



SUPPLEMENTARY PROSPECTUS

1 June 2017

IMPORTANT INFORMATION

This supplementary prospectus (**Supplementary Prospectus**) has been issued by Auris Minerals Limited (formerly RNI NL) (ABN 77 085 806 284) (the **Company** or **Auris**) and was lodged with ASIC and ASX on and is dated 1 June 2017.

Neither ASX nor ASIC takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus contains details of changes to, and supplements, the Prospectus (**Prospectus**) dated 15 May 2017 issued by the Company in relation to the offer (**the Offer**) of new Options (**Loyalty Options**) pursuant to a pro rata non-renounceable entitlement issue offered to Eligible Shareholders on the basis of one (1) parcel of Loyalty Options (**Parcel**) comprising:

- one (1) Tranche 1 Loyalty Option, at an issue price of \$0.002; and
- one (1) Tranche 2 Loyalty Option, at an issue price of \$0.002,

for every ten (10) Shares held by the Shareholder at 5.00pm WST on 23 May 2017 (**Record Date**).

This Supplementary Prospectus was issued voluntarily by the Company to supplement the disclosure in the Prospectus and must be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Definitions (often with the first letter capitalised) appear in the body of this Supplementary Prospectus (refer to bold type or quotation marks). Unless defined herein or otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

The Company has issued both a printed and electronic version of the Prospectus and this Supplementary Prospectus and the electronic versions of both may be viewed at www.aurisminerals.com.au. The Company will send a copy of this Supplementary Prospectus to all Eligible Shareholders of the Company.

The Prospectus and this Supplementary Prospectus contain detailed information about the Company and should both be read in their entirety before completing an Entitlement and Acceptance Form.

The directors consider an investment in the Shares to be speculative and recommend that you consult your financial adviser as to the course you should follow with respect to the New Shares. No securities will be issued on the basis of the Prospectus or this Supplementary Prospectus later than 13 months after 15 May 2017.

TIMETABLE AND CLOSING DATE UNCHANGED

The timetable contained in the Prospectus has **not** been varied by this Supplementary Prospectus.

The Closing Date for the Offer remains 5:00pm (Perth time) on 7 June 2017. Subject to ASX Listing Rules, the directors may, in their absolute discretion, extend this Closing Date (with or without notice).

AMENDMENTS TO PROSPECTUS

Additional Loyalty Option Offer

For the sake of clarification, the penultimate paragraph of Section 2.3 of the Prospectus is amended to read:

"If the number of Additional Parcels of Loyalty Options applied for by Eligible Shareholders exceeds the number of Parcels of Loyalty Options in the Shortfall, the Company will scale back the applications for Additional Parcels of Loyalty Options on a pro-rata basis. If there is a scale back of these applications because the Additional Loyalty Options Offer is oversubscribed, the number of Additional Parcels of Loyalty Options an applicant will receive will be less than the number for which the applicant applied. If the number of Additional Parcels of Loyalty Options allotted to an applicant is less than the number applied for, the applicant will be bound to accept the lesser number and surplus application money will be refunded in full without interest."

Shortfall Offer

Section 2.4 of the Prospectus is amended to read:

"If any Shortfall remains after the satisfaction of all applications for Parcels of Loyalty Options by Eligible Shareholders (including all applications under the Additional Loyalty Options Offer) (**Remaining Shortfall**), Debbie Fullarton, Robert Martin and Bronwyn Barnes must, pursuant to each of their respective Underwriting Agreements with the Company (see Section 8), each apply and pay in full for one third of the Remaining Shortfall at an issue price of \$0.004 for each Parcel of Loyalty Options in the Remaining Shortfall (**Remaining Shortfall Loyalty Options**), being \$0.002 for each of the two Loyalty Options in each Parcel of Remaining Shortfall Loyalty Options which is the same issue price for Parcels of Loyalty Options under the Offer and the Additional Loyalty Options Offer. Pursuant to Exception 3 of ASX Listing Rule 7.2, the Directors, as part of the Offer, reserve the right to issue the Remaining Shortfall Loyalty Options within 15 days after the Closing Date to ensure that the Remaining Shortfall Loyalty Options can be issued to the underwriters within the period required to comply with Exception 2 of ASX Listing Rule 10.12."

Effect on Financial Position

To show what adjustments were made to the Company's audited balance sheet as at 31 December 2016 to produce the unaudited estimated pre-Offer balance sheet shown in Column 1 of Table 2, Section 5.1 of the Prospectus is amended by adding immediately after Table 2:

"Table 2A below shows in:

Column 3: The audited balance sheet based of the Company as at the **Balance Date**.

Column 4: The adjustments made to the audited Balance Date balance sheet to reflect material changes since the Balance Date, including the expected proceeds from the Placement, to derive the unaudited estimated pre-Offer balance sheet shown on column 1 of Table 2 above.

Column 5: Comments explaining the adjustments made in Column 4.

Table 2A

	Column 3 31/12/2016 \$	Column 4 Adjustments \$	Column 5 Comments
ASSETS			
Cash and cash equivalents	1,759,012	2,030,888	Placement proceeds, less payments, add receipts
Trade and other receivables	854,336	-833,756	Receipt of R&D rebate
Total current assets	2,613,348	1,197,132	
Property, plant and equipment	260,705	-18,617	Depreciation
Exploration assets	13,488,810	735,838	Exploration spend
Total non-current assets	13,749,515	717,221	
TOTAL ASSETS	16,362,863	1,914,353	
LIABILITIES			
Trade and other payables	313,449	-230,470	Reduction in payables
Borrowings	100,000	-40,000	Conversion of notes
Provisions	171,725	3,674	Leave liability movements
Total current liabilities	585,174	-266,796	
Provisions	129,560	-8,880	Environmental provisions
Total non-current liabilities	129,560	-8,880	
TOTAL LIABILITIES	714,734	-275,676	
NET ASSETS	15,648,129	2,190,029	

EQUITY

Issued capital	116,989,722	2,865,405	Placement, Share issue costs, Shares on acquisition of mining leases, conversion of notes
Reserves	4,558,601	-871,836	Expiry of options
Accumulated losses	-105,900,194	196,460	Working costs, less expiry of options
TOTAL EQUITY	15,648,129	2,190,029	

SHARE TRADING HISTORY

The highest and lowest market sale price of the Shares on ASX during the 3 months immediately preceding the date of this Supplementary Prospectus, and the respective dates of those sales and the last sale on the last business day on which any sales were recorded immediately preceding the date of this Supplementary Prospectus, were:

	Dates	Cents
Highest	08/03/2017	0.09
Lowest	13/03/2017	0.06
Latest	30/05/2017	0.64

Note that these share prices have been reflected on a post Consolidation basis.

DISCLOSING ENTITY

The List of documents appearing in Section 11 of the Prospectus is amended by adding:

Date	Description of announcement
19/05/2017	Section 708A Notice and Appendix 3B
17/05/2017	Entitlements Issue - Letter to Shareholders
17/05/2017	Appendix 3B - Entitlements Issue (Amended)
15/05/2017	Entitlement Issue - Appendix 3B
15/05/2017	Entitlement Issue Prospectus
15/05/2017	Entitlement Issue - Letter to Ineligible Shareholders
15/05/2017	Entitlement Issue - Letter to Noteholders
15/05/2017	Entitlement Issue - Letter to Optionholders

CONSENTS**Directors' Consent**

This Supplementary Prospectus has been issued by Auris Minerals Limited (formerly RNI NL) and each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Underwriters' Consent

Debbie Fullarton, Robert Martin and Bronwyn Barnes have each consented to being named as Underwriters and the inclusion in this Supplementary Prospectus of all statements referring to each of them in that capacity (in the form and context in which they are included), and have not withdrawn such consent before lodgement of this Supplementary Prospectus with ASIC.

For and on behalf of the Board.

DEBBIE FULLARTON
EXECUTIVE DIRECTOR

1 June 2017