

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**NORTHERN MANGANESE LIMITED**

ABN

24 119 494 772

We (the entity) give ASX the following information.

### Part 1 - All issues

- |   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                  |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 1 | *Class of *securities issued or to be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Shares                                                                                                           |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 365,555                                                                                                          |
| 3 | Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)                                                                                                                                                                                                                                                                                                           | Fully Paid Ordinary Shares                                                                                       |
| 4 | Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?<br><br>If the additional securities do not rank equally, please state:<br><ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | The Fully Paid Ordinary Shares to be issued will rank equally with existing Fully Paid Ordinary Shares on issue. |

+ See chapter 19 for defined terms.

5	Issue price or consideration	Deemed issue price of 3.6 cents for a deemed total consideration of \$13,160.00	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	In consideration for professional services provided to the Company and have been issued under the Company's 15% capacity.	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	6 July 2012	
8	Number and *class of all *securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	*Class
		109,662,862	Ordinary Shares

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+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	+Class
		6,000,000	December 2016 Unlisted Options exercisable at 20 cents per Options;
		45,000,000	May 2015 Unlisted Options exercisable at 20 cents per Option if exercised on or before 20 May 2012; Or At 40 cents per Option if exercised between 21 May 2012 and 20 May 2015
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged	

## Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other Securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

## Entities that have ticked box 34(a)

Questions 35 to 42 are not applicable

## Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C (6) of the Corporations Act.

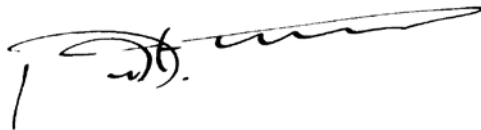
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+ See chapter 19 for defined terms.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Signed:



Date: 5 July 2012

**Robert Marusco**  
**Company Secretary**

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+ See chapter 19 for defined terms.