



26 March 2021

The Manager
Listings Compliance
ASX, SYDNEY

RE: CONVERTIBLE NOTE ISSUE and APPENDIX 3Y

Please find attached details of the terms and conditions relating to the previous issue of 8,000 convertible notes in the Company at an issue price of \$1 per note to the Yang Family Trust, an entity associated with existing director Robert Yang (“the Yang Notes”).

The Yang Notes were issued on 3 August 2020 and the announcement of these notes was inadvertently omitted at the time of issue due to the small number of notes and amount of money involved. The issue of the notes should also have been the subject of an Appendix 3Y for Mr Yang. This was also inadvertently omitted. The company apologises for this omission and any confusion that may have been caused. The Appendix 3Y in relation to the issue is attached to this announcement.

A summary of the note terms of issue are as follows:

Notes term – 30 April 2021

Interest payable – 10% per annum, payable quarterly in arrears

Convertibility – at the election of the holder, notes may (subject to AKN shareholder approval) be converted into ordinary shares at an issue price that is a 25% discount to the 20 trading day VWAP for the Company’s shares prior to the date of conversion. [Note, pursuant to agreement dated 14 February 2021, The Yang Family Trust has agreed to convert the Yang Notes in the event of completion of the Company’s proposed capital raising and ASX re-compliance).

The funds raised from the issue of these convertible notes was used at the time for costs associated with the Koongie Park earn-in agreement and the Company’s re-compliance activities including a prospectus capital raising, shareholder meeting and other actions as may be required by ASX.

This announcement is authorized by:

Paul Williams
Managing Director
p.williams@aukingmining.com
+61 419 762 487

AuKing Mining Limited Unlisted \$1 Convertible Notes

No.	Facility	
1.	Issuer	AuKing Mining Limited ACN 070 859 522 (Company or Issuer).
2.	Investor	Yang Family Trust
3.	Instrument	Convertible redeemable notes (Notes).
4.	Face Value	On issue each Note will have a face value of \$1.00 per Note.
5.	Total Value of Notes or Principal Amount	\$8,000
6.	Rights attached	The Notes are: <ul style="list-style-type: none"> (a) convertible at the election of the Investor into fully paid ordinary shares in Issuer (Shares), ranking equally with all other Shares (Conversion Shares); or (b) redeemable at the election of the Issuer at any time on or before the Maturity Date; or (c) redeemable at the election of the Investor on the Maturity Date.
7.	Term	Expiry on 30 April 2021
8.	Interest Rate	Interest at the rate of 10% per annum shall apply on the Notes, payable quarterly in arrears. In the event of automatic conversion under item 6(a), accrued interest will be paid out of the proceeds of the Company's capital raising.
9.	Maturity Date	30 April 2021.
10.	Approved Purpose	The funds will be used for the purposes of enabling the Issuer to complete its prospectus and associated materials for the proposed capital raising to enable the Issuer to gain ASX re-admission to the ASX and proceed with the Koongie Park copper project earn-in agreement in accordance with the Issuer's announcement on 25 June 2020 (Approved Purpose).
11.	Issue of Notes and availability of proceeds	The Notes will be issued upon receipt by the Issuer of their Face Value in Immediately Available Funds, on the Issue Date.
12.	Issue Date	The date being 7 days after the date of this Term Sheet.
13.	Redemption or Conversion of Notes	The Notes will be either: <ul style="list-style-type: none"> (a) converted on the Maturity Date; (b) redeemed on or before Conversion, at the Issuer's election; (c) redeemed on the Maturity Date, at the Investor's election; (d) repaid on the occurrence of an Event of Default; or (e) a combination of one or more of the alternatives set out above in accordance with the terms of this Term Sheet.

No.	Facility	
14.	Excluded offers only	<p>The Issuer may only issue Notes to persons to whom disclosure under Part 6D.2 of the Corporations Act is not required. Examples of such persons may include:</p> <ul style="list-style-type: none"> (a) Small scale raisings, as set out in section 708(1) of the Corporations Act (20 in 12 months, less than \$2M funds raised); (b) sophisticated investors, being investors to whom section 708(8) of the Corporations Act applies; (c) professional investors, being investors to whom section 708(11) of the Corporations Act applies; and (d) persons associated with the Company, being persons to whom section 708(12) of the Corporations Act applies.
15.	Investor's Conversion Rights	<ul style="list-style-type: none"> (a) Subject to paragraph (c) below, the Investor may convert any or all of the Notes on the Maturity Date (Conversion). (b) The Conversion Price per Conversion Share for a Conversion, shall be a 25% discount to the 20 Trading Day VWAP for the Issuer Shares as at the date of the Conversion Notice (Conversion Price). (c) Conversion of the Notes shall be conditional upon the Issuer obtaining any required shareholder approval under the Corporations Act 2001 (Cth) or the Listing Rules of ASX to issue the Conversion Shares (Conversion Approval). (d) Subject to paragraph (c) above and the receipt of a valid Conversion Notice, the Issuer is obliged to issue the Conversion Shares on the Maturity Date. (e) Each Conversion Share will rank, on and from issue, in all respects <i>pari passu</i> with the Shares then on issue, and the Issuer will use its reasonable endeavours to apply to ASX for official quotation of the Conversion Shares.
16.	Voting rights prior to conversion	The Notes shall carry the right to attend but not to vote at any general meeting of the Issuer prior to their conversion into Shares.
17.	Rights to participate in new issues	The Notes do not carry any entitlement to participate in any future issues of Shares by the Issuer prior to their conversion into Shares.
18.	No listing	The notes will not be listed on ASX or any other recognised stock exchange.
19.	Transferability	The Notes shall be transferable in accordance with the Conditions.
Events of default		
20.	Events of default	<p>Event of default means:</p> <ul style="list-style-type: none"> (a) An Insolvency Event occurring in respect of the Company; or (b) in relation to a Holder, the Company failing to pay Money Owing to that Holder when they fall due for payment.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	AUKING MINING LTD
ABN	29 070 859 522

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert Yang
Date of last notice	14 August 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	
Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Securities registered in own name
Date of change	3 August 2020
No. of securities held prior to change In own name	nil
Class	Unlisted \$1 Convertible Notes
Number acquired	8,000
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$8,000
No. of securities held after change Securities registered in own name	8,000 Unlisted \$1 Convertible Notes

+ See chapter 19 for defined terms.

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Subscription for Convertible Notes</p>
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. & class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.