



NORTHERN MINING  
LIMITED

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NORTHERN MINING LIMITED

ABN 30 113 654 229

NOTICE OF ANNUAL GENERAL MEETING

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TIME: 10.00am (AWST)

DATE: 28 August 2014

PLACE: Fraser Room 3, Level 1,  
Fraser Suites Perth  
10 Adelaide Terrace  
East Perth WA 6004

The Annual Report is now available on the Company's website via the following link:

<http://www.northernmining.com.au/>

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9244 8499.***

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## 1. TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 10.00am (AWST) on Thursday, 28 August 2014
- Fraser Room 3, Level 1  
Fraser Suites Perth  
10 Adelaide Terrace  
East Perth WA 6004

### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form:

- Suite 24, 25 Walters Drive, Osborne Park, WA 6017; or
- send by email to [info@northernmining.com.au](mailto:info@northernmining.com.au).

no later than 10.00am (AWST) on Tuesday, 26 August 2014.

**Proxy Forms received later than this time will be invalid.**

### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10.00am (AWST) on Tuesday, 26 August 2014.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Northern Mining Limited will be held at 10.00am (AWST) on Thursday, 28 August 2014 at Fraser Room 3, Level 1, Fraser Suites Perth, 10 Adelaide Terrace, East Perth WA 6004.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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## AGENDA

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### ORDINARY BUSINESS

#### 1) Adoption of Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2014, which includes the Financials, the Directors' and Auditor's Reports.

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#### 2) Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."*

**VOTING EXCLUSION STATEMENT:** In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a closely related party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
  - (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.
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#### 3) Resolution 2 – Re-election of Ms Danette Chan as Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, Ms Danette Chan, being a Director who retires by rotation in accordance with clause 14.4 of the Company's constitution and, being eligible, offers herself for re-election, be re-elected as Director."*

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#### 4) Resolution 3 – Ratification of Previous Share Issue under ASX Listing Rule 7.1

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 65,473,982 fully paid ordinary shares in the Company at an issue price of \$0.012 per share that occurred on 18 November 2013 on the terms described in the Explanatory Statement accompanying the Notice of Meeting.”*

**VOTING EXCLUSION STATEMENT:** The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who participated in the issue. However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) It is cast by the Chairman as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 5) Resolution 4 – Approval to Issue Shares

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the Company to issue up to maximum 100,000,000 Shares on the terms and conditions set up in the Explanatory Statement accompanying the Notice of Meeting.”*

**VOTING EXCLUSION STATEMENT:** The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who participated in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) It is cast by the Chairman as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### SPECIAL BUSINESS

#### 6) Resolution 5 – Approval of Additional 10% Placement Facility

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

*“That, pursuant to and in accordance with Rule 7.1A of the Listing Rule of ASX Limited and for all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Rule 7.1A.2 of the Listing Rules for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice.”*

**VOTING EXCLUSION STATEMENT:** The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the Additional 10% Placement Facility and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if:

- (c) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (d) It is cast by the Chairman as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

***Approval of a Special Resolution requires not less than 75% of votes of the Shareholders present in person or by proxy.***

**By Order of the Board**



**Patrick Tan  
Company Secretary  
23 July 2014**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Northern Mining Limited's Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (AWST) on Thursday, 28 August 2014 at Fraser Room 3, Level 1, Fraser Suites Perth, 10 Adelaide Terrace, East Perth WA 6004.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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## **ANNUAL FINANCIAL REPORT**

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2014, comprising the Financial Reports, Directors' Report and Independent Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report of the Company for the year ended 30 June 2014.

However, Shareholders present at the Annual General Meeting will be able to:

- (a) ask the Directors questions or make comment on the management of the Company; and
- (b) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders who are unable to attend the Annual General Meeting but would still like to ask questions in relation to the Annual Report of the Company for the year ended 30 June 2014 can submit written questions to the Chairman about the management of the Company, or to the Company's Auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the 2014 audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the 2014 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

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## **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

In accordance with Section 250R(2) of the Corporations Act, the Board is required to table at its Annual General Meeting, the Company's Remuneration Report to Shareholders for consideration and adoption.

The Directors' Report contains the Remuneration Report which sets out the remuneration policy of the Company and reports the current remuneration arrangements in place for the Non-Executive Directors and Senior Management.

Section 250R (3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company to the outcome passed. A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

The Director and Executive Remuneration Act which came into effect on 1 July 2011 gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a "no" vote of 25% or more at two (2) consecutive Annual General Meetings (Two Strike Rules).

Under the Two Strike Rule, where a resolution on the Remuneration Report receives a "no" vote of 25% or more at two (2) consecutive Annual General Meetings, the Company will be required to put to

Shareholders at the second Annual General Meeting, a resolution on whether another meeting should be held at which all Directors who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary:

- (a) The 2013 Remuneration Report tabled at the 2013 Annual General Meeting **DID NOT** receive a "no" vote of 25% or more;
- (b) There will be **NO** Board spill at the 2014 Annual General Meeting and Shareholders will not be required to decide whether the current Board must stand for re-election;
- (c) Shareholders should note that if the 2014 Remuneration Report receives a "no" vote of 25% or more at this Annual General Meeting **AND** there is a "no" vote of 25% or more at the 2015 Annual General Meeting, the consequences are that it may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

***The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.***

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## **RESOLUTION 2: RE-ELECTION OF MS DANETTE CHAN AS DIRECTOR**

The Company's Constitution requires that if the Company has three or more Directors, one third of those Directors must retire at each AGM (rounded down to the nearest whole number) to ensure that no Director holds office for more than 3 years. The Directors to retire are those who have been longest in office since their last election.

As two or more Directors have been in office an equal length of time, the Company has determined Ms Danette Chan to retire in accordance with clause 14.4(b), and being eligible, seeks re-election.

Details of Ms Chan's background and experience are as follows:

### ***Qualifications***

B.Com, LLB, LLM

### ***Experience, expertise and directorships***

Ms Chan is a practising Solicitor of the Supreme Court of NSW. She is currently a Principal at RSM Bird Cameron, Sydney NSW.

She has previously worked for Balazs Lazanas & Welch LLP, Deloitte Touche Tohmatsu and Alinta Ltd. Her client base has mainly been corporate focused, with particular emphasis in the energy and resource industry. The nature of her practice extends from transaction based advisory with particular emphasis on tax consolidation, to international tax planning, tax compliance and tax related drafting. Her career path included secondment stints to Xstrata Coal, Jemena Ltd, The Mirvac Group, Alinta Ltd and Promina.

Ms Chan graduated from University of New South Wales with both a Bachelor of Laws and a Bachelor of Commerce (Accounting) in year 2000. She graduated from University of Sydney in 2002 with Masters of Law. In 2005, she attained her qualification as a Certified Practising Accountant in Australia. Ms Chan is also a member of the Taxation Institute of Australia and a member of the NSW Law Society.

***The Board of Directors (excluding Ms Chan) unanimously recommends that Shareholders vote in favour of Resolution 2.***

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### **RESOLUTION 3: RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1**

The Company previously issued 65,473,982 fully paid Ordinary Shares as announced to ASX on 18 November 2013 to the professional and sophisticated investors from Singapore using its 15% placement capacity under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholders' ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

Listing Rule 7.4 states that an issue by a company of Shares made without the approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the Company's Shareholders subsequently approve it.

The issue of the 65,473,982 Shares was not in breach of Listing Rule 7.1 and by obtaining Shareholders' approval the Company will retain the flexibility to issue 15% of the Company's issued share capital within the next twelve (12) months without first obtaining Shareholder approval.

#### **Technical Information Required by ASX Listing Rule 7.5**

In accordance with ASX Listing Rule 7.5 the following information is provided to Shareholders to assess the merits of the Resolution:

- a) 65,473,982 Ordinary Shares were issued under Listing Rule 7.1.
- b) The Shares were issued at a price of \$0.012 per Share.
- c) The Shares were allotted and issued to Mr Chia Soon Loi and Mr Gerald Woon Tai Hwee.
- d) The Shares were issued on the same terms as and rank equally with the existing Shares on issue;
- e) Funds raised from this Placement are being used for the Company's general working capital and exploration expenses.
- g) An appropriate voting exclusion statement is included in the Notice.

***The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 3.***

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### **RESOLUTION 4: APPROVAL TO ISSUE SHARES**

On 29 May 2014, the Company announced that it has entered into a Non-binding Heads of Agreement ("**HOA**") under which it has reached an agreement in principal to investigate the acquisition of a 90% interest in the business of PT Bintang Cipta Persada ("**BCP**"), a company incorporated in Indonesia.

Resolution 4 seeks Shareholders approval for the issue of up to maximum 100,000,000 Shares ("**Initial Consideration Shares**") to BCP (or their nominees) who are the vendors under the HOA. The final amount of shares to be issued will be determined after the completion of due diligence and negotiation.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Company to issue the Initial Consideration Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using the Company's 15% annual placement capacity or additional 10% placement capacity.



## Technical Information Required by ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3 the following information is provided in relation to the Resolution:

- a) The maximum number of Shares to be issued is 100,000,000 Shares.
- b) The Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Shares will occur on the same date).
- c) The Shares will be issued to PT Bintang Cipta Persada (or their nominees). None of the vendors are related parties to the Company.
- d) The Shares issued will be fully paid ordinary shares on the same terms as and rank equally with the existing Shares on issue.
- e) No fund will be raised from the issue of the Shares as the Shares will be issued as part consideration pursuant to the HOA to acquire 90% interest in BCP on the terms and conditions announced by the Company on 29 May 2014.
- h) An appropriate voting exclusion statement is included in the Notice.

***The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 4.***

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## RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking Shareholders' approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 as explained below.

The Company intends to continue to develop existing exploration projects and seeks to acquire new resource assets and investments. The Company may use the 10% Placement Facility to develop existing exploration projects and to acquire new resource assets and investments.

***The Board of Directors believes that this Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of Resolution 5.***

### Formula for calculating the 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the twelve (12) month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(AxD)-E$$

A is the number of shares on issue 12 months before the date of issue:

1. Plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
2. Plus the number of partly paid shares that became fully paid shares in the 12 months;
3. Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
4. Less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the twelve (12) months before the date of the issue of agreement to issue, that are not issued with the approval of Shareholders under listing rule 7.1 or 7.4.

### **Number of Shares that can be issued under the 10% Placement Facility**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 938,441,594 Shares and therefore has a capacity to issue:

- (a) 140,766,239 Equity Securities under the Company's 15% placement capacity under Listing Rule 7.1;
- (b) Subject to Shareholder approval being sought under Resolution 5, 93,844,159 Equity Securities under Listing Rule 7.1A; and
- (c) In total, combining the potential Placements under the 15% capacity of Listing Rule 7.1 and the additional 10% capacity of Listing Rule 7.1A, the Company could issue up to 234,610,398 Equity Securities.

The Share number provided in point (b) above is at the date of this Notice, but under Listing Rule 7.1A, the Company has the ability to issue the Shares under the 10% Placement Facility anytime between 28 August 2014 and 28 August 2015; so the actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the above formula.

### **Price of Shares issued under the 10% Placement Facility**

The issue price of the Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the fifteen (15) Trading Days immediately before:

- (a) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) If the Equity Securities are not issued within five (5) Trading Days of the date mentioned in paragraph (a) above, the date on which the Equity Securities are issued.

### **10% Placement Period**

Shareholder approval in relation to the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained – 28 August 2014 and expires on the earlier to occur of:

- (a) The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 28 August 2015; or
- (b) The date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

### Specific information required by Listing Rule 7.3A

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.3A to assess the merits of the Resolution:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the fifteen (15) Trading Days immediately before:
- i. The date on which the price at which the Equity Securities are to be issued is agreed; or
  - ii. If the Equity Securities are not issued within five (5) Trading Days of the date mentioned in paragraph (a) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- i. The market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - ii. The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset.

This may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares on issue. The table also shows the affect if the current number of Shares on issue is increased by 50% and 100% and where the issue price has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.015 (50% decrease in Issue Price)	\$0.03 (Issue Price)	\$0.06 (100% increase in Issue Price)
938,441,594 (Current Variable A)	10% Voting Dilution	93,844,159 Shares	93,844,159 Shares	93,844,159 Shares
	Funds Raised	\$1,407,662	\$2,815,325	\$5,630,650
1,407,662,391 (50% increase in current Variable A)	10% Voting Dilution	140,766,239 Shares	140,766,239 Shares	140,766,239 Shares
	Funds raised	\$2,111,494	\$4,222,987	\$8,445,974
1,876,883,188 (100% increase in current Variable A)	10% Voting Dilution	187,688,319 Shares	187,688,319 Shares	187,688,319 Shares
	Funds raised	\$2,815,325	\$5,630,650	\$11,261,299

The following assumptions were made when preparing the above table:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
  3. The table does not show the dilution affect that may be caused to a particular Shareholder;
  4. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1;
  5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculation of the voting dilution effect on existing Shareholders; and
  6. The issue price of \$0.03 is the closing price of the Shares on the ASX as at 11 July 2014.
- (c) The Equity Securities will only be issued during the Placement Period. The approval under Resolution 5 to issue the Equity Securities will cease to be valid in the event that Shareholders approve a significant change to the nature or scale of activities (Listing Rule 11.1.2) or disposal of a main undertaking (Listing Rule 11.2);
- (d) The Company may seek to issue the Equity Securities for the following purposes:
1. Non-cash consideration for the acquisition of new resource assets and investments which is compatible to the existing business that may arise – if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3;
  2. Cash consideration used potentially for:
    - acquisition of new assets or investments (including expenses associated with such acquisition);
    - continued exploration on its current exploration properties in Western Australia; and
    - general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy for issues under Listing Rule 7.1A will be dependent on prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement facility.

The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

1. The methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
2. The effect of the issue of the Equity Securities on the control of the Company;
3. The financial situation and solvency of the Company; and
4. Advice from corporate, financial and broking advisors.

The allottees under the 10% Placement Facility are not known as at the date of this Notice but may include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new resource assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investments;

- (f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A;
- (g) In the 12 months preceding the date of this Notice the Company issued a total of 589,262,069 Equity Securities which represent 216% of the total number of Equities Securities on issue at the commencement of that 12 months period. The Equity Securities issued in the preceding 12 months were as follows:

Date of issue:	9 August 2013
Number issued:	87,294,881
Class/Type of equity securities:	Ordinary
Name of persons who received securities or basis on which those persons was determined:	Provenance Finance Limited
Price:	\$0.006
Discount to market price (if any):	Closing price on date of issue \$0.006
Total cash consideration received:	\$523,769
Amount of cash consideration spent:	Nil
Use of cash consideration:	One RC drilling at Blair North - \$75,000 One RC drilling at Blair - \$55,000 Geologist and reporting - \$75,000 Tenement rent and rates - \$25,000 General working capital - \$293,769
Intended use of remaining amount of cash (if any):	N/A

Date of issue:	18 October 2013
Number issued:	9,400
Class/Type of equity securities:	Ordinary
Name of persons who received securities or basis on which those persons was determined:	Exercised of listed options.
Price:	\$0.06
Discount to market price (if any):	Closing price on date of issue \$0.015
Total cash consideration received:	\$564
Amount of cash consideration spent:	\$564
Use of cash consideration:	General working capital.
Intended use of remaining amount of cash (if any):	N/A

Date of issue:	18 November 2013
Number issued:	436,483,806
Class/Type of equity securities:	Ordinary
Name of persons who received securities or basis on which those persons was determined:	Issued to shareholders under the fully underwritten one for one pro-rata non-renounceable entitlement issue made under the Replacement Prospectus dated 21 October 2013.
Price:	\$0.012
Discount to market price (if any):	Closing price on date of issue \$0.014
Total cash consideration received:	\$5,237,806
Amount of cash consideration spent:	\$120K
Use of cash consideration:	\$120K for the cost of the offer (legal, underwriting fee, registry and printing).
Intended use of remaining amount of cash (if any):	As per Replacement Prospectus (Section 5.2) <ul style="list-style-type: none"> <li>• \$1.6M for exploration</li> <li>• \$2M for potential acquisitions</li> <li>• \$1.5M for general working capital</li> </ul>

Date of issue:	18 November 2013
Number issued:	65,473,982
Class/Type of equity securities:	Ordinary
Name of persons who received securities or basis on which those persons was determined:	Private placement to professional and sophisticated investors (namely Mr Chia Soon Loi and Mr Gerald Woon Tai Hwee) under Listing Rule 7.1
Price:	\$0.012
Discount to market price (if any):	Closing price on date of issue \$0.014
Total cash consideration received:	\$785,688
Amount of cash consideration spent:	Nil
Use of cash consideration:	N/A
Intended use of remaining amount of cash (if any):	Exploration \$500,000 (Blair North \$200K, Kanowna Lights \$300K) Tenement rent & rates : \$20,000 General working capital \$265,688 (Directors' fees, consultants, office administration).

- (h) A Voting Exclusion Statement is included in the Notice. As at the date of this Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the Voting Exclusion in the Notice.

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## GLOSSARY

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**Annual General Meeting** means the Meeting convened by the Notice of Meeting.

**ASIC** means Australian Securities & Investments Commission.

**ASX** means ASX Limited, ABN 98 008 624 691, and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the Listing Rules of the ASX.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of Directors of the Company.

**Business Day** has the meaning given to that term in the ASX Listing Rules.

**Chair or Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Company** means Northern Mining Limited ABN 30 113 654 229.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** mean the current directors of the Company.

**Equity Securities** mean a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the Listing Rules of the ASX.

**Notice or Notice of Annual General Meeting or Notice of Meeting or** means this notice of annual general meeting including the Explanatory Statement.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**PROXY FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR

**NORTHERN MINING LIMITED**

ABN: 30 113 654 229

**REGISTERED OFFICE:**

SUITE 24, LEVEL 3, 25 WALTERS DRIVE  
OSBORNE PARK WA 6017, AUSTRALIA  
T: +61 8 9244 8499  
E: info@northernmining.com.au

I/We being a Member/s of Northern Mining Limited entitled to attend and vote hereby appoint

Insert Name of Appointed Proxy:

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of **Northern Mining Limited** to be held at Fraser Room 3, Level 1, Fraser Suites Perth, 10 Adelaide Terrace, East Perth, WA 6004 on Thursday, 28 August 2014 at 10.00m (AWST) and at any adjournment of that meeting.

**CHAIRMAN'S VOTING INTENTIONS AS PROXY HOLDER**

The Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions below.

**Additional instruction:**

If the Chairman of the Meeting is your nominated proxy or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please mark this box with an "X".

By marking this box, when you have not directed your proxy how to vote below, you acknowledge that the Chairman of the Meeting (whether nominated or by default), acting as your proxy, may exercise your undirected proxy votes in his discretion even if he has an interest in the outcome of the Resolutions, and that vote cast by him, other than as proxy holder, will be disregarded because of those interests.

If you do not mark this box, and you have not directed your proxy how to vote on the resolutions below, the Chairman will not cast your votes on such Resolutions and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions.

**Voting directions to your proxy – please mark an "X" to indicate your directions**

		For	Against	Abstain*
<b>Resolution 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	Re-Election of Ms Danette Chan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	Ratification of Previous Share Issue under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

**PLEASE SIGN HERE**

Individual or Security Holder

Sole Director and  
Sole Company Secretary

Security Holder 2 (if joint holding)

Director/Company Secretary

Security Holder 3 (if joint holding)

Director

**My /Our contacts in case of enquiries are:**

Name

Contact Number

<input type="text"/>	<input type="text"/>
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### Instructions for Completing Proxy Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Suite 24, 25 Walters Drive, Osborne Park, WA 6017 Australia
  - send by email to [info@northernmining.com.au](mailto:info@northernmining.com.au)

no later than 10.00am (AWST) on Tuesday, 26 August 2014.

**Proxy Forms received later than this time will be invalid.**