



Supplementary Prospectus

Aurumin Limited
(ACN 639 427 099)

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 18 April 2023 (**Prospectus**) issued by Aurumin Limited (ACN 639 427 099) (**Company**).

This Supplementary Prospectus is dated 10 May 2023 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is any conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from www.aurumin.com.au/investors/asx-announcements/.

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

This Supplementary Prospectus is intended to be read with the original Prospectus dated 18 April 2023 issued by Aurumin Limited (ACN 639 427 099).

1. Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to provide additional information to investors as set out in sections 3 and 4 below.

2. No Investor Action Required

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no additional investor action is required. An investor may apply to be issued Securities pursuant to the Offers in the manner set out in Section 2 of the Prospectus.

3. Withdrawal of Foreign Sales Nominee Application

(a) Background

As set out in sections 1.3(c), 1.11 and 1.19 of the Prospectus, the Company applied to ASIC for in-principle approval for the appointment of the Underwriter as foreign sales nominee pursuant to section 615 of the Corporations Act (**Sales Nominee Application**) to sell the Securities that might have otherwise been issued to Ineligible Foreign Shareholders if they were eligible to participate in the Entitlement Offer.

The Company has resolved to withdraw the Sales Nominee Application on the basis it considers the appointment of a foreign sales nominee is no longer required, including for the following reasons:

- (i) The Company's largest Shareholder, Middle Island Resources Limited (holding a relevant interest of 17.7% in the Shares on issue as at the date of this Supplementary Prospectus), has confirmed in writing that it does not intend to take up any of its Entitlement under the Entitlement Offer and, on that basis, is not expected to increase its voting power in the Shares above 19.9% as a result of the Offers; and
- (ii) The Company has updated its allocation policy as set out in Section 3(b)(i)(C) below, and the Underwriter has provided the assurance set out in Section 3(b)(iv) below, to mitigate (to the extent possible) the risk of the Underwriter (or any other person) contravening the takeovers prohibition contained in section 606 of the Corporations Act as a result of the Offers.

(b) Prospectus Amendments

For the reasons set out in Section 3(a) above, by this Supplementary Prospectus, the following amendments are made to the Prospectus:

(i) Partial Underwriting (refer Section 1.3 of Prospectus)

In Section 1.3 of the Prospectus:

- (A) in the first instance of sub-paragraph (b), the phrase: “; and” is deleted;
- (B) sub-paragraph (c) is deleted in its entirety; and
- (C) the following new paragraph is inserted as the second last paragraph:

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“The Company will not issue Securities to the Underwriter where the Company is aware that to do so would result in a breach of the Corporations Act (including section 606 of the Corporations Act) or the Listing Rules.”

(ii) **Effect on control of the Company (refer Investment Overview and Section 1.11 of Prospectus)**

Each of the second paragraph in the eleventh row of the table in the “Investment overview” on page 11 of the Prospectus, and the eighth paragraph in Section 1.11 of the Prospectus, are deleted and replaced with the following new paragraph:

“No foreign sales nominee has been appointed for Ineligible Foreign Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception to the takeovers prohibition which applies to rights issues (within the meaning of item 10 of section 611 of the Corporations Act). Accordingly, when an Eligible Shareholder applies for Securities under the Entitlement Offer or Top-Up Offer, they must do so strictly in compliance with section 606 of the Corporations Act (unless another exception in section 611 applies). Any Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold contained in section 606 of the Corporations Act are strongly advised to seek professional advice before completing and returning their Application Form.”

(iii) **Sale of Ineligible Foreign Shareholder Entitlements (refer Section 1.19 of Prospectus)**

Section 1.19 of the Prospectus is deleted in its entirety and replaced with the following phrase: *“Not Used”*.

(iv) **Underwriting (refer Section 5.3(a) of Prospectus)**

In Section 5.3(a) of the Prospectus, the following new paragraph is inserted as the second last paragraph:

“The Underwriter will ensure that no person will acquire, through participation in sub-underwriting the Entitlement Offer and the Top-Up Offer, or participating in the Shortfall Offer, a holding of Shares of, or increase their holding, to an amount in excess of 19.9% of all the Shares on issue on completion of the Entitlement Offer, Top-Up Offer and Shortfall Offer (as applicable).”

(v) **Glossary of Terms (refer Section 8 of Prospectus)**

The definition of “Nominee Securities” in Section 8 of the Prospectus is deleted in its entirety.

4. ASX Quotation

The first paragraph of Section 1.16 of the Prospectus is deleted in its entirety and replaced with the following new paragraph, for the purpose of clarifying the circumstances in which Application Monies may be repaid:

“Application has been or will be made for the official quotation of the Shares offered by this Prospectus. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.”

5. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

6. 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 ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Piers Lewis
Non-Executive Chairman

Dated: 10 May 2023