



Second Supplementary Prospectus

KIN Mining NL

ABN 30 150 597 541

Important Information

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 15 August 2012 (**Original Prospectus**) as modified by the supplementary prospectus dated 12 November 2012 (**First Supplementary Prospectus**) issued by KIN Mining NL (ACN: 150 597 541) (**Company**).

This Second Supplementary Prospectus is dated 8 February 2013 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 Second 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 Second Supplementary Prospectus and the Original Prospectus or the First Supplementary Prospectus, this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Original Prospectus and the First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Original Prospectus and First Supplementary 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 Second Supplementary Prospectus to all Applicants who have applied for Shares under the Original Prospectus as at the date of this Second 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 8 May 2013 to have the Shares offered pursuant to the Original Prospectus admitted to quotation on the ASX and until 8 June 2013 to raise the minimum subscription of \$2,500,000.

2 STATUS OF THE OFFER

As at the date of this Second Supplementary Prospectus the Company has received 56 valid Applications for 1,165,000 Shares totaling \$233,000. 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 12 February 2013. 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 Second Supplementary Prospectus to obtain quotation of the Shares on ASX (i.e. by 8 May 2013); and
- (b) a further 4 months after the date of this Second Supplementary Prospectus to raise the Minimum Subscription (i.e. by 8 June 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	23 August 2012
Closing Date of the Offer	24 April 2013
Allotment of Shares under this Prospectus	1 May 2013
Quotation of Shares on the ASX	7 May 2013

This timetable is indicative only, and may change.

5 OPTION AGREEMENTS

The date by which each of the options exercisable under the Option Agreements must be exercised by has been extended up to or beyond 14 May 2013 (and this amendment is reflected throughout section 5.8 of the Original Prospectus).

6 VARIATION OF DIXON OPTION AGREEMENT

Section 5.8(c) of the Original Prospectus refers to the Option Agreement between the Company and Trevor Dixon. The Company and Mr Dixon have agreed to vary the consideration payable under the Option Agreement (***Variation of the Dixon Option Agreement***). Section 5.8(c) of the Original Prospectus is updated so that the following sentence is deleted:

“The consideration to be paid to Mr Dixon on exercise of the option is \$157,000 (being part re-imburement for exploration expenditure incurred by Mr Dixon in developing the above tenements) and the issue of 3,807,500 Shares.”

This is replaced with the sentence:

“The consideration to be paid to Mr Dixon on exercise of the option is the issue of 4,592,500 Shares.”

The Directors other than Mr Dixon (who has excluded himself from Board deliberations on the matter) consider the variation to be on arm’s length terms so that Shareholder approval was not required for the Variation of the Dixon Option Agreement.

7 DIRECTOR’S HOLDING

Pursuant to the Variation of the Dixon Option Agreement, section 7.2 of the Original Prospectus is updated so that note 1 is deleted and replaced with the following:

¹ *Mr Dixon will also be issued an additional 4,592,500 Shares pursuant to the Option Agreement he has with the Company. See section 5.8(c) for more detail.*

8 INCREASE IN THE NUMBER OF VENDOR SHARES

The Original Prospectus sets out the capital structure of the Company which includes Vendor Shares. The Variation of the Dixon Option Agreement has led to an increase in the number of Vendor Shares. The capital structures in sections 2 and 8.4 of the Original Prospectus are both updated so that the number of Vendor Shares to be issued is amended from 6,000,000 to 6,785,000. The capital structure of the Company will now be as follows:

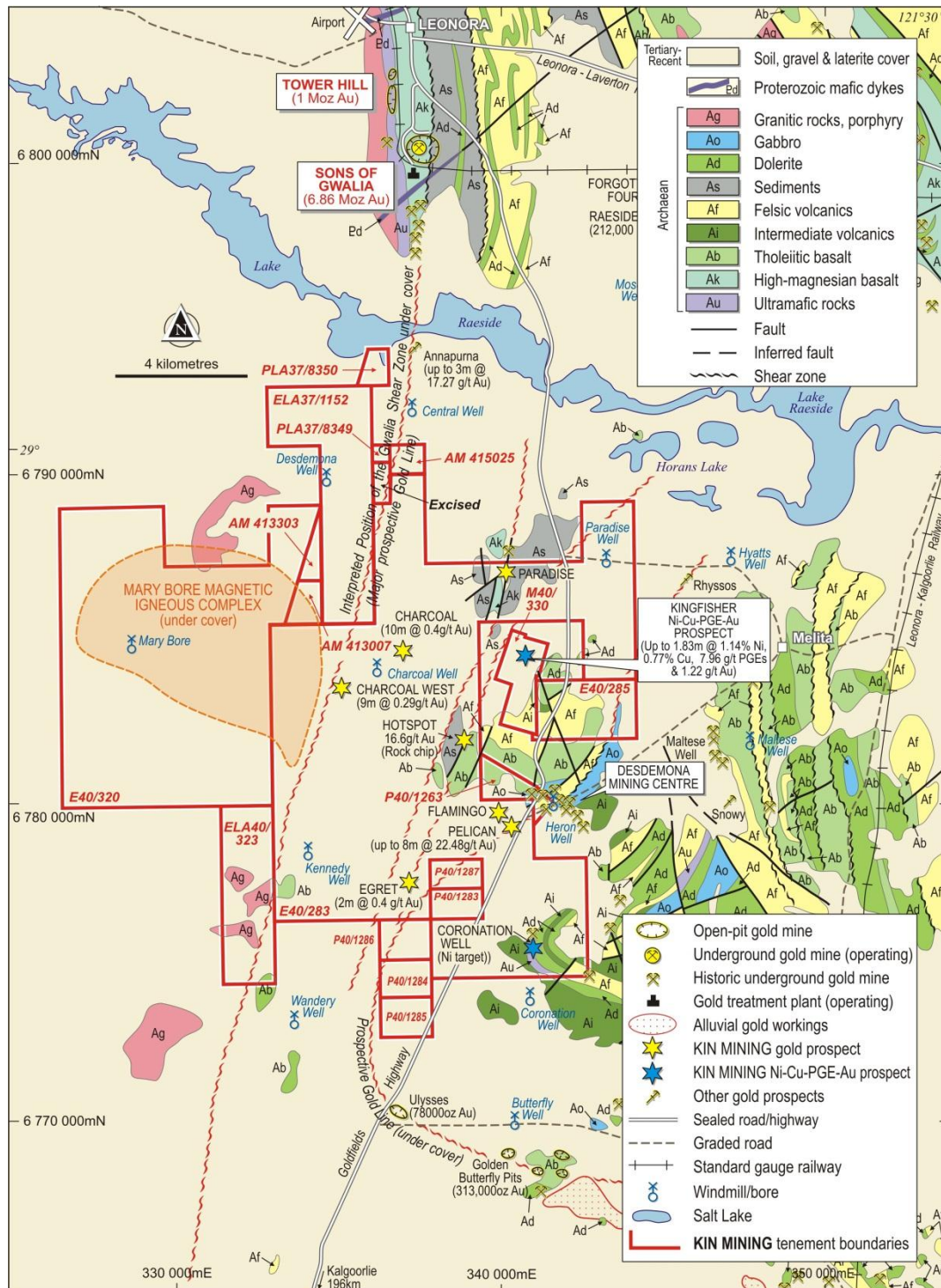
Shares	Full subscription (\$2,500,000)	Over subscription (\$4,000,000)
Shares currently on issue	18,950,003	18,950,003
Vendor Shares to be issued	6,785,000	6,785,000
Shares offered under this Prospectus	12,500,000	20,000,000
Total Shares on issue following the Offer	38,235,003	45,735,003

9 CHANGES TO THE COMPANY'S TENEMENTS

9.1 Introduction

Since the Original Prospectus was lodged the Company has applied for, being granted or extended the term of, various tenements. The detail of this is set out below.

The following is an updated figure which shows the location of the Desdemona tenements including the new tenements applied for.



This Second Supplementary Prospectus is intended to be read with the prospectus dated 15 August 2012 and the First Supplementary Prospectus dated 12 November 2012 issued by KIN Mining NL

9.2 Applications for new tenements

Since the Original Prospectus was lodged, the Company has applied for the following tenements. The below information is inserted into the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus under the Desdemona Project.

Desdemona Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P37/8349	KIN	Pending	30ha	21/12/2012				
P37/8350	KIN	Pending	93ha	21/12/2012				
E37/1152	KIN	Pending	5 blocks	14/12/2012				
E40/323	KIN	Pending	3 blocks	21/12/2012				

9.3 Grant of Tenement application

The Original Prospectus refers to the application of E40/320. On 4 December 2012, E40/320 was granted. The tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus is updated so that the line referring to E40/320 is deleted and replaced with the following:

Desdemona Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
E40/320	KIN	Live	20 blocks	09/02/2012	04/12/2012	03/12/2017	\$20,000	15, 16, 17, 18, 19, 20, 21

NOTES:

15. 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.
16. In respect to Water Resource Management Areas the tenement holder must observe the provisions of relevant legislation.
17. The rights of ingress to and egress from the mining tenement being at all reasonable times preserved to officers of Department of Water (**DoW**) for inspection and investigation purposes.
18. The storage and disposal of petroleum hydrocarbons, chemicals and potentially hazardous substances being in accordance with the current

published version of the DoWs relevant Water Quality Protection Notes and Guidelines for mining and mineral processing.

19. The abstraction of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless a current licence for these activities has been issued by the DoW.
20. In respect to Waterways advice shall be sought from the DoW if proposing any exploration within a defined waterway and within a lateral distance of:
 - (a) 50 metres from the outer-most water dependent vegetation of any perennial waterway, and
 - (b) 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
21. The abstraction of groundwater is prohibited unless a current licence to construct/alter a well and a licence to take groundwater has been issued by the DoW.

9.4 Extension of Term

Since the First Supplementary Prospectus was lodged Extension of Term applications have been lodged by the Company and the terms of the following tenements have been extended. The expiry dates for the following tenements in the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus are replaced with the following:

Randwick Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P37/7283	RFC	Live	120ha	05/02/2007	30/10/2008	29/10/2016	\$4,800	
P37/7284	RFC	Live	120ha	05/02/2007	30/10/2008	29/10/2016	\$4,800	
Redcastle Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4550	RFC	Live	10ha	02/08/2006	23/10/2008	22/10/2016	\$2,000	
Mt Flora Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4617	TJD	Live	11 ha	25/01/2007	30/12/2008	29/12/2016	\$2,000	

P39/4618	TJD	Live	200 ha	25/01/2007	30/12/2008	29/12/2016	\$8,000	
P39/4619	TJD	Live	192 ha	25/01/2007	30/12/2008	29/12/2016	\$7,680	
P39/4620	TJD	Live	165 ha	25/01/2007	30/12/2008	29/12/2016	\$6,600	
P39/4621	TJD	Live	196 ha	25/01/2007	30/12/2008	29/12/2016	\$7,840	
Redcastle Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4593	TJD	Live	200 ha	22/01/2007	30/12/2008	29/12/2016	\$8,000	
P39/4834	TJD	Live	150 ha	19/03/2007	30/12/2008	29/12/2016	\$6,000	
P39/4839	TJD	Live	155 ha	30/04/2007	30/12/2008	29/12/2016	\$6,200	

9.5 Application for Extension of term

The Company has recently lodged an Extension of Term application for the tenements listed below. These applications remain in force pending determination. No recommendation can be given as to whether these Extension of Term applications will be granted. The information on the tenements below is provided in addition to the information provided in the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus.

Murrin Murrin Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4913	TJD	Live	200 ha	07/01/2008	29/01/2009	28/01/2013	\$8,000	22
P39/4914	TJD	Live	200 ha	07/01/2008	29/01/2009	28/01/2013	\$8,000	22
P39/4915	TJD	Live	200 ha	07/01/2008	29/01/2009	28/01/2013	\$8,000	22
P39/4916	TJD	Live	140 ha	07/01/2008	29/01/2009	28/01/2013	\$5,600	22
Iron King/ Victory Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P37/7175	TJD	Live	120 ha	29/01/2007	29/01/2009	28/01/2013	\$4,800	23
P37/7176	TJD	Live	130 ha	29/01/2007	29/01/2009	28/01/2013	\$5,200	23

P37/7177	TJD	Live	120 ha	29/01/2007	29/01/2009	28/01/2013	\$4,800	23
P37/7194	CC (33.33%) RFC (33.33%) TJD (33.33%)	Live	14 ha	29/01/2007	29/01/2009	28/01/2013	\$2,000	24
P37/7195	CC (33.33%) RFC (33.33%) TJD (33.33%)	Live	200 ha	29/01/2007	29/01/2009	28/01/2013	\$8,000	24
P37/7196	CC (33.33%) RFC (33.33%) TJD (33.33%)	Live	200 ha	29/01/2007	29/01/2009	28/01/2013	\$8,000	24
P37/7197	CC (33.33%) RFC (33.33%) TJD (33.33%)	Live	200 ha	29/01/2007	29/01/2009	28/01/2013	\$8,000	24
P37/7198	CC (33.33%) RFC (33.33%) TJD (33.33%)	Live	200 ha	29/01/2007	29/01/2009	28/01/2013	\$8,000	24

NOTES:

22. An Extension of Term application was lodged on 25 January 2013.
23. An Extension of Term application was lodged on 11 January 2013.
24. An Extension of Term application was lodged on 18 January 2013.

10 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 Second Supplementary Prospectus (i.e. 8 May 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.”

11 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 Second 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 Second Supplementary Prospectus (i.e. by close of business on 8 March 2013).

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.

12 APPLICATIONS

Investors who have NOT previously submitted an Application Form
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Applications for Shares under the Offer must be made using the application form attached to or accompanying this Second Supplementary Prospectus (**Second Supplementary Application Form**). Applications must not be made on the Application Form attached to or accompanying the Original Prospectus or the First Supplementary Prospectus.

The Second 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 Second 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 Second 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 Second Supplementary Application Form in order to receive their Shares. However, such applicants may lodge a Second 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 11 of this Second Supplementary Prospectus.

13 CONSENTS

Kings Park Corporate Lawyers consent to the amendments to the Solicitors' Report, as set out in sections 9.2 to 9.5 of this Second Supplementary Prospectus.

Kings Park Corporate Lawyers will be paid \$4,500 for services provided with respect to this Second Supplementary Prospectus.

14 DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with the ASIC.

Dated: 8 February 2013



Trevor Dixon
for and on behalf of
KIN Mining NL