

Notice of Extraordinary General Meeting

In accordance with the Australian Securities Exchange (ASX) Listing Rules, Northern Minerals Limited attaches a copy of the Notice of Meeting, Shareholder Proxy Form and Notice of Access Letter to be sent to shareholders today.

Authorised by Nicholas Curtis AM – Executive Chairman

For further information:

Northern Minerals

Nicholas Curtis AM – Executive Chairman

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Powering Technology.

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NORTHERN MINERALS LIMITED
ABN 61 119 966 353

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

2:00 PM (PERTH TIME), THURSDAY 6 JUNE 2024

AT

**QUEST KINGS PARK
54 KINGS PARK ROAD
WEST PERTH
WESTERN AUSTRALIA 6005**

Please read this document carefully.

You should read this document in its entirety before deciding how to vote on any Resolution at the Extraordinary General Meeting.

You are **strongly encouraged** to consider these issues carefully and **exercise your right to vote**.

If you are unable to attend the Meeting please complete and return your proxy form in accordance with the specified instructions.

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Notice is hereby given that an extraordinary general meeting of shareholders of Northern Minerals Limited ABN 61 119 966 353 (**Company**) will be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia, at 2.00pm (Perth time) on Thursday, 6 June 2024 (**Meeting**).

AGENDA

RESOLUTION – REMOVAL OF MR NICHOLAS CURTIS AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution (**Resolution**) as an **ordinary resolution**:

“That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth) and rule 29 of the Company’s constitution, Mr Nicholas Curtis AM be removed as a director of the Company effective immediately on the passing of this resolution.”

By order of the Board



Belinda Pearce
Company Secretary
6 May 2024

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NOTES RELATING TO VOTING

The notes relating to voting and the Explanatory Notes form part of this Notice of Meeting.

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), it has been determined that persons who are registered holders of shares in the Company as at 2:00pm (Perth time) on Tuesday 4 June 2024 will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present to vote at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Holders of options or other convertible securities issued by the Company who are not shareholders but who wish to vote as shareholders at the Meeting are required to lodge valid exercise notices with the Company no later than one week before the Meeting to allow sufficient time for the shares to be issued by the Company.

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2 How to vote

Shareholders may appoint a proxy by submitting a Proxy Form to the share registry. Please note that the Proxy Form needs to be received by no later than 2.00pm (Perth time) on Tuesday 4 June 2024.

Even if you plan to attend the Meeting, you are still encouraged to submit a directed proxy in advance of the Meeting so that your votes can still be counted if, for any reason, you cannot attend.

Appointing a proxy

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed Proxy Form (see section 3 of these notes relating to voting, and the Proxy Form).

A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

If you wish to direct how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the Resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to the Resolution, then by signing and submitting the Proxy Form, you will be expressly authorising the Chairman to vote as they see fit in respect of the Resolution.

The Resolution will be decided by poll. On a poll, if:

- a shareholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the Resolution; and
- that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the Resolution,

the Chairman of the Meeting will, before voting on the Resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on the Resolution and must vote in accordance with the written direction of that shareholder.

Please note that for proxies without voting instructions that are exercisable by the Chairman of the Meeting, the Chairman intends to vote all available proxies **AGAINST** the Resolution.

3 Proxy Form

To be effective, a Proxy Form must be received no later than 2.00pm (Perth time) on Tuesday 4 June 2024 at:

Share Registry (Automic Group Pty Ltd):

By post:

Automic
GPO Box 5193
Sydney NSW 2001

By fax: Facsimile

Number:
+61 2 8583 3040

By email:

meetings@automicgroup.
com.au

By hand:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

Online:

[\[https://investor.automic.com.au/#/loginsah\]](https://investor.automic.com.au/#/loginsah)

Instructions of how to lodge online are shown on your proxy form.

4 Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

5 Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not be, a shareholder of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the Shareholders of Northern Minerals to provide information about the Resolution to be considered at the Meeting. These Explanatory Notes are important and should be read carefully by all Shareholders.

The Resolution has been requisitioned by Yuxiao Fund Pte Ltd (**Yuxiao Fund**), which holds over 5% of the shares in Northern Minerals. Further information is set out in the Company's previous announcements to the Australian Securities Exchange (**ASX**), in particular the announcements made on 5 December 2023, 8 December 2023, 12 December 2023, 15 December 2023, 12 February 2024, 21 March 2024 and 10 April 2024.

The directors of the Company other than Mr Curtis (with Mr Curtis abstaining) (**Remaining Directors**) strongly recommend that Shareholders vote **AGAINST** the Resolution. Given that Mr Curtis has a clear personal interest in the Resolution, he has abstained from joining the Remaining Directors in making any recommendation with respect to the Resolution.

RESOLUTION – REMOVAL OF MR NICHOLAS CURTIS AS A DIRECTOR OF THE COMPANY

General

Yuxiao Fund is seeking to remove Mr Nicholas Curtis AM as a director of the Company. For the reasons set out below, the Remaining Directors (with Mr Curtis abstaining) strongly recommend that Shareholders vote **AGAINST** the Resolution.

In making a recommendation for Shareholders to vote **AGAINST** the Resolution, the Remaining Directors have taken into account Mr Curtis' past performance, contributions to the Company and the current and future needs of both the Board and the Company. The Remaining Directors consider that Mr Curtis' distinct set of skills, deep industry knowledge and experience are of significant ongoing benefit to both the Board and the Company.

A brief overview of Mr Curtis' relevant, valuable experience is set out below.

- Mr Curtis serves on the Board of the Company as Executive Chairman. Mr Curtis brings 40 years' experience in mining and finance, with a particular knowledge of the rare earths industry.
- Mr Curtis was appointed to the Board of Northern Minerals in November 2021 and is currently a Fellow of the Australian Institute of Company Directors.
- Prior to his career in the mining industry Mr Curtis was an Executive Director at Macquarie Bank Limited heading the commodities division.
- In 1998 Mr Curtis founded Sino Gold Limited which was listed on the ASX in 2001 and taken over by Eldorado Gold of Canada in 2006 after becoming a top 100 company of the ASX.
- In 2001, Mr Curtis took control of ASX-listed Lynas Corporation and refocused it as a rare earths company developing the Mt Weld rare earth deposit in Western Australia and a large downstream rare earth processing plant in Malaysia.
- In 2011, Mr Curtis founded Forge Resources Ltd, a junior ASX mining exploration company which acquired the Balla Balla Project in the Pilbara in Western Australia. The company was privatised 2014, and became BBI Group Pty Ltd, focussed on building a large-scale integrated iron ore system in the Pilbara.
- Mr Curtis was awarded a member of the Order of Australia for his services to the community through executive roles supporting medical research and healthcare organisations and for services to the Australia China business relationship.

During his time with the Company, Mr Curtis has applied this experience to:

- Lead the modification to the development strategy of the Browns Range Heavy Rare Earths Project ("the Project") by proposing the Company process the ore to a mineral concentrate stage rather than through to a mixed rare earth carbonate, reducing project complexity and CAPEX.

- Leading the negotiations and relationship development with the Company's key offtake and finance partner Iluka Resources.
- Commenced the process of stakeholder engagement with key potential project funders including Northern Australia Infrastructure Fund ("NAIF") and Export Finance Australia ("EFA")
- Re-shaped and augmented the senior leadership team to one that is now capable of progressing the Project through FID, construction, commissioning and into production.
- Led the Company through the production of its current Definitive Feasibility Study process.
- Implemented upgraded governance, reporting and safety systems.

The Remaining Directors consider that Mr Curtis' unique experience in the rare earths industry including being one of the few executives in the world (outside of China) that has taken a rare earths project through exploration, development, financing, construction, commissioning and into production will be integral in obtaining debt (including Government) and equity finance to enable the Browns Range Heavy Earth Project to get into production.

The Remaining Directors note Yuxiao Fund's assertions relating to NTU's 'Poor Financial Performance' and 'Corporate Governance Concerns' (see statement from Yuxiao Fund below). The Remaining Directors strongly refute all these assertions, specifically noting:

- Movement in NTU's net asset position from 2022 to 2023:** The material movement in NTU's net asset position (as outlined in the 2023 Annual Report)¹ is attributable to the issue of a convertible note to Iluka Resources (which provided \$15 million in funding) as part of the strategic partnership with Iluka Resources announced in October 2022. The Remaining Directors note that shareholders voted **FOR** the ratification of the issue of the convertible note to Iluka Resources at the meeting held on 12 December 2022 to approve this aspect of the Iluka Resources transaction.
- Executive Chairman salary:** The Executive Chairman's fixed remuneration has been benchmarked against industry standards and the Remaining Directors consider the agreed package to be appropriate given Mr Curtis's experience and background in the rare earths industry.
- Corporate Governance Matters:** The Remaining Directors are aware of the meeting held between representatives of Yuxiao Fund and Mr Curtis in January 2023 which was requested in the context of the Executive Chairman seeking a meeting with NTU's largest shareholder. A fellow Director, Mr Bin Cai, arranged the meeting and attended all the discussions. The Remaining Directors were supportive of Mr Curtis and Mr Cai attending such a meeting.

The Remaining Directors are of the view that Mr Curtis' removal from the Board would be a substantial loss for the Company. Should Mr Curtis be removed as a director of the Company, the Remaining Directors consider that there will be a significant gap in the Board's set of skills and experience which the Company benefits from. In addition, the Remaining Directors consider Mr Curtis' unique experience in the rare earths industry is a key attribute in the Company seeking to develop the Browns Range Heavy Rare Earth Project.

Relevant information about Yuxiao Fund

Relevant information about ongoing affairs in relation to Yuxiao Fund is set out in the Company's announcement to the ASX on 30 October 2023 (**30 October Announcement**). In particular, as noted in the 30 October Announcement:

- on 15 February 2023, the Treasurer of the Commonwealth of Australia (the **Treasurer**) prohibited the acquisition by Yuxiao Fund of an additional 9.92% interest in the Company which, on the basis of the information provided to the Treasurer, would have increased Yuxiao Fund's interest in the Company to 19.9% (the **Prohibition Order**). The Prohibition Order also included a direction to Yuxiao Fund to not increase the proportion of its interests in the Company beyond 9.98%;

¹ Refer to NTU ASX Announcement dated 30 October 2023 "Annual Report to Shareholders".

- the Company had, at the time of the 30 October Announcement, received shareholder nominations for 3 candidates to be elected to the Board of the Company (**Candidates**). One of the candidates was Mr Wu Tao, whose nomination was proposed by a nominated representative of Yuxiao Fund;
- the Company was seeking to better understand whether there are links between the Candidates (and/or their nominating shareholders) and other shareholders in the Company;
- the Company had also been examining recent share buying activities by certain other persons who may have links to Mr Wu Tao and/or Yuxiao Fund; and
- in the circumstances, the Company considered it appropriate, and in the best interests of the Company, for the above matters to be referred for consideration by the Foreign Investment Review Board (**FIRB**) so as to ensure that no breaches of the Prohibition Order or of any Australian law had occurred or would occur as a result of the above matters.

As further noted in the 30 October Announcement, the Australian Securities and Investments Commission (**ASIC**) granted relief to the Company pursuant to section 250P of the Corporations Act to extend the period within which the Company must hold its annual general meeting (**2023 AGM**) by three months, from 30 November 2023 to 29 February 2024. This provided additional time for appropriate inquiries to be made into the above matters.

Subsequently, as announced to the ASX on 5 December 2023, the Company received a notice pursuant to section 203D of the Corporations Act from Yuxiao Fund outlining its intention to move the Resolution and a notice pursuant to section 249D of the Corporations Act from Yuxiao Fund requisitioning the Company to call a general meeting of the Company (**EGM**) to consider the Resolution.

On 12 December 2023, the Company made a further announcement to the ASX (**12 December Announcement**) noting that the Supreme Court of New South Wales had made orders extending the period of time by which the Company must call and hold the EGM. Under the orders, the EGM must be called on the earlier of the day on which the 2023 AGM is called, or (subject to a further order of the Court) 30 April 2024. In addition, under the 12 December Announcement, the Company noted that it was examining the option of having the date on which the 2023 AGM must be called extended further to give FIRB additional time to investigate and consider whether the matters referred to in the 30 October Announcement give rise to any breach of the Prohibition Order or of any Australian law.

On 15 December 2023, the Company made a further announcement to the ASX noting that ASIC had granted relief to the Company pursuant to section 250P of the Corporations Act to further extend the period within which it must hold its 2023 AGM. Under this further extension, the date by which the Company was required to hold the 2023 AGM (and also the EGM) was extended from 29 February 2024 to 5 April 2024.

On 12 February 2024, the Company made a further announcement to the ASX noting that ASIC had granted further relief to the Company pursuant to section 250P of the Corporations Act to further extend the period within which it must hold its 2023 AGM. The date by which the Company was required to hold the 2023 AGM (and also the EGM) was extended from 5 April 2024 to 6 May 2024. On 21 March 2024, the Company announced to the ASX that ASIC had granted further relief to further extend this date from 6 May 2024 to no later than the 7 June 2024.

On the 10 April 2024, the Company announced that the Supreme Court of New South Wales (**Court**) made orders which extended the period of time by which the Company must call the EGM such that it must call the EGM on the earlier of the day on which the 2023 AGM is called or (subject to further order of the Court) 1 July 2024.

As at the date of this Notice of Meeting, the Company has not received any indication that FIRB has concluded or otherwise ceased its investigations into the matters referred to in the 30 October Announcement. The Board is continuing to monitor and assess this situation.

The Company stresses that no views have yet been formed on whether any of the above matters do, in fact, give rise to any breaches of the Prohibition Order or of any Australian law.

Further details in relation to the matters relating to the 30 October Announcement are set out in the Company's notice of meeting for its 2023 annual general meeting, as announced to the ASX on 6 May 2024.

Shareholders should consider the Resolution in light of the matters set out above.

Recommendation

The Remaining Directors strongly recommend that Shareholders vote **AGAINST** the Resolution.

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STATEMENT FROM YUXIAO FUND PTE LTD

This statement has been supplied by Yuxiao Fund Pte Ltd for circulation to shareholders in relation to the items of business to be considered at the Extraordinary General Meeting of Northern Minerals Limited it has requisitioned under section 249D of the *Corporations Act 2001* (Cth).

Northern Minerals Limited does not take responsibility for the accuracy of the information provided by Yuxiao Fund Pte Ltd.

MEMBER'S STATEMENT PURSUANT TO SECTION 249P CORPORATIONS ACT 2001 (CTH)

Dear fellow Northern Minerals Limited (NTU) shareholder

Yuxiao Fund Pte Ltd, being the registered holder of at least 5% of the votes that may cast at a general meeting of NTU (**Requisitioning Member**), has requested the calling of a general meeting of NTU to consider a couple of resolutions.

Resolution 1

The Requisitioning Member is initiating this action due to its reservations about Mr Nicolas Curtis AM's suitability to serve as a director and Executive Chairman of NTU, citing the following reasons:

(1) Poor Financial Performance

NTU's 2023 annual report discloses, for the first time in the past seven years, a negative net asset value of approximately \$6.5 million. By contrast, the net asset value was positively recorded at approximately \$5.6 million in NTU's 2022 annual report. Notably, the 2023 annual report indicates that Mr Curtis continues to receive a fixed remuneration of \$720,000 (exclusive of superannuation) for the relevant financial year.

(2) Corporate Governance Concerns

It has come to our attention that Mr Curtis may not be devoting the necessary time and focus required for the effective management of NTU. In January 2023, Mr Curtis sought a meet with a representative of the Requisitioning Member in Singapore. During the meeting, Mr Curtis attempted to persuade the Requisitioning Member to invest in several companies, including *Forge Resources Pty Ltd*, *Westover Holdings Pty Limited* and *Wild Side (WA) Pty Ltd*, each of which, to the knowledge of the Requisitioning Member, are entirely unrelated to NTU. Although the Requisitioning Member has declined the investment invitations after careful evaluation and believed that those investment projects were lacking in investment value, the Requisitioning Member is of the view that Mr Curtis' actions on behalf of those companies raises concerns about potential conflicts of interest (if any) and the allocation of Mr Curtis' time and resources away from NTU's core objectives.

Resolution 2

[Text not included noting that Resolution 2 has since been withdrawn by Yuxiao Fund, as noted in the Company's announcement to the ASX on 8 December 2023]

Summary

As a major shareholder, we are deeply committed to ensuring that the leadership of our company is aligned with the best interests of all shareholders and is dedicated to the strategic goals and vision of NTU. In light of our concerns regarding Mr Curtis' performance, we propose the convening of an Extraordinary General Meeting for the specific purpose of discussing and voting on the removal of Nicolas Curtis AM as a director

of NTU. This decision is not made lightly but we believe it is necessary to protect the integrity and future success of NTU.

The Requisitioning Member firmly believes that NTU could only benefit from the new leadership which would come from the removal as a director of NTU's current Executive Chairman, Mr Nicolas Curtis AM.

Recommendation

It is recommended that shareholders vote **in favour of all resolutions proposed.**

Sincerely,



Yuxiao Fund Pte Ltd

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Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **02.00pm (AWST) on Tuesday, 4 June 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank or your named proxy does not attend the meeting or does not vote on the resolution, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the Chair's voting intentions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, a sole director can sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

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+61 2 8583 3040

All enquiries to Automic:

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<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Extraordinary General Meeting Notice of Meeting and Proxy Form

Dear Shareholder

Northern Minerals Limited is convening an Extraordinary General Meeting (EGM) of shareholders to be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia at 2.00pm (Perth time) on Thursday 6 June 2024.

A copy of the Notice of Meeting can be viewed and downloaded online at the following link:

<https://northernminerals.com.au/NOMExtraordinarygeneralmeeting2024>

Please read the Notice of Meeting carefully. You are **strongly encouraged** to consider the resolution carefully and **exercise your right to vote**. The resolution relates to Yuxiao Fund seeking to remove Mr Nicholas Curtis AM as a director of the Company. The Board strongly recommends that you vote **against** the resolution. The Board considers Mr Curtis's unique experience in the rare earths industry is a key attribute in the Company seeking to develop the Browns Range Heavy Rare Earth Project.

A copy of your personalised Proxy Form is enclosed for convenience. Proxy forms may also be lodged online by using the link below:

<https://investor.automic.com.au/#/loginsah>

(Login and click on 'Meetings'. Use the Holder Number shown at the top of your Proxy Form.)

Proxy forms for the EGM must be received no later than 2.00pm (Perth time) on Tuesday 4 June 2024.

If you have any difficulties obtaining a copy of the Notice of Meeting, or would like to request a hard copy of the Notice of Meeting, please contact the Company's share registry, Automic Group Pty Ltd, on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Shareholders should monitor Northern Minerals' website where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the EGM.

Yours sincerely

Belinda Pearce

Company Secretary

6 May 2024

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