

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

Registered Office Address

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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

15 January 2015

NORT2C0R\ASX152a

**RECEIPT OF 249D NOTICE OF REQUISITION OF MEETING
TO REMOVE DIRECTORS**

Northern Manganese Limited (“NTM” or the “Company”) advises that it has received a notice of requisition of meeting to remove Messrs Lloyd Jones and David Ryan as directors and appoint Messrs Brad Denton and James Croser as directors (“Notice”). The Notice has been signed by shareholders who together holder approximately 6.5% of the Company. A copy of the notice is attached to this announcement.

The Company has established an independent board committee, consisting of Messrs Lloyd Jones, David Ryan and Garry Connell, (“IBC”) to consider the Notice. The IBC has determined that the Notice is valid, and a general meeting of shareholders will be convened shortly.

The background to the Notice and the composition of the IBC is as follows:

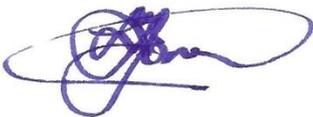
1. Since settling its claim against the Northern Territory Government in August 2014, the Company’s board has actively reviewed a number of potential projects or opportunities.
2. In early December 2014 a private company chaired by NTM’s chairman, Mr Douglas Daws, and controlled by his family (“Introducer”) offered NTM an asset comprising the base metals rights only in a group of Western Australian exploration tenements. In early January 2015, the Introducer offered an additional asset comprising an operating mine. The assets (together, the “Sale Assets”) are owned by a listed company unrelated to Mr Daws.
3. Mr Daws disclosed his interest in the Introducer, excused himself from deliberations by NTM on the Sale Assets and undertook negotiations over the Sale Assets on behalf of the Introducer.
4. The offer proposed that the Company earn up to a 70% interest in the Sale Assets by meeting statutory expenditure commitments on the tenements for 7 years, or making a decision to commence mining.
5. During the course of negotiations with Mr Daws:
 - a. NTM has not been able to determine the final terms under which the Introducer may acquire rights to the Sale Assets from the current owner of the Sale Assets.
 - b. Mr Daws has proposed a payment structure which would see the Introducer paid \$90,000 and issued up to approximately 30% of NTM’s issued share capital for what is in effect the introduction of the opportunity to acquire the Sale Assets.

- c. Mr Daws had advised that the opportunity was only available until 16 January 2015 and required NTM to pay an estimated (but as yet undetermined) non-refundable deposit of between \$100,000 and \$150,000 to the Sale Assets' current owner on behalf of the Introducer to secure an exclusivity period to undertake due diligence.
5. NTM retained an independent geologist to review and interpret the information made available by the Introducer with respect to the tenement package. His preliminary view was that in the absence of detailed geochemical interpretations, the geochemical database did not highlight any area of significant interest for nickel that had not been subsequently tested with drilling.
6. NTM has only had an opportunity to review publicly available information regarding the operating mine.
7. Mr Daws had, during the course of negotiations and as early as 8 December 2014, informed the Company that failure to accept the offer of the Sale Assets would likely result in the lodgement of a section 249D notice to remove certain NTM directors.
8. Prior to formally responding to the offers presented by Mr Daws, NTM received the Notice.
9. The Board (other than Mr Daws who has excused himself from board deliberations due to his role with the Introducer) consider the Sale Assets to be high risk with little prospect of an economic return for NTM shareholders, that as yet unascertained liabilities may attach to the Sale Assets, and that the payment of a \$100,000 to \$150,000 non-refundable deposit with respect to the operating mine was unreasonable in the circumstances.
10. The Company has now formally advised Mr Daws that it does not wish to continue negotiations with respect to the Sale Assets.

The IBC considers the Notice to be an attempt to change NTM's board so that NTM can acquire the Sale Assets. The IBC notes that any transaction which will result in a financial benefit (whether in shares or otherwise) being given to the Introducer will most likely to require shareholder approval under both Chapter 2E of the Corporations Act and Chapter 10 of the Listing Rules, with an independent expert's report required and various voting exclusions applying.

The Board other than Mr Daws currently have a relevant interest of 12.8% in NTM. They each oppose the resolutions as set out in the 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

12 January 2015

To: Northern Manganese Limited
ABN: 24119494772

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

From: John Morris
(Mariner Mining Pty Ltd)

RE: 249D Notice

The names below hereby represent at least 5% of Northern Manganese issued shares.

Registered name 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>

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 resolutions:

Resolution 1 for the removal from the Board Mr Lloyd James with immediate effect

Resolution 2 for the removal from the Board Mr David Ryan with immediate effect

Resolution 3 Appointment to the Board Mr Brad Denton with immediate effect

Resolution 4 Appointment to the Board Mr James Croser with immediate effect

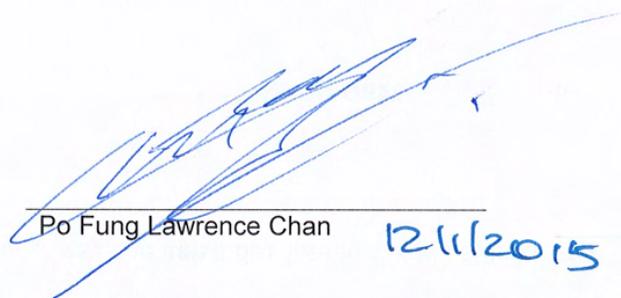
Accompanying this 249D notice are the proposed new directors consent forms.

Yours respectfully,

John Morris
(Mariner Mining Pty Ltd)

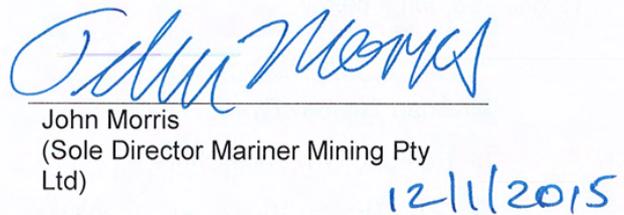
Signature:

Brian Thomas Ryan



Po Fung Lawrence Chan 12/1/2015

John Timothy Kingwood
(Sole Director)



John Morris
(Sole Director Mariner Mining Pty
Ltd) 12/1/2015

12 January 2015

To: Northern Manganese Limited
ABN: 24119494772

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Mr Lloyd James
Mr David Ryan
Mr Robert Marusco

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(Mariner Mining Pty Ltd)

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Yours respectfully,

John Morris
(Mariner Mining Pty Ltd)

Signature:



Brian Thomas Ryan
12/1/15

Po Fung Lawrence Chan



John Timothy Kingwood
(Sole Director
12/1/15)

John Morris
(Sole Director Mariner Mining Pty
Ltd)

BIO Mr James Croser



Mr Croser is a mining engineering graduate of the Western Australian School of Mines, with 20 years of operations, technical and management experience in the Australian mining sector.

He is currently Director of Brightsun Enterprises Pty Ltd, a privately owned mining business with gold assets in WA. He recently served as Managing Director of ASX-listed Kalgoorlie Mining Company Limited, until the 2013 takeover by Norton Gold Fields Limited.

Prior to this he acted as General Manager of Rock Team mining consultancy and contracting company. He maintains significant contacts and references within the network of the Western Australian resources sector.

Mr Croser has held statutory mine management positions for Perilya Limited and La Mancha Resources Limited, including as inaugural Underground Manager for construction of the 1M ounce Frog's Leg Gold Mine, and is the holder of a Western Australian First Class Mine Manager's Certificate.

He lives in Perth, Western Australia and is married with two daughters.

Mr Robert Marusco
The Secretary
Northern Manganese Limited
PO Box 46
Queensland, 4811

Consent to act as Director

I hereby consent to act as director of Northern Manganese Limited. **ARN 24119 494772**

My personal details are as follows:

Full name	James Lindsay Croser
Usual residential address	[REDACTED]
Town / State / Postcode	[REDACTED]
Place of birth	Adelaide, South Australia
Date of birth	2 April 1973

I give you notice of the following:

I agree to abide by all terms of the constitution of Northern Manganese Limited.

No Interests to declare other than 50,000 Northern Manganese Limited shareholdings under the name of James Lindsay Croser.

Signed: _____



Dated: 12 January 2015

Bio

Brad Denton,

Mining Entrepreneur.

20 Years Mining Process Experience with Major domestic and international mining houses.

Strengths in project evaluation,

Experience in Africa, Indonesia and Australia.

Have been involved in Raising Capital at seed and IPO Level.

Consent to act as a Director

I, Brad Denton, of NSW Australia, born on 9/5/68 at BURBURY, Australia, consent to my appointment to act as director of NORTHERN MANAGER LTD

I agree to abide by all the terms of the constitution of NORTHERN MANAGER LTD
ABN 24 119 494 772

Date:

12/1/15

Signed:


XXXXXX