Galt	E80/5230	WA	Application	Northern Minerals	100%
Boulder Ridge	Boulder Ridge	EL29594	NT	Granted	Northern Minerals	100% (excluding gold rights)
	Boulder Ridge	EL24849	NT	Application	Northern Minerals	100% (excluding gold rights)
	Boulder Ridge	EL24935	NT	Application	Northern Minerals	100% (excluding gold rights)
Gardiner-Tanami NT	Boulder Ridge	EL24177	NT	Granted	Northern Star Resources	REE rights only
	Boulder Ridge	EL25171	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL23932	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL25009	NT	Granted	Northern Star Resources	REE rights only
	Ware Range	EL26498	NT	Granted	Northern Star Resources	REE rights only
	Ware Range	EL26541	NT	Granted	Northern Star Resources	REE rights only
	Pargee	EL27367	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL29592	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL29593	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL29595	NT	Granted	Northern Star Resources	REE rights only
	Tanami	EL29619	NT	Application	Northern Star Resources	REE rights only
	Tanami	EL29621	NT	Application	Northern Star Resources	REE rights only
	Tanami	EL26635	NT	Granted	Northern Star Resources	REE rights only
	Boulder Ridge	EL28868	NT	Application	Northern Star Resources	REE rights only
	Boulder Ridge	EL30132	NT	Application	Northern Star Resources	REE rights only
	Boulder Ridge	EL27590	NT	Granted	Northern Star Resources	REE rights only



Gardiner-Tanami NT	Tanami	EL32163	NT	Application	Northern Star Resources	REE rights only
	Tanami	EL32164	NT	Application	Northern Star Resources	REE rights only
Rabbit Flats	Rabbit Flats 1	EL25157	NT	Application	Northern Star Resources	REE rights only
	Rabbit Flats 2	EL25158	NT	Application	Northern Star Resources	REE rights only
	Rabbit Flats 3	EL25159	NT	Application	Northern Star Resources	REE rights only
	Rabbit Flats 4	EL25160	NT	Application	Northern Star Resources	REE rights only
	Rabbit Flats 5	EL23935	NT	Application	Northern Star Resources	REE rights only



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Non-executive Director

Ming Lu
Non-executive Director

Bin Cai
Alternate Director

Management:

Robin Jones
Chief Operating Officer

Robin Wilson
Geology and Exploration Manager

Mark Tory
CFO/ Company Secretary

Eben Van Rooyen
Acting General Manager

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