



10 March 2021

The Manager
Listings Compliance
ASX, SYDNEY

On 9 March 2021 AuKing Mining Limited (ASX:AKN) (**Company**) lodged a prospectus with ASIC (**Prospectus**) containing a public offer of up to 35,000,000 fully paid ordinary shares (**Shares**) at an issue price of 20c per Share to raise up to \$7million, with a minimum subscription of \$6million (30,000,000 Shares) (**Public Offer**). The offer includes free-attaching options exercisable at 25c on or before 30 June 2023, to be issued on the basis of one option for every two Shares issued.

The Prospectus is being issued in connection with the Company's proposed acquisition (by way of earn-in) of up to a 75% interest in the Koongie Park copper/zinc project near Halls Creek in north-eastern Western Australia (**Proposed Acquisition**). Please refer to the Company's ASX announcement on 24 June 2020 for further details with respect to the Proposed Acquisition.

The Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-admission to the Official List following a change in the nature and scale of the Company's activities. A copy of the prospectus is available to be reviewed on the Company's website at www.aukingmining.com

A summary of the key features of the proposed capital raising and restructure of AKN (in order to achieve ASX re-listing) is as follows:

Board Changes

As part of the proposed capital raising and Koongie Park transaction, all of the existing Board of AKN will retire and be replaced by the following highly experienced and well credentialed people:

- Dr Mark Elliott, proposed non-executive Chairman – over 40 years' experience in resource projects and ASX-listed companies;
- Mr Peter Tighe, proposed non-executive director – well-known Brisbane business identity;
- Mr Ian Hodgkinson, proposed non-executive director – senior geologist with more than 40 years' experience with exploration and project development in Australia and Africa; and
- Mr ShiZhou Yin, proposed non-executive director – senior finance executive at JCHX Group.

The management team will be led by Paul Williams (as CEO), Garry Johnston (Technical Development Manager), and Paul Marshall (CFO and Company Secretary).

Koongie Park Project

The Koongie Park copper zinc project is situated in the historic and highly mineralised gold and base metals province near Halls Creek in the East Kimberleys in northern Western Australia. Several mining companies already have substantial tenure holdings in the region and many of these areas have yet to be the subject of detailed, modern exploration activities – thereby highlighting the potential for significant new discoveries. The mineralisation is interpreted to form in favourable tectonic settings in the Proterozoic age to produce volcanic and sediment-hosted massive sulphide deposits. Large high-grade base metal deposits formed in the Proterozoic age in other provinces (such as Broken Hill and Mount Isa) may also occur in the East Kimberleys.

The AKN Board believes that historical exploration has been of sound quality and forms a strong basis for continued exploration. However, it has not been exhaustive and significant opportunities remain for the discovery of more VMS-style mineralisation within the Koongie Park tenements. In addition, the Board notes the 2016 findings of a comprehensive multi-commodity prospectivity analysis of the Halls Creek Orogen conducted by the Geological Survey of Western Australia (GSWA). A base metals prospectivity map prepared by GSWA highlighted the area of the Koongie Park tenures as the most prospective for these metals in the region.

Koongie Park Resources

A detailed independent technical report in relation to the Koongie Park project (prepared by CSA Global) is included in the Prospectus. Included in the CSA report is a new JORC 2012 resource estimate for the Koongie Park project totalling **6.8Mt @ 1.3% Cu, 4.1% Zn, 0.3g/t Au and 26 g/t Ag** and set out in more detail as follows:

Koongie Park	Zone	Cut-off grade	Classification	Tonnes (Mt)	Copper (%)	Zinc (%)	Gold (g/t)	Silver (g/t)
Onedin + Sandiego	Supergene	Cu >0.8%	Indicated	0.9	2.5	1.7	0.3	39
			Inferred	0.0	1.0	0.1	0.1	3
	Transitional and Primary	Cu >0.8%	Indicated	1.9	2.3	1.3	0.4	21
			Inferred	0.4	1.8	2.0	0.3	5
	Zn Dominant Primary	Zn >3%	Indicated	3.2	0.4	6.6	0.2	30
			Inferred	0.4	0.1	6.2	0.1	9
All zones	Various	Indicated	6.0	1.3	4.2	0.3	28	
		Inferred	0.8	1.0	3.8	0.2	7	
TOTAL	Various	Total	6.8	1.3	4.1	0.3	26	

Share Capital Structure

The existing share capital structure of AKN will be substantially affected by the following proposed activities:

- Consolidation – subject to shareholder approval at the extraordinary general meeting (see further details below), it is proposed that the Company's existing issued shares be consolidated by a factor of 200:1. In other words, (and if approved by shareholders), the existing total issued shares will be reduced from 932,584,461 to 4,662,923 ordinary shares. This is a substantial consolidation of the existing shareholder base, but unfortunately was necessary in order to accommodate a requirement of the ASX that the issue price under the Public Offer was at least 20c per share.

- Issue of new shares under Prospectus – the Company intends to issue a maximum of 35,000,000 new shares under the Prospectus. If this occurs, these shares will represent approximately 58% of the total issued capital of the Company at the time of re-listing of shares on the ASX.
- Issue of new shares to retire existing indebtedness – the Company has had to rely on various funding sources over the past 3 years in order to survive and be able to proceed with the proposed Koongie Park transaction. In order for the Company to commence activities with funds from the Public Offer and also be free of debt, AKN shareholders will be asked to approve a range of transaction designed to convert existing debts to various parties (both related and unrelated to the Company and its Board). Specific details of the proposed issues of shares will be set out in the Notice of Meeting that will be available for shareholders shortly. Subject to shareholder approval, a total of 20,438,953 shares will be issued in order to retire the various debts of the Company. Of this total, approximately 10million shares will be the subject of voluntary escrow commitments for a period of 2 years and additional shares are likely to be the subject of ASX-imposed restrictions.

General Meeting of Shareholders

The Company proposes to shortly issue a Notice of Meeting (**NoM**) for an extraordinary general meeting of shareholders, with the Company aiming to hold this meeting on or around 16 April 2021. At the meeting, a series of resolutions will be put to AKN shareholders for approval – either relating directly to approval of the proposed Koongie Park transaction or the Public Offer, or other related matters associated with the retiring the Company’s debts, the appointment of additional directors and a new Constitution. A copy of the NoM and associated arrangements (including details of the virtual meeting format to be used for the conduct of the meeting itself) will be available on the Company’s website at www.aukingmining.com.

If you have any questions with respect to the Public Offer, the proposed Extraordinary General Meeting or any other aspect of the proposed activities, please contact either myself on 0419 762 487 (or email p.williams@aukingmining.com) or our Company Secretary Paul Marshall on 0433 019 836.

This announcement is authorized by:

Paul Williams, Managing Director

Competent Person’s Statement

The information in this report that relates to Mineral Resources at the Koongie Park Project is based on information compiled by Mr David Williams who is a member of the Australian Institute of Geoscientists. Mr Williams is a Principal Consultant Geologist (Brisbane) of CSA Global and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.’ Mr Williams consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information relating to the Mineral Resources at the Koongie Park Project is extracted from the Independent Technical Report of CSA Global (the CSA Global Report), which is

included in the Company's Prospectus that is dated 9 March 2021 and which was lodged with ASIC on the same date.

The CSA Global Report is available to view in the Prospectus that is available on the AKN website www.aukingmining.com The CSA Global Report was issued in accordance with the 2012 Edition of the JORC Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented in the CSA Global Report have not been materially modified from the original version of the report as it appears in the Company's Prospectus.