

Appendix 3B

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

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

NORTHERN IRON LIMITED

ABN

71 125 264 575

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares in the capital of Northern Iron (" Ordinary Shares ").
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	123,326,705 Ordinary Shares under a pro rata accelerated non-renounceable entitlement offer as detailed in the announcement and Pathfinder document lodged with ASX on 4 October 2012 (" Entitlement Offer ") However, the exact number of Ordinary Shares to be issued and the breakdown of the Ordinary Shares to be issued under the institutional (" Institutional Entitlement Offer ") and retail (" Retail Entitlement Offer ") components of the Entitlement Offer are subject to: (a) reconciliation of shareholder entitlements and rounding; (b) the underwriting of the Institutional Entitlement Offer and (c) the take up of the Ordinary Shares under the Retail Entitlement Offer as the Retail Entitlement Offer is not underwritten.

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>The same as the terms of existing Ordinary Shares.</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.45 per Ordinary Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised by Northern Iron will be applied by Northern Iron:</p> <ul style="list-style-type: none"> • to compensate for a reduction in the amount able to be drawn under Northern Iron's working capital facility brought on by the material decline in iron ore price; • for general working capital purposes; • to provide ongoing financial strength and operational flexibility for Northern Iron; and • to provide increased headroom in the covenants under Northern Iron's debt facilities.
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>

6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>Holding Statements for Ordinary Shares issued under the Institutional Entitlement Offer will be despatched on 11 October 2012.</p> <p>Holding Statements for Ordinary Shares issued under the Retail Entitlement Offer will be despatched on 7 November 2012.</p>

+ See chapter 19 for defined terms.

	Number	+Class
8	493,306,818	Ordinary Shares

Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)

	Number	+Class
9	500,000	\$2.15 options expiring 24/08/2013
	500,000	\$2.50 options expiring 24/08/2013
	500,000	\$3.00 options expiring 24/08/2013
	(TOTAL: 1,500,000)	
	600,000	Performance Rights, subject to vesting conditions

Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing Ordinary Shares.
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new ordinary shares for every 3 ordinary shares held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7:00 pm (Sydney time) on Tuesday 9 October 2012

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractions will be rounded up to the nearest whole number
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Entitlement Offer, all countries other than Australia, New Zealand and Norway. Under the Institutional Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Singapore, United Kingdom, Switzerland, Norway and Canada (British Columbia, Ontario and Quebec provinces)
19	Closing date for receipt of acceptances or renunciations	The Institutional Entitlement Offer will close on Friday 5 October 2012. The Retail Entitlement Offer will close on Friday 26 October 2012
20	Names of any underwriters	Goldman Sachs Australia Pty Ltd (“Sole Lead Manager and Underwriter”)
21	Amount of any underwriting fee or commission	The Sole Lead Manager and Underwriter will receive the following total fees under the Underwriting Agreement: <ul style="list-style-type: none"> • an underwriting fee of 3% of the Institutional Entitlement Offer proceeds; and • a management and selling fee of 1% of the Institutional Entitlement Offer proceeds. Northern Iron must also pay to the Sole Lead Manager and Underwriter its reasonable expenses including legal expenses and out-of-pocket expenses.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	11 October 2012
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	8 October 2012
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	See item 7 above

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

- (a) Securities described in Part 1

(b) All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents N/A

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b) N/A

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: *Alex Neuling* Date: 4 October 2012
 Company secretary

Print name: Alex Neuling

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