



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

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



Trevor Dixon
for and on behalf of
KIN Mining NL

KIN MINING NL

ABN 30 150 597 541

APPLICATION FORM

Before completing this application form, you should read the Prospectus dated 15 August 2012 and the Supplementary Prospectus dated 12 November 2012 and all instructions on the reverse of this form. No Shares will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

Share Registrars use only

Broker/Dealer stamp only

A Number of Shares applied for

B Total amount payable
cheque(s) to equal this amount

at \$ 0.20 each = A\$

You must apply for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200)

You may be allocated all of the Shares above or a lesser number by the directors.

C Full name details title, given name(s) (no initials) and surname or company name

D Tax file number(s)
Or exemption category

Name of applicant 1

Applicant 1/company

Name of joint applicant 2 or <account name>

Joint applicant 2/ trust

Name of joint applicant 3 or <account name>

Joint applicant 3/exemption

E Full postal address

Number/street

Suburb/town

State/postcode

F CHESSE HIN (if applicable)

G Contact Details

Contact email address

Contact Name

Contact daytime telephone number

H Cheque payment details

Drawer	Cheque number	BSB number	Account number	Total amount of cheque
<input type="text"/>				

Cheques should not be marked "Not Negotiable" and made payable "KIN Mining NL – Share Offer Account".

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that all details and statements made by me/us are complete and accurate;
- I/We agree to be bound by the terms and conditions set out in the Prospectus and Supplementary Prospectus and by the Constitution of company;
- I/We acknowledge that the company will send me/us a paper copy of the Prospectus and Supplementary Prospectus free of charge if I/We request so during the currency of the Prospectus;
- I/We authorise the company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and
- I/We acknowledge that returning the application form with the application monies will constitute my/our offer to subscribe for Shares in KIN Mining NL and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT 2001, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 15 AUGUST 2012 AND SUPPLEMENTARY PROSPECTUS DATED 12 NOVEMBER 2012.

Guide to KIN Mining NL Application Form

This Application Form relates to the offer of 12,500,000 fully paid ordinary shares ("Shares") in KIN Mining NL at \$0.20 per Share and oversubscriptions of up to a further 7,500,000 Shares at \$0.20 per Share pursuant to the Prospectus dated 15 August 2012 and the Supplementary Prospectus dated 12 November 2012. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus and Supplementary Prospectus contain information about investing in the Shares of the Company and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus and Supplementary Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, the Supplementary Prospectus and any supplementary prospectus (if applicable), and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Shares you wish to apply for.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$0.20.
- C** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that is presently registered in the CHES system.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** The Company will apply to ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited.
If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES sub-register, complete Section G or forward your Offer Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to section 8.11 of the Prospectus.
- G** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- H** Please complete cheque details as requested:
Make your cheque payable to "**KIN Mining NL – Share Offer Account**" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I** Before completing the Offer Application Form the Applicant(s) should read the Prospectus and Supplementary Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus and Supplementary Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Offer Application Form.
- Privacy** – Please refer to Section 12.2 of the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Offer Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	<i>Mr John Alfred Smith</i>	<i>JA Smith</i>
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	<i>John Alfred Smith</i> < <i>Peter Smith</i> >	<i>Peter Smith</i>
Company Use company title, not abbreviations	<i>ABC Pty Ltd</i>	<i>ABC P/L</i> <i>ABC Co</i>
Trusts Use trustee(s) personal name(s), do not use the name of the trust	<i>Mrs Sue Smith</i> < <i>Sue Smith Family A/C</i> >	<i>Sue Smith Family Trust</i>
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	<i>Ms Jane Smith</i> < <i>Est John Smith A/C</i> >	<i>Estate of late John Smith</i>
Partnerships Use partners personal names, do not use the name of the partnership	<i>Mr John Smith and Mr Michael Smith</i> < <i>John Smith and Son A/C</i> >	<i>John Smith and Son</i>

Return your completed Application Form to:

By Post to

KIN Mining NL
C/- Advanced Share Registry Ltd
PO Box 1156
Nedlands WA 6909

Or Delivered to

Advanced Share Registry Ltd
Unit 2
150 Stirling Hwy
Nedlands WA 6009

Application Forms must be received no later than 5.00 pm WST time on the 1st February 2013