

**NIUMINCO GROUP LIMITED**  
**ACN 009 163 919**

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**PROSPECTUS**

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For an offer of:

- (a) up to 150,000,000 free New Options, on the basis of one (1) New Option for every one (1) Share subscribed for by Investors in the Placement (**Placement Options Offer**);
- (b) 10,000,000 New Options to Patersons Securities Limited (or its nominee) (**Broker Options Offer**); and
- (c) up to 10,000 Shares at an issue price of \$0.004 per Share to raise up to \$40 (before expenses) for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date (**Cleansing Offer**),

(together, the **Offers**).

**IMPORTANT INFORMATION**

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. **The Securities offered by this Prospectus should be considered highly speculative.**

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1. **CORPORATE DIRECTORY**

**Directors**

Tracey Lake  
*Managing Director*

Ian Plimer  
*Chairman and Non-Executive Director*

Mark Ohlsson  
*Executive Director*

**Registered Office**

Suite 50  
14 Narabang Way  
Belrose NSW 2085

Telephone: + 61 2 9450 0828  
Facsimile: +61 2 9450 0877

Email: [info@niuminco.com.au](mailto:info@niuminco.com.au)  
Website: [www.niuminco.com.au](http://www.niuminco.com.au)

**ASX Code**

NIU

**Company Secretary**

Mark Ohlsson

**Share Registry<sup>1</sup>**

Security Transfer Australia Pty Ltd  
Suite 511, The Trust Building  
155 King Street  
Sydney NSW 2000

**Lead Manager to the Placement Options Offer**

Patersons Securities Limited  
Level 23, Exchange Tower  
2 The Esplanade  
Perth WA 6000

Telephone: 1300 992 916  
Facsimile: +61 8 9315 2233

**Solicitors**

Steinepreis Paganin  
Lawyers and Consultants  
Level 4, The Read Buildings  
16 Milligan Street  
Perth WA 6000

1. *This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.*

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## 2. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

### 2.1 Indicative Timetable

Action	Date*
Lodgement of Prospectus with the ASIC and ASX	2 March 2017
Opening Date	2 March 2017
Closing Date	9 March 2017
Despatch of Holding Statements in respect of the Offers	10 March 2017
Expected Quotation of New Options and Shares under the Offers	13 March 2017

*\* The above dates are indicative only and may change without notice. The Directors reserve the right to vary these dates, including the Closing Date, without notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Securities to Applicants.*

### 2.2 Important Notes

This Prospectus is dated 2 March 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

The Offers are only available to those who are personally invited to accept the Offers. Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

### 2.3 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for Securities under this Prospectus.

## **2.4 Risk factors**

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in the Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

## **2.5 Disclaimer**

No person is authorised to give information or to make any representation in connection with the Offers described in this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers. You should rely only on information in this Prospectus.

## **2.6 Website – Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.niuminco.com.au](http://www.niuminco.com.au). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **2.7 Forward-looking statements**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 of this Prospectus.

## **2.8 Website**

No document or information included on the Company's website is incorporated by reference into this Prospectus.

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### 3. DETAILS OF THE OFFERS

#### 3.1 Background of the Offers

On 12 January 2017, the Company announced that it had resolved to undertake a placement of 150,000,000 Shares at an issue price of \$0.004 per Share to raise \$600,000 (**Placement**). Further, the Company agreed to offer investors who subscribed for Shares under the Placement (**Investors**) the right to subscribe for one (1) free New Option for every one (1) Share subscribed for and issued (**Placement Options Offer**).

The Company issued the 150,000,000 Shares under the Placement via its 15% and 10% annual placement capacities on 19 January 2017 (see ASX announcement dated 20 January 2017). The issue of New Options under the Placement and the issue of Shares under the Cleansing Offer will be made via the Company's 15% annual placement capacity and is expected to be completed by 13 March 2017.

The Company engaged the services of Patersons Securities Limited (ACN 008 896 311) (**Patersons**), a licensed securities dealer (AFSL 239052), to manage the Placement. The Company agreed to pay Patersons a lead manager fee of 1.5% (plus GST) on the total gross amount raised under the Placement, and a selling fee of 4.5% (plus GST) on the total gross amount raised under the Placement. In addition, the Company has agreed to issue 10,000,000 New Options to Patersons (or its nominee) (**Broker Options Offer**) in consideration for its services in relation to the Placement. The Company intends to issue the New Options to Patersons under its 15% annual placement capacity.

This Prospectus makes the Placement Options Offer and Broker Options Offer to Investors and Patersons (or its nominee), respectively.

#### 3.2 The Offers

##### Placement Options Offer

By this Prospectus the Company offers up to 150,000,000 free New Options, on the basis of one (1) New Option for every one (1) Share subscribed for by Investors in the Placement. The Placement Options Offer is extended to the Investors only. Accordingly, Application Forms will only be provided by the Company to these parties. No funds will be raised from the Placement Options Offer under this Prospectus as the New Options are being issued for nil consideration.

##### Broker Options Offer

This Prospectus includes an offer of 10,000,000 New Options to Patersons (or its nominee). Only Patersons (or its nominee) may accept the Broker Options Offer, by using the relevant Application Form in relation to the Broker Options Offer. No funds will be raised from the Broker Options Offer as the New Options are being issued as consideration for brokering services provided by Patersons.

##### Cleansing Offer

Pursuant to this Prospectus, the Company invites investors identified by the Directors to apply for up to 10,000 Shares at an issue price of \$0.004 per Share, to raise up to \$40 (before expenses) (**Cleansing Offer**). The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

The Cleansing Offer is included for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

### **Offers**

The Shares offered under this Prospectus will rank equally with the existing Shares on issue. A general summary of the material rights and liabilities attaching to the Shares is set out in Section 5.1.

All New Options offered under this Prospectus will be issued on the terms and conditions set out in Section 5.2. All Shares issued on conversion of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply to the ASX for the Shares and New Options offered pursuant to this Prospectus to be granted Official Quotation on ASX.

### **3.3 Minimum subscription**

There is no minimum subscription for the Offers.

### **3.4 Oversubscriptions**

No oversubscriptions will be accepted by the Company.

### **3.5 Applications**

#### **Placement Options Offer and Broker Options Offer**

Applications for New Options can only be made by Investors and Patersons (or its nominee) at the direction of the Company and must be made using the appropriate Application Form accompanying this Prospectus. Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date. The New Options are being issued for nil consideration and therefore the Applicants are not required to pay any funds with the application.

### **Cleansing Offer**

Applications for Shares under the Cleansing Offer must only be made by investors at the direction of the Company and using the appropriate Application Form accompanying this Prospectus. Payment for Shares must be made in full at the issue price of \$0.004 per Share.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to “**Niuminco Group Limited**” and crossed “**Not Negotiable**”.

Completed Application Forms and cheques must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

The Company reserves the right to close the Offers early.

### **3.6 Implications on acceptance**

Returning a completed Application Form will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Application Form, and read them both in their entirety; and
- (b) you acknowledge that once the Application Form is returned the application may not be varied or withdrawn except as required by law.

### **3.7 Not underwritten**

The Offers are not underwritten.

### **3.8 ASX listing**

Application for Official Quotation by ASX of the Shares and New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If the Shares and New Options are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Securities and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares and New Options is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

### **3.9 Issue**

The Securities offered by this Prospectus will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Holding statements for Securities issued pursuant to the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Pending the issue of the Shares under the Cleansing Offer or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest

that accrues on the bank account and each Applicant waives the right to claim interest.

The recipients of Securities under the Placement Options Offer and the Broker Options Offer are as set out in Section 3.5.

The Directors will determine the recipients of all the Shares under the Cleansing Offer. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

The Company's decision on the number of Shares to be allocated to an Applicant will be final.

### **3.10 Defects in Applications**

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

### **3.11 Applicants outside Australia**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

#### ***United States***

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### **3.12 Enquiries**

Any questions concerning the Offers should be directed to Mr Mark Ohlsson, Company Secretary, on + 61 2 9450 0828.

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## 4. PURPOSE AND EFFECT OF THE OFFERS

### 4.1 Purpose of the Offers

The purpose of the Placement Options Offer is to offer Investors who participated in the Placement one (1) free New Option for every one (1) Share subscribed for under the Placement.

The purpose of the Broker Options Offer is to satisfy the Company's agreement to issue 10,000,000 New Options to Patersons (or its nominee).

No funds will be raised from the Placement Options Offer and the Broker Options Offer as the New Options are free. However if all New Options are exercised, the Company will receive approximately \$1,120,000.

The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

Under the Cleansing Offer, an amount of approximately \$40 (before expenses) will be raised. All of the funds raised from the Cleansing Offer will be applied towards the expenses of the Offers. Refer to Section 7.7 for further details relating to the estimated expenses of the Offers.

Funds raised from the Cleansing Offer will not be sufficient to meet the costs of the Offers, and therefore, the Offers are expected to have a negative impact on the working capital of the Company equal to the costs of the Offers less any amount raised.

### 4.2 Effect of the Offers

The principal effect of the Offers, assuming all Securities offered under the Prospectus are granted, will be to:

- (a) increase the number of Options currently on issue by 160,000,000; and
- (b) increase the number of Shares currently on issue by 10,000.

### 4.3 Effect of the Offers on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Securities are issued, is set out below.

Shares <sup>1</sup>	Number
Shares currently on issue	1,831,060,440
Shares offered pursuant to the Cleansing Offer	10,000
<b>Total Shares on completion of the Offers</b>	<b>1,831,070,440</b>

Options	Number
Options currently on issue	20,000,000
Options offered pursuant to the Placement Options Offer <sup>2</sup>	150,000,000

Options offered pursuant to the Broker Options Offer <sup>2</sup>	10,000,000
<b>Total Options on completion of the Offers</b>	<b>180,000,000</b>

**Note:**

1. The rights attaching to the Shares are summarised in Section 5.1 of this Prospectus.
2. Quoted Options exercisable at \$0.007 each on or before 31 January 2019, the terms and conditions of which are set out at Section 5.2.

<b>Convertible Notes</b>	<b>Number</b>
Convertible Notes currently on issue	5
<b>Total Convertible Notes on completion of the Offers</b>	<b>5</b>

**Note:**

1. There are currently 5 unsecured Convertible Notes on issue pursuant to which the Company has borrowed a total of \$250,000 from the noteholders. The Convertible Notes bear interest at 12.5% per annum and may be redeemed or converted into Shares. Refer to the Company's 2016 Annual Report to Shareholders for detailed terms of the Convertible Notes.

#### 4.4 Financial effect of the Offers

The New Options to be issued pursuant to this Prospectus will be issued for no consideration, accordingly, there will be no effect on the Company's statement of financial position.

After paying for the expenses of the Offers of approximately \$20,000, there will be no proceeds from the Cleansing Offer. The expenses of the Offers (exceeding \$40) will be met from the Company's existing cash reserves. The Cleansing Offer will have an effect on the Company's financial position, being receipt of funds of \$40 less expenses of the Offers of \$20,000.

The unaudited pro-forma balance sheet has been prepared using the Company's audited balance sheet as at 30 June 2016 on the basis of the accounting policies normally adopted by the Company and reflect the changes to the Company's financial position.

The pro-forma balance sheet has been prepared assuming all of the Shares and New Options offered pursuant to this Prospectus are issued, no Options are exercised, and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial reports.

	<b>AUDITED 30 JUNE 2016<sup>1</sup></b>	<b>ADJUSTMENTS 30 JUNE 2016<sup>2</sup></b>	<b>PROFORMA 30 JUNE 2016<sup>3</sup></b>
<b>CURRENT ASSETS</b>			
Cash	124,661	124,701	685,101
Trade and other receivables	59,558	59,558	59,558
<b>TOTAL CURRENT ASSETS</b>	<b>184,219</b>	<b>184,259</b>	<b>744,659</b>

	AUDITED 30 JUNE 2016 <sup>1</sup>	ADJUSTMENTS 30 JUNE 2016 <sup>2</sup>	PROFORMA 30 JUNE 2016 <sup>3</sup>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	654,599	654,599	654,599
Exploration and evaluation expenditure	4,961,307	4,961,307	4,961,307
Other non-current assets	7,304	7,304	7,304
<b>TOTAL NON-CURRENT ASSETS</b>	<b>5,623,210</b>	<b>5,623,210</b>	<b>5,623,210</b>
<b>TOTAL ASSETS</b>	<b>5,807,429</b>	<b>5,807,469</b>	<b>6,367,869</b>
<b>CURRENT LIABILITIES</b>			
Interest bearing loans & borrowings	787,406	787,406	787,406
Trade and other payables	2,306,567	2,306,567	2,306,567
<b>TOTAL CURRENT LIABILITIES</b>	<b>3,093,973</b>	<b>3,093,973</b>	<b>3,093,973</b>
<b>TOTAL LIABILITIES</b>	<b>3,093,973</b>	<b>3,093,973</b>	<b>3,093,973</b>
<b>NET ASSETS</b>	<b>2,713,456</b>	<b>2,713,496</b>	<b>3,273,896</b>
<b>EQUITY</b>			
Issued capital	43,708,862	43,708,902	44,269,302
Share based payment reserve	3,055,802	3,055,802	3,055,802
Foreign currency translation reserve	1,812,320	1,812,320	1,812,320
Accumulated losses	(46,093,880)	(46,093,880)	(46,093,880)
Capital & reserves attributable to Niuminco Group owners	2,483,104	2,483,144	3,043,544
Non-controlling interests	230,352	230,352	230,352
<b>TOTAL EQUITY</b>	<b>2,713,456</b>	<b>2,713,496</b>	<b>3,273,896</b>

**Notes:**

- Column 1 represents the audited consolidated financial position of the Company at 30 June 2016.
- Column 2 represents the following material post balance date events:
  - the issue of 10,000 Shares at an issue price of \$0.004 per Share under the Cleansing Offer to raise \$40.
- Column 3 represents the following proposed transactions to arrive at the pro forma audited consolidated statement of financial position of the Company at 30 June 2016 assuming:
  - the issue of 150,000,000 New Options under the Placement Options Offer. As these New Options are free attaching to the Shares issued under the Placement, the New

Options have been attributed a nil value in the above audited consolidated statement of financial position of the Company at 30 June 2016;

- (b) the issue of 10,000,000 New Options under the Broker Options Offer;
- (c) the issue of 10,000 Shares at an issue price of \$0.004 per Share under the Cleansing Offer to raise \$40; and
- (d) estimated costs of \$39,600 associated with the Prospectus are taken to contributed equity.

#### 4.5 Substantial Shareholders

As at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Australian Metals Group Ltd	398,408,472	21.76
Goward Pty Ltd	175,344,250	9.58
Victoria Park Investments Pty Ltd	124,897,331 <sup>1</sup>	6.82

**Notes:**

1. 117,362,723 Shares are held by Victoria Park Investments Pty Ltd directly and 7,534,608 Shares are held by Nepean Engineering Superfund Pty Ltd <Superfund A/C>, an associate of Victoria Park Investments Pty Ltd.

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## 5. RIGHTS ATTACHING TO SECURITIES

### 5.1 Shares

The following is a summary of the more significant rights attaching to Shares to being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

#### (a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution.

#### (b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

#### (c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

**(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

**(e) Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

**(f) Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

**(g) Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

**(h) Variation of rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

**(i) Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

**5.2 New Options**

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.007 (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 January 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment

of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Quotation**

The Options are unlisted, however, the Company intends to apply for quotation of the Options on ASX, subject to the requirements of ASX Listing Rule 2.5.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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## 6. RISK FACTORS

### 6.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### 6.2 Specific Risks

#### (a) Going concern risk

The Company experienced operating losses and had current liabilities exceeding its current assets by \$2,909,754 as of 30 June 2016. The Company also had insufficient financial resources to fully fund its ongoing operations as of 30 June 2016.

The Directors believe that as a result of the net \$900,000 raised in October 2016 through the Company's underwritten Share Purchase Plan and Top-up Placement, and with the amount raised under the Placement, the Company has sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. Please refer to Section 6.2(b) below for further details.

In the event that such further funding (if required) is not completed successfully there is likely to be a material adverse effect on the Company's activities.

#### (b) Funding

The Company's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

Further, the Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.

Loan agreements and other financing rearrangements such as debt facilities, convertible note issue and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default under a finance lease could also result in the loss of assets.

The Company is exposed to risks associated with its financial instruments (consisting of cash, receivables, accounts payable and accrued liabilities due to third parties from time to time). This includes the risk that a third party to a financial instrument fails to meet its contractual obligations; the risk that the Company will not be able to meet its financial obligations as they fall due; and the risk that market prices may vary which will affect the Company's income.

(c) **Joint Venture**

The Company is a party to a joint venture agreement in respect of the Edie Creek Project with Mincor Resources NL (ASX:MCR) (**Edie Creek Joint Venture**). Pursuant to the Edie Creek Joint Venture, the Company is responsible for all of the operating costs and exploration expenditure required. As noted in the Company's annual financial report, the Company has not been meeting its planned production targets at the Edie Creek Project. No assurances can be given that the Company will achieve commercial viability of the Edie Creek Project. Until the Company is able to realise value from the Edie Creek Project, the Company will continue to incur ongoing operating losses.

(d) **Contractual Risk**

The Company's ability to efficiently conduct its operations in a number of respects depends upon a number of contracts. As in any contractual relationship, the ability for the Company to ultimately receive the benefit of the contract is dependent upon the relevant third party complying with its contractual obligations. To the extent that such third parties default in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

## 6.3 Industry specific

### (a) Exploration

The mineral tenements of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the Company's tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic mineral deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will depend on the exploration activities and production at the Company's current projects and any future projects acquired in the future, as well as the ability of the Company to realise value from the sale of its assets in the form of a profit.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Company's tenements, a reduction in the case reserves of the Company and possible relinquishment of the Company's tenements.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

### (b) Mine development

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

The Company's operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects.

(c) **Operations**

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(d) **Resource Estimates**

In the event a resource is delineated this would be an estimate only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

The Company does not presently have any JORC Code compliant resources on the Edie Creek tenements.

(e) **Sovereign**

The Company's projects outside Australia are subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in foreign jurisdictions in which the Company has projects that affect foreign ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company.

## **6.4 General risks**

### **(a) Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

### **(b) Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

### **(c) Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.

### **(d) Commodity price volatility**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange

rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

(e) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(f) **Managing Growth**

The Company's success will depend on its ability to expand its operations. If the Company is unable to successfully manage the expansion of its business, its financial condition and results of operations could be materially adversely affected.

## **6.5 Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. 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 the securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus (or Shares to be issued upon exercise of the New Options) carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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## **7. ADDITIONAL INFORMATION**

### **7.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### **7.2 Continuous Disclosure Obligations**

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged by the Company with the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
20/02/2017	Final Director's Interest Notice
20/02/2017	Final Director's Interest Notice
15/02/2017	Resignation of Directors
14/02/2017	Initial Director's Interest Notice
13/02/2017	Appointment of a Director
08/02/2017	Drilling unveils potential bulk tonnage high grade intercept
31/01/2017	Quarterly Cashflow Report
31/01/2017	Quarterly Activities Report
20/01/2017	Appendix 3B
20/01/2017	Notice under section 708A(5)(e) Corporations Act
20/01/2017	Niuminco completes \$600,000 share placement
12/01/2017	Niuminco completes \$600,000 Placement
10/01/2017	Trading Halt
13/12/2016	First Aberfoyle diamond drill hole successfully completed
07/12/2016	PNG Mining & Petroleum Conference Presentation
07/12/2016	High Grade Gold intercepts in Enterprise Drilling Program
01/12/2016	Result of voting at TNT Mines Ltd AGM
30/11/2016	Results of Meeting
30/11/2016	AGM Presentation
25/11/2016	Drill Testing of Aberfoyle Tin and Tungsten Systems Commences
31/10/2016	Quarterly Cashflow Report
31/10/2016	Quarterly Activities Report

Date	Description of Announcement
28/10/2016	Proxy Form
28/10/2016	Notice of Annual General Meeting
21/10/2016	Corporate Governance Statement
21/10/2016	Notice under section 708A(5)(e) of the Corporations Act
21/10/2016	Appendix 3B
20/10/2016	Top-Up Placement raises additional Funds
18/10/2016	Change of Director's Interest Notice
17/10/2016	Appendix 3B
14/10/2016	Result of Share Purchase Plan
05/10/2016	Edie Cr Gold Intercepts in JORC Resource Drilling Program
30/09/2016	Appendix 4G

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at [www.niuminco.com.au](http://www.niuminco.com.au).

### 7.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.007	29 November 2016, 23, 27 & 30 January 2017
Lowest	\$0.004	12, 14-16 & 21 December 2016, 6-8, 14, 15, 21, 22, 27 February 2017
Last	\$0.005	1 March 2017

### 7.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offers.

### **Security Holdings**

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below:

<b>Director</b>	<b>Shares</b>	<b>Options</b>
Tracey Lake	175,815,362 <sup>1</sup>	Nil
Ian Plimer	37,678,572 <sup>2</sup>	Nil
Mark Ohlsson	3,838,157 <sup>3</sup>	Nil

#### **Notes:**

1. 175,344,250 Shares held indirectly through Goward Pty Ltd, and 471,112 Shares held directly.
2. 36,011,905 Shares held indirectly through Inkex Pty Ltd ATF the Inkex Superannuation Fund, and 1,666,667 Shares held directly.
3. 3,833,751 Shares held indirectly through Danbury Capital Corporation Pty Ltd and 4,406 Shares held directly.

No Director or any of their associates intend to participate in the Offers.

### **Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors:

Director	Year ended 30 June 2017 (Proposed)	Year ended 30 June 2016	Year ended 30 June 2015
Tracey Lake	\$270,000	\$270,000	\$200,000
Ian Plimer	\$36,000	\$36,000	\$36,000
Mark Ohlsson	\$36,000	Nil	Nil

## 7.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the Australian solicitors to the Company in respect of the Prospectus. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has not been paid any fees for the provision of legal services provided to the Company.

Patersons Securities Limited has acted as lead manager to the Placement Options Offer in this Prospectus. Refer to Section 3.1 of this Prospectus for the fees to be paid to Patersons Securities Limited.

## 7.6 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) in light of the above, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Patersons Securities Limited has given its written consent to being named as the lead manager to the Placement Options Offer in this Prospectus. Patersons Securities Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 7.7 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$20,000 (excluding GST) and are expected to comprise legal fees, printing and other administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

## 7.8 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at [www.niuminco.com.au](http://www.niuminco.com.au).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **7.9 Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

## **7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

## **7.11 Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

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**8. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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**Ian Plimer**  
**Chairman and Non-Executive Director**  
**For and on behalf of**  
**NIUMINCO GROUP LIMITED**

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## 9. GLOSSARY

**\$** means an Australian dollar.

**Applicant** means an investor that applies for Securities pursuant to the Placement Options Offer, Broker Options Offer or Cleansing Offer (as the case may be).

**Application Form** means the application form attached to or accompanying this Prospectus.

**ASIC** means Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Listing Rules** means the official listing rules of ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHES.

**Board** means the board of Directors as constituted from time to time.

**Broker Options Offer** means the offer of New Options to Patersons as set out in Section 3.2.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Cleansing Offer** means the offer of Shares as set out in Section 3.2.

**Closing Date** means the date specified in the timetable in the Section 2.1 (unless extended or closed earlier).

**Company** means Niuminco Group Limited (ACN 009 163 919).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

**Directors** means the directors of the Company at the date of this Prospectus.

**Investors** has the meaning given in Section 3.1.

**New Option** means an Option issued on the terms and conditions set out in Section 5.2.

**Offers** means the Placement Options Offer, Broker Options Offer and Cleansing Offer and **Offer** means any one of them.

**Official Quotation** means official quotation by ASX in accordance with the ASX Listing Rules.

**Opening Date** means the opening date of the Offer as set out in the indicative timetable in the Section 2.1.

**Option** means an option to acquire a Share, including where the context requires, New Options.

**Optionholder** means a holder of an Option.

**Patersons** means Patersons Securities Limited (ACN 008 896 311) (AFSL 239052).

**Placement** has the meaning given in Section 3.1.

**Placement Options Offer** means the offer of New Options to Investors as set out in Section 3.2.

**Prospectus** means this prospectus.

**Section** means a section of this Prospectus.

**Securities** means the Shares and New Options offered pursuant to this Prospectus, or either one of them, as the context requires.

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

**Shareholder** means a holder of Shares.

**WST** means Western Standard Time as observed in Perth, Western Australia.