

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

NIUMINCO GROUP LIMITED

ABN

44 009 163 919

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   | Ordinary Fully Paid Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 93,877,254 ordinary shares  |
| 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) | Ordinary shares – full paid |

+ See chapter 19 for defined terms.

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<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>								
<p>5 Issue price or consideration</p>	<p>2.8 cents per share</p>								
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the issue is to provide working capital for the Company.</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>7 September 2012</p>								
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">257,541,762</td> <td>Fully Paid Ordinary shares</td> </tr> <tr> <td style="text-align: right;">3,502,412</td> <td>Options expiring 31/12/12 exercisable at \$0.60</td> </tr> <tr> <td style="text-align: right;">29,998,000</td> <td>Options expiring 30/9/12 exercisable at \$0.20</td> </tr> </tbody> </table>	Number	+Class	257,541,762	Fully Paid Ordinary shares	3,502,412	Options expiring 31/12/12 exercisable at \$0.60	29,998,000	Options expiring 30/9/12 exercisable at \$0.20
Number	+Class								
257,541,762	Fully Paid Ordinary shares								
3,502,412	Options expiring 31/12/12 exercisable at \$0.60								
29,998,000	Options expiring 30/9/12 exercisable at \$0.20								

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	24,090,000	Restricted Ordinary shares
	1,750,002	40c Options expiring 31/12/12
	1,500,000	60c Options expiring 31/12/12
	2,000,000	\$1.00 Options expiring 31/12/12
	21,150,000	20c Options expiring 30/9/13
	16,000,000	20c options expiring 30/9/12
	10,000,000	30c options expiring 30/9/13
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full entitlement to future dividends	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Renounceable
13 Ratio in which the +securities will be offered	1 for 2
14 +Class of +securities to which the offer relates	Ordinary shares
15 +Record date to determine entitlements	21 August 2012
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17 Policy for deciding entitlements in relation to fractions	Rounded up to nearest whole share

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18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents	Monaco, Fiji, USA, Andorra, Guernsey, Arab Emirates, Malaysia, Ireland, Bahamas, Thailand
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	5 September 2012
20	Names of any underwriters	Alan Davis Pty Ltd, Victoria Park Investments Pty Ltd, Wolin Investments Pty Ltd, Nepean Engineering Superannuation Fund Pty Ltd
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	n/a
25	If the issue is contingent on <sup>+</sup> 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	22 August 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	n/a
28	Date rights trading will begin (if applicable)	15 August 2012
29	Date rights trading will end (if applicable)	29 August 2012

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+ See chapter 19 for defined terms.

- |    |  |   |
|----|--|---|
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?                            | If you wish to sell all of your Rights on ASX, complete the section headed “Instructions to your Stockbroker” on the back of the Entitlement and Acceptance Form and lodge the Entitlement and Acceptance Form with your stockbroker as soon as possible.   |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | If you wish to sell part of your Rights on ASX and take up the balance, complete the section headed “Instructions to your stockbroker” on the back of the Entitlement and Acceptance Form and lodge the Entitlement and Acceptance Form, together with your cheque or bank draft for the Application Monies for the New Shares for which you wish to subscribe, with your stockbroker as soon as possible or payment must be made via Bpay® following the instructions on your personalised Entitlement and Acceptance Form.  |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?                    | <p>Eligible Shareholders may elect to transfer all or part of their Rights to another person other than on ASX, provided that the purchaser is not resident in the United States.</p> <p>If you hold Shares on the issuer-sponsored register or certificated sub-register and you wish to transfer all or part of your Rights to another person other than on ASX, forward a completed renunciation form (which can be obtained through the Share Registry) signed by you (as the seller) and the buyer, together with your Entitlement and Acceptance Form completed by the buyer and the buyer’s cheque or bank draft for the appropriate Application Monies to reach the Share Registry by not later than 5.00pm on 5 September 2012 or such later date as the Directors advise.</p> <p>If you are an Eligible Shareholder holding</p> |

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Shares on CHESS and you wish to transfer all or part of your Rights to another person other than on ASX, you should contact your sponsoring participant.

If the Share Registry receives both a completed renunciation form and a completed Entitlement and Acceptance Form in favour of the same Shareholder in respect of the same Rights, the renunciation will be given effect in priority to the acceptance.

33    +Despatch date

22 August 2012

### 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 (ordinary shares only)

(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*

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

Number of holders

1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000

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100,001 and over

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

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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

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)

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

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**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: .....  
Company secretary

Date: 13 August 2012.

Print name: Mark Ohlsson.

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