



23 April 2021

The Manager
Listings Compliance
ASX, SYDNEY

**RE: PUBLIC OFFER AND KOONGIE PARK COPPER/ZINC TRANSACTION –
SUPPLEMENTARY PROSPECTUS**

Please see attached a copy of a Supplementary Prospectus dated 23 April 2021 that has been lodged with ASIC earlier today.

The primary purpose of the Supplementary Prospectus is to set out a revised timetable for the Public Offer, due to delays in the Company convening its shareholder meeting, which is now due to be held on Friday, 21 May 2021.

The Board of AKN has been advised by the Lead Manager to the Public Offer, Novus Capital, that support for the Public Offer has been very strong and the Board of AKN therefore considers that the Company is likely to secure the maximum \$7M in application moneys from investors. The Board of AKN therefore wishes to note that they do not consider that there has been any lack of support for the Public Offer, but rather that the offer timetable has been revised to accommodate the new shareholder meeting date.

This announcement is authorised by:

Paul Williams
Managing Director
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AuKing Mining Limited ACN 070 859 522 (Company)

Second Supplementary Prospectus

Second Supplementary Prospectus to a Prospectus dated 23 April 2021

Important Information

This is a second supplementary prospectus dated 23 April 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Second Supplementary Prospectus**). This Supplementary Prospectus supplements the prospectus dated 9 March 2021 (**Prospectus**) and the Supplementary Prospectus dated 19 March 2021 (**First Supplementary Prospectus**) which were issued by AuKing Mining Limited ACN 070 859 522 (**Company**).

ASIC, ASX Limited (**ASX**), and their officers take no responsibility as to the contents of this Second Supplementary Prospectus. This Second Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus and the First Supplementary Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus and the First Supplementary Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus, the provisions of this Second Supplementary Prospectus will prevail.

The Company has issued an electronic version of this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus. Electronic versions of each may be accessed at www.aukingmining.com.

1. Changes to Closing Date

1.1 Background

The Indicative Timetable included in the Prospectus was dependent on the timing for review and despatch of the Notice of Meeting. Due to delays the Company has experienced in finalising the material to convene the General Meeting, a revised timetable for the Public Offer is set out below. The Notice of Meeting is dated 22 April 2021 and was despatched on 22 April 2021.

1.2 Date Changes

The references to the "Closing Date" or "Public Offer Closing Date" being 23 April 2021 appearing throughout the Prospectus (as amended by the First Supplementary Prospectus), including the definition of "Closing Date", are replaced with 31 May 2021. All references in the Prospectus (as amended by the First Supplementary Prospectus) to when Applications must be received by are amended to 5pm (Sydney time) on 31 May 2021.

1.3 Consequential amendments to the Prospectus

- (a) The Indicative Timetable (excluding the 'Note' and subsequent paragraph) contained in the Key Offer Statistics and Important Dates section of the Prospectus and sections 1(G) and 2.2 of the Prospectus (**Timetable**) is deleted and replaced with the following (**Amended Indicative Timetable**):

| Event | Date |
|--|---------------|
| Prospectus lodged with ASIC and ASX | 9 March 2021 |
| Public Offer Opening Date | 10 March 2021 |
| Notice of Meeting given to Shareholders | 22 April 2021 |
| General Meeting to consider the Approval Resolutions | 21 May 2021 |
| Public Offer Closing Date | 31 May 2021 |
| Issue of Offer Securities under Prospectus | 1 June 2021 |
| Completion of the KP Transaction | 2 June 2021 |
| Dispatch of Holding Statements | 2 June 2021 |
| Expected date for re-quotations of the Company's Shares (and quotation of the Offer Options) on the ASX (subject to satisfaction of Chapters 1 and 2 of ASX Listing Rules) | 7 June 2021 |

This timetable is indicative only. The Company reserves the right to vary the dates, which includes closing the Public Offer early or extending the close of the Public Offer, without notifying any recipients of the Prospectus or any Applicants subject to the Corporations Act, the Listing Rules and other applicable laws. Investors are encouraged to submit their Application Forms as soon as possible. Furthermore, dates are dependent upon Completion, and as such, satisfaction of all KP Transaction Conditions, which includes ASX providing the Conditional Approval. Accordingly, the proposed dates are merely indicative and subject to a number of factors outside the control of the Company.

- (b) The following statement at Section 1(G) of the Prospectus in response to the Topic: "When will I receive confirmation that my Application has been successful":

Holding statements that confirm Applicants' allocations under the Public Offer are expected to be dispatched to Shareholders on or around 29 April 2021.

is deleted and replaced with the following statement:

Holding statements that confirm Applicants' allocations under the Public Offer are expected to be dispatched to Shareholders on or around 2 June 2021.

- (c) Any other references to the dates contained in the Indicative Timetable appearing throughout the Prospectus (as amended by the First Supplementary Prospectus) are replaced with the corresponding date from the Amended Indicative Timetable.

1.4 Non-materially adverse

The Directors do not consider the amendments to the indicative timetable are materially adverse from an investor's point of view.

2. Amendments to terms of the Offer Options

2.1 Rights attaching to Offer Options

Section 13.5(g) is deleted and replaced with the following:

The Company will, within timeframes that comply with the Listing Rules (and in any event within 20 Business Days after the valid exercise of the Offer Options):

1. allot and issue the number of fully paid ordinary Shares ranking pari passu with the then issued Shares as required under these terms and conditions in respect of the number of Offer Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and
2. 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 Offer Options.

2.2 Non-materially adverse

The amendments to the terms of the Offer Options ensure that the terms of the Offer Options reflect the Listing Rule timetables. The Directors do not consider the amendment to the terms of the Offer Options is materially adverse from an investor's point of view.

3. Other Material Information

The Directors of the Company are not aware of any acts, matters or things (not already described in the First Supplementary Prospectus or the Prospectus) which may be material to the making of an informed assessment of:

- a) the effect of the Public Offer on the Company; or
- b) the rights attaching to the Offer Securities.

4. Director Consent

Directors' authorisation and consent

This Second Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 23 April 2021. Each Director has consented to lodgement of this Second Supplementary Prospectus with ASIC.



Paul Williams
Director
Auking Mining Limited