

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Northern Manganese LimitedABN 24 119 494 772**1. Details of substantial holder (1)**Name K Biggs Enterprises Pty Ltd (ACN 008 903 053), Suncity Corporation Pty Ltd (ACN 080 592 507), Margot Jane BiggsACN / ARSN (if applicable) See aboveThe holder became a substantial holder on 12 / 09 / 2016**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully paid ordinary	14,307,539	14,307,539	6.32%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
K Biggs Enterprises Pty Ltd	Relevant interest under s608(1)(a) of the Corporations Act 2001	5,508,967 fully paid ordinary shares
Suncity Corporation Pty Ltd	Relevant interest under s608(1)(a) of the Corporations Act 2001	8,698,572 fully paid ordinary shares
Margot Jane Biggs	Relevant interest under s608(1)(a) of the Corporations Act 2001	100,000 fully paid ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
K Biggs Enterprises Pty Ltd	K Biggs Enterprises Pty Ltd	K Biggs Enterprises Pty Ltd	5,508,967 fully paid ordinary shares
Suncity Corporation Pty Ltd	Suncity Corporation Pty Ltd	Suncity Corporation Pty Ltd	8,698,572 fully paid ordinary shares
Margot Jane Biggs	Margot Jane Biggs	Margot Jane Biggs	100,000 fully paid ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
K Biggs Enterprises Pty Ltd	See Appendix A			5,508,967 fully paid ordinary shares
Suncity Corporation Pty Ltd	See Appendix A			8,698,572 fully paid ordinary shares
Margot Jane Biggs	See Appendix A			100,000 fully paid ordinary shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
K Biggs Enterprises Pty Ltd (ACN 008 903 053)	Director of Company
Suncity Corporation Pty Ltd (ACN 080 592 507)	Sole Director of Company
Margot Jane Biggs	Director of K Biggs Enterprises Pty Ltd

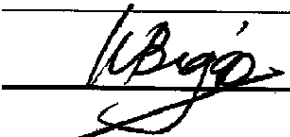
**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
K Biggs Enterprises Pty Ltd	PO Box 988, Cottesloe WA 6011
Suncity Corporation Pty Ltd	PO Box 988, Cottesloe WA 6011
Margot Jane Biggs	PO Box 988, Cottesloe WA 6011

**Signature**

print name **KEITH BIGGS** capacity **DIRECTOR**

sign here  date **19/09/2016**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**Annexure A – Consideration for the Relevant Interest**

This is Annexure A of 1 page referred to in Form 604 signed by me on 16 September 2016.

Signature:



**Keith Biggs**

Director

K Biggs Enterprises Pty Ltd

Holder of relevant interest	Number of securities	Date of acquisition (or disposal)	Currency	Consideration (per share)
K Biggs Enterprises Pty Ltd	150,000	18/05/2016	AUD	0.0100
K Biggs Enterprises Pty Ltd	200,000	18/05/2016	AUD	0.0100
K Biggs Enterprises Pty Ltd	250,000	18/05/2016	AUD	0.0100
K Biggs Enterprises Pty Ltd	400,000	2/06/2016	AUD	0.0100
K Biggs Enterprises Pty Ltd	500,000	6/06/2016	AUD	0.0267
K Biggs Enterprises Pty Ltd	-500,000	6/06/2016	AUD	0.0500
K Biggs Enterprises Pty Ltd	8,578,572	10/06/2016	AUD	0.0350
K Biggs Enterprises Pty Ltd	-100,000	15/06/2016	AUD	0.0410
K Biggs Enterprises Pty Ltd	-100,000	16/06/2016	AUD	0.0420
K Biggs Enterprises Pty Ltd	-200,000	16/06/2016	AUD	0.0410
K Biggs Enterprises Pty Ltd	-150,000	16/06/2016	AUD	0.0400
K Biggs Enterprises Pty Ltd	-50,000	16/06/2016	AUD	0.0420
K Biggs Enterprises Pty Ltd	-200,000	16/06/2016	AUD	0.0410
K Biggs Enterprises Pty Ltd	-100,000	16/06/2016	AUD	0.0410
K Biggs Enterprises Pty Ltd	-100,000	16/06/2016	AUD	0.0410
K Biggs Enterprises Pty Ltd	-80,000	17/06/2016	AUD	0.0430
K Biggs Enterprises Pty Ltd	200,000	10/08/2016	AUD	0.0680
K Biggs Enterprises Pty Ltd	100,000	10/08/2016	AUD	0.0660
K Biggs Enterprises Pty Ltd	200,000	10/08/2016	AUD	0.0660
K Biggs Enterprises Pty Ltd	200,000	11/08/2016	AUD	0.0660
K Biggs Enterprises Pty Ltd	51,436	11/08/2016	AUD	0.0620
K Biggs Enterprises Pty Ltd	148,564	12/08/2016	AUD	0.0620
K Biggs Enterprises Pty Ltd	183,542	15/08/2016	AUD	0.0600
K Biggs Enterprises Pty Ltd	16,458	16/08/2016	AUD	0.0600
K Biggs Enterprises Pty Ltd	233,816	16/08/2016	AUD	0.0560
K Biggs Enterprises Pty Ltd	200,000	16/08/2016	AUD	0.0580
K Biggs Enterprises Pty Ltd	1,000,000	22/08/2016	AUD	0.0612
K Biggs Enterprises Pty Ltd	-8,498,572	4/07/2016	AUD	0.0400
K Biggs Enterprises Pty Ltd	6,386	30/08/2016	AUD	0.0540
K Biggs Enterprises Pty Ltd	193,614	31/08/2016	AUD	0.0540
K Biggs Enterprises Pty Ltd	4,200	7/09/2016	AUD	0.0540
K Biggs Enterprises Pty Ltd	82,062	8/09/2016	AUD	0.0540
K Biggs Enterprises Pty Ltd	2,688,889	12/09/2016	AUD	0.0350
Suncity Corporation Pty Ltd	8,498,572	4/07/2016	AUD	0.0400
Suncity Corporation Pty Ltd	200,000	9/09/2016	AUD	0.0610
Margot Jane Biggs	24,585	12/08/2016	AUD	0.0610
Margot Jane Biggs	75,415	15/08/2016	AUD	0.0610