

AuKing Mining Limited
ABN 29 070 859 522

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3 June 2021

The Manager
Listings Compliance
ASX, SYDNEY

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

Please see attached a copy of a Fifth Supplementary Prospectus dated 3 June 2021 that has been lodged with ASIC today.

This announcement is authorised by:

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

Fifth Supplementary Prospectus

Fifth Supplementary Prospectus to a Prospectus dated 3 June 2021

Important Information

This is a fifth supplementary prospectus dated 3 June 2021 and lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (**Fifth Supplementary Prospectus**). This Fifth Supplementary Prospectus supplements the prospectus dated 9 March 2021 (**Prospectus**), the First Supplementary Prospectus dated 19 March 2021 (**First Supplementary Prospectus**), the Second Supplementary Prospectus dated 23 April 2021 (**Second Supplementary Prospectus**), the Third Supplementary Prospectus dated 4 May 2021 (**Third Supplementary Prospectus**) and the Fourth Supplementary Prospectus dated 31 May 2021 (**Fourth 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 Fifth Supplementary Prospectus. This Fifth Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth 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, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus) remain unchanged. Terms used in this Fifth Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus. To the extent of any inconsistency between this Fifth Supplementary Prospectus, the Fourth Supplementary Prospectus, the Third Supplementary Prospectus, the Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus, the provisions of this Fifth Supplementary Prospectus will prevail.

The Company has issued an electronic version of this Fifth Supplementary Prospectus, the Fourth Supplementary Prospectus, the 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. Changes to Closing Date

1.1 Background

The Indicative Timetable included in the Prospectus (as varied by the Second Supplementary Prospectus and, subsequently, the Fourth Supplementary Prospectus) noted that the Company intended to close the Public Offer on 3 June 2021 and issue the Offer Securities under the Prospectus on 4 June 2021.

On 27 May 2021, the Company received a ‘Decision for Reinstatement’ from ASX which sets out the conditions the Company must satisfy in order for the Company’s securities to be reinstated to official quotation (**Conditional Admission Letter**). One of the conditions in the Conditional Admission Letter is the provision to ASX of an independent report, in a form satisfactory to ASX, opining on the prospectivity of the potential application of the AmmLeach process to the ore deposits at Koongie Park. The Company has determined that it is required to extend the closing date of the Public Offer to a date that is later than what was anticipated in the Second Amended Indicative Timetable (which is contained in the Fourth Supplementary Prospectus) while it obtains the requested report.

1.2 Date Changes

The references to the “Closing Date” or “Public Offer Closing Date” being 3 June 2021 appearing throughout the Prospectus (as amended by the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus), including the definition of “Closing Date”, are replaced with 7 June 2021. All references in the Prospectus (as amended by the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus) to when Applications must be received by are amended to 5pm (Sydney time) on 7 June 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 (as varied by Second Supplementary Prospectus and the Fourth Supplementary Prospectus) and sections 1(G) and 2.2 of the Prospectus (**Timetable**) is deleted and replaced with the following (**Third 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	7 June 2021
Issue of Offer Securities under Prospectus	8 June 2021
Completion of the KP Transaction	8 June 2021
Dispatch of Holding Statements	9 June 2021
Expected date for satisfaction of the conditions set out in the Conditional Admission Letter	9 June 2021
Expected date for re-quotation 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)	15 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. 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 7 June 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 9 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, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus) are replaced with the corresponding date from the Third 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. 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, Second Supplementary Prospectus, Third Supplementary Prospectus, Fourth 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 Fifth Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 3 June 2021. Each Director has consented to lodgement of this Fifth Supplementary Prospectus with ASIC.



Paul Williams
Director
Auking Mining Limited