

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

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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 Doug Daws, OAM
Chairman

Mr Lloyd Jones
Managing Director

Mr David Ryan
Non-Executive Director

Mr Garry Connell
Non-Executive Director

Mr Robert Marusco
Company Secretary

ASX Code: NTM

Website: www.northernmanganese.com.au

ABN 24 119 494 772

16 January 2015
NORT2CORVASX153

**RECEIPT OF FURTHER 249D NOTICE OF REQUISITION OF MEETING
TO REMOVE DIRECTOR**

Northern Manganese Limited ("NTM" or the "Company") advises that it has received a notice of requisition of meeting to remove Mr Garry Connell as a director of the Company ("Second Notice"). The Second Notice is signed by the same shareholders who signed the notice of requisition to remove Messrs Lloyd Jones and David Ryan as directors (announced on 15 January 2015) ("First Notice"). A copy of the Second Notice is attached to this announcement.

The independent board committee established to consider the First Notice has determined that the Second Notice is valid, and a general meeting of shareholders will be convened shortly.

The entire Board currently have a relevant interest of about 12.8% in NTM. They each oppose the resolutions as set out in the Notice and Second Notice and intend to vote their shares against those resolutions.

Please contact Mr Lloyd Jones or Rob Marusco if you have any queries.



Mr Lloyd Jones
Managing Director

15 January 2015

The Board of Directors
Northern Manganese Limited
Level 3, South Mill Centre
9 Bowman Street
South Perth WA 6151

By E-mail

Dear Sirs

RE FURTHER MEMBERS' REQUEST FOR GENERAL MEETING

I refer to the notice issued in accordance with Section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) requesting a general meeting of Northern Manganese Limited (**Company**) dated 12 January 2015 (**Initial Request**) and the further attached Section 249D request dated to remove Mr Garry Connell from the Board (**Further Request**).

As you are aware the directors of the Company (**Directors**) are required to convene a general meeting of the shareholders of the Company in accordance with the Corporations Act. In that regard, we note that:

- (a) the Directors must call a general meeting within 21 days after a request is given to the Company; and
- (b) a general meeting must be held within 2 months after a request is given to the Company.

This requirement applies to both the Initial Request and the Further Request.

The Corporations Act requires such general meetings to be held at reasonable times. The calling of a separate meeting, in order to consider the resolutions of the Further Request, within a very short time after a time fixed for the general meeting to consider the resolutions of the Initial Request would offend this reasonable time requirement for the second meeting.

Additionally, it is undesirable for two general meetings to be within a short time period of each other especially when the business to be conducted at the two meetings is substantially the same.

We look forward to your confirmation that the next meeting called by the Company will include resolutions to the effect of the five resolutions that are required by the Initial Request and the Further Request.

Yours respectfully,



John Morris
(Mariner Mining Pty Ltd)

cc/-
Robert Marusco
Company Secretary

[15] January 2015

To: Northern Manganese Limited

ABN: 24119494772

Attn: Mr Douglas Daws

Mr Lloyd James

Mr David Ryan

Mr Garry Connell

Mr Robert Marusco

From: John Morris

(Mariner Mining Pty Ltd)

RE: 249D Notice

The names below hereby represent at least 5% of the issued share capital of Northern Manganese Limited.

Registered names below:

Mr Brian Thomas Ryan	2,845,000 FPO
Mr Po Fung Lawrence Chan	1,909,983 FPO
Mr John Timothy Kingswood (Kingswood Family A/C)	1,634,488 FPO
Mr John Morris (Mariner Mining Pty Ltd)	300,000 FPO
TOTAL:	<u>6,689,471 FPO</u>

Further to our 249D Notice dated 12 January 2015, we hereby require that the Directors of Northern Manganese Limited call a general meeting in accordance with 249D Corporation Act to consider and if thought fit, to pass the following resolution:

Resolution: the removal from the Board of Mr Garry Connell with immediate effect

Yours respectfully,



John Morris

(Mariner Mining Pty Ltd)

Signature:

Brian Thomas Ryan



Po Fung Lawrence Chan

15/1/2015

John Timothy Kingwood
Kingswood Family A/C



John Morris
Sole director Mariner Mining Pty Ltd

15/1/2015

[16] January 2015

To: Northern Manganese Limited
 ABN: 24119494772

Attn: Mr Douglas Daws
 Mr Lloyd James
 Mr David Ryan
 Mr Garry Connell
 Mr Robert Marusco

From: John Morris
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John Morris

(Mariner Mining Pty Ltd

Signature:



Brian Thomas Ryan

15/1/15

Po Fung Lawrence Chan



John Timothy Kingwood

Kingswood Family A/C

15/1/15

John Morris

Sole director Mariner Mining Pty Ltd