Third Supplementary Prospectus

KIN Mining NL ABN 30 150 597 541

Important Information

This is a supplementary prospectus (Third 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) and the second supplementary prospectus dated 8 February 2013 (Second Supplementary Prospectus) (all together the Prospectus).

This Third Supplementary Prospectus is dated 7 May 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 Third Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Third Supplementary Prospectus and the Prospectus, this Third Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Third Supplementary Prospectus.

This Third Supplementary Prospectus will be issued with the 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 Third Supplementary Prospectus to all Applicants who have applied for Shares under the Prospectus as at the date of this Third 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 7 August 2013 to have the Shares offered pursuant to the Original Prospectus admitted to quotation on the ASX and until 7 September 2013 to raise the minimum subscription of \$2,500,000.

2 STATUS OF THE OFFER

As at the date of this Third Supplementary Prospectus the Company has received 148 valid Applications for 6,053,000 Shares totaling \$1,210,600. It has not raised the minimum subscription provided for in the Prospectus of \$2,500,000, and is not able to issue any Shares pursuant to the Prospectus or obtain quotation of those Shares on ASX by 8 May 2013. While the Company has received valid Applications no Applications have been processed and no Shares have been issued pursuant to the 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 Third Supplementary Prospectus to obtain quotation of the Shares on ASX (i.e. by 7 August 2013); and
- (b) a further 4 months after the date of this Third Supplementary Prospectus to raise the Minimum Subscription (i.e. by 7 September 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 July 2013
Allotment of Shares under this Prospectus	2 August 2013
Quotation of Shares on the ASX	7 August 2013

This timetable is indicative only, and may change.

5 APPOINTMENT OF DRILLING RESOURCE PARTNERS

The following will be inserted as section 12.1A in the Original Prospectus:

"On 1 March 2013 KIN appointed Drilling Resources Partners Pty Ltd (ACN: 161 435 427) (DRP) to manage its listing process and provide corporate services post listing. DRP will be paid a fee of \$10,000 plus GST per month for a 12 month period. The payment of this fee is subject to KIN being admitted to the Official List. All expenses incurred by DRP with KIN's prior approval will be paid for by KIN."

6 OPTION AGREEMENTS

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

7 VOLUNTARY RESTRICTION AGREEMENTS AND PROPOSED OFFER OF OPTIONS

Section 5.14 of the Original Prospectus will be amended so the second paragraph is deleted in its entirety and replaced with the following:

"The Company will proceed with an Option entitlement issue with a record date 3 months after admission to the Official List. The Option entitlement will be on the basis of 1 free attaching Option for every 2 Shares held. The exercise price of the free attaching Option will be \$0.30, and the expiry date will be 1 year from the date the Options are issued."

The final paragraph of section 5.14 of the Original Prospectus is deleted.

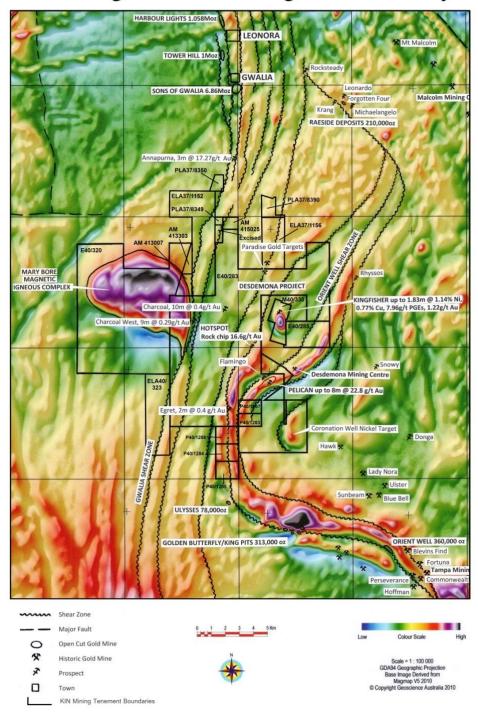
The following will be inserted as section 5.15 in the Original Prospectus:

"The Company has entered into voluntary restriction agreements with 12 seed Shareholders over 5,100,000 Shares. Pursuant to these voluntary restriction agreements the seed Shareholder have each agreed not to dispose of their seed Shares to which the agreement relates for 6 months from the date of KIN's admission to the Official List. The voluntary restriction agreements do not restrict the seed Shareholder's voting rights. Subject to the requirements of the Corporations Act, the Company is also seeking to enter into voluntary restriction agreements (on the same terms) with up to a further 25 seed Shareholders with respect to up to a further 4,720,000 Shares.

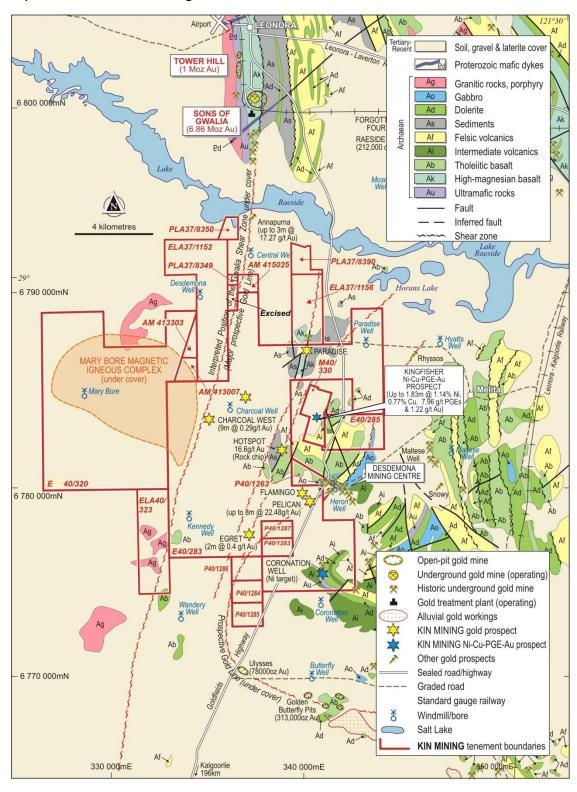
8 AMENDMENTS TO THE INDEPENDENT GEOLOGIST'S REPORT

The Independent Geologist's Report (at section 11 of the Original Prospectus) now also includes the following map "KIN Mining NL: Desdemona Project Aeromagnetic Total Magnetic Intensity" in section 3.4:

KIN Mining NL Desdemona Project Aeromagnetic Total Magnetic Intensity



The Independent Geologist's Report is also modified so that "Figure 4: Desdemona Tenements, Local Geology and KIN Prospects" referred to in sub-section 3.4 is replaced with the following:



9 AMENDMENTS TO THE SOLICITORS' REPORT

9.1 Introduction

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

9.2 Grant of Tenement application

The Prospectus refers to the application of P39/5267. On 20 March 2013, P39/5267 was granted. The tenement schedule in the Solicitors' Report in section 9 of the Prospectus is updated so that the line referring to P39/5267 is deleted and replaced with the following:

Redcastle Project									
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes	
P39/5267	TJD	Live	200 ha	25/01/2012	20/03/2013	19/03/2017	\$8,000	14 and 17 to 21	

9.3 Extension of Term

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:

Murrin Mur	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	28/01/2017	\$8,000	14
P39/4914	TJD	Live	200 ha	07/01/2008	29/01/2009	28/01/2017	\$8,000	14
P39/4915	TJD	Live	200 ha	07/01/2008	29/01/2009	28/01/2017	\$8,000	14
P39/4916	TJD	Live	140 ha	07/01/2008	29/01/2009	28/01/2017	\$5,600	14
Redcastle I	Redcastle Project							
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4930	ODSPL	Live	200 ha	20/02/2008	27/03/2009	26/03/2017	\$8,000	14

Iron King /	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	28/01/2017	\$4,800	
P37/7176	TJD	Live	130 ha	29/01/2007	29/01/2009	28/01/2017	\$5,200	
P37/7177	TJD	Live	120 ha	29/01/2007	29/01/2009	28/01/2017	\$4,800	
P37/7194	TJD (33.33 CC (33.33 RFC (33.33	%) Live	14 ha	29/01/2007	29/01/2009	28/01/2017	\$2,000	
P37/7195	TJD (33.33 CC (33.33 RFC (33.33	%) Live	200 ha	29/01/2007	29/01/2009	28/01/2017	\$8,000	
P37/7196	TJD (33.33 CC (33.33 RFC (33.33	%) Live	200 ha	29/01/2007	29/01/2009	28/01/2017	\$8,000	
P37/7197	TJD (33.33 CC (33.33 RFC (33.33	%) Live	200 ha	29/01/2007	29/01/2009	28/01/2017	\$8,000	
P37/7198	TJD (33.33 CC (33.33 RFC (33.33	%) Live	200 ha	29/01/2007	29/01/2009	28/01/2017	\$8,000	
Mt Flora	Mt Flora							
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
P39/4960	TJD	Live	187 ha	12/08/2008	17/04/2009	16/04/2017	\$7,480	
P39/4961	TJD	Live	190 ha	12/08/2008	17/04/2009	16/04/2017	\$7,600	

9.4 Application for Mining Tenement

The Company has lodged applications for an exploration licence and a prospecting licence as set out below. These tenements should be added to the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus.

Desdemona Project								
Tenement	Holder	Status	Area	Application Date	Grant Date	Expiry Date	Required Expenditure	Notes
E37/1156	KIN	Pending	2 blocks	24/04/2013	N/A	N/A	N/A	
P37/8390	KIN	Pending	155 ha	26/04/2013	N/A	N/A	N/A	

9.5 Amendments to Notes

Certain conditions attached to mining tenements have changed. The notes for the following tenements in the tenement schedule in the Solicitors' Report in section 9 of the Original Prospectus are replaced with the following:

Desdemona Project								
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	6, 10, 13
P37/8349	KIN	Pending	30 ha	21/12/2012	N/A	N/A	N/A	25
P37/8350	KIN	Pending	93 ha	21/12/2012	N/A	N/A	N/A	25
E37/1152	KIN	Pending	5 blocks	14/12/2012	N/A	N/A	N/A	25
E40/323	KIN	Pending	3 blocks	21/12/2012	N/A	N/A	N/A	25

NOTES:

25. An objection to the grant of this tenement has been lodged by Murrin Murrin Holdings Pty Ltd and Glenmurrin Pty Ltd.

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 Third Supplementary Prospectus (i.e. 7 August 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 RELIANCE

Before deciding to invest in the Company, prospective investors and Applicants should read the entire Prospectus and rely only on information contained in the Prospectus. Prospective investors and Applicants should carefully consider the risk factors set out in section 6, in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest. Any investment in the Shares of the Company should be regarded as speculative.

12 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, the First Supplementary Prospectus or Second Supplementary Prospectus) a copy of this Third 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 Third Supplementary Prospectus (i.e. by close of business on 7 June 2013).

Mailed to:	Delivered to:
KIN Mining NL	KIN Mining NL
c/- Advanced Share Registry Ltd	c/- Advanced Share Registry Ltd
PO Box 1156	150 Stirling Hwy
Nedlands WA 6909	Nedlands WA 6009

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.

13 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 Third Supplementary Prospectus (Third Supplementary Application Form). Applications must not be made on the

Application Form attached to or accompanying the Original Prospectus, the First Supplementary Prospectus or Second Supplementary Prospectus.

The Third 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 Third 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 Third 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 Third Supplementary Application Form in order to receive their Shares. However, such applicants may lodge a Third 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 12 of this Third Supplementary Prospectus.

14 ADDITIONAL INFORMATION

14.1 Consents

Each of Drilling Resources Partners Pty Ltd (ACN: 161 435 427), Al Maynard & Associates Pty Ltd; and Kings Park Corporate Lawyers:

- (a) has given and has not, before the date of lodgment of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;

- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role	Statement/Report
Al Maynard & Associates Pty Ltd	Independent Geologist	Amendments to the Independent Geologist's Report, section 8
Kings Park Corporate Lawyers	Solicitors to the Offer	Amendments to the Solicitors' Report, section 9
Drilling Resources Partners Pty Ltd	Manager to the listing	Name only

14.2 Interests of experts and advisors

- (a) Al Maynard & Associates Pty Ltd consents to the amendments to the Independent Geologist's Report, as set out in section 8 of this Third Supplementary Prospectus.
- (b) Kings Park Corporate Lawyers consent to the amendments to the Solicitors' Report, as set out in section 9 of this Third Supplementary Prospectus. Kings Park Corporate Lawyers will be paid \$10,000 for services provided with respect to this Third Supplementary Prospectus.
- (c) Drilling Resources Partners Pty Ltd (ACN: 161 435 427) will be paid for services in accordance with section 5 of this Third Supplementary Prospectus, subject to KIN being admitted to the Official List.

15 DIRECTORS' AUTHORISATION

This Third 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 Third Supplementary Prospectus with the ASIC.

Dated: 7 May 2013

Trevor Dixon

Director

for and on behalf of

KIN Mining NL

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ABN 30 150 597 541 APPLICATION FORM Before completing this application form, you should read the prospectus dated 15 August 2012, the supplementary prospectus dated 12 November 2012, the supplementary prospectus dated 8 February 2013 and the supplementary prospectus dated 7 May 2013 (together the **Prospectus**) 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. **Broker/Dealer stamp only** A Number of Shares applied for 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 **D** Tax file number(s) C Full name details title, given name(s) (no initials) and surname or company name 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 CHESS HIN (if applicable) **G** Contact Details Contact email address Contact Name Contact daytime telephone number H Cheque payment details Cheque number BSB number Total amount of cheque Account number

Share Registrars use only

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

DECLARATION AND STATEMENTS:

By lodging this application form:

KIN MINING NL

- 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 by the Constitution of company;
- I/We acknowledge that the company will send me/us a paper copy of the 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, SUPPLEMENTARY PROSPECTUS DATED 12 NOVEMBER 2012, SUPPLEMENTARY PROSPECTUS DATED 8 FEBRUARY 2013 AND THE SUPPLEMENTARY PROSPECTUS DATE 7 MARCH 2013.

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. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read these documents 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. While the Prospectus is current, the Company will send paper copies of the Prospectus 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

- A Insert the number of Shares you wish to apply for.
- 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.
- 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 (CHESS) participants should complete their name and address in the same format as that is presently registered in the CHESS 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.
- 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.

 The Company will apply to ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited.
 - If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHESS 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.
- 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.
- 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.
- Before completing the Offer Application Form the Applicant(s) should read the 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 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 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	Mr John Alfred Smith	JA Smith
Use names in full, no initials		
Minor (a person under the age of 18)	John Alfred Smith	Peter Smith
Use the name of a responsible adult; do not use the name of a minor.	<peter smith=""></peter>	
Company	ABC Pty Ltd	ABC P/L
Use company title, not abbreviations	-	ABC Co
Trusts	Mrs Sue Smith	Sue Smith Family
Use trustee(s) personal name(s), do not use the name of the trust	<sue a="" c="" family="" smith=""></sue>	Trust
Deceased Estates	Ms Jane Smith	Estate of late John
Use executor(s) personal name(s), do not use the name of the deceased	<est a="" c="" john="" smith=""></est>	Smith
Partnerships	Mr John Smith and Mr	John Smith and Son
Use partners personal names, do not use the name of the partnership	Michael Smith	
	<john a="" and="" c="" smith="" son=""></john>	

Return your completed Application Form to:

By Post to Or Delivered to

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

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