

NORTHERN

LIMITED

A People's Republic of China MINERALS & MINING OPPORTUNITY
JANUARY 2010

- Exclusive License from Provincial and Central Governments to extract coal and humic acid from three open pit coal mines in the Xinjiang Autonomous area of Northwest PRC with price guarantees
- Tax advantaged, public company structure producing near-term and continuing cash flow
- "A" Round, ground floor opportunity with very attractive valuation and investment "sweeteners"
- Ancillary, government sanctioned coal-trading vertical integration strategy

OFFERING (see qualifying disclaimer, page 2)

Amount:	\$6,000,000 (10.7% ownership post offering)
Minimum Investment:	\$ 100,000
Units:	One share of common stock plus one warrant
Price:	\$1.00 per unit
Warrants:	3 year warrants; \$1.50 strike price
Performance Ratchet:	If \$10MM GAAP EBITDA as defined not achieved by February 28, 2011 Unit holders' stake increases by 25% of shares purchased
Dividend Policy:	50% of Annual GAAP Net Profit

COMPANY

Corp. Structure: British Virgin Islands (China holdings through a Hong Kong based WOFE, 'Wholly-owned Foreign Enterprise')

U.S. Listing: Bulletin Board listing anticipated by Fall, 2010

Use of Proceeds:

License fee - Northern Hill Coal Mine	\$2MM
License fees - Other Mines	\$1MM
Capital Improvements/Costs	\$1MM
Acquisition of 2 Coal Trading Companies	\$1MM
Expenses of offering, Professional Fees	\$1MM

Projections:

	PROJECTED EBITDA (\$000)			
	Year 1	Year 2	Year 3	Year 4
Coal	13,836	40,901	71,468	96,326
Trade	7,533	14,851	25,827	27,764
Total	28,280	55,752	96,960	104,232

Comparables:

Company Name	Market Cap (\$)	P/E	Dividend Yield
China Shenhua Energy Co LTD	845MM	24X	1.30%
China Coal Energy	221MM	22X	1.20%
LL International	110MM	11X	0
Yanzhou Coal Mining Co	91MM	23X	1.80%
Puda Coal	86MM	6.5X	0
Pingdingshan Tianan Coal Mining	46MM	25X	2.50%
Datong Coal Industry Co	40MM	23X	0.08%
Guizhou Panjiang Refined Coal	33MM	32X	1.90%
Industry Average		20.8X	1.09%

The above are established coal operators, there is no assurance that the Company as a startup will achieve comparable results.

BACKGROUND

Northern is being formed as a British Virgin Islands corporation to engage in the business of (i) entering into management or extraction contracts for producing coal properties in the People's Republic of China pursuant to which the Company will have the exclusive coal extraction rights, and (ii) acquiring and operating coal trading companies licensed in the People's Republic of China.

All coal and other minerals in China are owned by the Government and its subdivisions, but private entities may receive permission or license to extract the minerals and grant or transfer all or a portion of such rights to a third party. The Company's first Extraction Arrangement is with the Xinjiang Tuokexum Northern Hills Coal Mine in the Xinjiang Autonomous Republic of China ("NHM"). The Company has an agreement with Xinjiang Yingshengyuan Mining Industry Limited Company ("YSY") for the transfer of YSY's NHM extraction rights to a designee of [REDACTED]. The grant of the right to manage or extract the coal at NHM is for three years and is renewable for an additional three years. YSY also owns the rights to several additional mines in Tuokexum, Xinjiang and has agreed, subject to a successful NHM project, to assign the rights to several additional mining contracts to [REDACTED].

Per PRC tax regulations, [REDACTED]'s sales to customers can only be made through licensed coal traders upon payment of a fee. To eliminate these "middle men", the Company also has understandings to acquire two coal traders.

MANAGEMENT

TONY [REDACTED] Chairman and CEO - over 20 years managing international operations and global business development including being the General Manager of Wang, managing the Asia operations in 18 countries.

DAVID [REDACTED] Vice President and CFO - 20 years of operational finance experience in international markets. Former SVP of International Finance at ICT Group and Hong Kong based Asia Pac CFO for CIENA Corporation.

ZHANG [REDACTED] Vice President, Mining Operations - 10 years mineral exploration and mining management operations experience in the Xinjiang area managing 10 coal mines.

LIANG [REDACTED] Vice President, Govt. Relations and China Legal Advisor - professional Lawyer practicing business law in China for over 20 years.

GLENN [REDACTED] Corporate Secretary - founding partner of CIF Hong Kong Limited and Asia Technology Management (ATM), consulting firms that advise corporations, banks and non-bank financial institutions in the Asian and EMEA region. Previously with Bear Stearns, Blackrock Financial Management and Pru Bache.

THIS DOCUMENT MUST BE READ IN CONJUNCTION WITH THE COMPANY'S PLAN DATED DECEMBER 8 2009 AND THE RISK FACTORS SET FORTH THEREIN. THE FULFILLMENT OF OUR GOALS AND PROJECTED FINANCIAL RESULTS ALL AS SET FORTH IN THIS PLAN ARE SUBJECT TO SUBSTANTIAL RISKS AS DESCRIBED IN THE RISK FACTORS. IN ADDITION THE COMPANY MAY ELECT TO CHANGE ANY ASPECT OF THE PLAN.

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STATEMENTS INCLUDED IN THIS DOCUMENT MAY CONSTITUTE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. SUCH STATEMENTS INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES SUCH AS COMPETITIVE FACTORS, TECHNOLOGICAL DEVELOPMENT, MARKET DEMAND, AND THE COMPANY'S ABILITY TO OBTAIN NEW CONTRACTS AND ACCURATELY ESTIMATE NET REVENUES DUE TO VARIABILITY IN SIZE, SCOPE AND DURATION OF PROJECTS, AND INTERNAL ISSUES IN THE SPONSORING CLIENT. AS A RESULT, ACTUAL RESULTS MAY DIFFER MATERIALLY FROM ANY FINANCIAL OUTLOOKS STATED HEREIN. FURTHER INFORMATION ON POTENTIAL FACTORS THAT COULD AFFECT THE COMPANY'S FINANCIAL RESULTS CAN BE FOUND IN THE COMPANY'S BUSINESS PLAN. IN PREPARING THIS INFORMATION, THE PREPARER HAS RELIED UPON INFORMATION RECEIVED FROM THE COMPANY. NO WARRANTY CAN BE MADE AS TO THE ACCURACY OF SUCH INFORMATION OR THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED AND THE PREPARER IS NOT RESPONSIBLE FOR ANY CLAIMS MADE BY THE COMPANY. YOU SHOULD INDEPENDENTLY INVESTIGATE AND FULLY UNDERSTAND ALL RISKS BEFORE INVESTING IN THE COMPANY.