



Entitlement Offer

Offer Booklet

Aus Tin Mining Limited ACN 122 957 322

A non-renounceable Entitlement Offer to existing shareholders of **Aus Tin Mining Limited** of 1 New Share at an issue price of \$0.011 each for every 10 Shares held, to raise up to approximately \$1,657,658 before costs.

The Entitlement Offer is underwritten as to the sum of \$828,829 by DGR Global Limited (ACN 052 354 837).

Fiscus Capital Pty Ltd has been appointed as Lead Manager to the Offer.

Important Notice

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered pursuant to this document. The New Shares offered pursuant to this document should be considered speculative.

This document should be read in its entirety. If after reading this document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional adviser.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES

Important information and Summary of Capital Raising

Interpretation

A number of terms and abbreviations used in this Offer Booklet have defined meanings, which are explained in the “Definitions and Glossary” at Section 7.

Money as expressed in this Offer Booklet is in Australian dollars unless indicated otherwise.

Key dates for investors

Announcement of Entitlement Offer and Offer Booklet and Appendix 3B lodged with ASX	21 September 2016
Notice of Entitlement Offer sent to Option Holders	21 September 2016
Notice of Entitlement Offer sent to Shareholders	22 September 2016
Trading on Ex basis	23 September 2016
Record Date for the Entitlement Offer (7:00pm Sydney time)	26 September 2016
Despatch of Offer Booklet	29 September 2016
Opening Date of Entitlement Offer (9:00am Sydney time)	29 September 2016
Closing Date of Entitlement Offer (5:00pm Sydney time)	14 October 2016
Trading on deferred settlement basis commences	17 October 2016
ASX notified of under subscriptions (no more than 3 business days after Closing Date)	17 October 2016
Allotment Date - expected date of allotment of the New Shares issued under the Entitlement Offer and the Shortfall Share Offer (if any)	21 October 2016
Normal trading begins	22 October 2016
Despatch Date - expected date of despatch of New Shares holding statements under the Entitlement Offer and the Shortfall Facility (if any), and deferred settlement trading ends	23 October 2016

The dates set out in the above table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice. The Directors, subject to the requirements of the Listing Rules and the Corporations Act, may extend the period of the Entitlement Offer or bring forward the Closing Date at their discretion. This may have a consequential effect on the other dates. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

Entitlement Offer

Number of New Shares to be issued	150,696,181
Issue Price	\$0.011
Gross proceeds (approximately)	\$1,657,658
Costs of Entitlement Offer (up to)*	\$140,000
Total net proceeds of the Capital Raising*(approximately)	\$1,517,658

* Estimate as at the date of this Offer Booklet, and assumes that the Entitlement Offer is fully subscribed.

Underwriting

The Entitlement Offer is underwritten by DGR Global Limited, a substantial shareholder and Related Party of the Company. The Underwriting Agreement contains terms and conditions which may affect the obligations of the Underwriter, details of which are set out in Section 1.6 of this Offer Booklet.

Lead Manager

Fiscus Capital Pty Ltd has been engaged as the Lead Manager to the Offer.

The Lead Manager has provided an engagement letter which contains terms and conditions which may affect the obligations of the Lead Manager, details of which are set out in Section 1.7 of this Offer Booklet.

Entitlement and Acceptance Forms

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is accompanying this Offer Booklet or making payment of Acceptance money by BPAY® in accordance with the instructions set out in this Offer Booklet and on the Entitlement and Acceptance Form.

It is the responsibility of any overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance.

Important notice

The Entitlement Offer and the Shortfall Share Offer made pursuant to this Offer Booklet is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Booklet is not a disclosure document for the purposes of Chapter 6D of the Corporations Act. The Company is offering the securities under this Offer Booklet without disclosure to investors under Chapter 6D of the Corporations Act pursuant to section 708AA of the Corporations Act. Accordingly, the level of disclosure contained in this Offer Booklet is significantly less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, and should consult their professional advisers before deciding whether to accept the Entitlement Offer.



This Offer Booklet is dated 21 September 2016 and was lodged with ASX on that date. ASX does not take any responsibility for the contents of this Offer Booklet.

Securities will only be issued on the basis of this Offer Booklet in accordance with the terms set out in this Offer Booklet.

As at the date of this Offer Booklet, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- section 674 of the Corporations Act.

No excluded information

As at the date of this Offer Booklet, the Company is not aware of any excluded information of the kind which would require disclosure in this Offer Booklet pursuant to sections 708AA (8) and (9) of the Corporations Act.

Eligible and Foreign Shareholders

The Entitlement Offer and Shortfall Share Offer is being extended to all Shareholders on the Record Date who have a registered address in the Prescribed Jurisdictions of Australia, New Zealand and Hong Kong.

The Company has not made any investigation as to the regulatory requirements that may prevail in the jurisdictions outside of the Prescribed Jurisdictions in which persons may become Shareholders before the Record Date but after the date of this Offer Booklet. Accordingly, the Entitlement Offer or the Shortfall Share Offer are not being extended to, and does not qualify for distribution or sale by or to, and no New Shares will be issued to, Shareholders having registered addresses outside the Prescribed Jurisdictions. The Company has not made any investigation as to the regulatory requirements that may prevail in the countries outside of the Prescribed Jurisdictions in which persons with a beneficial interest in the Company's Shares may reside. The distribution of this Offer Booklet in jurisdictions other than the Prescribed Jurisdictions may be restricted by law and any failure to comply with such restrictions might constitute a violation of applicable securities laws.

No offer is made pursuant to this Offer Booklet in any place in which, or to any person to whom, it would be unlawful to make such an offer. The Company provides Shareholders with registered addresses in the following foreign Prescribed Jurisdictions with the cautions below.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Hong Kong

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Forward looking statements

Some of the information contained in this Offer Booklet constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as ‘anticipate’, ‘estimate’, ‘should’, ‘will’, ‘expects’, ‘plans’ or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company’s actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Offer Booklet details some important factors that could cause the Company’s actual results to differ from the forward-looking statements made in this Offer Booklet.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Offer not contained in this Offer Booklet may not be relied on as having been authorised by the Company or its officers.

This Offer Booklet does not provide investment advice or advice on the taxation consequences of accepting the Entitlement Offer or the Shortfall Share Offer. The Offer and the information in this Offer Booklet, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor. In particular, in considering whether or not to invest in the New Shares, it is important that you consider the risk factors contained in the Investor Presentation in Section 2 of this Offer Booklet that could affect the financial performance and position of the Company in light of your investment objectives, financial situation and particular needs (including financial and tax issues), and seek investment advice from your financial or other professional advisers.

Except as required by law, and only to the extent so required, neither the Company nor any other person warrants the future performance of the Company or any return on any investment.

Deciding to accept the Offer

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to



invest. Some of these risks are summarised in Section 4 of this Offer Booklet and also in the Investor Presentation attached to this Offer Booklet. This Offer Booklet is an important document and you should read it in full before deciding whether to invest pursuant to the Entitlement Offer and the Shortfall Share Offer. You should also have regard to other publicly available information about the Company, including ASX announcements and published Financial Statements, which can be found at the Company's website www.austinmining.com.au

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Chairman's letter

21 September 2016

Dear Shareholder,

On behalf of the Directors, I am pleased to invite you, as a valued Shareholder of Aus Tin Mining Limited (**Aus Tin Mining** or the **Company**), to participate in Aus Tin Mining's recently announced 1 for 10 non-renounceable entitlement offer of new Aus Tin Mining ordinary shares (**New Shares**) at an issue price of \$0.011 per New Share to raise approximately \$1,657,658 (**Entitlement Offer**).

The Company has recently become only the second ASX-listed tin producer in Australia, via its Granville Tin Project in Tasmania. Funds from the Entitlement Offer will be used in the expansion of mining and production activities at Granville, the furtherance of the application and approvals processes for the Taronga Tin Project in NSW, and the exploration of the Company's other projects, including primarily at Mt Cobalt in Queensland. There will also be an element of working capital and corporate expenditure.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that accompanies this Offer Booklet. The Entitlement Offer is open to all shareholders on the register as at 26 September 2016 (the **Record Date**) and with registered addresses in Australia, New Zealand and Hong Kong (**Eligible Shareholders**).

If you are an Eligible Shareholder and you wish to accept your Entitlement pursuant to the Entitlement Offer, you will need to complete the Entitlement and Acceptance Form and return it together with the appropriate application money to the Company's Share Registry before 5pm (Sydney time) on the Closing Date of 14 October 2016.

If you take up your full Entitlement, you can also apply for additional New Shares (**Additional New Shares**) under a Shortfall Facility (refer to Section 5 of this Offer Booklet for more information) (**Shortfall Facility**). The offer price for the Additional New Shares will be the Issue Price of \$0.011 per Additional New Share. Any Additional New Shares must be allocated from that pool of New Shares which remain available for allocation, after the allocation of all Entitlements to each Eligible Shareholder who has applied for their Entitlements (**Shortfall Shares**). Related Parties of the Company and their associates who are Eligible Shareholders must not apply for, and will not be issued Additional New Shares. Further, the Company will not allocate Additional New Shares to any Eligible Shareholder to the extent that the allocation will result in that Eligible Shareholder acquiring a holding of more than 20% in the Company. Please see Section 5 of this Offer Booklet for details on how to apply for Additional New Shares.

Entitlements are non-renounceable and cannot be traded on the ASX or otherwise transferred. This means that if you choose not to take up your Entitlement you will not receive any value in respect of your Entitlement and your percentage interest in the Company will reduce.

DGR Global Limited, the largest shareholder in the Company, has agreed to underwrite 50% of the Entitlement Offer, amounting to \$828,829.

Fiscus Capital Pty Ltd has agreed to be Lead Manager of the Offer.



Aus Tin Mining's Directors, executive team and certain largest shareholders have shown their support for the Entitlement Offer by indicating that they intend to subscribe for some or all of their Entitlements.

Key information with respect to the Entitlement Offer is set out in this Offer Booklet. Please read the Offer Booklet and the accompanying Investor Presentation carefully before deciding whether or not to invest.

The issue price of \$0.011 per New Share has been equated to the Company's recent placement, as recently announced. Allotment of the New Shares issued under the Entitlement Offer will occur on 21 October 2016.

The Board of Directors reserves the right to place any shortfall from the Entitlement Offer to third parties within three (3) months of the close of the Offer at a price no lower than the Offer Price.

If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

On behalf of the Directors, I encourage you to consider this investment opportunity carefully and thank you for your ongoing support of Aus Tin Mining.

Yours sincerely,

A handwritten signature in black ink, appearing to read "B. Moller".

Brian Moller
Non-Executive Chairman

1. Entitlement Offer Details

1.1 The Entitlement Offer

The Entitlement Offer is an offer to Eligible Shareholders of an estimated 150,696,181 New Shares at an Issue Price of \$0.011 per New Share, on the basis of 1 New Shares for every 10 Shares held (**Entitlement**), to raise approximately \$1,657,658 (before costs).

On the same date as announcing the Entitlement Offer, the Company applied to the ASX for the New Shares to be granted official quotation on the ASX. Official quotation of the New Shares is expected to occur on or about 22 October 2016.

The issue price of \$0.011 per New Share has been equated to the Company's recent placement, as announced on 6 September 2016. Fractional Entitlements will be rounded down to the nearest whole number of New Shares.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, and they cannot be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Offer Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement. There is no minimum subscription amount.

Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in the Company diluted. Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in Section 4 of this Offer Booklet.

1.2 Shortfall Facility

Each Eligible Shareholder may apply for Additional New Shares, in addition to their Entitlement, at an issue price of \$0.011 per New Share (**Shortfall Facility**).

Any New Shares not taken up under the Entitlement Offer by the Closing Date (**Shortfall**) may be made available to those Eligible Shareholders who took up their full Entitlement and applied for Additional New Shares under the Shortfall Facility. There is no guarantee that such Shareholders will receive the number of Additional New Shares applied for, or indeed any Additional New Shares at all. There is no cap on the number of Additional New Shares that Eligible Shareholders may apply for under the Shortfall Facility, although the number of New Shares available under the Shortfall Facility will not exceed the Shortfall following the Entitlement Offer. The allocation of Additional New Shares will be made on a *pro rata* basis, if there is greater demand than available New Shares.

The Directors shall allot and issue Additional New Shares in accordance with the allocation policy for the Shortfall set out in Section 5. The Company may reject any application for Additional New Shares or allocate fewer Additional New Shares than applied for by subscribers for Additional New Shares.

The ability for the Company to issue Additional New Shares is dependent upon the extent of any Shortfall. Applications for Additional New Shares must be made in the Additional New Shares section on the Entitlement and Acceptance Form accompanying this Offer Booklet.

1.3 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

Eligible Shareholders are Shareholders on the Record Date who:

- (a) have a registered address in a Prescribed Jurisdiction;
- (b) are not in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States or the United Kingdom; and
- (c) are not ineligible under applicable securities laws in any country to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

1.4 Investment risks

Eligible Shareholders should be aware that an investment in the Company is subject to investment and other known and unknown risks, including possible loss of income and principal invested. A number of these risks are specific to the Company and the industry in which it operates. Some of the key risks identified by the Company are outlined in Section 4 of this Offer Booklet. However, these risks should not be taken to be exhaustive of the risks faced by the Company or its Shareholders. Those risk factors referred to in the Investor Presentation, and others not specifically referred to in the Investor Presentation, may materially affect the financial performance of the Company and the value of its Shares in the future.

Aus Tin Mining has implemented strategies, actions, systems and safeguards for known risks. However, some risks are beyond its control. Consequently, the prevailing price or value of New Shares issued under the Entitlement Offer may be more or less than the Issue Price.

In any event, the Company does not guarantee any particular rate of return, the performance of the Company, the payment of any dividends, the repayment of capital from the Company, any price for the Company's Shares or any particular tax treatment.

1.5 New Share terms

Each New Share will rank equally with all existing Shares then on issue. Full details of the rights and liabilities attaching to the Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

1.6 Underwriting

The Entitlement Offer is underwritten as to 50% of the Entitlement Offer, amounting to \$828,829 (**Underwritten Amount**), by DGR Global Limited (**DGR Global** or the **Underwriter**) pursuant to an underwriting agreement between the Company and DGR Global dated on or about 20 September 2016 (**Underwriting Agreement**).

(a) **Terms of Underwriting Agreement**

Key terms of the Underwriting Agreement are as follows:

- (1) The Underwriter is required to subscribe for New Shares in respect of such of the Underwritten Amount remaining after any Eligible Shareholders have taken up their Entitlements (in part or full) and after the Directors have determined the number of Shortfall Shares that will be issued to Eligible Shareholders after having accepted any applications from Shareholders to subscribe for Shortfall Shares, in accordance with this Offer Booklet.
- (2) The Underwriter's obligation is however subject to the Company lodging this Offer Booklet with the ASX, and providing the Underwriter with a Shortfall Notice and Closing Certificate by the specified time in the Underwriting Agreement.

(Condition Precedent).

- (3) The Underwriter's obligation to subscribe for New Shares will be reduced to the extent necessary if its obligation would cause a breach of the takeover provisions in Chapter 6 of the Corporations Act.¹
- (4) The Underwriter must use reasonable endeavours to procure and ensure that the Conditions Precedent is satisfied.
- (5) The Underwriter may waive any Condition Precedent, although has indicated to the Company that it will not be willing to do so.
- (6) The Underwriting Agreement does not contemplate or provide for any sub-underwriting.
- (7) The Company provides undertakings which are standard in an agreement of this kind and an additional undertaking that it will "not enter into any joint venture agreement or make any significant or material acquisitions in relation to the Company's Taronga tin project or the Company's other tin projects, outside the ordinary or usual course of undertaking those projects, without shareholder approval".
- (8) The obligation of the Underwriter to underwrite the Offer is subject to the standard Termination Events, the occurrence of which may allow the Underwriter to terminate its obligations under the Underwriting Agreement upon or at any time prior to the time when all of the Underwritten Shares have been allotted by the Company in accordance with the Offer (or this Agreement).
- (9) Without limiting the Company's common law rights, the Company may terminate the Underwriting Agreement at any time prior to the cessation of the Underwriter's obligations only where there is a material breach of the Underwriting Agreement by the Underwriter.
- (10) Pursuant to the Underwriting Agreement, as consideration for underwriting the Offer, the Company has agreed to pay to the Underwriter (or its nominee) an underwriting fee

¹ The Underwriter presently holds some 328,030,650 Shares or 21.77% of the Company. Even if the Underwriter is required to subscribe for the full Underwritten Amount, this would only result in the Underwriter increasing its holding to 24.33%. Any such increase in the Underwriter's Relevant Interest in Voting Shares will not breach section 606 of the Corporations Act.

(**Underwriting Fee**) of 6% of the Underwritten Amount but excluding any part of the Underwritten Amount which is discharged by Debt Conversions by Eligible Shareholders. A termination fee equal to 50% of the Underwriting Fee is payable (in cash) where the Underwriter terminates the Underwriting Agreement due to a material breach by the Company or if the Company withdraws the Offer.

- (11) Any New Shares applied for by the Underwriter in its own right under its Entitlement and all applications for New Shares received from the Prescribed Investors shall go in relief of the Underwriter's obligation in respect of the Underwritten Amount.
- (12) The Underwriting Agreement also contains other terms and conditions, and representations and warranties that are considered standard for an agreement of this type.

(b) Effect of Underwriting on Control

DGR Global currently has a Relevant Interest in 328,030,650 Shares (21.77%) of the Company.

The Underwritten Amount is 50% of the Entitlement Offer, or some 75,348,090 New Shares. DGR Global has an Entitlement of some 32,803,065 New Shares under the Entitlement Offer and proposes to take up all of its Entitlement.

If DGR Global was required to take up in its own right the whole of the Underwritten Amount less the relief it is entitled to for taking up its own Entitlement, it would increase its Relevant Interest to some 403,378,740 Shares (24.33%) of the Company.

DGR Global is entitled to increase its Relevant Interest in the Company pursuant to item 9 of s 615 Corporations Act by 3% higher than the Relevant Interest DGR Global held in the previous 6 months.

Prior to the recent placement conducted by the Company DGR Global held a Relevant Interest in 22.80% of the Company and is otherwise permitted to increase its Relevant Interest to some 25.80% of the Company.

1.7 Lead Manager

Fiscus Capital Pty Ltd (**Fiscus Capital**) has agreed to act as Lead Manager with respect to the Entitlement Offer pursuant to an engagement letter dated 20 September 2016.

The Lead Manager will receive a fee of 6% on any Shortfall Shares (excluding the Underwritten Amount) which the Lead Manager arranges to place, payable in cash.

In addition, Fiscus Capital will be issued 3 million options, exercisable at 2 cents each through to 30 June 2017 on completion of the Offer. Shares issued on exercise of the options will rank pari passu with all existing Shares of the Company from the date of issue.

1.8 Sources and proposed use of funds

The Directors intend to apply the funds raised from the Capital Raising as follows:

Sources of funds	Amount (\$'000)
Proceeds of Entitlement Offer ⁽²⁾	1,657,658
Proposed use of funds	
Exploration and Project Development	1,100,000
Creditors and Working Capital ⁽¹⁾	417,658
Estimated Costs of Entitlement Offer ⁽²⁾	140,000
Use of funds	1,657,658

(1) includes some expenditure incurred prior to 21 September 2016.

(2) Assumes that the Entitlement Offer is fully subscribed, and includes underwriting fees, lead manager fees and fees for legal and registry services.

However, in the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed uses of funds in an effort to maximise the benefit to Shareholders.

1.9 Allotment and allocation

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares.

Allocation of shares applied for under the Shortfall Facility will be allocated and allotted in accordance with the allocation policy set out in Section 5.3. Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made. It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

After allowing for the demands of Eligible Shareholders under the Entitlement Offer, the Directors reserve the right to place any shortfall under the Entitlement Offer within three (3) months at a price no lower than the offer price of \$0.011.

1.10 ASX listing

The Company applied for the listing and official quotation of the New Shares on the ASX on same date as announcing the Offer. If granted, official quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

1.11 CHES

The Company will apply for the New Shares to participate in CHES, in accordance with the ASX Listing Rules and ASX Settlement Operating Rules.

The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, Shareholders who are issuer sponsored will be provided with an issuer sponsored statement and those who are CHES holders will receive an allotment advice.

The CHES statements will set out the number of New Shares allotted to each successful Applicant pursuant to this Offer Booklet. The statement will also advise holders of their holder identification number (“HIN”). Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

1.12 Option Holders

Option Holders will not be entitled to participate in the Entitlement Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Entitlement Offer as a result of being a holder of Shares registered on the share register at 7.00pm (Sydney time) on the Record Date, and having a registered address in a Prescribed Jurisdiction.

There are currently 314,556,032 Existing Options on issue, details of which are set out in Section 3.2.

However, in the event that the Existing Options were eligible for exercise and if all entitled Option Holders elect to exercise their Existing Options prior to the Record Date to participate in the Entitlement Offer a further 31,455,603 New Shares may be issued under the Offer.

1.13 Foreign Shareholders

As at the date of this Offer Booklet, the Company has the vast majority of its Shareholders with registered addresses in Australia, New Zealand, and Hong Kong (the **Prescribed Jurisdictions**). Therefore, the Entitlement Offer and Shortfall Share Offer is being extended to all Shareholders on the Record Date with a registered address in one of the Prescribed Jurisdictions.

The Company has not made any investigation as to the regulatory requirements that may prevail in the jurisdictions outside of the Prescribed Jurisdictions in which persons may become Shareholders before the Record Date but after the date of this Offer Booklet. Accordingly, the Entitlement Offer or the Shortfall Share Offer are not being extended to, and does not qualify for distribution or sale by or to, and no New Shares will be issued to Shareholders having registered addresses outside the Prescribed Jurisdictions, unless the Company subsequently decides otherwise.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of the Prescribed Jurisdictions in which persons with a beneficial interest in the Company’s Shares may reside. The distribution of this Offer Booklet in jurisdictions other than the Prescribed Jurisdictions may be restricted by law and any failure to comply with such restrictions might constitute a violation of applicable securities laws.

If there are any new Shareholders on the Record Date in foreign jurisdictions where the Company cannot make the Offer, the Company reserves the right to appoint a nominee in accordance with the Corporations Act to deal with the holdings of those foreign shareholders.

This Offer Booklet and accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of New Shares in any place outside the Prescribed Jurisdictions. No offer is made pursuant to this Offer Booklet in any place in which, or to any person to whom, it would be unlawful to make such an offer.

2. Investor Presentation – 21 September 2016

The Investor Presentation is **enclosed** with this Offer Booklet.

3. Effect of Capital Raising on Control of Aus Tin Mining

3.1 Present position

At the date of this Offer Booklet, the following shareholders have a Relevant Interest of greater than 5% in the shares of the Company:

Shareholder	Current Number of Shares	Relevant Interest (%)
DGR Global Limited	328,030,650	21.77%
Australian Mineral Investments Pty Ltd *	256,000,000	16.99%
Tenstar Trading Limited	106,450,709	7.06%

* Consolidated holding

3.2 Capital structure

Options

As at the date of this Offer Booklet, the Company has the following Existing Options on issue:

No of options	Exercise price	Expiry date	Category of option holder
56,000,000	\$0.002	30 June 2017	Board and Staff
258,556,032	\$0.002	30 June 2017	Shareholders

Shares

Subject to rounding up of fractional Entitlements and assuming none of the Existing Options are exercised before the Record Date, the capital structure of Aus Tin Mining following the issue of New Shares under the Capital Raising (assuming full subscription under the Entitlement Offer) is expected to be as follows:

Shares on issue as at 21 September 2016 (announcement of the Entitlement Offer)	1,506,961,805
New Shares to be issued under the Entitlement Offer	150,696,181
Shares on issue following the close of the Entitlement Offer and the Shortfall Share Offer	1,657,657,986

3.3 Potential effects of the Entitlement Offer on Control of Aus Tin Mining

The Entitlement Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements and none of the Option Holders exercise their Existing Options and participate in the Entitlement Offer, the existing Voting Power of all Eligible Shareholders will remain substantially the same, as the number of Ineligible Shareholders is relatively minor.

However, if some Eligible Shareholders take up their Entitlements, Eligible Shareholders who do not take up all of their Entitlements will have their interest in Aus Tin Mining diluted.

The Company seeks to make the Offer to all Shareholders and has extended the Offer to foreign Shareholders with registered addresses in the Prescribed Jurisdictions. Ineligible Shareholders (at the date of this Offer Booklet) may be diluted as a consequence of the Offer. However, the number of shareholders in ineligible jurisdictions is minimal.

Underwriter

The Underwriter is DGR Global. For full details of the potential effects of the Entitlement Offer on Control of Aus Tin Mining as a consequence of DGR Global's underwriting see section 1.6.

Major Shareholders

The Company's current Substantial Shareholders are set out above in Section 3.1.

The Company considers that having regard to these shareholdings and the nature of the Entitlement Offer, the effect of the Offer on control of the Company is likely to be minimal because:

- (a) the maximum Relevant Interest that could be obtained by DGR Global is 24.33%, which is less than a 3% increase in its current Relevant Interest;
- (b) no other Shareholder is entitled to increase its Relevant Interest in excess of 19.99%.

It is noted, however, that under Listing Rule 10.11 the Company is prevented from issuing Shortfall Shares to any Shareholder who is a Related Party without Shareholder approval. This means that it is not possible for a Related Party Shareholder to increase their Relevant Interest by subscribing for Shortfall Shares.

Other than as described above, the Company is not aware of any other scenario in which it would be possible for a Shareholder or a person to acquire a Relevant Interest in more than 20% of the Company as a consequence of the Offer.

3.4 Director and Major Shareholder intentions

All of the Directors and some of the Company's largest Shareholders have shown their support for the Entitlement Offer by indicating that they intend to subscribe for some or all of their Entitlements under the Offer.

4. Risks

Investing in New Shares in the Company involves some risk. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of your investment in the Company. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, are dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated. If you are unsure about subscribing for New Shares in the Company, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The New Shares offered under this Offer Booklet carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to the future performance of the Company. As with any equity investment, substantial fluctuations in the value of your investment may occur. This Offer Booklet does not set out all the risks you may face in applying for, and holding, additional shares in the Company.

The key risks are summarised below:

Key Business risk	Description
Financing	<p>The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.</p> <p>The Company may decide to raise additional funds in the future through further capital raising. This may result in the Company issuing additional shares in the Company to third parties who are not presently shareholders of the Company. As a result, existing shareholdings may be diluted.</p>
Operational risks	<p>Prosperity for the Company and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors. The operations of the Company and its subsidiaries may be disrupted by a variety of risks and hazards which are beyond the control of the Company.</p> <p>Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of the Company.</p>
Government policy and taxation	<p>Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia (at Federal and State level), may have an adverse effect on the assets, operations and ultimately the financial performance of Company.</p>

Commodity prices	The Company's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in exploration programs of the Company and its subsidiaries. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions. These factors may cause volatility which in turn, may affect the Company's ability to finance its future exploration and/or bring the Company's projects to market.
Tenement risks	All exploration permits in which Company has an interest (directly or indirectly) will require compliance with certain levels of expenditure and renewal from time to time. If for any reason expenditure requirements are not met or a licence or permit is not renewed then Company may suffer damage and as a result may be denied the opportunity to develop certain mineral resources.
Land Access risks	Land access is critical for exploration and evaluation to succeed. Access to land for exploration purposes can be affected by factors such as land ownership and Native title claims.
Environmental risks	The various tenements which the Company has interests in (whether directly or indirectly) are subject to laws and regulations regarding environmental matters, which mean there are potential liability risks.
Exploration and production	Tenements in which the Company or its Related Bodies Corporate has an interest are at various stages of exploration. There can be no assurance that exploration of the project areas will result in the discovery of an economic reserve.
Contractual risk	The Company's ability to efficiently conduct its operations in a number of respects depends upon a third party product and service providers and contracts have, in some circumstances, been entered into by the Company and its subsidiaries in this regard. Any default under such contracts by a third party may adversely affect the Company.

5. How to Apply

5.1 Your choices as an Eligible Shareholder

The number of New Shares to which each Eligible Shareholder is entitled (**Entitlement**) is calculated as at 7:00pm (Sydney time) on the Record Date of 26 September 2016 and is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Booklet.

Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for Additional New Shares under the Shortfall Facility (refer to Sections 5.2 and 5.3);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 5.4); or
- (c) allow their Entitlement to lapse (refer to Section 5.5).

The Company reserves the right to reject any Application that is received after the Closing Date. The Closing Date for acceptance of the Entitlement Offer is 5:00pm (Sydney time) on 14 October 2016.

Ineligible Shareholders may not take up any of their Entitlements.

5.2 Taking up your Entitlement in full

If you wish to take up your Entitlement in full, follow the instructions set out on the Entitlement and Acceptance Form.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with Section 5.7 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than 5.00pm (Sydney time) on 14 October 2016 at the address set out below:

By hand delivery (not to be used if mailing)

Aus Tin Mining Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 *(Please do not use this address for mailing documents)*

By post

Aus Tin Mining Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001.

Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than 5.00pm (Sydney time) on 14 October 2016.

Refund amounts, if any, will be paid in Australian dollars. You will be paid by cheque sent by ordinary post to your address as recorded on the share register.

5.3 Taking up your Entitlement in full and applying for Shortfall Shares

A Shortfall will exist if any Eligible Shareholder does not take up their full Entitlement. Additional New Shares applied for will only be allocated and issued if any Eligible Shareholders do not apply for their full Entitlements, and therefore a Shortfall exists – the Entitlement Offer is undersubscribed.

Allocation and allotment of any Additional New Shares applied for will be made in accordance with the following policy:

- (a) The Directors will allocate the Shortfall Shares to Eligible Shareholders who have indicated they wish to take up Additional New Shares as provided for in Section 5.2 and 5.3.
- (b) These Additional New Shares will be allocated on a pro-rata basis if there is a greater demand than available shares.
- (c) The Underwriter, any Related Party or Eligible Shareholder associated with them will not be entitled to participate in the Shortfall Facility.
- (d) The Company will not allocate or issue Additional New Shares under the Shortfall Facility, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Shareholders wishing to apply for Additional New Shares must consider whether or not the issue of the Additional New Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances.
- (e) There is no guarantee that Eligible Shareholders will be successful in being allocated any of the Additional New Shares that they apply for. The Company may reject any application for Additional New Shares or allocate fewer Additional New Shares than applied for by Applicants for Additional New Shares in accordance with the policy set out above.

5.4 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part only of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required in accordance with Section 5.2 above.

5.5 Allowing your entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

5.6 Consequences of not taking up your Entitlement

If you do not take up all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer, may be issued by the Directors to other Eligible Shareholders pursuant to an application by them for Shortfall Shares.

5.7 Payment

The consideration for the New Shares is payable in full on Application by a payment of \$0.011 per New Share.

The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Aus Tin Mining Limited**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and the Company receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

5.8 Debt conversion facility

If in addition to being an Eligible Shareholder you are also a creditor of the Company, you may elect to take up your Entitlement (or Shortfall Shares) by means of the conversion of some or all of the existing debt owed to you by the Company. The conversion will be undertaken on a dollar for dollar basis at the Issue Price, and in the case of any fractional entitlements, the number of New Shares arising from the conversion of the debt shall be rounded to the nearest whole number. The election to settle the subscription amounts owing in respect of your Entitlement or subscription for Shortfall Shares by conversion of an existing Shareholder Debt, is provided for on the Entitlement and Acceptance Form.

For clarity, the debt conversion facility does not enable any creditor Shareholders to take up more New Shares under the Offer than if the facility was not available and for the avoidance of doubt the debt conversion facility is not available for the Underwriter to satisfy any of its obligations to subscribe for New Shares pursuant to the Underwriting Agreement.

DGR Global is a creditor of the Company at the date of this Entitlement Offer is owed approximately \$430,000.

5.9 Binding effect of Entitlement and Acceptance Form

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside the prescribed jurisdiction (if registration is required); and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

5.10 Brokerage, handling fees and stamp duty

No brokerage, handling fees or stamp duty is payable by Applicants in respect of their applications for New Shares under this Offer Booklet. The amount payable on acceptance will not vary during the period of the Entitlement Offer and no further amount is payable on allotment.

Application Monies will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Application Monies will be retained by the Company irrespective of whether allotment takes place.

6. Additional information

6.1 Section 708AA Corporations Act

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Offer Booklet is issued under Section 708AA of the Corporations Act. This section enables disclosing entities to issue an Offer Booklet in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Offer Booklet, or options to acquire such securities. Apart from formal matters, this Offer Booklet need only contain information that:

- (a) is excluded information as at the date of the Offer Booklet pursuant to sections 708AA (8) and (9) (**Excluded Information**); and
- (b) states:
 - (1) the potential effect the issue of the New Shares will have on the control of the Company; and
 - (2) the consequences of that effect.

In addition, as a result of ASIC Class Order 08/35, section 708AA(12) requires that if, after the notice required under section 708AA(2)(f) (**Cleansing Notice**) has been lodged and before the New Shares are issued (**Relevant Period**) the Company becomes aware of:

- (a) any information that would be Excluded Information for the purpose of the Cleansing Notice; or
- (b) a material change to the potential effect the issue of the relevant securities will have on the control of the Company or the consequences of that effect,

(Additional Information),

the Company must disclose that Additional Information to the ASX as soon as practicable and before the end of the Relevant Period.

Accordingly, the Company will disclose by announcement to the ASX any Additional Information that it becomes aware of during the Relevant Period.

6.2 Rights and liabilities attaching to New Shares

The New Shares will have from issue the same rights attaching to all existing Shares on issue. The rights attaching to ownership of the New Shares are set out in the Constitution, a copy of which is available for inspection at the registered office of the Company during business hours or via the ASX Market Announcements platform. This Offer Booklet does not contain a summary of the principal rights and liabilities of holders of the New Shares.

6.3 Expenses of the Entitlement Offer

All expenses connected with the Entitlement Offer are being borne by the Company. Total expenses of the Entitlement Offer are estimated as at the date of this Offer Booklet to be no more than \$140,000 (assuming that the Entitlement Offer is fully subscribed). These expenses include, amongst other things underwriting fees of approximately \$49,730 and lead management fees of up to \$49,730, as well as legal fees, brokerage fees, share registry fees and printing and postage costs.

In addition the Company may if it deems it necessary for the success of the Entitlement Offer, pay brokers' stamping fees which will be equal to a percentage of the Issue Price (including GST) of New Shares issued under either the Entitlement Offer and the Shortfall Share Offer to stockbrokers who submit a valid claim for a broker stamping fee on successful Applications.

6.4 Consents and disclaimers

Written consents to the issue of this Offer Booklet have been given and at the time of this Offer Booklet have not been withdrawn by the following parties:

Link Market Services Limited has given and has not withdrawn its consent to be named in this Offer Booklet as the Share Registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Offer Booklet other than recording its name as Share Registry to the Company. It takes no responsibility for any part of the Offer Booklet other than the references to its name.



HopgoodGanim has given and has not withdrawn its consent to be named in this Offer Booklet as solicitors to the Company for the Entitlement Offer in the form and context in which it is named. It takes no responsibility for any part of the Offer Booklet other than references to its name.

DGR Global Ltd has given and has not withdrawn its consent to be named in this Offer Booklet as the Underwriter to the Entitlement Offer in the form and context in which it is named. DGR Global takes no responsibility for any part of the Offer Booklet other than references to its name.

Fiscus Capital has given and not withdrawn its consent to be named in this Offer Booklet as the Lead Manager to the Entitlement Offer in the form and context in which it is named. Fiscus Capital takes no responsibility for any part of the Offer Booklet other than references to its name.

6.5 Directors' statement

This Offer Booklet is issued by Aus Tin Mining Limited. Each Director has consented to the lodgement of the Offer Booklet with ASX.

Signed on the date of this Offer Booklet on behalf of Aus Tin Mining Limited by:

A handwritten signature in black ink, appearing to read "BCL", followed by a period.

Brian Moller
Non-Executive Chairman
Aus Tin Mining Limited

7. Definitions and Glossary

Terms and abbreviations used in this Offer Booklet have the following meaning:

Acceptance	An acceptance of Entitlements.
Applicant	An Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	The submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	The aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY, calculated as the Issue Price multiplied by the number of New Shares applied for.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable.
Board	The board of Directors of the Company
Business Day	Has the same meaning as ascribed to that term in the Listing Rules.
Capital Raising	The Entitlement Offer and the Shortfall Share Offer.
CHESS	The Clearing House Electronic Sub Register System, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.
Closing Date	14 October 2016, the date the Entitlement Offer closes.
Company or Aus Tin Mining	Aus Tin Mining Limited ACN 122 957 322.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Debt Conversion	The Issue Price for New Shares is paid by an Eligible Shareholder by conversion of Shareholder Debts.
Director	A director of the Company.
Eligible Shareholder	A Shareholder on the Record Date who has a registered address in the Prescribed Jurisdictions, or is a Shareholder that the Company has otherwise determined is eligible to participate.
Entitlement	The entitlement to subscribe for New Shares pursuant to the Entitlement Offer.

Entitlement and Acceptance Form	The entitlement and acceptance form accompanying this Offer Booklet.
Entitlement Offer or Offer	The non-renounceable offer to Eligible Shareholders to subscribe for 1 New Share for every 10 shares of which the Shareholder is the registered holder on the Record Date, at an issue price of \$0.011 per New Share pursuant to this Offer Booklet.
Existing Options	All existing options to subscribe for Shares currently on issue as at the date of this Offer Booklet.
Ineligible Shareholder	A Shareholder (or beneficial holder of Shares) who is a Shareholder on the Record Date with a registered address outside of the Prescribed Jurisdictions that the Company determines ASX Listing Rule 7.7.1(a) applies.
Investor Presentation	The Investor Presentation dated on or about 21 September 2016 included in Section 2 in this Offer Booklet.
Issue Price	\$0.011 for each New Share applied for.
Lead Manager	Fiscus Capital Pty Ltd ACN 607 436 224
Listing Rules	The listing rules of the ASX.
New Shares	Shares to be allotted and issued under the Entitlement Offer, or the Shortfall Share Offer.
Offer Booklet	This document including the Investor Presentation.
Opening Date	29 September 2016, the date the Entitlement Offer opens.
Option Holders	The holders of the Existing Options.
Options	Options to subscribe for Shares, on issue in the Company from time to time.
Prescribed Investors	The following person or corporations: <ul style="list-style-type: none"> (a) Members of the Board and Management (b) Rytech Pty Ltd (c) Tenstar Trading Ltd (d) Australian Mineral Investments Pty Ltd (e) Clients of Martin Place Securities (f) Clients of Bell Potter Ltd (Brisbane)
Prescribed Jurisdictions	Australia, New Zealand, Hong Kong and any other jurisdiction in which the Company subsequently determines that it may make the Offer.
Record Date	7.00pm (Sydney time) on 26 September 2016.
Register of Members	The register of members of the Company.
Relevant Interest	Has the meaning given to that term in the Corporations Act.

Share	A fully paid ordinary share in the capital of the Company.
Share Registry	Link Market Services Limited ACN 083 214 537.
Shareholder	A holder of Shares.
Shareholder Debts	Debts owed by the Company to an Eligible Shareholder.
Shortfall Facility	The facility described in Section 5 under which Eligible Shareholders may apply for additional New Shares in excess of their Entitlement.
Shortfall or Shortfall Shares	Any New Shares not taken up pursuant to the Entitlement Offer.
Substantial Shareholder	A substantial shareholder of the Company as set out in Section 3.1 of this Offer Booklet.
Underwriter	DGR Global Limited ACN 052 354 837.
Voting Power	Has the meaning given to that term in the Corporations Act.

Corporate Directory

Directors and Company Secretary	Solicitors to the Capital Raising
<p>Mr Brian Moller (Non-Executive Chairman) Mr Nicholas Mather (Non-Executive Director) Mr John Bovard (Non-Executive Director) Mr Richard Willson (Non-Executive Director)</p> <p>Karl Schlobohm (Company Secretary)</p>	<p>HopgoodGanim Level 8, Waterfront Place 1 Eagle Street Brisbane QLD 4000 Tel: +61 7 3024 0000 www.hopgoodganim.com.au</p>
Administration, Principal Place of Business and Registered Office	Share Registry
<p>Aus Tin Mining Limited Level 27, 111 Eagle Street Brisbane QLD 4000 Tel: (07) 3303 0611 www.austinmining.com.au</p>	<p>Link Market Services Limited Level 15, 324 Queen Street Brisbane QLD 4000 Tel: 1300 554 474 www.linkmarketservices.com.au</p>
Underwriter	Lead Manager
<p>DGR Global Limited Level 27, 111 Eagle Street Brisbane QLD 4000 Tel: (07) 3303 0608 http://www.dgrglobal.com.au</p>	<p>Fiscus Capital Level 12, 31 Queen Street Melbourne VIC 3000 Tel: (03) 8613 8844 http://www.fiscuscapital.com.au</p>



AustinMining



Cash Flow + Growth + Upside



Important Information

Forward Looking Statement

This presentation may contain certain statements and projections provided by or on behalf of Aus Tin Mining Limited (Aus Tin Mining) with respect to the anticipated future undertakings. These forward-looking statements reflect various assumptions by or on behalf of Aus Tin Mining. Accordingly, these statements are subject to significant business, economic and competitive uncertainties and contingencies associated with exploration and/or mining which may be beyond the control of Aus Tin Mining which could cause actual results or trends to differ materially, including but not limited to price fluctuations, exploration results, reserve and resource estimation, environmental risks, physical risks, legislative and regulatory changes, political risks, project delay or advancement, ability to meet funding requirements, factors relating to property title, native title and aboriginal heritage issues, dependence on key personnel, share price volatility, approvals and cost estimates. Accordingly, there can be no assurance that such statements and projections will be realised. Aus Tin Mining makes no representations as to the accuracy or completeness of any such statement of projections or that any forecasts will be achieved.

Additionally, Aus Tin Mining makes no representation or warranty, express or implied, in relation to, and no responsibility or liability (whether for negligence, under statute or otherwise) is or will be accepted by Aus Tin Mining or by any of their respective officers, directors, shareholders, partners, employees, or advisers as to or in relation to the accuracy or completeness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this presentation or any omission from this presentation or of any other written or oral information or opinions provided now or in the future to any interested party or its advisers. In furnishing this presentation, Aus Tin Mining undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in Aus Tin Mining Limited.

Competent Persons Statement

The information in this presentation that relates to Exploration Targets and Exploration Results is based on information compiled by Mr Nicholas Mather B.Sc (Hons) Geol., who is a Member of The Australian Institute of Mining and Metallurgy. Mr Mather is employed by Samuel Capital Pty Ltd, which provides certain consultancy services including the provision of Mr Mather as a Director of Aus Tin Mining. Mr Mather has more than five years experience which is relevant to the style of mineralisation and type of deposit being reported and to the activity, which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves' (the JORC Code). This public report is issued with the prior written consent of the Competent Person(s) as to the form and context in which it appears.

The information in this Announcement that relates to Mineral Resources is based on information extracted from the report entitled "Maiden JORC Resource Estimated for the Taronga Tin Project" created on 26th August 2013 and is available to view on www.austinmining.com.au Aus Tin Mining confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

In the information in this Announcement that relates to Ore Reserves is based on information extracted from the report entitled "Pre-Feasibility Advances the Taronga Tin Project" created on 7th April 2014 and is available to view on www.austinmining.com.au. Aus Tin Mining confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Company Summary

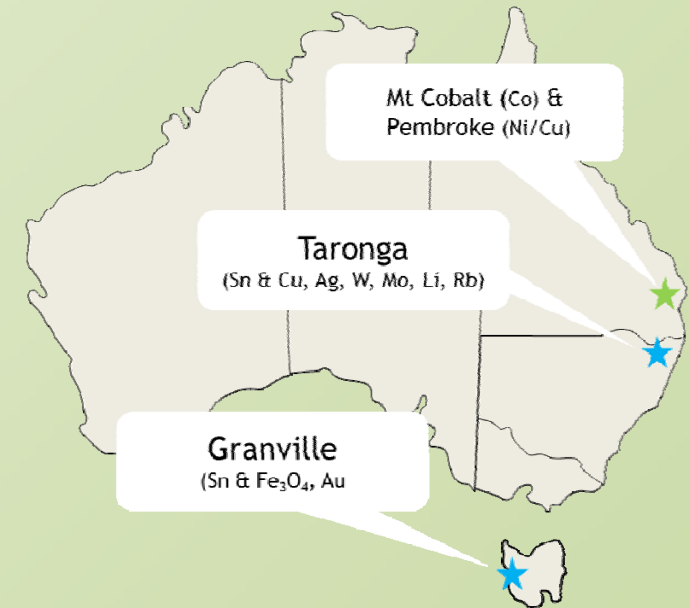
Aus Tin Mining's highly prospective package of exploration tenements

Our Vision -

To become a major Australian tin producer and become the tin stock of choice on the ASX

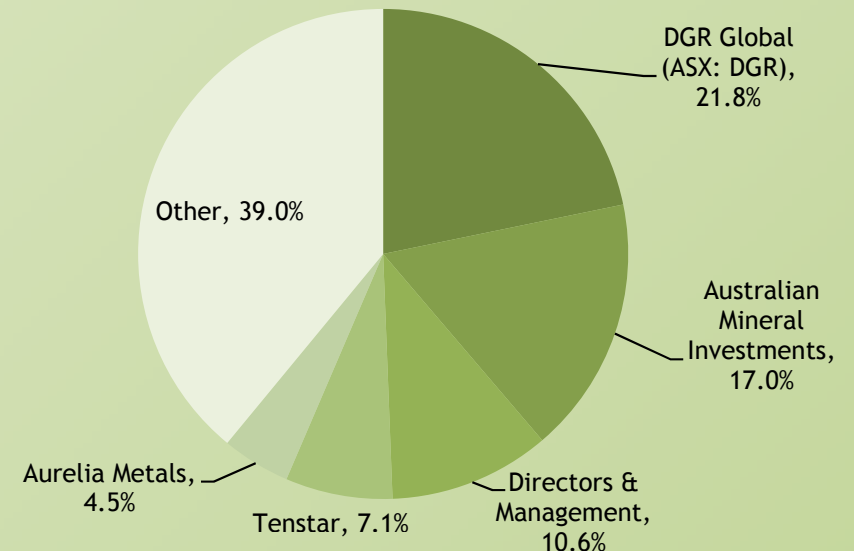
Tin projects providing cash flow & growth opportunities

- Granville Tin Project (TAS) - operating / high grade
- Taronga Tin Project (NSW) - world class resource / progressing approvals
- Torrington (NSW) - highly prospective for tin, copper, lithium
- Cobalt project providing upside opportunity
- Mt Cobalt (QLD) - high cobalt grade exploration target



ASX Ticker	ANW
30 Day VWAP	\$0.015
12 Month Range	\$0.003 - \$0.021
Capital Structure	1,438M and 314M options (2cps strike to 30/6/17)
Market Cap	+/- \$16M
Cash	\$750,000 (8/9/16) & Announced 1:10 Entitlement to raise \$1.66M
Board	Brian Moller (Chairman), Nick Mather (Exec), John Bovard, (Non-Exec), Richard Willson (Non-Exec)
Management	Peter Williams (CEO), Karl Schlobohm (Co Sec)

Major Shareholders



Recent share price performance strong but plenty of news to come

Aus Tin Mining (ASX:ANW) share price up 150% in last six months driven by

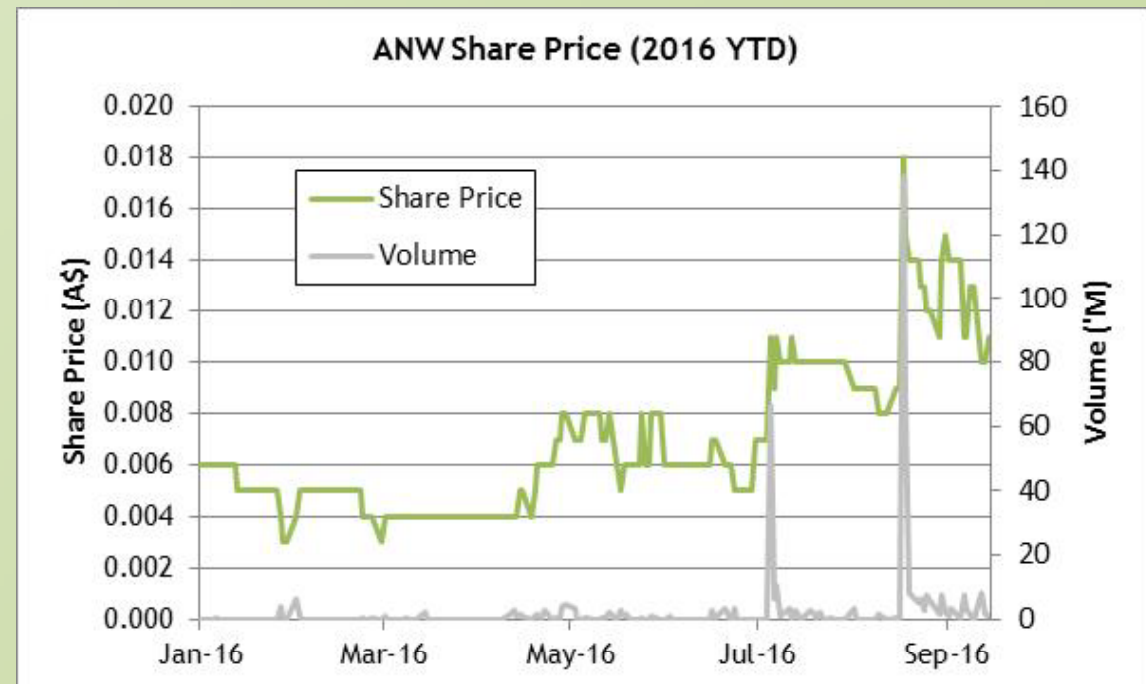
- Commencement of production at Granville Tin Project to become second Australian tin producer on ASX
- High grade cobalt results and extended exploration target at Mt Cobalt (Queensland)
- Identification of lithium mineralisation at Taronga & Torrington Tin Projects

Target milestones remaining for H2 2016 include

- Exploration at Mt Cobalt
- Progress approvals for Granville Expansion and Taronga Stage 1 Development
- Exploration for lithium / rubidium/tin at Taronga & Torrington

Macro themes

- Tin price increased 45 percent YTD based
 - on declining supply
 - Increasing applications for energy storage & generation
- Growth in lithium-ion batteries set to drive cobalt price up



Is the long anticipated tin supply shortage about to be realised ?

Since the start of 2016...

- Sharp rebound in tin price due to declining global stocks
 - Current price US\$19,205/t (up 45%)
 - Current LME stocks 4,215t (down 31%)
- Mine production on decline
 - Chinese mine production down due to costs & environmental control
 - Indonesian refined production down with announced smelter closures
 - Myanmar mine reportedly in decline due to mine closures, albeit significant stockpiles remain
 - San Rafael production down Q1 due to lower grades

Future

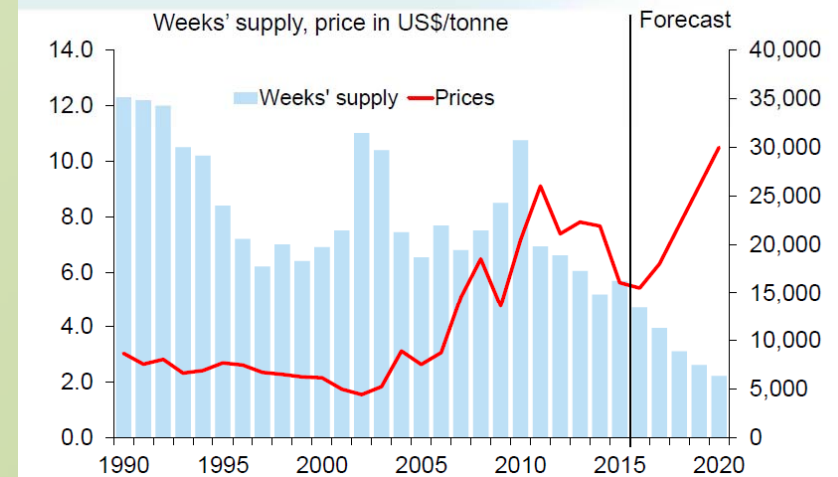
- Global supply deficit set to continue leading to a further reduction in stocks¹
- ITRI forecast US\$30,000/t by 2020

¹ Source: ITRI 2016



Source www.westmetall.com

Forecast weeks' supply and prices



Data: ITRI
Source ITRI 2016

Granville Tin Project - cash flow to fund project pipeline

Granville resumption (commenced August 2016)

- Re-treatment of tailings commenced
- Low cost (no mining or crushing)

Granville expansion (progressing regulatory approvals)

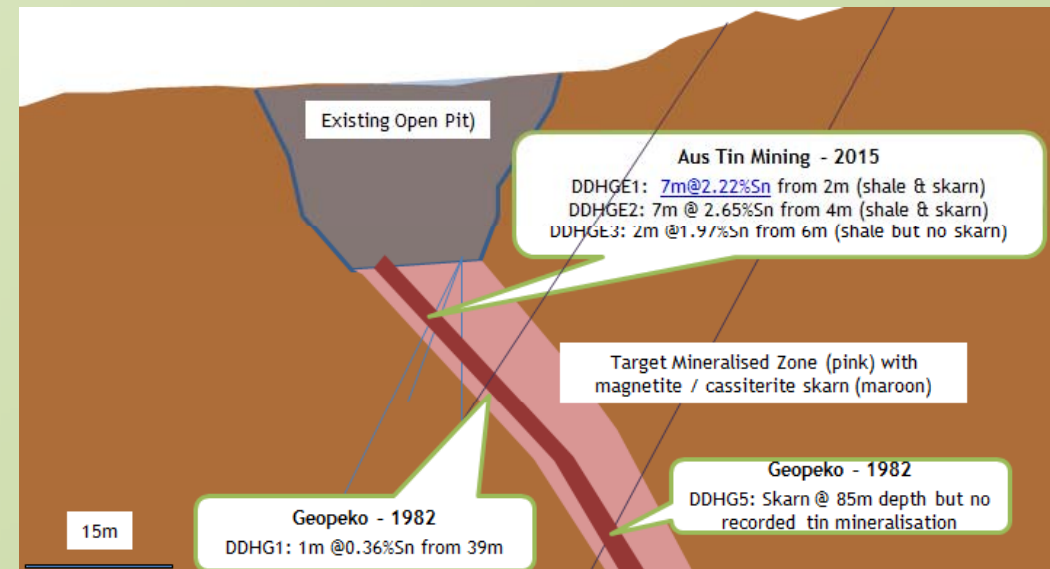
- Restart mining in high grade open cut (magnetite/cassiterite skarn up to 4.18%Sn¹)
- Targeting 550tpa tin in concentrate at second quartile cash cost
- Strong margin anticipated at current tin price (US\$19,205/t)

Significant potential to extend the Life of Mine

- Drill likely extension down dip of skarn mineralisation
- Exploration targets within existing Mining Lease
- Over 100 tin prospects within 25km radius of the processing plant



Tin concentrate on dressing table



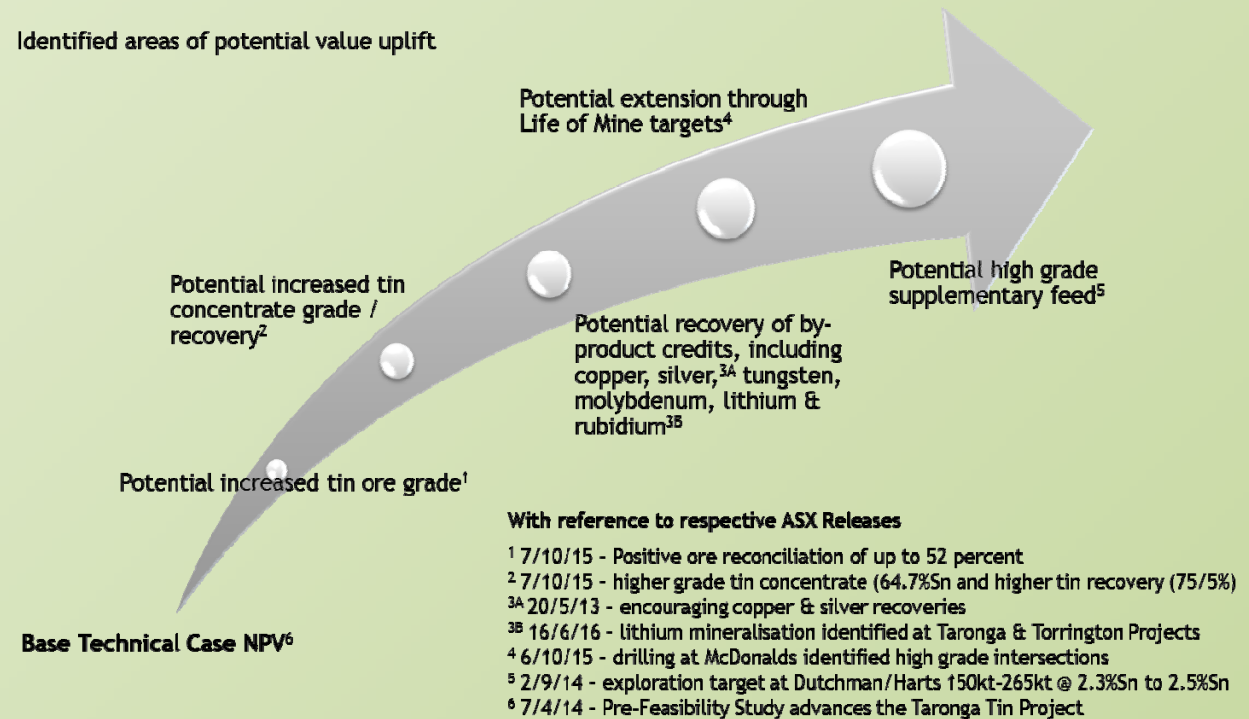
Granville Cross Section incorporating recent & historical drilling

¹ Refer ASX Announcement dated 7 December 2015

Taronga Tin Project - growth into a major Australian tin producer

- 100% ownership of world class tin resource (57kt contained tin; 28kt contained copper and 4.4Moz contained silver)¹
- 2014 Pre-Feasibility Study confirmed economic viability and identified several areas¹ with subsequent work demonstrating:
 - 2015 drilling highlight potential tin grade upside with a positive reconciliation of 52% above the resource model grade²
 - 2015 Metallurgical test work generates higher recovery and concentrate grade compared to Pre-Feasibility Study²

Taronga could possibly be the “10 Bagger” for Aus Tin Mining



Stage 1 Project to test Taronga upside on large scale³

- Proposed trial mine (340kt) & pilot operation to produce premium grade concentrate
- Approvals process commenced and underlying property purchased
- Targeting low CAPEX (circa \$2.5M) with opportunity for reduction through surplus Granville equipment

Highly prospective exploration package for tin, copper, silver, molybdenum, lithium, rubidium

¹ Refer ASX Announcement dated 7 April 2014; ² Refer ASX Announcement dated 7 October 2015; ³ Refer ASX Announcement dated 15 April 2015

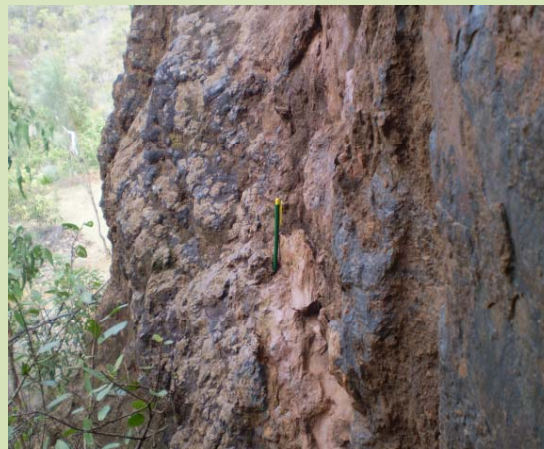
Upside: Mt Cobalt X-Factor

Review of historical records and recent field reconnaissance resulted with an outstanding cobalt opportunity¹:

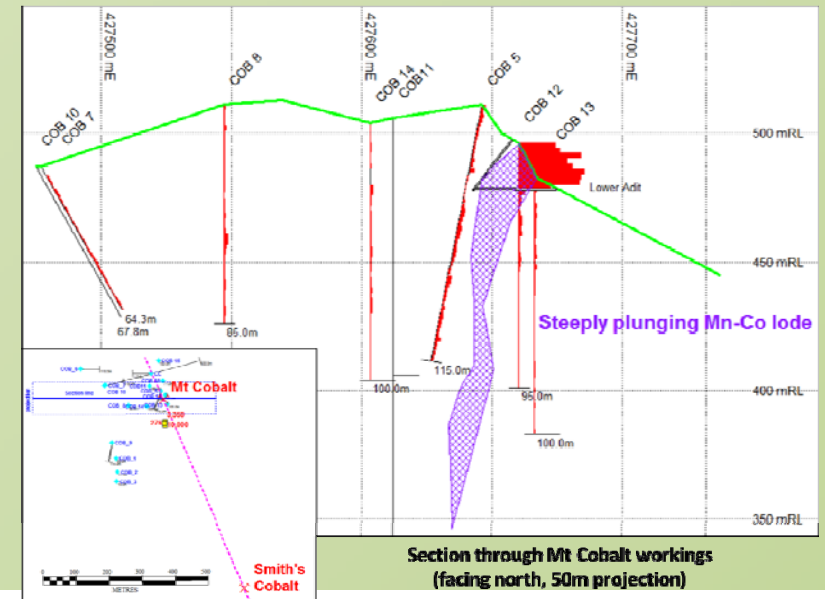
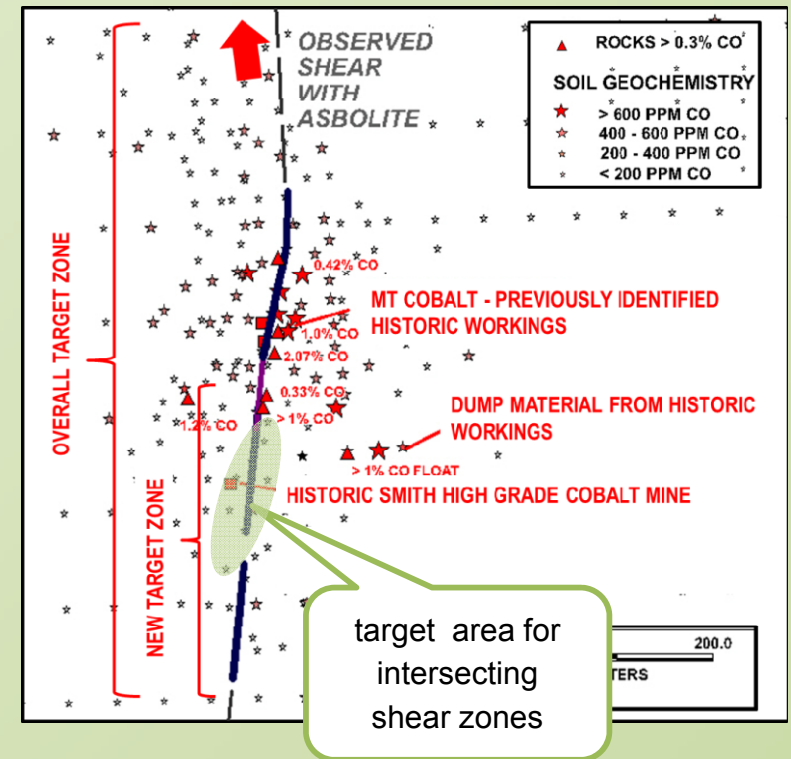
- New high grade cobalt target centred on historic high grade workings south of Mt Cobalt (40km west of Gympie, QLD)
- Historic reports record Smith Mine mining a high grade cobalt lode 7m wide, 25m depth at 7.5%Co, 2.5%Ni, 18%Mn
- Recent rock chip assaying up to 1.66%Co obtained
- Mapping of shear zone extends overall target to 800m
- Mineralisation dips steeply to the west and not intersected by previous drilling

Secure and low cost cobalt supply will be imperative for Li-ion market to realise expectations

- 65 percent of global cobalt production from DRC - political risk high
- Very few “pure cobalt projects” as cobalt predominately produced as a by-product of nickel and copper production - closure of Ni/Cu projects is impacting cobalt production (eg QNI @ Townsville)
- Typical economic cobalt grades 0.1 to 0.15 percent



Exposed asbolite (cobalt & manganese oxide) in shear zones



Five reasons for investors to buy Aus Tin Mining (ASX:ANW)

1. Direct leverage to rising tin price through Granville cash flow - higher price equals higher cash flow
2. Funded development model for Granville and Taronga Stage 1 Project
3. 100% ownership of world class Taronga Tin Project - could possibly be the "10 bagger"
4. Exposure to cobalt through a high grade exploration project centred on historic high grade cobalt mine plus Exploration potential for lithium and rubidium at Taronga & Torrington
5. Recent share price performance strong with a number of key milestones due for H2 2016, including;
 - Exploration at Mt Cobalt
 - Progress approvals for Granville Expansion and Taronga Stage 1 Development
 - Exploration for lithium / rubidium/tin at Taronga & Torrington