



Northern Minerals Limited

ABN 61 119 966 353

Third Supplementary Prospectus

This Third Supplementary Prospectus is dated 10 July 2013 and is supplementary to the Replacement Prospectus dated 8 March 2013 (the “**Prospectus**”), the Supplementary Prospectus dated 27 March 2013 (“**First Supplementary Prospectus**”) and the Supplementary Prospectus dated 14 May 2013 (“**Second Supplementary Prospectus**”) issued by Northern Minerals Ltd (ACN 119 966 353) (the “**Company**”).

This Third Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (“**ASIC**”) on 10 July 2013. The ASIC does not take any responsibility for the contents of this Third Supplementary Prospectus.

This Third Supplementary Prospectus must be read together with the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus. If there is a conflict between the Prospectus, the First Supplementary Prospectus or the Second Supplementary Prospectus and this Third Supplementary Prospectus, then this Third Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Third Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

In summary:

- (1) the Company has agreed to the Underwriter’s request on 8 July 2013 for the Underwriter to subscribe for shortfall securities under the Rights Issue by way of staged instalment payments; and
- (2) ASX has granted permission to the Company allowing the Company to issue the securities under the Rights Issue by 17 September 2013.

As a result, and with the consent of the ASX, the Company has extended the date to issue securities to successful applicants and to the Underwriter to **16 September 2013**.

Applicants who have successfully applied for New Shares and Options under the Prospectus are entitled to withdraw their application (if they wish to do so) and be repaid their Application Monies by providing written notice to the Company on or before **10 August 2013 (5pm Perth time)**.

The Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus are supplemented as set out below.

1 Instalment Payment Regime for the Underwriter

The Rights Issue closed on 5 July 2013. Based on the number of Eligible Shareholders who participated in the Rights Issue, the Underwriter (Australia Conglin International Investment Group Pty Ltd) is obliged to subscribe for a total of 132,183,287 New Shares and 66,091,66 Options for total subscription consideration of \$26.43 million, which was due to be received by the Company from the Underwriter on 22 July 2013.

On 8 July 2013 the Underwriter requested the right to subscribe for the applicable New Shares and Options under the Underwriting Agreement by way of staged instalment payments which would be completed by 16 September 2013. The Company has agreed to the staged instalment payment regime.

The Company has also agreed with the Underwriter that the \$8 million loan made by the Underwriter to the Company after the Underwriting Agreement was entered into in February 2013 (\$4 million in April 2013 and \$4 million in June 2013) will be completely satisfied by conversion of the loan amount into New Shares and Options, which will be credited against the Underwriter's underwriting obligation to the value of \$8 million.

All security interests held by the Underwriter over the Company's assets in relation to the loan will be automatically and immediately released upon conversion of the loan amount into New Shares and Options.

The balance of the Underwriter's obligation to subscribe for the Underwritten Securities totalling \$26.43 million will be made in staged instalments as follows:

Underwriting Instalment	Date for Receipt of Subscription Monies for the Underwriting Instalment
\$6 million	22 July 2013
\$1 million	31 July 2013
\$2 million	15 August 2013
Such other amount as required in order to subscribe for the Rights Issue Shares and Rights Issue Options for which valid applications are not held, or are no longer held, by the Company after the withdrawal period under the Rights Issue set out in this	16 September 2013

Underwriting Instalment	Date for Receipt of Subscription Monies for the Underwriting Instalment
Third Supplementary Prospectus has ended	

As each of the payments above are made by the Underwriter to the Company, the shares and options will be issued to the Underwriter progressively after each payment, rather than one issue of shares and options after receipt of the full underwritten amount.

The underwriting fee will only be paid by the Company to the Underwriter after the Company has received the full underwritten amount from the Underwriter.

The Underwriting Agreement has been amended accordingly in relation to the arrangements detailed above.

2 Issue Date for Securities

Under the ASX Listing Rules the Company is required to issue securities to the Underwriter and successful applicants under the Rights Issue in accordance with the timetable for the offer that has been approved by the ASX.

The previous issue date for securities for successful applicants under the Rights Issue was 15 July 2013 and the previous issue date for securities for the Underwriter was 22 July 2013.

ASX has granted permission to the Company allowing the Company to issue the securities under the Rights Issue by 17 September 2013. As a result, and with the consent of the ASX, the Company has extended the date to issue securities to successful applicants and to the Underwriter to **16 September 2013**.

Importantly, no new shares and options will be issued by the Company to successful applicants under the Rights Issue until the full underwritten amount of \$26.43m has been received from the Underwriter.

3 Applicant's Right to Withdraw their Application for Securities

All applicants who have successfully applied for securities under the Prospectus will be given a copy of this Third Supplementary Prospectus and have a period of 1 month to withdraw their application and be repaid their Application Monies, if they wish to do so.

Any repayments made by the Company pursuant to an applicant exercising their right to withdraw their application will be made in full without interest.

An applicant who wishes to withdraw their application for securities under the Rights Issue and obtain a refund must submit a written request to the Company at either of the addresses set out below, so that it is received within 1 month after the date of this Third Supplementary Prospectus (i.e., received by **10 August 2013 (5pm Perth time)**).

Mailed to	Delivered to
Northern Minerals Limited c/- Security Transfer Registrars Pty Ltd PO BOX 535 Applecross WA 6953	Northern Minerals Limited c/- Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153

The details for the payment of the refund cheque and address to which it should be sent which are set out in the applicant's written request must correspond to the details contained in the Entitlement and Acceptance Form submitted by that applicant.

4 Applicants Who do not Wish to Withdraw their Application

Applicants who have previously submitted an Entitlement and Acceptance Form and who do **not** wish to withdraw their application for securities under the Rights Issue do not need to take any action.

5 Key Dates for Rights Issue

The key dates in relation to issuing the securities under the Rights Issue are set out below:

Third Supplementary Prospectus lodged with ASIC (commencement of 1 month withdrawal period)	10 July 2013
End of 1 month withdrawal period	10 August 2013
Subscription date for Underwriter for last underwriting instalment under the instalment regime	16 September 2013
Issue date for Securities for Underwriter for last underwriting instalment under the instalment regime	16 September 2013
Issue date for Securities for successful applicants	16 September 2013 (after all applicable shortfall securities are issued to the Underwriter first)

6 Quotation Deadline - ASIC Modification

In accordance with the Corporations Act, if securities are offered under a disclosure document (such as a prospectus) and the disclosure document states or implies that the securities are to be quoted on the ASX and the securities are not admitted to quotation within 3 months after the date of the disclosure document ("**Quotation Condition**"), then an issue or transfer of securities in response to an application made under the disclosure document is void and the person offering the securities must return the money received by the person from the applicants as soon as practicable.

The quotation deadline for the securities offered under the original Prospectus was 25 May 2013. On 13 May 2013 ASIC granted the Company a modification of the Quotation Condition (set out in Section 723(3) and Section 724 of the Corporations Act) ("**ASIC Modification**") permitting the New Shares and Options to be admitted to ASX quotation by 14 August 2013.

The effect of the ASIC Modification is that the Company is permitted to extend the quotation deadline to a date which is 3 months after the date of lodging a supplementary prospectus with ASIC:

- (a) which discloses that the New Shares and Options are not admitted to quotation; and
- (b) which gives applicants 1 month to withdraw their application for securities.

Under the underwriting instalment regime, the new issue date for securities under the Rights Issue for last underwriting instalment under the instalment regime is 16 September 2013, being a date which is later than the current ASX quotation deadline of 14 August 2013. This means that the New Shares and Options will not be admitted to ASX Quotation by 14 August 2013. Furthermore, as at the date of this Third Supplementary Prospectus, the New Shares and Options offered under the Prospectus are not admitted to quotation.

In accordance with the ASIC Modification, the Company extends the quotation deadline by 3 months from the date of this Third Supplementary Prospectus. The new quotation deadline is **10 October 2013**.

7 Amendment to Prospectus Expiry Date

The expiry date in the Prospectus is amended so that the expiry date for the Prospectus is 24 February 2014 rather than the expiry date originally stated in the Prospectus of 31 July 2013.

No New Shares or Options will be allotted or issued, on the basis of the Prospectus, after the expiry date of 24 February 2014.

8 General

All other details in relation to the Rights Issue and other matters set out in the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus remain unchanged.

9 Authorisation

Each Director has consented to the lodgement of this Third Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Third Supplementary Prospectus is signed for and on behalf of the Company by:



George Bauk
Managing Director / CEO
Northern Minerals Limited