

Northern Manganese Limited has extensive manganese exploration projects in the Northern Territory.

Registered Office Address

Level 3, South Mill Centre
9 Bowman Street
SOUTH PERTH WA 6151

Tel: +61 8 6486 0980

Fax: +61 8 9368 6441

Postal Address

PO Box 46
WULGURU QLD 4811

Tel: 07 4725 7777

Email: admin@northernmanganese.com.au

Directors & Management

Mr Garry Connell
Chairman

Mr Lloyd Jones
Managing Director

Mr David Ryan
Non-Executive Director

Mr Robert Marusco
Company Secretary

ASX Code: NTM

Website: www.northernmanganese.com.au

ABN 24 119 494 772

22 July 2015

NORT2C0RVASX152

**NOTICE OF MEETING CALLED UNDER SECTION 249D OF CORPORATIONS ACT
2001**

Northern Manganese Limited (**NTM** or **the Company**) is pleased to **attach** the Notice of Meeting and proxy forms in respect of a General Meeting of shareholders to be held in Perth on Friday, 28 August 2015.

Shareholders are being asked to consider six items of business relating to requests from a shareholder group. This is the same shareholder group that requested the Company consider resolutions earlier this year.

A Statement from your Directors can be found on the Company's web page www.northernmanganese.com.au

Shareholders are strongly advised to read the Meeting booklet in full, including the statement of your Directors.

It contains important information regarding the business to be conducted at the General Meeting.

The attached pre-filled proxy form has, for your convenience, been completed in accordance with the recommendations of your Directors. You should use this proxy form if you support your Directors; otherwise, use the white proxy form.

Yours faithfully



Lloyd Jones
Managing Director



NOTICE OF GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

To be held at

**Pagoda Resort & Spa
Waterwall Room
112 Melville Parade
COMO, WA, 6152**

on

Friday, 28 August 2015

At 10.00 am (WST)

Your Directors recommend you vote:

AGAINST All Six Resolutions

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the resolutions to be voted on, please call the **shareholder information line** on 1300 889 528 (within Australia) or +61 (2) 8022 7938 (outside Australia), Monday to Friday between 9:00 am and 5:00 pm (EST).

NOTICE OF GENERAL MEETING AND AGENDA

Notice is hereby given that a general meeting of shareholders of Northern Manganese Limited ("NTM") will be held at Pagoda Resort & Spa, Waterwall Room, 112 Melville Parade, Como, Western Australia on Friday, 28 August 2015 commencing at 10:00 am ("WST") ("Meeting").

The Explanatory Memorandum that accompanies and forms part of this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice of General Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10:00 am (WST) on Wednesday, 26 August 2015.

Terms and abbreviations used in this Notice of General Meeting and Explanatory Memorandum are defined in the glossary of the Explanatory Memorandum.

Shareholders should read the Explanatory Memorandum before deciding how to vote.

AGENDA

Resolution 1: Removal of Director - Mr Lloyd Jones



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

That Mr Lloyd Jones be removed from the Board of NTM with immediate effect.

Your Directors, Mr Jones abstaining, recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 1.

Resolution 2: Removal of Director - Mr David Ryan



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

That Mr David Ryan be removed from the Board of NTM with immediate effect.

Your Directors, Mr Ryan abstaining, recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 2.

Resolution 3: Removal of Director - Mr Garry Connell



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

That Mr Garry Connell be removed from the Board of NTM with immediate effect.

Your Directors, Mr Connell abstaining, recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 3.

Resolution 4: Election of Director - Mr Brad Denton



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

That Mr Brad Denton be elected to the Board of NTM with immediate effect.

Your Directors recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 4.

Resolution 5: Election of Director - Mr James Croser



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

That Mr James Croser be elected to the Board of NTM with immediate effect.

Your Directors recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 5.

Resolution 6: Election of Director - Mr Jonathan Murray



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

That Mr Jonathan Murray be elected to the Board of NTM with immediate effect.

Your Directors recommend you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **for** Resolution 6.

Proxies, attorneys and corporate representatives

A member entitled to attend and vote at the meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. A proxy may but need not be a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

For the convenience of Shareholders, two proxy forms have been included with this Explanatory Memorandum, a green proxy form and a white proxy form.

The green proxy form has been completed in line with the recommendation of your Directors and has been paid for by them out of their personal funds. If you wish to vote in accordance with the recommendations of your Directors, you should execute the **green proxy form** and return the form to the Company Secretary following the instructions on the form. **If you execute and return the green proxy form, you do not need to complete the white proxy form.**

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white proxy form to indicate your voting directions and return it to the Company Secretary following the instructions on the form.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting. The Company will accept any appointment of a proxy that complies with the requirements of section 250A of the Corporations Act.

Lodgment details are as follows:

| | |
|------------------|--|
| Post | Using the enclosed pre-paid envelope |
| In person | Level 3, South Mill Centre, 9 Bowman Street, South Perth, WA, 6151 |
| Facsimile | 1800 783 447 (within Australia) +61 39473 2555 (outside Australia) |
| Email | robert.marusco@mvpcapital.com.au |

Voting

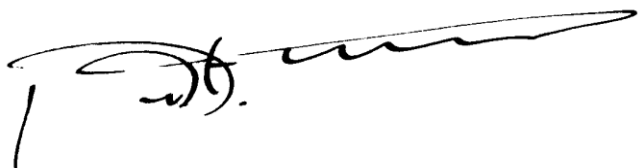
The Chairman intends to put each Resolution that is moved to a poll at the Meeting. Voting results will be announced to the ASX as soon as practicable after the Meeting.

Entitlement to attend and vote

All Shareholders may attend the General Meeting.

The Directors have determined pursuant to regulation 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 10:00 am (WST) on 26 August 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'R. Marusco', written over a horizontal line.

Robert Marusco
Company Secretary

Date: 21 July 2015

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of the Company to be held at Pagoda Resort & Spa, Waterwall Room, 112 Melville Parade, Como, Western Australia, on Friday, 28 August 2015 commencing at 10:00 am (WST).

The purpose of this Explanatory Memorandum is to explain the Resolutions and to provide information that the Board believes is material to Shareholders in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions and the enclosed Statements.

Background to special business being put to the Meeting

On 3 July 2015, the Company received a notice of requisition of meeting (the **Notice**) from shareholders Mr Brian Thomas Ryan, Mr Po Fung Lawrence Chan, Mr John Timothy Kingswood (Kingswood Family A/C) and Mr John Morris (Mariner Mining Pty Ltd) (together the **Requisitioning Shareholders**) who, at the time, held in aggregate 6,674,911 Shares, or approximately 6.5% of the capital of the Company.

The Notice requires the Company to call a meeting to consider resolutions to remove the entire Board of the Company, Messrs Lloyd Jones, David Ryan and Garry Connell, and to elect Messrs Brad Denton, James Croser and Jonathan Murray.

In compliance with the above, the Company has included in the Notice of General Meeting the following items of special business:

- Resolution 1 – Removal of Mr Lloyd Jones as a Director
- Resolution 2 – Removal of Mr David Ryan as a Director
- Resolution 3 – Removal of Mr Garry Connell as a Director
- Resolution 4 – Election of Mr Brad Denton as a Director
- Resolution 5 – Election of Mr James Croser as a Director
- Resolution 6 – Election of Mr Jonathan Murray as a Director

Voting in accordance with the recommendation of your Directors will result in a Board comprising Messrs Lloyd Jones, David Ryan and Garry Connell (i.e. retention of the current Board).

Voting contrary to the recommendation of your Directors will result in a Board comprising Messrs Brad Denton, James Croser and Jonathan Murray (i.e. all new Directors).

As Shareholders will be aware, the Notice was sent by the Requisitioning Shareholders only four months after the holding of a general meeting of Shareholders requested by the very same Requisitioning Shareholders dealing with substantially the same items of business (the key difference being that the Requisitioning Shareholders at that time sought to retain on the Board one director, former Chairman, Mr Doug Daws).

The results of the meeting at which these resolutions were considered (together with a resolution to remove Mr Daws as a director), held on 5 March 2015, are summarised as follows:

| Resolution | Number of votes cast on a poll | | | Result |
|--|--------------------------------|------------|---------|-------------|
| | For | Against | Abstain | |
| Removal of Director - Mr Lloyd Jones | 26,541,646 | 37,815,753 | 0 | NOT CARRIED |
| Removal of Director - Mr David Ryan | 27,269,146 | 37,088,253 | 0 | NOT CARRIED |
| Removal of Director - Mr Garry Connell | 26,462,770 | 37,894,629 | 0 | NOT CARRIED |
| Election of Director - Mr Brad Denton | 26,312,770 | 38,044,629 | 0 | NOT CARRIED |
| Election of Director - Mr James Croser | 26,312,770 | 38,044,629 | 0 | NOT CARRIED |
| Removal of Director - Mr Doug Daws | 37,346,629 | 27,010,770 | 0 | CARRIED |

As the table shows, for each and every one of the resolutions, Shareholders voted overwhelmingly in support of Messrs Jones, Ryan and Connell, and against the wishes of the Requisitioning Shareholders.

Since that meeting, your Directors have continued to pursue transaction opportunities with the intention of seeing your Company generating near-term revenue from mining operations.

Whilst there is much in the pipeline, your Directors have nothing specific to report at the present time.

From your Directors' perspective, there has been nothing to occur since March that would justify this further action by the Requisitioning Shareholders.

As the Company pointed out in its Quarterly Report to 31 March 2015, the cost to the Company of the earlier general meeting request was of the order of \$150,000. Regrettably, shareholders should expect that the present Notice will result in significant further cost and disruption.

Frequently asked questions

| | |
|---|--|
| On what basis have these resolutions been requested? | Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to requisition a general meeting be called to have resolutions considered. The six Resolutions are being put before the Meeting as a result of a request from the Requisitioning Shareholders, who together hold more than 5% of the Company's Shares. |
| Why do the Requisitioning Shareholders wish to replace on the Board Messrs Jones, Ryan and Connell with Messrs Denton, Croser and Murray? | The Requisitioning Shareholders are yet to go on record with their reasons for seeking to replace on the Board Messrs Jones, Ryan and Connell with Messrs Denton, Croser and Murray, and so your Directors are not aware why the Requisitioning Shareholders have again chosen this course. |
| Why does your Board recommend you vote against all six Resolutions? | Your Directors recommend you vote <u>AGAINST</u> all Resolutions put forward by the Requisitioning Shareholders for the reasons set out in their statement to Shareholders, which accompanies this Explanatory Memorandum. |

Further information

If you have questions about the General Meeting or the resolutions to be voted on, please call the **shareholder information line** on 1300 889 528 (within Australia) or +61 (2) 8022 7938 (outside Australia), Monday to Friday between 9:00 am and 5:00 pm (EST).

Important dates and times

| | |
|---|---|
| Record time/date to determine Shareholders eligible to vote | 10:00 am (WST) on Wednesday, 26 August 2015 |
| Last time/date for receipt of valid proxies | 10:00 am (WST) on Wednesday, 26 August 2015 |
| General Meeting | 10:00 am (WST) on Friday, 28 August 2015 |

Nature of resolutions

All of the resolutions are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

Special Business

Resolution 1 – Removal of Director - Mr Lloyd Jones

Resolution 1 relates to the removal of Mr Lloyd Jones as a Director.

Mr Jones is Managing Director of the Company, having been a Director since February 2011.

Mr Jones brings to the Board extensive skills in the mining industry including in relation to strategic development, project deployment and administration. He is the person principally responsible for sourcing and securing for the Company one or more new business development opportunities.

Mr Jones has an interest in 2,761,942 Shares and 6,000,000 Options in the Company.

Information as to why your Directors (Mr Jones abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Jones is set out in the statement of your Directors, which accompanies this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Jones as a Director.

Resolution 2 – Removal of Director – Mr David Ryan

Resolution 2 relates to the removal of Mr David Ryan as a Director.

Mr Ryan has been a Director since February 2011.

Mr Ryan brings to the Board extensive skills in the mining industry including in relation to strategic development, project deployment and administration.

Mr Ryan has an interest in 282,990 Shares in the Company.

Information as to why your Directors (Mr Ryan abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Ryan is set out in detail in the statement of your Directors, which accompanies this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Ryan as a Director.

Resolution 3 – Removal of Director – Mr Garry Connell

Resolution 3 relates to the removal of Mr Garry Connell as a Director.

Mr Connell was appointed as a Director in January 2015.

Mr Connell brings to the Board considerable experience in exploration, mining and earthmoving, and has considerable skills and experience in evaluating projects and opportunities.

Mr Connell has an interest in 12,673,450 Shares in the Company and, as such, is the Company's largest Shareholder.

Information as to why your Directors (Mr Connell abstaining) recommend Shareholders vote against, and will be voting their own Shares against, the removal of Mr Connell is set out in detail in the statement of your Directors, which accompanies this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the removal of Mr Connell as a Director.

Resolution 4 – Election of Director – Mr Brad Denton

Resolution 4 relates to the election of Mr Brad Denton as a Director.

As Mr Denton is essentially unknown to your Directors, we are not aware of any particular skills he may be able to bring to the Company.

Your Directors are not aware of Mr Denton holding any Shares in the Company.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Denton is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Denton as a Director.

Resolution 5 – Election of Director – Mr James Croser

Resolution 5 relates to the election of Mr James Croser as a Director.

As Mr Croser is essentially unknown to your Directors, we not aware of any particular skills he may be able to bring to the Company.

Mr Croser has declared an interest in 454,786 Shares in the Company.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Croser is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Croser as a Director.

Resolution 6 – Election of Director – Mr Jonathan Murray

Resolution 6 relates to the election of Mr Jonathan Murray as a Director.

Apart from in his role as solicitor to the Requisitioning Shareholders, Mr Murray is essentially unknown to your Directors. We presume he could bring certain legal skills to the Company.

Your Directors are not aware of Mr Murray holding any Shares in the Company.

Information as to why your Directors recommend Shareholders vote against, and will be voting their own Shares against, the election of Mr Murray is set out in detail in the statement of your Directors, accompanying this Explanatory Memorandum.



Your Directors do not support this Resolution and recommend you vote (and will be voting their own Shares) AGAINST the election of Mr Murray as a Director.

GLOSSARY

In this Notice and Explanatory Memorandum:

| | |
|------------------------------------|---|
| ASX | means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires. |
| Board | means the board of Directors. |
| Chairman | means the Chairman of the Meeting. |
| Company or NTM | means Northern Manganese Limited (ABN 24 119 494 772). |
| Constitution | means the constitution of the Company as amended. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) as amended. |
| Director | means a director of the Company. |
| EST | means Eastern Standard Time. |
| Explanatory Memorandum | means this explanatory memorandum. |
| Listing Rule | means the official Listing Rules of ASX. |
| Meeting | means the general meeting of shareholders of the Company to be held at Pagoda Resort & Spa, Waterwall Room, 112 Melville Parade, Como, Western Australia on Friday, 28 August 2015 commencing at 10:00 am (WST) |
| Notice of General Meeting | means this notice of meeting. |
| Option | means an option to acquire a fully paid ordinary share in the capital of the Company. |
| Ordinary Resolution | means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution. |
| Requisitioning Shareholders | means Mr Brian Thomas Ryan, Mr Po Fung Lawrence Chan, Mr John Timothy Kingswood (Kingswood Family A/C) and Mr John Morris (Mariner Mining Pty Ltd). |
| Resolution | means a resolution set out in the Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of a Share. |
| WST | means Western Standard Time. |

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NORTHERN
MANGANESE
LIMITED

ABN 24 119 494 772

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 889 528
(outside Australia) +61 2 8022 7938

Proxy Form

For your vote to be effective it must be received by 10:00am (WST) Wednesday, 26 August 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Northern Manganese Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Northern Manganese Limited to be held at Pagoda Resort & Spa, Waterwall Room, 112 Melville Parade, Como, Western Australia on Friday, 28 August 2015 at 10:00am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Your Directors recommend you vote **AGAINST** all six items

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Removal of Director - Mr Lloyd Jones | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Removal of Director - Mr David Ryan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Removal of Director - Mr Garry Connell | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Election of Director - Mr Brad Denton | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Election of Director - Mr James Croser | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Election of Director - Mr Jonathan Murray | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies against each item of business.

Registered name and address:

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date



NORTHERN
MANGANESE
LIMITED

ABN 24 119 494 772

000001 000 NTM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
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Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

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Signing Instructions

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Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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Attending the Meeting

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Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Northern Manganese Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Northern Manganese Limited to be held at Pagoda Resort & Spa, Waterwall Room, 112 Melville Parade, Como, Western Australia on Friday, 28 August 2015 at 10:00am (WST) and at any adjournment or postponement of that meeting.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Your Directors recommend you vote **AGAINST** all six items

| | | For | Against | Abstain |
|--------------|---|--------------------------|-------------------------------------|--------------------------|
| Resolution 1 | Removal of Director - Mr Lloyd Jones | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Removal of Director - Mr David Ryan | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Removal of Director - Mr Garry Connell | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Election of Director - Mr Brad Denton | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Election of Director - Mr James Croser | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Election of Director - Mr Jonathan Murray | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies against each item of business.

The cost of providing this proxy form was borne by your Directors. If you do not support your Directors, you should not use this form.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /