



NORTHERN MINING LIMITED
ACN 113 654 229

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

Time: 10:00 am (AWDT)
1:00 pm (AEDT)

Date: Friday, 27 November 2020

Place: Online via Zoom video conference facility at:
<https://us02web.zoom.us/j/84762384628>

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 8016 2819

NOTICE OF ANNUAL GENERAL MEETING

Notice is given to Shareholders of the Company that the Annual General Meeting of Shareholders of Northern Mining Limited (**Company**) will be held at 10:00am (AWDT); 1:00 pm (AEDT) on 27 November 2020 online by Zoom video conference facility at <https://us02web.zoom.us/j/84762384628>.

The business of the Meeting affects your shareholding and your vote is important.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form should be read together with, and form part of, this Notice of Meeting. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Definitions.

The Annual Report is now available on the Company's website via the following link:

<http://www.northernmining.com.au>

Additional Information on Meeting Attendance and Voting

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations, Shareholders will not be able to physically attend the Meeting. The Meeting will be made accessible to Shareholders through a live Zoom video conferencing facility which will allow Shareholders to observe the Meeting and ask questions in relation to the business of the Meeting.

As a consequence of the above, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors request that all Shareholders who would like to have their vote counted adopt one of the following methods.

Either:

1. lodge a vote by Proxy Form before **10:00am (AWDT); 1:00pm (AEDT) on Wednesday 25 November 2020**

Or:

2. email the Company at nmi.agm2020@gmail.com before **10:00am (AWDT); 1:00pm (AEDT) on Wednesday 25 November 2020** to advise that you wish to attend the Meeting via video conference. Shareholders must include in their email the full name and address of the Shareholder recorded at the share registry as well as the shareholder identification number of the Shareholder as provided by the share registry. If this information is not provided you will not be able to register to attend the Meeting. If you require assistance to provide this information, please contact the share registry as follows:

Boardroom Pty Limited
Level 12, 225 Grosvenor Place
Sydney NSW 2000

Online: www.boardroomlimited.com.au

Tel: (within Australia) 1300 737 760; (outside Australia) +61 2 9290 9600

The Company will email all Shareholders who have validly selected this option, details of the passcode and meeting identification number for the Zoom video conference link for the Meeting together with a poll form for the purpose of voting on a poll at the Meeting. Shareholders who select this option will need to register and access the Meeting through the Zoom video conference link provided to follow the Meeting and timing of the poll. During the meeting, the poll form must be completed and returned to the Company at nmi.agm2020@gmail.com after the poll has been called and before the close of polling. During the Meeting, the Chairman will notify Shareholders when and how you are able to complete and return the personalised poll form.

In circumstances where a Shareholder has completed and provided a valid Proxy Form to the Company, but has also registered with the Company to attend the video conference and vote on a poll at the Meeting, the Shareholder will not be entitled to vote on the poll, and the person appointed as proxy will cast the Shareholder's vote on their behalf, unless the Shareholder has provided the Company with a valid revocation of the proxy appointment no later than 24 hours before the start of the Meeting.

The Board welcomes Shareholder questions in advance of the Meeting. These can be emailed to the Company at nmi.agm2020@gmail.com to be received before **10:00am (AWDT); 1:00pm (AEDT)** on **Wednesday 25 November 2020**. Responses will be provided at the Meeting in respect of all valid questions received.

Proxy Voting Instructions

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form so that it is received by **10:00am (AWDT); 1:00pm (AEDT)** on **Wednesday 25 November 2020**. **Proxy Forms received later than this time will be invalid.**

AGENDA

A. Address by the Chairman

B. Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2020.

Note: The Financial Statements and the Auditor's Report for the year ended 30 June 2020 will be laid before the Meeting. While there is no requirement for the Shareholders to approve those reports, Shareholders will be given an opportunity to ask the Directors and the Company's Auditor questions on those reports at the Meeting.

C. Business of the Meeting:

ORDINARY BUSINESS

Resolution 1 Re-election of Director - Stuart Cameron

To consider and, if thought fit, to pass as an ordinary resolution, with or without amendment, the following:

"That Mr Stuart Cameron who is retiring in accordance with the Constitution, and, being eligible, who offers himself for re-election, is re-elected as a Director of the Company."

Note: Mr Stuart Cameron retires as a Director in accordance with the requirement of clause 14.4 of the Constitution and, being eligible, offers himself for re-election.

Resolution 2 Change of Company Name

To consider and, if thought fit, to pass as a special resolution, with or without amendment, the following:

"That, for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's name be changed from Northern Mining Limited to Cogent Development Group Limited and that, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, all references to 'Northern Mining Limited' in the constitution of the Company be replaced with references to 'Cogent Development Group Limited'."

BY ORDER OF THE BOARD



Lisa Dadswell
Company Secretary
Dated: 4 November 2020

IMPORTANT INFORMATION

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

2. Resolutions

Resolution 1 is an ordinary resolution. Ordinary resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and who vote on the resolution.

Resolution 2 is a special resolution. Accordingly, at least 75% of votes cast by Shareholder entitled to vote and who vote on this Resolution must be in favour of this Resolution for it to be passed.

Voting on each resolution at the Meeting will be conducted by a poll at the Meeting.

3. Who may vote

Any person who is registered as a Shareholder of the Company at 10:00 am (AWDT); 1:00 pm (AEDT) on Wednesday 25 November 2020 is entitled to vote, or to appoint a proxy to vote in their place, on the Resolutions on a poll conducted at the Meeting. A Proxy Form accompanies this Notice of Meeting.

4. Proxies

A Shareholder entitled to participate and vote at the Meeting, is entitled to appoint a proxy to vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. The appointment of a second proxy must be done on a separate copy of the Proxy Form. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (d) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (e) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in the Proxy Form relating to lodgement of the Proxy Form with the Company.
- (f) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act. Where the holding is in more than one name all of the members should sign the Proxy Form.
- (g) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (h) The Proxy Form (together with any relevant authority) must be received by no later than 10:00 am (AWDT); 1:00 pm (AEDT) on Wednesday 25 November 2020.
- (i) The completed Proxy Form may be:
 - Posted to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, Australia; or
 - Faxed to: +61 2 9290 9655; or
 - Completed online at:
<https://www.votingonline.com.au/northernminingagm2020>

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising

him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting as follows:

- Mailed to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, Australia; or

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting convening the Annual General Meeting of Shareholders of Northern Mining Limited (**Company**) to be held online via Zoom video conference facility at 10:00 am (AWDT); 1:00 pm (AEDT) on Friday 27 November 2020 at <https://us02web.zoom.us/j/84762384628>.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice of Meeting and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

Resolution 1: Re-election of Director – Mr Stuart Cameron

Clause 14.4 of the Constitution provides that an election of Directors must be held at each annual general meeting and that one third of the Directors must retire from office at each annual general meeting. The Director to retire will be the Director who has been longest in office since that Director's last election. If two or more Directors have been on office an equal length of time, then the Directors may agree which of them will retire at the annual general meeting.

Mr Cameron was appointed as a Non-Executive Director of the Company on 15 May 2018 and was elected as a Director by the Shareholders at the 2018 AGM.

In accordance with clause 14.4 of the Company's Constitution, Mr Cameron is retiring and submitting himself for re-election as a Director of the Company.

Stuart Cameron is a Partner of KS Black & Co Chartered Accountants. He was formerly with KPMG, Nexia and BDO. Stuart is also a non-practicing barrister admitted to the Supreme Court of New South Wales. Stuart has over 35 years in the accounting profession. In that time, he has had comprehensive experience with many public companies, in varied fields. This has included assisting capital raising, authoring both investigating accountants and independent expert reports, as well as providing compliance services including company secretarial and governance services.

Directors' Recommendation

The Directors, with Mr Cameron abstaining, unanimously support the re-election of Mr Cameron and recommend that Shareholders vote in favour of this Resolution.

Resolution 2: Change of Company Name

It is proposed that Shareholders approve the Company's name being changed from Northern Mining Limited to Cogent Development Group Limited and the Constitution be amended to reflect the change of name. The Board has approved this change of name and amendment of the Constitution, subject to the approval of Shareholders.

The Board has determined that the change of name is appropriate as it is in line with the Company's intent to transition to a property investment and development company with an Asia-Pacific focus.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

DEFINITIONS

Throughout this Explanatory Memorandum the following words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" or "**AGM**" means the annual general meeting convened by the Notice of Meeting;

"**Board**" means the Board of Directors of the Company;

"**Chairman**" means the Chairman of the Annual General Meeting;

"**Company**" means Northern Mining Limited ACN 113 654 229;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Directors**" means the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Meeting**" means the Annual General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on Friday 27 November 2020 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form(s) that is/are enclosed with and forms part of this Notice of Meeting;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AWDT); 1:00pm (AEDT) on Wednesday, 25 November 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/northernminingagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AWDT); 1:00pm (AEDT) on Wednesday, 25 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/northernminingagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Northern Mining Limited

ACN 113 654 229

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Northern Mining Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held online via **Zoom video conference facility** at <https://us02web.zoom.us/j/84762384628> on **Friday, 27 November 2020 at 10:00am (AWDT); 1:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Director – Mr Stuart Cameron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020

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