



4 May 2021

The Manager
Listings Compliance
ASX, SYDNEY

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

Please see attached a copy of a Third Supplementary Prospectus dated 4 May 2021 that has been lodged with ASIC this morning.

The primary purpose of the Supplementary Prospectus is to confirm that agreement has been reached by AKN with various parties where the material agreements were due to lapse on either 29 or 30 April 2021. These included the Koongie Park Earn-in agreement with Anglo Australian Resources NL, the JCHX loan agreement and respective long-term convertible note agreements.

This announcement is authorised by:

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

Third Supplementary Prospectus

Third Supplementary Prospectus to a Prospectus dated 4 May 2021

Important Information

This is a third supplementary prospectus dated 4 May 2021 and lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Third Supplementary Prospectus**). This Third Supplementary Prospectus supplements the prospectus dated 9 March 2021 (**Prospectus**), the Supplementary Prospectus dated 19 March 2021 (**First Supplementary Prospectus**) and the Second Supplementary Prospectus dated 23 April 2021 (**Second 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 Third Supplementary Prospectus. This Third Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus, First Supplementary Prospectus and Second 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 material details in relation to the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) remain unchanged. Terms used in this Third Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus. To the extent of any inconsistency between this Third Supplementary Prospectus, the Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus, the provisions of this Third Supplementary Prospectus will prevail.

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

1. Extension of dates in various material agreements

1.1 Background

Section 12 of the Prospectus contains summaries of various material agreements to which the Company is a party, including the:

- (a) Koongie Park Earn-In, which is subject to various conditions precedent that were required to be satisfied before 29 April 2021 (**KP Satisfaction Date**);
- (b) JCHX Loan, of which the loan the subject of the agreement was required to be repaid by the Company if:
 - (1) the Company had not obtained shareholder approval to issue ordinary shares to JCHX; and
 - (2) Completion of the KP Transaction and re-instatement to the Official List had not occurred,

by 30 April 2021 (**JCHX Repayment Date**).

- (c) Williams Convertible Loan, of which the convertible loan the subject of the agreement (which for all purposes has been treated by the Company as convertible notes) was scheduled to mature on the earlier of Completion of the KP Transaction or 30 April 2021 (**Williams Maturity Date**);
- (d) Yang Convertible Notes, of which the convertible notes the subject of the agreement were scheduled to mature on the earlier of Completion of the KP Transaction or 30 April 2021 (**Yang Maturity Date**);
- (e) Tighe Convertible Notes, of which the convertible notes the subject of the agreement were scheduled to mature on the earlier of Completion of the KP Transaction or 30 April 2021 (**Tighe Maturity Date**);
- (f) Tighe Loan Agreement, of which the short-term loan the subject of the agreement was scheduled to be repaid on 30 April 2021 (**Tighe Repayment Date**);
- (g) Saralau Convertible Notes, of which the convertible notes the subject of the agreement were scheduled to mature on the earlier of Completion of the KP Transaction or 30 April 2021 (**Saralau Maturity Date**); and
- (h) GN Convertible Notes, of which the convertible notes the subject of the agreement were scheduled to mature on the earlier of Completion of the KP Transaction or 30 April 2021 (**GN Maturity Date**).

1.2 Extension Agreements

The Company has entered into various agreements with the respective counterparties to the above material agreements to extend the:

- (a) KP Satisfaction Date to 9 June 2021;
- (b) JCHX Repayment Date to 15 June 2021;
- (c) Williams Maturity Date to 15 June 2021;
- (d) Yang Maturity Date to 15 June 2021;
- (e) Tighe Maturity Date to 15 June 2021;
- (f) Tighe Repayment Date to 15 June 2021;
- (g) Saralau Maturity Date to 15 June 2021; and
- (h) GN Maturity Date to 15 June 2021.

1.3 Non-Materially Adverse

The Directors do not consider the extensions to the respective dates outlined in section 1.2 above is materially adverse from an investor's point of view.

2. 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, the Second 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.

3. Director Consent

Directors' authorisation and consent

This Third Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 4 May 2021. Each Director has consented to lodgement of this Third Supplementary Prospectus with ASIC.



Paul Williams
Director
Auking Mining Limited