

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Northern Minerals Limited

ABN

61 119 966 353

Quarter ended ("current quarter")

31 December 2018

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (6 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(226)	(1,127)
(b) development	-	(4,830)
(c) production	(4,541)	(7,897)
(d) staff costs	(604)	(1,215)
(e) administration and corporate costs	(1,091)	(2,133)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	2
1.5 Interest and other costs of finance paid	(170)	(305)
1.6 Income taxes paid	-	-
1.7 Research and development refunds		
1.8 Other (provide details if material)	1,488	1,500
1.9 Net cash from / (used in) operating activities	(5,144)	(16,005)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	(1,670)	(5,375)
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(1,670)	(5,375)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	4,000
3.2	Proceeds/(repayments) from issue of convertible notes	3,500	5,500
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	(50)	(230)
3.5	Proceeds from borrowings	-	3,188
3.6	Repayment of borrowings	(188)	(419)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	3,262	12,038

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	4,567	10,394
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(5,144)	(16,005)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(1,670)	(5,375)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	3,262	12,038
4.5	Effect of movement in exchange rates on cash held	(15)	(52)
4.6	Cash and cash equivalents at end of period	1,000	1,000

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	1,000	4,567
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,000	4,567

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3

**Current quarter
\$A'000**

309

-

- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Amounts in 6.1 relate to non-executive directors remuneration and the managing directors remuneration for the quarter.

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3

**Current quarter
\$A'000**

-

-

- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	60,505	42,259
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

Funding agreement with The Lind Partners for up to \$16 million. The funding is provided as second ranking secured Convertible Securities with a 30 month term. The funding agreement allows for two \$6 million tranches and two \$1 million tranches and two \$1 million tranches based on specific events. The funding agreement includes provisions for the conversion into Ordinary Shares, repayment in cash or early repayment at the Company's sole option.

On 30th August 2017, Northern Minerals executed a two and a half year US\$30 million secured R & D Loan Facility with Innovation Structured Finance Co., LLC (ISF), a company associated with Brevet Capital Management. The Facility provides the Company with accelerated access to tax offsets that are applicable to Research and Development (R & D) activities being undertaken. ISF will provide up to 80% of the estimated tax offset, with the principal and accrued interest repayable out of actual tax offsets received at the end of the financial year.

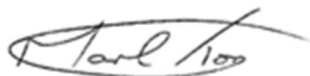
On 17th December 2018, Northern Minerals entered into a subscription agreement with JHY Investments Pty Limited (JHY) for the issue of 4,000,000 convertible notes over two tranches with a face value of A\$1.00 per note. Tranche 1 was completed and 3,500,000 notes issued to JHY on 18 December 2018. Tranche 2 relates to the further issue of 500,000 notes and was completed in January 2019. Refer to ASX announcement of 17th December 2018 for further details.

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	232
9.2 Development	-
9.3 Production	6,372
9.4 Staff costs	556
9.5 Administration and corporate costs	1,495
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	8,655

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced				
10.2 Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.



Sign here:
(Director/Company secretary)

Date: 31st January 2019

Print name: MARK TORY.....

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.