



northernminerals

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26 July 2013

Jill Hewitt
Senior Advisor, Issuers Compliance (Perth)
ASX Compliance Pty Limited
Level 8 Exchange Plaza
2 The Esplanade
Perth Western Australia 6000

Dear Jill

Appendix 3Y Late Lodgement Notice

The following is a response from the company in relation to your letter dated 26 July 2013.

The notice covers sale of shares for Kevin Schultz over four business days, of which the first day is outside of the five business day notification requirement under the ASX Listing Rules.

1. Please explain why the Appendix was lodged late.

The late lodgement for the sale of shares for the first day occurred due to an administrative oversight.

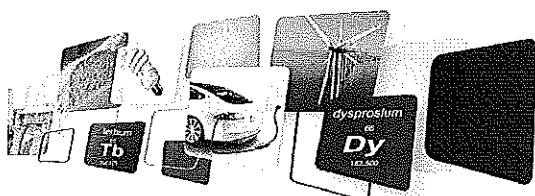
2 and 3. What arrangements are in place with directors to ensure compliance and if the current arrangements are inadequate, what additional steps does the company intend to take.

The directors are aware that any share purchases, direct or indirect, must be notified to the Company Secretary. The Company Secretary regularly liaises with directors to ensure any notifiable transactions are duly notified.

The Company considers that the current arrangements in place to make disclosure under Listing Rules 3.19A and 3.19B are adequate and being enforced, and that the failure to do so on this occasion is due to an administrative oversight. However, to avoid a repeat performance, the Company Secretary has reminded all relevant personnel of the Company's obligations under the Listing Rules, in particular its obligations under Listing Rules 3.19A and 3.19B.

Yours sincerely

Mark Tory
Company Secretary



pathway to production



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26 July 2013

Mr M Tory
Company Secretary
Northern Minerals Limited
Level 1
675 Murray Street
WEST PERTH WA 6005

Email: MTory@northernminerals.com.au

Dear Mark

Northern Minerals Limited (the "Company") – Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 25 July 2013.
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On 1 January 2002.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after 1 January 2002 or the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the

information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix indicated that the change occurred between 17 July 2013 and 22 July 2013, it appears that the Appendix should have been lodged with the ASX prior to the close of business on 25 July 2013 for trades occurring on 17 July 2013. As the Appendix was lodged on 26 July 2013, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at jill.hewitt@asx.com.au or by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 7.30 a.m. W.S.T.) on Wednesday, 31 July 2013.

If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[Sent electronically without signature]

Jill Hewitt
Senior Adviser, Issuers Compliance (Perth)