

Share Purchase Plan Offer Documentation

Following the ASX Announcement by Northern Minerals Limited (**Company**) on 16 September 2024 – Strong Support for \$43m Placement, announcing the launch of the Company's Share Purchase Plan (**SPP**), attached is a copy of the letter sent to eligible shareholders who were on the register as at the 13 September 2024 record date for the SPP.

Also attached is a copy of the SPP Offer Booklet. The attached letter advises how to obtain a copy of the booklet and personalised Application Form.

This ASX announcement has been authorised for release by Shane Hartwig – Managing Director

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25 September 2024

Not for release to US wire services or distribution in the United States

Dear Shareholder

Share Purchase Plan – Letter to Eligible Shareholders

1 Background

On behalf of the Directors of Northern Minerals Limited (ASX: NTU) (**NTU** or the **Company**), I am pleased to:

- offer you the opportunity to participate in a share purchase plan (**SPP**), which allows Eligible Shareholders to subscribe for up to \$30,000 worth of new fully paid ordinary shares in NTU (**SPP Shares**) at \$0.019 (**Issue Price**), without incurring any brokerage or other transaction costs; and
- notify you that the SPP is now open and provide you with instructions on how to obtain a copy of the offer booklet in relation to the SPP that was lodged with ASX today (**Booklet**) and your personalised Application Form.

The SPP aims to raise up to \$5.0 million¹ and is not underwritten. The SPP follows the Company's recently announced \$43 million non-underwritten two-tranche placement to institutional and sophisticated investors (**Placement**) (the Placement and SPP together, the **Equity Raising**). The Equity Raising is expected to raise up to \$48 million (subject to receipt of necessary shareholder approval for Tranche Two of the Placement). Along with existing cash reserves, proceeds from the Equity Raising are intended to fund the Company to completion of the Browns Range Project definitive feasibility study and progress towards a final investment decision.

For more information regarding the Placement, please refer to the ASX announcement and investor presentation issued by the Company on Monday, 16 September 2024.

Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Booklet.

2 Summary of SPP

The SPP is available to all Shareholders registered on the Record Date whose registered address is in Australia or New Zealand, provided they are not in the United States or acting for the account or benefit of a person in the United States (**Eligible Shareholders**).

The SPP is also being offered to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries who are not in the United States.

Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000 or \$30,000.

To the extent it is necessary to scale back the number of SPP Shares that will be issued to Eligible Shareholders under the SPP, the Company intends to do so in its discretion, having regard to factors including the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for SPP Shares and the total application received from Eligible Shareholders. If there is a scale back you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for and the difference between the application monies received from you, and the

¹ NTU may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

Powering Technology.

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number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest and provided the amount to be refunded is greater than \$2.00).

The SPP is subject to the terms and conditions set out in the Booklet.

3 How to obtain a copy of the Booklet and personalised Application Form

The Booklet and your personalised Application Form are available on the investor portal at <https://investor.automic.com.au/#/home>.

If you are unable to access the investor portal, you can request a copy of the Booklet and your personalised Application Form to be posted or emailed to you by contacting the Registry on 1300 126 515 (within Australia), +61 2 8072 1451 (outside Australia) or at corporate.actions@automic.com.au between 8.30am and 7.00pm (Sydney time).

4 Key dates

Event	Date
Record Date (the date that eligibility to participate in the SPP was determined)	5.00pm (Perth time), 13 September 2024
Opening Date for applications	Wednesday, 25 September 2024
Closing Date for applications	2.00pm (Perth time), Wednesday, 16 October 2024
Results of SPP announced and SPP Shares issued	Wednesday, 23 October 2024
SPP Shares commence trading on ASX	Thursday, 24 October 2024
Despatch of holding statements	Thursday, 24 October 2024

This timetable is indicative only and subject to change. The Company reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act.

5 Action required by Eligible Shareholders

Eligible Shareholders may participate in the SPP by following the instructions on how to apply via BPAY® or electronic funds transfer in the Booklet.

In order to participate, your payment must be received before 2.00pm (Perth time) Wednesday, 16 October 2024 (**Closing Date**). However, the Company reserves the right to close the SPP early or extend the SPP in its discretion.

Participation is entirely voluntary. Before you decide whether to participate in the SPP, the Company recommends you seek independent financial advice.

Your right to participate in the SPP is not transferrable.

6 ASX Waivers from Listing Rules 7.1 and 10.11

The Company's ASX announcement dated Monday, 16 September 2024 (**Announcement**) noted that the Company had applied for waivers from Listing Rules 7.1 and 10.11 to enable the SPP to be conducted at the same price as the Placement and for the SPP Shares to be issued as an exception to NTU's placement capacity under ASX Listing Rules 7.1 and 10.11 (**Waivers**). As at the date of this letter, ASX is yet to advise the Company as to the outcome of the Waivers.

If the Waivers are not granted, the SPP will be conditional on shareholder approval to be considered at the Meeting concurrently with the approval to issue Tranche Two of the Placement. The outcome of the Waivers may impact the indicative timetable set out in the Booklet, and in particular, may require the Closing Date to be extended to the day after the Meeting.

7 Questions and further information

The Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read the Booklet carefully, including the risks set out in Schedule 1, before deciding whether to apply. You should also read the Announcement and the investor presentation released to ASX on 16 September 2024 (in particular the 'Key Risks' appendix).

If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am and 7.00 pm (Sydney time) Monday to Friday on 1300 126 515 (callers within Australia), +61 2 8072 1451 (callers outside Australia) or at corporate.actions@atomic.com.au or consult your financial or other professional adviser.

If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your financial or other professional adviser.

On behalf of the Board, thank you for your continued support as an NTU shareholder.

Yours sincerely



Shane Hartwig
Managing Director/CEO, Northern Minerals Limited

Disclaimer

An investment in Northern Minerals Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Northern Minerals, including possible loss of income and capital invested. Northern Minerals does not guarantee any particular rate of return or the performance of Northern Minerals nor does it guarantee the repayment of capital from Northern Minerals or any particular tax treatment. Persons should have regard to the risks outlined in the Investor Presentation released to ASX on 16 September 2024 (**Investor Presentation**). This document should be read in conjunction with the Investor Presentation and the important notices contained in that document. Past performance should not be relied upon as (and is not) an indication of future performance.

This document is not an offer or an invitation to acquire Northern Minerals Shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be unlawful. The SPP Shares offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, such SPP Shares may not be offered or sold, directly or indirectly, in the United States except in transaction exempt from, or not subject to the registration requirements of the US Securities Act and applicable US state securities laws. The SPP Shares in the SPP will only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Northern Minerals with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand). Neither this document or the SPP Booklet have been registered, filed with or approved by any New Zealand regulatory authority. Neither this document nor the SPP Booklet constitute a product disclosure statement under New Zealand law and are not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

This document is not financial advice or a recommendation to acquire Northern Minerals Shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective, investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as they deem necessary or appropriate in their jurisdiction. Northern Minerals is not licensed to provide financial product advice in respect of Northern Minerals Shares. Cooling off rights do not apply to the acquisition of Northern Minerals Shares.



**NORTHERN
MINERALS**

Northern Minerals Limited Share Purchase Plan Booklet

This is an important document issued by Northern Minerals Limited (ACN 119 966 353) and requires your immediate attention. You should read this Booklet in full.

Eligible Shareholders have the opportunity to participate in the share purchase plan offer by applying for up to \$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the offer and how to participate are set out in this Booklet.

Applications for new Shares under the SPP must be received by 2.00pm (Perth time) on Wednesday, 16 October 2024.

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Important information

If you are an Eligible Shareholder, this booklet (**Booklet**) and the personalised Application Form that accompanies it contains important information and requires your immediate attention. You should read both documents, and the investor presentation released to ASX on 16 September 2024 (**Investor Presentation**) (in particular the 'Key Risks' appendix) carefully and in their entirety. This Booklet and the offer constituted by it is made in accordance with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. This Booklet is not a prospectus or product disclosure statement under the *Corporations Act 2001* (Cth) (**Corporations Act**) and has not been, and will not be, lodged with the Australian Securities and Investments Commission (**ASIC**).

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be unlawful. The SPP Shares offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, such SPP Shares may not be offered or sold, directly or indirectly, in the

United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable US state securities laws.

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 126 515 (callers within Australia) or +61 2 8072 1451 (callers outside Australia) between 8.30am and 7.00pm (Sydney time) Monday to Friday or at corporate.actions@automic.com.au or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in NTU through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

1 Letter to Shareholders

Dear Shareholder

On behalf of the directors of Northern Minerals Limited (ACN 119 966 353) (**NTU** or **Company**), I am pleased to offer you the opportunity to participate in a share purchase plan (**SPP**), which allows Eligible Shareholders to subscribe for up to \$30,000 worth of new Shares in NTU (**SPP Shares**) without incurring brokerage or other transaction costs.

The SPP aims to raise up to \$5.0 million and is not underwritten.¹

The SPP follows NTU's recently completed \$43 million non-underwritten two-tranche placement to institutional and sophisticated investors (**Placement**)² (the Placement and SPP together, the **Equity Raising**). The Equity Raising was announced to ASX on Monday, 16 September 2024 and is discussed further below.

New SPP Shares are being offered at the Issue Price of \$0.019 per share which is the issue price of Shares under the Placement. This Issue Price represents:

- a 20.8% discount to the closing price of \$0.024 per share on 11 September 2024; and
- a 22.4% discount to the volume weighted average price (**VWAP**) of the Company's shares over the five consecutive trading days on ASX up to and including 11 September 2024.

NTU has applied for waivers from ASX Listing Rules 7.1 and 10.11 to enable the SPP to be conducted at the Placement price and for the SPP Shares to be issued as an exception to NTU's placement capacity under ASX Listing Rules 7.1 and 10.11 (**Waivers**). If the ASX does not grant NTU the Waivers, the SPP will be conditional on shareholder approval to be considered at the Meeting concurrently with the approval to issue Tranche Two of the Placement. The outcome of the Waivers will impact the indicative timetable set out in Section 2 and other anticipated dates of this Booklet.

Proceeds from the Equity Raising (subject to shareholder approval for Tranche Two of the Placement), along with existing cash reserves will be applied to:

- finalisation of Definitive Feasibility Study (**DFS**);
- front-end engineering and design (**FEED**) programs and DFS optimisation;
- working capital, site and corporate costs;
- project funding legal and advisory costs;
- additional staffing, site capex, heritage and environmental programs;
- exploration (including progressing updated Mineral Resource estimate for the Wolverine deposit and further mineral resource updates across the Project);
- additional exploration drilling program (to increase the Project's resource base via extensional and target definition drilling), and
- costs of the Equity Raising.

Placement details

On Monday, 16 September 2024, NTU announced that it had received binding commitments to raise \$43 million (before costs) under the Placement via the issue of

¹ NTU may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

² NTU has completed Tranche One of the Placement and issued 887,299,896 Shares on 24 September 2024 at an offer price of \$0.019 per Share. Tranche Two of the Placement includes the issue of Shares which are subject to the receipt of shareholder approval.

approximately 2,263 million Shares at an offer price of \$0.019 per Share to existing and new institutional and sophisticated investors, which would take place in two tranches:

- Tranche One will be completed under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 raising approximately \$17 million via the issue of 887,299,896 new Shares (**Tranche One**); and
- Tranche Two of the Placement will be completed, subject to shareholder approval at an upcoming general meeting of the Company expected to be held on 6 November 2024 (**Meeting**), to raise the balance of approximately \$26 million via the issue of 1,375,857,999 new Shares (**Tranche Two**).

For further information on the Equity Raising (including the use of funds), please refer to the ASX announcement and investor presentation (**Investor Presentation**) (in particular the 'Key Risks' appendix) released by NTU on Monday, 16 September 2024.

Participation in the SPP

Participation in the SPP is voluntary and open to all Eligible Shareholders, being holders of Shares in NTU at 5.00pm (Perth time) on Friday, 13 September 2024 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this booklet (**Booklet**). Your right to participate in the SPP is not transferrable.

Once issued, SPP Shares will rank equally with existing Shares in NTU.

The terms and conditions of the SPP are provided in this Booklet. We urge you to read the Booklet and Investor Presentation (in particular the 'Key Risks' appendix) in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply for SPP Shares

The SPP opens at 9.00am on Wednesday, 25 September 2024 and is expected to close at 2.00pm (Perth time) on Wednesday, 16 October 2024. SPP Shares are expected to be issued on Wednesday, 23 October 2024 and to commence trading on ASX on Thursday, 24 October 2024. The occurrence of these actions on the dates set out above is subject to obtaining the Waivers in respect of the SPP. Therefore, if the Waivers are not obtained the occurrence of these actions will be rescheduled to after the Meeting.

Details of the SPP Offer and how to participate are set out in this document. This document and the application form are available on the investor portal at <https://investor.automic.com.au/#/home>.

To apply for SPP Shares, you must make payment directly via BPAY^{®3} or Electronic Funds Transfer (**EFT**) before **2.00pm (Perth time) on Wednesday, 16 October 2024**.

Important information regarding potential scale-back in the SPP

NTU is targeting to raise up to approximately \$5 million under the SPP. However, NTU may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount, close the SPP early and/or scale-back applications or increase the amount raised under the SPP if the total demand for the SPP exceeds the target amount (subject to the maximum permitted under the ASX Listing Rules) at its absolute discretion.

In the event of a scale-back, it is NTU's intention that each applicant will be treated equally and will be scaled-back pro-rata based on the number of SPP Shares for which they have applied (subject to any minimum dollar allocation determined by NTU at its absolute discretion). When determining the amount (if any) by which to scale-back an application,

³ Registered by BPAY Pty Ltd (ABN 69 079 137 518).

NTU may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional shares after the Record Date and the date an application was made.

In the event of a scale-back, you may be allocated SPP Shares to a value which is significantly less than the parcel for which you applied. Should this happen, the balance of any application monies not applied to acquire SPP Shares under the SPP will be refunded to you, without interest (subject to a minimum refund amount of \$2). NTU will make an announcement to the ASX on the outcome of the SPP and the number of SPP Shares issued on or around 23 October 2024, and the SPP Shares will be issued on or around that date.

Questions and further information

This Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Booklet and the Investor Presentation (in particular the 'Key Risks' appendix) carefully and in their entirety before deciding whether to apply to participate in the SPP.

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 126 515 (callers within Australia) or +61 2 8072 1451 (callers outside Australia) between 8.30am and 7.00pm (Sydney time) Monday to Friday or at corporate.actions@automic.com.au or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in NTU through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of NTU.

Yours sincerely



Shane Hartwig
Managing Director/ CEO
Northern Minerals Limited

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2 Summary of important dates

Event	Date
Record Date (the date that eligibility to participate in the SPP was determined)	5.00pm (Perth time), 13 September 2024
Opening Date for applications	Wednesday, 25 September 2024
Closing Date for applications	2.00pm (Perth time), Wednesday, 16 October 2024
Results of SPP announced and SPP Shares issued	Wednesday, 23 October 2024
SPP Shares commence trading on ASX	Thursday, 24 October 2024
Despatch of holding statements	Thursday, 24 October 2024
<i>This timetable is indicative only and subject to change. NTU reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Perth time unless otherwise specified.</i>	

3 Summary of SPP

IMPORTANT NOTICE: If you apply to participate in the SPP by making a BPAY® payment or EFT, you are accepting the risk that the market price of Shares may change between the time you make your application and the Issue Date. This means it is possible that, between the time you make your application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price for SPP Shares under the SPP.

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4 of this Booklet.

Key SPP details	Summary
SPP offer	Eligible Shareholders of NTU may subscribe for up to \$30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	<p>Together with proceeds raised under the Placement and existing cash reserves, the proceeds of the SPP will be applied to:</p> <ul style="list-style-type: none">• finalisation of DFS;• FEED programs and DFS optimisation;• working capital, site and corporate costs;• project funding legal and advisory costs;• additional staffing, site capex, heritage and environmental programs;• exploration (including progressing updated Mineral Resource estimate for the Wolverine deposit and further mineral resource updates across the Project);• additional exploration drilling program (to increase the Project's resource base via extensional and target definition drilling), and• costs of the Equity Raising.
Voluntary participation	<p>Participation in the SPP is entirely voluntary.</p> <p>Before you decide whether to participate in the SPP, NTU recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.</p> <p>If you do not wish to participate in the SPP, do nothing.</p>
Issue Price of the SPP Shares	<p>The Issue Price per SPP Share will be \$0.019 which is the issue price of Shares under the Placement announced to ASX on Monday, 16 September 2024.</p> <p>This Issue Price represents:</p>

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Key SPP details**Summary**

- a 20.8% discount to the closing price of \$0.024 per share on 11 September 2024; and
- a 22.4% discount to the 5-day VWAP up to and including 11 September 2024.

NTU has applied for the Waivers to enable the SPP to be conducted at the Placement price and for the SPP Shares to be issued as an exception to NTU's placement capacity. If the ASX does not grant NTU the Waivers, the SPP will be conditional on shareholder approval to be considered at the Meeting concurrently with the approval to issue Tranche Two of the Placement. The outcome of the Waivers will impact the indicative timetable set out in Section 2 and other anticipated dates of this Booklet.

There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue of the SPP Shares.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

Eligible Shareholders

Eligible Shareholders are eligible to participate in the SPP, being Shareholders who were registered holders of Shares at 5.00pm (Perth time) on Friday, 13 September 2024 with a registered address in either Australia or New Zealand as shown on the Register.

The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Not transferable

The SPP offer cannot be transferred.

Investment amount

Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000 or \$30,000.

The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the discretion of NTU.

How to apply

An electronic copy of this Booklet, along with the application form is accessible at <https://investor.automic.com.au/#/home>.

If you are unable to access the website online you can request a copy of the Booklet and the personalised Application Form to be posted or emailed to you by contacting the Registry on 1300 126 515 (within

Key SPP details

Summary

Australia), +61 2 8072 1451 (outside Australia) between 8.30am and 7.00pm (Sydney time) or at corporate.actions@automic.com.au.

If you wish to participate in the SPP, you need to do one of the following:

Option 1: Apply via BPAY®

To apply via BPAY® you will need to:

- visit <https://investor.automic.com.au/#/home> to download your personalised form and access the specific biller code and the customer reference number (**CRN**) that is required to identify your shareholding. You will need to provide your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) and follow the instructions provided;
- be an account holder with an Australian branch of a financial institution; and
- ensure that your payment for the appropriate amount is received by the Registry before **2.00pm (Perth time) on Wednesday, 16 October 2024**. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

You can only make payment via BPAY® if you are the holder of an account with an Australian branch of a financial institution that supports BPAY® transactions.

If you are paying via BPAY®, there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

Option 2: Apply via Electronic Funds Transfer (EFT)

To apply by EFT you will need to:

- follow the instructions in the application form available online at <https://investor.automic.com.au/#/home>; and
- ensure that your payment for the appropriate amount is received by the Registry before **2.00pm (Perth time) on Wednesday, 16 October 2024**. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.
- You must quote your unique payment reference, as shown on your personalised application form, as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

If you are paying via EFT, there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

Rights attached to SPP Shares

SPP Shares will rank equally with all other Shares on issue.

Key SPP details	Summary
Custodians and nominees	<p>The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.</p> <p>The SPP is being offered to Custodians and nominees as the registered Shareholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries.</p> <p>Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.</p> <p>If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit a 'Custodian Certificate' that contains further certifications and details (as required under the terms of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.</p> <p>To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry on 1300 126 515 (within Australia), +61 2 8072 1451 (outside Australia) between 8.30am and 7.00pm (Sydney time) or at corporate.actions@automic.com.au.</p> <p>A Custodian will be ineligible to participate in the SPP if their participation would be in breach of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>.</p>
Issue of SPP Shares	<p>Holding statements are expected to be despatched on or around Thursday, 24 October 2024.</p>
Oversubscriptions and scale back	<p>The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$5.0 million. NTU may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.</p> <p>To the extent it is necessary to scale back the number of SPP Shares that will be issued to Eligible Shareholders under the SPP, NTU intends to do so in its discretion, having regard to factors including the size of your shareholding as at the Record Date and the total applications received from Eligible Shareholders. If this happens you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for and the difference will be refunded to you (without interest, provided the amount to be refunded is greater than \$2).</p>

Key SPP details

Summary

Refunds

Any application monies refunded by NTU will be paid by direct credit (the payment method will be determined by NTU in its absolute discretion) in Australian currency. By applying for SPP Shares, each Shareholder authorises NTU to pay any monies to be refunded by using the payment instructions of the Shareholder recorded in the Registry's records if NTU should elect to pay in this manner.

Refunds will be made without interest and as soon as practicable after the SPP Closing Date. If the amount to be refunded is less than \$2, a refund will not be issued and the funds will be retained by the Company and donated to charity.

If you apply by EFT but fail to include the unique reference number, please contact the Registry on 1300 126 515 (within Australia), +61 2 8072 1451 (outside Australia) between 8.30am and 7.00pm (Sydney time) or at corporate.actions@automic.com.au to arrange your refund.

More information

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 126 515 (within Australia), +61 2 8072 1451 (outside Australia) between 8.30am and 7.00pm (Sydney time) or at corporate.actions@automic.com.au or consult your financial or other professional adviser.

If you have any questions in relation to whether an investment in NTU through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

4 Terms and conditions of the SPP

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement for NTU to provide prospectus disclosure in relation to the SPP. This Booklet does not constitute a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP Offer. You must rely on your own knowledge of NTU, previous disclosure made by NTU to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you make a payment by BPAY® or ETF and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of NTU.

The previous sections of this Booklet and the Application Form form part of these terms and conditions.

4.1 Offer

- (a) NTU offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares under the SPP subject to and in accordance with the terms and conditions set out below, in the previous sections of this Booklet and the Application Form (**SPP Offer**).
- (b) The SPP Offer opens on Wednesday, 25 October 2024 and closes at 2.00pm (Perth time) Wednesday, 16 October 2024 (or such other date as NTU determines, in its absolute discretion).
- (c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 2.00pm (Perth time) Wednesday, 16 October 2024 (or such other date as NTU determines, in its absolute discretion).
- (d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (e) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (f) All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:

- (1) were registered on the Register as a Shareholder at 5.00pm (Perth time), Friday, 13 September 2024 (**Record Date**);
 - (2) had a registered address in either Australia or New Zealand at that time as shown on the Register; and
 - (3) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person).
- (b) The SPP is also extended to Eligible Shareholders who are Custodians or nominees, in accordance with clauses 4.3(b) and 4.4(e) below.
 - (c) The SPP Offer is not made to Shareholders with a registered address outside of Australia and New Zealand.
 - (d) Directors and employees who hold Shares may be Eligible Shareholders.
 - (e) Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

4.3 Joint holders and Custodians and nominees

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute the SPP Booklet to any person in, and may not participate in the SPP on behalf of any beneficial Shareholder in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

4.4 Applications for SPP Shares

- (a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000 or \$30,000.
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must either make a payment for the appropriate amount via BPAY® or EFT in accordance with the instructions at <https://investor.automic.com.au/#/home> website so that it is received prior to **2.00pm (Perth Time) on Wednesday, 16 October 2024**.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit a Custodian Certificate that contains certifications and details (required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547)

before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry on 1300 126 515 (within Australia), +61 2 8072 1451 (outside Australia) between 8.30am and 7.00pm (Sydney time) or at corporate.actions@automic.com.au.

- (f) NTU may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
- (1) your application does not comply with these terms and conditions;
 - (2) it appears you are not an Eligible Shareholder;
 - (3) your BPAY® or EFT payment is not received by the Closing Date;
 - (4) it appears that you are applying to purchase more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000 or \$30,000;
 - (5) payment of the application monies is not submitted in Australian currency; or
 - (6) the amount of your BPAY® or EFT payment is not equal to the amount of your application. If this occurs, NTU will:
 - (A) refund in full your application monies and not issue any SPP Shares to you; or
 - (B) issue to you the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest, provided the amount to be refunded is greater than \$2).
- (g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by direct credit to your nominated account (as recorded on the Register). If the amount to be refunded is less than \$2, a refund will not be issued and the funds will be retained by the Company and donated to charity.

4.5 Issue Price

- (a) The Issue Price per SPP Share is \$0.019 which is the issue price of Shares under the Placement announced to ASX on 16 September 2024. NTU has applied for the Waivers to enable the SPP to be conducted at the Placement price and for the SPP Shares to be issued as an exception to NTU's placement capacity. If the ASX does not grant NTU the Waivers, the SPP will be conditional on shareholder approval to be considered at the Meeting concurrently with the approval to issue Tranche Two of the Placement. The outcome of the Waivers will impact the indicative timetable set out in Section 2 and other anticipated dates of this Booklet.
- (b) The Issue Price represents a:
- (1) 20.8% discount to the closing price of \$0.024 per Share on 11 September 2024; and
 - (2) 22.4% discount to the VWAP of the Shares over the five consecutive trading days on the ASX up to and including 11 September 2024.

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- (c) The current Share price can be obtained from ASX.
 - (d) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 4.6(a) or, if there is a scale back, the number of SPP Shares calculated under clause 4.10.
 - (e) You acknowledge the risk that the market price of Shares may change (i.e., rise or fall) between the date of this Booklet and the date the SPP Shares are issued to you under the SPP, which may mean that the Issue Price you pay for the SPP Shares may exceed or be less than the market price of Shares on the Issue Date.

4.6 Number of SPP Shares to be issued

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, NTU will divide the value of your application monies by the Issue Price (as determined under clause 4.5(a)) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.

4.7 Issue of SPP Shares

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- (c) NTU will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on ASX the next trading day after their issue.

The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Thursday, 24 October 2024.

4.8 Shareholders outside Australia and New Zealand

- (a) The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any other jurisdiction. Shareholders who hold Shares on behalf of, or are acting for the account or benefit of, persons who reside outside Australia or New Zealand (including persons who are in the United States) are not entitled to participate in the SPP on behalf of those persons.
- (b) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of NTU at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).
- (c) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.
- (d) The SPP Shares to be offered and sold under this SPP have not been, and will not be, registered under the United States Securities Act of 1933, as amended

(the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons. A trustee, nominee or custodian must not participate in the SPP on behalf of any person in the United States and may not, distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States.

4.9 Acknowledgements

By making a payment via BPAY® or EFT, you:

- (a) are deemed to have accepted the SPP Offer and have read and irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (f) acknowledge that NTU and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per SPP Share up to the maximum value of your BPAY® or EFT payment.
- (h) acknowledge and agree that:
 - (1) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - (2) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws;
 - (3) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;
 - (4) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

- (5) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
- (i) if you are applying on your own behalf (and not as a Custodian or nominee), acknowledge and agree that:
 - (1) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - (2) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian or nominee in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- (j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (1) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) or a nominee;
 - (2) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (3) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP (and the application price for the SPP Shares and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months does not exceed \$30,000); and
 - (4) the information in the Custodian Certificate is true, correct and not misleading;
- (k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (l) you are responsible for any dishonour fees or other costs NTU may incur in presenting a cheque for payment that is dishonoured;
- (m) agree to be bound by the constitution of NTU;
- (n) acknowledge that none of NTU, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, recommendation that SPP Shares are suitable for you given your investment

objectives, financial situation or particular needs, nor has any obligation to provide such advice;

- (o) you authorise NTU, its Registry, and their officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (p) you acknowledge that this Booklet is not a prospectus, has not been and will not be lodged with ASIC, does not contain all of the information that you may require in order to assess an investment in NTU and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX; and
- (q) you acknowledge that none of NTU or its respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of NTU, nor do they guarantee the repayment of capital.

4.10 Scale back

- (a) To the extent it is necessary to scale back the number of SPP Shares that will be issued to Eligible Shareholders under the SPP, NTU may in its absolute discretion determine to issue you less than the number of SPP Shares you have applied for. If there is a scale-back, it is NTU's intention that each applicant will be treated equally and will be scaled-back pro-rata based on the number of SPP Shares for which they have applied (subject to any minimum dollar allocation determined by NTU at its absolute discretion).
- (b) In determining the number of SPP Shares you will receive in the event of a scale back, NTU may in its absolute discretion consider several factors including the size of your shareholding as at the Record Date, the extent to which you have sold or bought additional Shares after the Record date, the date an application was made and the total applications received from Eligible Shareholders.
- (c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.
- (d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest, provided the amount to be refunded is greater than \$2).

4.11 Shortfall

- (a) If there is a shortfall in the subscription for SPP Shares, NTU reserves the right to issue the Shares that comprise the shortfall to Shareholders at its absolute discretion, to the extent that any such placement of Shares under the shortfall can be made by NTU having regard to the Listing Rules and the Corporations Act.

4.12 Dispute resolution

- (a) NTU may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

- (b) The powers of NTU under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.13 Variation and termination

- (a) NTU reserves the right at any time to:
- (1) amend or vary these terms and conditions;
 - (2) waive strict compliance with any provision of these terms and conditions;
 - (3) withdraw the SPP Offer or suspend or terminate the SPP;
 - (4) vary the timetable for the SPP, including the Closing Date; and
 - (5) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).
- (b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

4.14 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.
- (b) NTU and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders), and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) The personal information we collect may include your name, address, other contact details, bank account details and details of your NTU shareholding.
- (d) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of NTU and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (e) A copy of NTU's privacy statement, which describes how we manage your personal information, is available at <https://northernminerals.com.au/privacy-policy>.

4.15 Underwriting

The SPP is not underwritten.

4.16 Governing law

These terms and conditions are governed by the laws in force in Western Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of Western Australia. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in Western Australia.

5 Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

Term	Meaning
\$	Australian dollars.
Application Form	your personalised application form accompanying this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 5.00pm (Perth time) on the Record Date.
Booklet	this document.
Closing Date	2.00pm (Perth time) Wednesday, 16 October 2024 (or such other date as NTU determines, in its absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in paragraph 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	a certificate complying with paragraph 8(3) of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Directors	the directors of NTU.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.

Term	Meaning
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 5.00pm (Perth time) on the Record Date with a registered address in either Australia or New Zealand as shown on the Register.
Issue Date	Wednesday, 23 October 2024 (or such other date as NTU determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under section 4.5 of the terms and conditions set out in this Booklet.
Listing Rules	The listing rules of the ASX.
NTU	Northern Minerals Limited (ACN 119 966 353)
Opening Date	Wednesday, 25 September 2024.
Placement	the two-tranche non-underwritten placement conducted by NTU to raise \$43 million, as announced to the ASX on Monday, 16 September 2024.
Record Date	5.00pm (Perth time), Friday, 13 September 2024.
Register	the register of Shareholders.
Registry	Automic Pty Ltd (ACN 152 260 814).
Share	a fully paid ordinary share in NTU.
Shareholder	a registered holder of a Share.
SPP	the Share Purchase Plan offer made to Eligible Shareholders under the terms of this Booklet.
SPP Offer	the offer in section 4.1 of the terms and conditions set out in this Booklet.

Term	Meaning
SPP Shares	the Shares in NTU offered pursuant to the SPP Offer to Eligible Shareholders under the terms of this Booklet.
Tranche One	the issue of 887,299,896 new Shares under the Placement pursuant to the Company's existing Listing Rules 7.1 placement capacity to raise approximately \$17 million.
Tranche Two	subject to the receipt of shareholder approval at the Meeting, the issue of 1,375,857,999 new Shares to raise the balance of approximately \$26 million under the Placement.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
Waiver	the waivers applied for by the Company from Listing Rules 7.1 and 10.11 to enable the SPP to be conducted at the Placement price and for the SPP Shares to be issued as an exception to NTU's placement capacity under Listing Rules 7.1 and 10.11.