



NIUMINCO GROUP LIMITED

ABN 44 009 163 919

**May 2014 Non-Renounceable Rights Issue
Offer Document**

For

A non-renounceable pro rata partially committed offer of New Shares at an issue price of \$0.005 each on the basis of one New Share for every five Shares held on the Record Date to raise up to the sum of \$576,008.

This document is not a prospectus

It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on 3 June 2014
and

closes at 5.00 pm Sydney time on 17 June, 2014

Valid acceptances must be received before that time.

**Please read the instructions in this document and on the accompanying
Entitlement and Acceptance Form regarding the acceptance of your entitlement.**

Important Information

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

The Offer contained in this Offer Document is being made without disclosure in accordance with section 708AA of the Corporations Act.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Offer.

Investment decisions

The information contained in this Offer Document does not constitute financial product advice and does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. It is important that you read this Offer Document carefully and in full before deciding whether to take up your Entitlement and participate in the Shortfall Facility, in particular Section 1.12. Investors should obtain their own independent advice and consider the appropriateness of the Offer under this Offer Document having regard to their objectives, financial situation, tax position and particular circumstances.

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Offer Document. An investment in New Shares offered by this Offer Document should be considered speculative.

Overseas Shareholders

No action has been taken to permit the offer of New Shares under this Offer Document in any jurisdiction other than Australia, New Zealand, Papua New Guinea and Singapore. The distribution of this Offer Document in jurisdictions outside Australia, New Zealand, Papua New Guinea and Singapore may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Offer Document does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Offer Document.

Papua New Guinea Shareholders

This document is being distributed only to Shareholders of the Company. This document has not been registered as a prospectus in PNG and no notice of the proposed offer will be submitted to the Registrar of Companies. No other documents are being lodged with the Registrar of Companies or the PNG Securities Commission in respect of the proposed offer. The proposed offer is not and should not be construed as an offer of securities to the public in PNG.

Singapore Shareholders

This document and any other materials relating to the entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of entitlements and New Shares, may not be issued, circulated or distributed, nor may the entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Privacy

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing personal information to the Company, directly or via the Share Registry.

The Privacy Act 1988 (Cth) regulates the way the Company collects, uses, disposes, keeps secure and gives people access to their personal information.

The Company is committed to respecting the privacy of your personal information. The Company collects, holds and uses that personal information in order to process your Application and to administer your shareholding in the Company.

If you do not provide the information requested in the Entitlement and Acceptance Form, the Company may not be able to process or accept your Application for New Shares.

Your personal information may also be provided to the Company's agents or service providers and to third parties.

You have the right to gain access to your personal information held by, or on behalf of, the Company, subject to certain exemptions under the law. You may be required to pay a reasonable charge in order to access your personal information. You can request access to your personal information by telephoning or writing to the Company Secretary.

This Offer Document is dated 27 May 2014

TABLE OF CONTENTS

Section	Page
IMPORTANT INFORMATION	2
MANAGING DIRECTOR'S LETTER	5
1 DETAILS OF THE OFFER	9
1.1 The Offer	9
1.2 Use of Funds	10
1.3 Commitments	10
1.4 Timetable	11
1.5 Entitlements and acceptance	11
1.6 Ability for Shareholders to Participate in any Shortfall	11
1.7 Opening and Closing Dates	12
1.8 Issue and despatch	12
1.9 ASX listing	12
1.10 Overseas Shareholders	12
1.11 Taxation implications	13
1.12 Risk factors	13
2 ACTION REQUIRED BY SHAREHOLDERS	15
2.1 If you wish to take up your Rights	15
2.2 If you do nothing	15
2.3 Payment of Application Monies	15
3 DEFINED TERMS	16



Niuminco Group Limited

*Suite 50,14 Narabang Way, Austlink Corporate Centre, Belrose NSW 2085 Australia
Tel: (02) 9450 0828 Fax: (02) 9450 0877 Email: info@niuminco.com.au
ABN 44 009 163 919*

27 May 2014

Dear Shareholder

This letter forms part of the offer documentation for an offer of shares on a non-renounceable basis. The new shares will be offered on the basis of 1 share for every 5 shares held at 0.5 cent each.

The cash reserves of the Company as at 31 March 2014, as disclosed in the Company's March 2013 Appendix 5B released to ASX on 30 April 2014 were \$83,000.

Since that date, the Company has continued its gold and silver mining and production operations in PNG and through its 72.5% owned TNT Mines Limited (TNT), progressed the upgrading of TNT's mineral resources for its Aberfoyle Project tin deposits.

In addition, the Company plans to commence resource drilling in both Papua New Guinea and Tasmania.

Accordingly, the directors consider it prudent to raise additional capital at this time, given the willingness of certain shareholders to take up their entitlements as set out in the Offer Document.

The directors anticipate that the Company may need to raise additional capital in the future in order to replenish its working capital.

The activities undertaken by the group on the Papua New Guinea and TNT Mines Limited's Tasmanian properties over the past six months have been summarised in the December 2013 and March 2014 Quarterly Activities Reports which have been issued to the Australian Stock Exchange.

PAPUA NEW GUINEA PROPERTIES

At **EDIE CREEK**, pilot mining, large scale sampling and gold/silver production recommenced in February, 2014 following the 10 year renewal of mining lease ML 144 through to September 2022. The other adjoining mining leases, which together with ML 144 make up the Edie Creek Mine, were previously renewed for a further 10 years until September, 2021.

Gold production is currently at the rate of approximately 30 ounces per month and being ramped up to a planned rate of 60 to 90 ounces per month over coming months.

We have recently acquired two second hand drill rigs (one reverse circulation and one diamond core) to enable us to economically carry out Stage 2 of the planned three stage drilling program which aims to test a number of identified bulk tonnage targets.

The first stage of this drilling program was completed in May, 2013 with the results giving encouragement to carry out further investigation. The best intersections of these holes were as follows:

- EDD 014 averaged **1.18g/t gold and 72g/t silver in the 21m** interval from 63m to 84m;
- EDD 016 averaged **1.40g/t gold and 17g/t silver in the 20m** interval from 62m to 82m;

The Stage 2 drilling program will comprise 10 diamond drill holes to a depth of approximately 200 metres each to test the Karuka-Enterprise stockwork and Enterprise Diatreme zones and will commence once the rigs arrive on site.

At **BOLOBIP and MAY RIVER**, extensions of the term of the tenements have been granted by the Minister for a further 2 years with effect from 18 September, 2013 through to 17 September, 2015.

Reports prepared by consulting geologist Mr Nethery confirmed the significant potential of the May River and Bolobip tenements. He has recommended the drilling of the three target drill holes at Bolobip to a depth of 300m to 350m each, and further field examination of the South May River anomalies and structures, where “the range of alteration, mineralisation and geological settings is very similar to the Frieda River deposits”.

An assessment of the remote sensing and geological surveys lends encouragement to the concept that the South May River anomalies share the same structural geological setting as the nearby and major Frieda River deposits.

We are currently awaiting quotes from external drilling contractors for the 3 target holes at Bolobip, whilst also assessing the costs and logistics of using our own rigs.

TNT Mines Limited

Niuminco Group Limited owns 72.54% of and manages, TNT Mines Limited (TNT). TNT holds a suite of advanced exploration assets in northern Tasmania prospective for tin, tungsten, magnetite and fluorspar. Niuminco is encouraged

by the ongoing strong tin price and the general industry optimism for that commodity,

During the March 2014 quarter the Company announced the release of an Inferred Mineral Resource for TNT's 100% owned Great Pyramid tin deposit.

Great Pyramid is one of the unmined prospects within TNT's Aberfoyle Tin and Tungsten project. The project consists of the old workings and unmined mineralisation at the Aberfoyle, Storey's Creek and Lutwyche mines, as well as the largely unmined prospects at Royal George and Great Pyramid.

The Great Pyramid deposit Inferred Mineral Resource has been estimated at 1,300,000t at 0.3% tin for 3,900t of contained tin using a 0.2%tin cut-off, or 5,200,000t at 0.2% tin for 10,400t of contained tin using a 0.1% tin cut-off.

The limited drilling at depth into Great Pyramid has identified a number of zones of higher grade mineralisation (compared to the overall resource grade), which will be targeted by follow up drilling. In addition to the depth potential, the deposit remains open along strike south eastwards of the north block and north westwards of the Brock's block.

In April, 2014 the Company also announced the release of an Inferred Mineral Resource for TNT's 100% owned Royal George tin deposit.

The Royal George tin deposit Inferred Mineral Resource has been estimated at 800,000t at 0.33% tin for 2640t of contained tin using a 0.2% cut-off.

Compilation of TNT's significant historical data base and 3D Modelling of the Aberfoyle Projects deposits have been undertaken over recent months and are nearing completion. This process has identified further drill targets at Lutwyche and Great Pyramid which, along with 2 holes at the Oonah project, are planned for drilling in coming months subject to the successful completion of this rights issue.

We look forward to continuing progress on all the PNG and TNT Mines Limited tenements over the balance of this calendar year and thank you for your past and continuing support.

Yours sincerely,

Niuminco Group Limited

A handwritten signature in blue ink, appearing to read 'Tracey Lake', is positioned above the printed name and title.

Tracey Lake
Managing Director

The information in this Offer Document that relates to exploration results is based on information prepared by Mr John Nethery (BSc, Dip Ed) who is a fellow of the Australasian Institute of Mining and Metallurgy (Chartered Professional) and a Fellow of the Australian Institute of Geoscientists. He has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. He consents to the inclusion in this Offer Document of the matters based on this information in the form and context in which it appears.

1. DETAILS OF THE OFFER

1.1 The Offer

The Company is making a non-renounceable pro rata offer of New Shares at an issue price of \$0.005 each on the basis of one New Share for every five Shares held on the Record Date (**the Offer**).

An investment in New Shares offered by this Offer Document should be considered speculative. There are a number of risks associated with investing in the Company. These risks are set out in Section 1.12. These risks include:

- (a) that exploration is a speculative endeavour and that there can be no assurance that commercial quantities of minerals exist to be discovered on the Company's mining leases or exploration licences;**
- (b) Papua New Guinea is a developing country and at times has been subject to political uncertainty and civil unrest;**
- (c) that mineral prices are volatile and future declines will impact on the success of the Company;**
- (d) that the Company's future profitability will depend on developing its projects to production and/or selling some or all of its assets at a profit;**
- (e) the Company may in future have requirements for additional capital to carry on its activities and may not be able to raise the necessary funds;**

As at the date of this Offer Document, the Company had on issue 576,008,343 ordinary shares. A maximum number of 115,201,669 New Shares will be issued under the Offer.

Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

The Offer is non-renounceable. Shareholders who do not exercise their Rights will be diluted with respect to their interest in the Company.

In addition to applying for their Rights, Eligible Shareholders may apply for further New Shares out of any Shortfall.

The Directors of the Company reserve the right to issue the whole or any part of the Shortfall (after the issue of Shares under the Shortfall Facility) at their discretion within three months after the close of the Offer at an issue price of not less than \$0.005 per share.

If the Offer is fully subscribed, or if any Shortfall is placed in full by the Directors, the Offer will raise gross proceeds of \$576,008, before deducting estimated expenses of approximately \$30,000.

The gross proceeds will comprise approximately \$508,000 of fresh funds and \$68,000 of debt.

The directors (or related companies) are owed a total of \$90,655 in unpaid directors' or service fees. \$68,432 of these debts will be discharged by the Company by the issue of New Shares for no additional cost in accordance with Applications to be received (refer to section 1.3 of the Offer Document for further details).

1.2 Financial Position and Use of Funds

The net proceeds of the Offer will be used to enable the Company to continue to pursue its corporate objectives, including carrying out planned exploration and resource drilling in PNG and Tasmania (up to approximately \$280,000), and to replenish its working capital (in the amount of approximately \$200,000).

The cash reserves of the Company as at 31 March 2014, as disclosed in the Company's March 2014 Appendix 5B released to ASX on 30 April 2014 were \$83,000.

Since that date the Company has continued its gold and silver mining and production operations in PNG (with sales of approximately \$75,000), and progressed the upgrading of its 72.5% owned TNT Mines Limited's Aberfoyle Tin and Tungsten Project's mineral resources in Tasmania. Accordingly, the directors consider it prudent to raise additional capital at this time, given the willingness of certain shareholders to undertake to take up their entitlements (see Section 1.3).

The directors anticipate that the Company may need to raise additional capital from time to time in order to replenish its working capital.

1.3 Commitments

The Company has received unconditional commitments to partially take up the Offer. Goward Pty Limited (a company controlled by a Director of the Company, Mr Tracey Lake) has agreed to take up its Entitlement under the Offer being 8,317,485 shares and 1,000,000 shares under the Shortfall Facility (if any). Inkex Pty Ltd (a company controlled by a Director of the Company, Prof. Ian Plimer) has agreed to take up its Entitlement under the Offer being 1,799,429 shares. Patermat Pty Ltd (a company controlled by a Director of the Company, Mr Terrence Willstead) has agreed to take up its Entitlement under the Offer being 917,143 shares. A J and S M Drummond (A J Drummond is a Director of TNT Mines Limited) have agreed to take up their Entitlement under the Offer being 1,652,346 shares.

Should Victoria Park Investments Pty Ltd, Nepean Engineering Superannuation Fund and Wolin Investments Pty Ltd (companies and funds controlled by a former Director of the Company, Mr David Fuller) take up their full Entitlements under the Offer, and no other shareholders other than those outlined above took up their Entitlements, then their combined shareholding would increase from 26.04% to 29.037%

The Directors consider that the terms and conditions of the Take Up Agreements are reasonable in the circumstances as if the Company and the other parties were in each case dealing at arm's length. There are no fees

or commission payable by the Company in connection with the Take Up Agreements.

1.4 Timetable

Offer Document lodged with ASX	27 May 2014
Securities quoted on ex basis	29 May 2014
Record Date (date for determining entitlements of Eligible Shareholders to participate in the Offer)	2 June 2014
Offer Document Despatched to Eligible Shareholders (expected date of despatch of Offer Document, Entitlement and Acceptance Forms)	3 June 2014
Opening Date	3 June 2014
Closing Date *	17 June 2014
Securities quoted on deferred settlement basis	18 June 2014
Company to notify ASX of undersubscriptions (if any) **	20 June 2014
Issue date	24 June 2014
Trading commences for New Shares on ASX **	25 June 2014

* Subject to the Listing Rules the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

** These dates are indicative only.

1.5 Entitlements and acceptance

The entitlement of Eligible Shareholders to participate in the Offer was determined on the Record Date. Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

1.6 Ability for Shareholders to Participate in any Shortfall

Eligible Shareholders in addition to applying for their Rights may, by completing the relevant box in the Entitlement and Acceptance Form and including the appropriate Application Monies, apply for such further number of New Shares out of any Shortfall which the Eligible Shareholder may specify in the Entitlement and Acceptance Form.

In the event that there is no Shortfall, the Application Monies relating to the Shortfall will be returned to the Eligible Shareholder as soon as practicable following the Closing Date without interest.

In the event that applications from Eligible Shareholders to participate in the Shortfall exceeds the Shortfall, those applications will be scaled back pro rata in proportion to each applicant's shareholding as at the date of such scaling back, including New Shares allotted or to be allotted, and such number of New Shares produced from such scaling back will be issued to each such Eligible Shareholder.

In the event of a scaling back of applications to participate in the Shortfall as described in the preceding paragraph, Application Monies relating to Shares applied for but not issued will be returned to Shareholders as soon as practicable following the Closing Date without interest.

1.7 Opening and Closing Dates

The Offer opens on the Opening Date, namely 3 June 2014. The Company will accept Entitlement and Acceptance Forms until 5.00pm Sydney time on the Closing Date, namely 17 June 2014, or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

1.8 Issue and despatch

The expected dates for issue of New Shares offered by this Offer Document and despatch of holding statements is expected to occur on the dates specified in the timetable set out in Section 1.4 of this Offer Document.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.9 ASX listing

Application will be made to the ASX for the official quotation of the New Shares. If the ASX does not grant quotation to the New Shares, the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to the Offer.

1.10 Overseas Shareholders

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Company is of the view that it is unreasonable to extend the Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;
- the number and value of the New Shares which would be offered to Ineligible Shareholders; and
- the cost of complying with the legal requirements and requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, the Offer is not being extended to any Shareholder whose registered address is outside Australia, New Zealand, Papua New Guinea or Singapore. The Company reserves the right to treat as invalid any Entitlement and Acceptance Form that appears to have been submitted by an Ineligible Shareholder.

In particular, this Offer Document does not constitute an offer for sale of the New Shares or any Right to a security in the United States or to U.S. residents. The New Shares and Rights have not been, and will not be, registered under the U.S. Securities Act and must not be offered or sold within the United States or to U.S. residents unless they are registered under the U.S. Securities Act or an exemption from the registration required of the U.S. Securities Act is available.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia, New Zealand, Papua New Guinea or Singapore are responsible for ensuring that taking up any Rights under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will constitute a representation that there has been no breach of such regulations. Shareholders who are nominees are therefore advised to seek independent advice as how they should proceed. Where the Offer has been dispatched to a Shareholder domiciled outside Australia, New Zealand, Papua New Guinea or Singapore and where the country's securities code or legislation prohibits or restricts in any way the making of the offers contemplated by this Offer Document, the Offer Document is provided for information purposes only.

1.11 Taxation implications

The Directors do not consider it appropriate to give you advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to you.

You should consult your professional tax adviser in connection with subscribing for New Shares under this Offer Document.

1.12 Risk factors

Niuminco is subject to a number of risks and other factors that may impact both on its future performance and the market price at which its Shares trade. Broadly, these risks can be classified as risks general to investing in the stock market and risks specific to an investment in Niuminco.

The New Shares issued under this Offer do not carry any guarantee of profitability, dividends or the price at which they will trade on ASX. The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors of which investors need to be aware. However, before investing in Niuminco, the Directors strongly recommend you examine the contents of this Offer Document in its entirety and consult your professional advisers before deciding whether to subscribe for New Shares pursuant to this Offer.

- (a) Specific risks relating to Niuminco

- (i) Exploration is a speculative endeavour and there can be no assurance that commercial quantities of minerals exist to be discovered on the Company's mining leases or exploration licences.
- (ii) Papua New Guinea is a developing country and at times has been subject to political uncertainty and civil unrest.
- (iii) Mineral prices are volatile and future declines will impact on the success of the Company.
- (iv) The Company's future profitability will depend on developing its projects to profitable production and/or selling assets at a profit.
- (v) The Company may have further capital requirements to enable exploration activities to be continued over time, to meet ongoing working capital requirements and for any development activities to be undertaken. The Company's ability to continue and undertake such activities will be dependent on the availability of debt and equity funding and the suitability of the terms of such funding.
- (vi) With respect to the Edie Creek Joint Venture, Niuminco is responsible for 100% of the operating costs and exploration expenditure. The Niuminco Board is currently reviewing the future drilling, mining and production programs along with other options for the Edie Creek Mining Leases.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or its Shareholders. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its Shares.

(b) General

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares may trade below or above the issue price for the New Shares under this Offer Document.

General factors that may affect the market price of Niuminco Shares include:

- economic conditions in Australia, Papua New Guinea, and internationally;
- the price of commodities, especially gold and tin;
- investor sentiment and local and international share market conditions;
- changes in interest rates and the rate of inflation;
- changes to government regulation, policy or legislation; and
- changes in exchange rates.

2. ACTION REQUIRED BY SHAREHOLDERS

2.1 If you wish to take up your Rights

(a) Taking up your rights in full or in part

If you are an Eligible Shareholder and you wish to take up all or part of your Rights, you must accept the Offer by completing the personalised Entitlement and Acceptance Form mailed to you with this Offer Document. Your personalised Entitlement and Acceptance Form will detail your entitlement to New Shares under the Offer. You should complete the form in accordance with the instructions set out on the reverse side of the form.

(b) Participating in any Shortfall

If you are an Eligible Shareholder and you wish to take up all of your Rights and participate in any Shortfall you must accept the Offer by completing the personalised Entitlement and Acceptance Form mailed to you with this Offer Document and specify the number of Shares that you wish to apply for out of any Shortfall.

Your completed Entitlement and Acceptance Form must be accompanied by the requisite Application Monies calculated at \$0.005 for each New Share or payment must be made via Bpay® following the instructions on your personalised Entitlement and Acceptance Form. Please ensure that the completed Entitlement and Acceptance Form, together with your Application Monies are received by the Share Registry **by not later than 5.00pm Sydney time on 17 June 2014** or such later date as the Directors may advise. You do not need to return your Entitlement and Acceptance Form if you have made payment via Bpay®.

2.2 If you do nothing

If you are an Eligible Shareholder and you do nothing by 5.00pm Sydney time on **17 June 2014**, being the Closing Date, your Rights will form part of the Shortfall which will be taken up by Shareholders who elect to participate in the Shortfall and you will not receive any New Shares.

2.3 Payment of Application Monies

You should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies payable to Niuminco Group Limited – Entitlement Offer Account" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- calculated at \$0.005 in aggregate for each New Share; and
- in Australian currency draft on an Australian branch of a financial institution.

Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded on or around 26 June 2014. No interest will be paid to Applicants on any

Application Monies received or refunded. Cash payments will not be accepted. Receipts for payment will not be issued.

To participate in the Offer, your payment must be received **by not later than 5.00 pm (Sydney time) on 17 June 2014**. Shareholders who make payment via cheque, bank draft or money order should mail their personalised Entitlement and Acceptance Form together with Application Monies to:

Security Transfer Registrars Limited
PO Box 535
Applecross, WA 6953

Alternatively, payment must be made via Bpay® following the instructions on your personalised Entitlement and Acceptance Form. You do not need to return your Entitlement and Acceptance Form if you have made payment via Bpay®.

Completed Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered office. Shareholders should mail their completed forms and Application Monies to the Share Registry.

3. **DEFINED TERMS**

Applicant refers to a person who submits an Entitlement and Acceptance Form.

Application refers to the submission of an Entitlement and Acceptance Form.

Application Monies means the monies received from persons applying for New Shares.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Closing Date means 5.00pm Sydney time on 17 June 2014.

Company and **Niuminco** means Niuminco Group Limited ABN 44 009 163 919.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the directors of the Company.

Eligible Shareholders means Shareholders with registered addresses in Australia, New Zealand, Papua New Guinea and Singapore.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Ineligible Shareholders means Shareholders with registered addresses outside Australia, New Zealand, Papua New Guinea and Singapore.

Listing Rules means the Listing Rules of the ASX.

Mincor means Mincor Resources NL ABN 42 072 745 692 and Mincor PNG Limited as the context may require.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer means the non-renounceable pro rata offer of New Shares at an issue price of \$0.005 each on the basis of one New Share for every five Shares held on the Record Date pursuant to this Offer Document.

Offer Document means this Offer Document dated 27 May 2014.

Opening Date means 3 June 2014.

PNG means Papua New Guinea.

Record Date means 2 June 2013.

Right and Entitlement means the right of an Eligible Shareholder to subscribe for New Shares.

Rights Issue means the rights issue conducted by the Company pursuant to this Offer Document.

Section means a section of this Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date.

Share Registry means Security Transfer Registrars Pty Limited, PO Box 535, Applecross WA 6953.

Shortfall means those New Shares not applied for by Eligible Shareholders pursuant to their Rights.

Shortfall Facility means the right for Eligible Shareholders to apply for Shares out of any Shortfall, as described in Section 1.6 of this Offer Document.

TNT means TNT Mines Limited ACN 107 244 039

Take Up Agreement means the Take Up Letter Agreements entered into between the Company and Mr Tracey Lake on behalf of Goward Pty Limited, Mr Ian Plimer on behalf of Inkex Pty Ltd, Mr Terrence Willstead on behalf of Paternat Pty Ltd and Mr Andrew Drummond on behalf of AJ and SM Drummond.

U.S. or United States means the United States of America.

U.S. Securities Act means the Securities Act of 1933, as amended, of the United States.