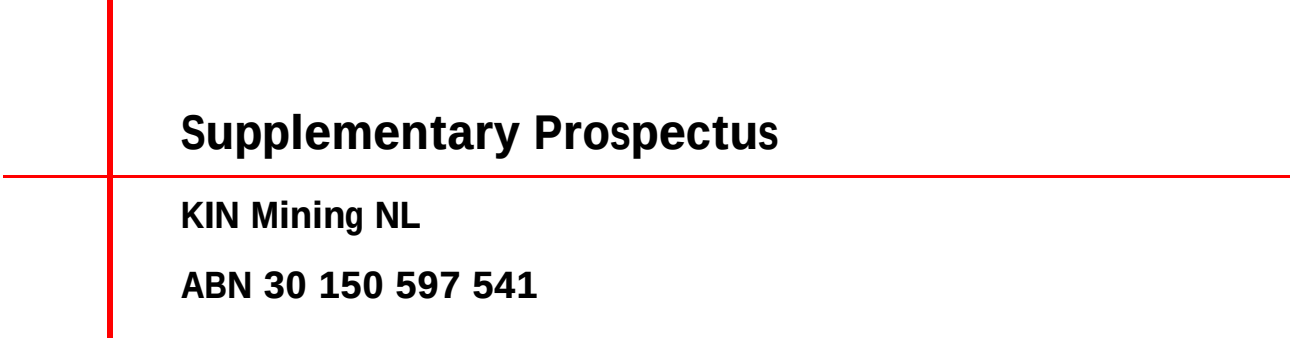




Supplementary Prospectus

KIN Mining NL

ABN 30 150 597 541

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 15 August 2012 (**Original Prospectus**) issued by KIN Mining NL (ACN: 150 597 541) (**Company**).

This Supplementary Prospectus is dated 12 November 2012 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. ASIC, ASX Limited (**ASX**) and their respective officers do not take any responsibility as to the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Original Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Original Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Original Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Original Prospectus as an electronic prospectus and may be accessed on the Company's website at www.kinmining.com.au. The Company will send a copy of this Supplementary Prospectus to all Applicants who have applied for Shares under the Original Prospectus as at the date of this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

1 EXTENSION OF TIME TO OBTAIN QUOTATION AND RAISE MINIMUM SUBSCRIPTION

In accordance with the Corporations Act, if a person offers securities under a disclosure document (e.g. a prospectus) and the disclosure document states or implies that the securities are to be quoted on a financial market (e.g. ASX) and the securities are not admitted to quotation within 3 months after the date of the disclosure document (**Quotation Condition**) then an issue or transfer of securities in response to an application made under the disclosure document is void and the person offering the securities must return the money received by the person from the applicants as soon as practicable.

In addition, the Corporations Act provides that where a disclosure document states that the securities will not be issued or transferred unless a minimum amount is raised and that condition is not satisfied within 4 months after the date of the disclosure document the person must repay the monies received from the applicants or give the applicants a supplementary disclosure document and 1 month to withdraw their application and be repaid.

Accordingly, the Company has until 15 November 2012 to have the Shares offered pursuant to the Original Prospectus admitted to quotation on the ASX and until 15 December 2012 to raise the minimum subscription of \$2,500,000.

2 STATUS OF THE OFFER

As at the date of this Supplementary Prospectus the Company has received 58 valid Applications for 1,445,000 Shares totaling \$289,000. It has not raised the minimum subscription provided for in the Original Prospectus of \$2,500,000, and is not able to issue any Shares pursuant to the Original Prospectus or obtain quotation of those Shares on ASX by 15 November 2012. While the Company has received valid Applications no Applications have been processed and no Shares have been issued pursuant to the Original Prospectus.

3 ASIC MODIFICATION

On 8 November 2012 the Company was granted a modification of the Corporations Act by ASIC (**ASIC Modification**). The effect of the ASIC Modification is to give the Company:

- (a) a further 3 months after the date of this Supplementary Prospectus to obtain quotation of the Shares on ASX (i.e. by 12 February 2013); and
- (b) a further 4 months after the date of this Supplementary Prospectus to raise the Minimum Subscription (i.e. by 12 March 2013).

4 CLOSING DATE

Given the ASIC Modification, the Company has extended the Closing Date.

Accordingly, references to the Closing Date in the Original Prospectus are amended and the Timetable to the Offer set out on page 3 of the Original Prospectus is deleted and replaced with the following timetable:

Timetable to the Offer

Opening Date of the Offer ¹	23 August 2012
Closing Date of the Offer ²	1 February 2013
Allotment of Shares under this Prospectus	6 February 2013
Quotation of Shares on the ASX	8 February 2013

¹ Subject to an exposure period as required by the Corporations Act, any extension of which will delay the Opening Date of the Offer.

² Prospective investors are encouraged to apply as soon as possible after the Offer opens, as the Company reserve the right to close the Offer early or later as indicated above without prior notice.

This timetable is indicative only, and may change.

5 OPTION AGREEMENTS

Each Option Agreement has been amended to extend the time period in which the conditions must be fulfilled. This means that the third paragraph of section 5.8(c) of the Original Prospectus is deleted and section 5.8(a)(ii) of the Original Prospectus is deleted and replaced with the following:

“settlement of each Option Agreement is subject to and conditional upon KIN being admitted to the Official List on or before 15 September 2013.”

The date by which each of the options must be exercised has also been extended up to or beyond 16 February 2013 (and this amendment is reflected throughout section 5.8 of the Original Prospectus).

6 HOLDING OF GIUSEPPE (JOE) GRAZIANO

The Original Prospectus discloses that Giuseppe (Joe) Graziano holds 2,500,000 Shares on trust for Robert Lee Griffiths. Mr Griffiths has agreed to transfer beneficial ownership of these Shares to Mr Graziano in discharge of a debt owed by Mr Griffiths to Mr Graziano equal to the issue price of these Shares.

This means that note two of section 7.2 and note one of section 8.5 of the Original Prospectus are deleted in their entirety.

7 GRANT OF TENEMENT APPLICATION

The Original Prospectus refers to the Application of P40/1283. On 11 September 2012, P40/1283 was granted and the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus is updated so that the line referring to P40/1283 is deleted and replaced with the following:

Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P40/1283	KIN	Live	145.9 ha	23/09/2011	11/09/2012	10/09/2016	\$5,840.00	1, 2

NOTES:

1. The rights of ingress to and egress from miscellaneous licence 40/24 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
2. No excavation, excepting shafts, approaching closer to the Goldfields Highway, highway verge or the road reserve than a distance equal to twice the depth of the excavation and mining on the Goldfields Highway or highway verge being confined to below a depth of 30 metres from the natural surface.

8 ASX LISTING

Section 8.10 of the Original Prospectus is replaced by the following:

“Application for Official Quotation by ASX of the Shares offered pursuant to the Prospectus was made within 7 days after the date of the Prospectus.

Following the ASIC Modification, if the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Supplementary Prospectus (i.e. 12 February 2013), or such period as varied by the ASIC, the Company will not issue any Shares 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 is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.”

9 RIGHT TO WITHDRAW APPLICATIONS

In accordance with the Corporations Act, where the Quotation Condition is not satisfied, the Company must give Applicants who have previously submitted an Application Form under the Original Prospectus a copy of this Supplementary Prospectus and 1 month to withdraw their application and be repaid.

Any repayments made by the Company pursuant to an applicant exercising their right to withdraw their application will be made in full without interest.

An Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company at either of the addresses set out below so that it is received within 1 month of the date of this Supplementary Prospectus (i.e. by close of business on 12 December 2012).

Mailed to: KIN Mining NL c/- Advanced Share Registry Ltd PO Box 1156 Nedlands WA 6909	Delivered to: KIN Mining NL c/- Advanced Share Registry Ltd 150 Stirling Hwy Nedlands WA 6009
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The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

10 APPLICATIONS

Investors who have NOT previously submitted an Application Form
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Applications for Shares under the Offer must be made using the application form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**). Applications must not be made on the application form attached to or accompanying the Original Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

Applications must be for a minimum of 10,000 Shares (being minimum application moneys of \$2,000), and thereafter in multiples of 1,000 Shares (\$200) and payment for the Shares must be made in full at the issue price of \$0.20 per Share.

Completed Supplementary Application Forms and accompanying cheques, made payable to " **KIN Mining NL - Share Offer Account**" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Supplementary Application Form by no later than the Closing Date.

The Company reserves the right to close the Offer early.

Applicants who HAVE previously submitted an Application Form AND DO NOT want to withdraw their application

Applicants in this category do not need to complete a further Supplementary Application Form in order to receive their Shares. However, such applicants may lodge a Supplementary Application Form if they wish to apply for additional Shares in accordance with the instructions set out above for investors who have not previously submitted an Application Form.

Applicants who have previously submitted an Application Form and do want to withdraw their application

Applicants in this category may withdraw their applications and be repaid any application monies upon written request to the Company in the manner set out in section 5 of this Supplementary Prospectus.

11 DIRECTORS' AUTHORISATION

This Supplementary 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 Supplementary Prospectus with the ASIC.

Dated: 12 November 2012

A handwritten signature in dark ink, appearing to read 'T. J. Dixon', is written over a light blue horizontal line.

Trevor Dixon
for and on behalf of
KIN Mining NL