



ASX Announcement

Aus Tin Mining Limited (ASX: ANW)

21 September 2016

Non-Renounceable Entitlement Offer

Aus Tin Mining Limited (ASX:ANW) is pleased to announce that it is seeking to raise up to \$1,657,658 by undertaking a pro-rata non-renounceable entitlement offer of up to 150,696,181 new fully paid ordinary shares (**New Shares**) with an offer ratio of 1 New Share for every 10 Shares held on the Record Date, at an offer price of 1.1 cents (\$0.011) per New Share (**Offer**).

The Offer is underwritten as to the sum of \$828,829 by DGR Global Limited. Fiscus Capital Pty Ltd has been appointed as Lead Manager to the Offer.

Assuming no existing options on issue in the Company are exercised, approximately 150,696,181 New Shares will be made available under the Offer. New Shares issued pursuant to the Offer will rank equally with all existing shares on issue.

Upon completion of the Offer, and assuming it is fully subscribed and that existing options are not exercised, the issued capital of the Company will comprise approximately 1,657,657,986 shares and 314,556,032 unlisted options exercisable at 2 cents each through to 30 June 2017.

The Offer is being made without a disclosure document pursuant to Section 708AA of the *Corporations Act 2001* (Cth). A copy of the Offer Booklet lodged with the ASX today (and available on the Company's website www.austinmining.com.au and the ASX website) will be sent to shareholders on or about 29 September 2016 in accordance with the timetable outlined below.

The Offer will be available to all registered shareholders at 7pm AEST on 26 September 2016 (**Record Date**) with a registered address in Australia, New Zealand, Hong Kong or any other jurisdiction in which the Company subsequently determines it may extend the Offer (**Eligible Shareholders**).

In accordance with the Listing Rules of the ASX, the Company has considered the number of shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand and Hong Kong and the size of the shareholdings held by those shareholders. Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand and Hong Kong, the Company has formed the view that it is unreasonable to extend the Offer to those shareholders. Accordingly, shareholders outside of Australia, New Zealand and Hong Kong will not be entitled to participate in the Offer (**Ineligible Shareholders**).



There are over 500 holders of options in the Company. Optionholders that have registered addresses in Australia, New Zealand or Hong Kong are eligible for participation, subject to first exercising their options. However, as the exercise price of all options on issue is currently higher than the share price, it is unlikely that any optionholders will exercise and participate in the Offer. Accordingly, it is expected that approximately 150,696,181 New Shares will be available under the Offer. Shares issued pursuant to the Offer will rank equally with all existing shares on issue.

You should consider the Offer Booklet in full in deciding whether to participate in the Offer. Any shareholder wishing to participate in the Offer will need to complete the "Entitlement and Acceptance Form" that will be in, or will accompany, the Offer Booklet.

The Offer is non-renounceable, which means that rights to participate in the Offer cannot be sold, and therefore to the extent that shareholders entitled to participate in the Offer do not take up their entitlement, they will not receive any value in respect of those entitlements not taken up. Eligible Shareholders may also apply for additional New Shares over and above their entitlement.

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.

Purpose of the Offer

The Company intends that the funds raised from the Capital Raising will be primarily used to progress development of the Company's Granville and Taronga Tin Projects, carry-out work across the Company's exploration portfolio, provide working capital, and pay the costs of the Offer.

The 17 August 2016 announcement by the Company that it had commenced the production of tin concentrate at its Granville Tin Project in Tasmania elevated the Company to the second tin producer listed on the ASX. This milestone occurred against the back drop of an improving tin price and declining global tin stocks. It is anticipated that cash flow from the Granville Tin Project will be employed to continue to advance the Company's suite of projects, including the Taronga Tin Project in NSW and Mt Cobalt in Queensland.

Since completing the acquisition of the Granville Tin Project in April 2016, the Company has undertaken a program of rectification works and commissioning at the processing plant and commenced the re-treatment of tailings under its existing user rights. As the production rate is increased additional tailings will be recovered for treatment as required. Global trading house Traxys will purchase all tin concentrate from the Granville Tin Project.

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 and notice to Ineligible Holders	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)	19 October 2016
Allotment Date - expected date of allotment of the New Shares issued under the Entitlement Offer	21 October 2016
Normal trading begins	22 October 2016
Despatch Date - expected date of despatch of New Shares holding statements, 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.

Cleansing Notice under Section 708AA of the Corporations Act

Pursuant to section 708AA(7) of the *Corporations Act*, the Company provides notice of the following:

1. Aus Tin Mining will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the *Corporations Act*.
2. Aus Tin Mining is providing this notice under section 708AA2(f) of the *Corporations Act*.
3. As at the date of this notice, Aus Tin Mining has complied with:
 - (a) the provisions of Chapter 2M of the *Corporations Act* as they apply to Aus Tin Mining; and
 - (b) section 674 of the *Corporations Act*.
4. As at the date of this notice there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules other than as set out below; and
 - (b) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:



- (1) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (2) the rights and liabilities attaching to the New Shares.
5. If all Eligible Shareholders take up their entitlement under the Offer, the Offer will only have a minimal effect on the control of the Company. As the Offer is only being extended to Australian, New Zealand and Hong Kong registered shareholders, Ineligible Shareholders will be diluted to the extent that the Offer is subscribed. However, the Company has minimal shareholders resident outside Australia, New Zealand and Hong Kong.
6. If an Eligible Shareholder takes up their full entitlement, they can also apply for additional New Shares (**Additional New Shares**) under the Offer. 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. However, the Shortfall Shares will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 20%, subject to a number of exemptions. Related Parties of the Company and their associates who are Eligible Shareholders must not apply for, and will not be issued, Additional New Shares.
7. If an Eligible Shareholder does not take up their entitlement in full there may be a dilutionary effect on their proportionate shareholding.

An Appendix 3B applying for quotation of the New Shares is **attached** to this announcement.

The Directors of Aus Tin Mining encourage all Eligible Shareholders to participate in the capital raising.

A handwritten signature in blue ink, appearing to read "K. Schlobohm", is written over a horizontal line.

On behalf of the Board
Karl Schlobohm
Company Secretary

Email: info@austinmining.com.au

Electronic copies and more information are available on the Company website: www.austinmining.com.au

For further information contact:

Mr. Peter Williams
CEO, Aus Tin Mining Limited
Ph: 07 3303 0611

Karl Schlobohm
Company Secretary, Aus Tin Mining Limited
Ph: 07 3303 0680

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Aus Tin Mining Limited

ABN

84 122 957 322

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 150,696,181 (subject to rounding) |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares to be offered pursuant to a 1:10 non-renounceable entitlement offer (Offer). |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The new shares issued will rank pari passu with existing shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>\$0.011 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. Progress development / expansion of the Granville Tin Project; 2. Progress development of the Taronga Tin Project; 3. Continue to advance the Company's exploration portfolio; 4. General working capital; 5. Pay the costs of the Offer.
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>12 November 2015</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	<ul style="list-style-type: none"> • 78,515,490 (2016.04.18 - private placement, Debt Conversion & Purchase Consideration) • 67,484,510 (2016.05.12 - Debt Conversion) • 47,916,998 (2016.09.08 - Private Placement)
6d	Number of +securities issued with security holder approval under rule 7.1A	20,264,820 (2016.09.08 - Private Placement)
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N-A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N-A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	109,013,179
7	+Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.</small>	21 October 2016

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	1,657,657,986 Ordinary fully paid shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	56,000,000 Unlisted Options (\$0.02 to 30.06.2017) 258,556,032 Unlisted Options (\$0.02 exercisable at the end of each calendar quarter through to 30.06.2017)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new share for every 10 existing shares held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	26 September 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N-A

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded down to the nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	USA, UK
19	Closing date for receipt of acceptances or renunciations	14 October 2016
20	Names of any underwriters	DGR Global Limited (as to \$828,829)
21	Amount of any underwriting fee or commission	6%
22	Names of any brokers to the issue	Fiscus Capital Pty Ltd – Lead Manager
23	Fee or commission payable to the broker to the issue	6% for amounts raised by Lead Manager against shortfall
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N-A
25	If the issue is contingent on security holders' approval, the date of the meeting	N-A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	29 September 2016
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	21 September 2016
28	Date rights trading will begin (if applicable)	N-A
29	Date rights trading will end (if applicable)	N-A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 30 How do security holders sell their entitlements *in full* through a broker? N-A
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? N-A
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N-A
- 33 ⁺Issue date 21 October 2016

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over

⁺ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:
 they do
 they participate for the next dividend, (distribution) or interest payment
 they do not rank equally, other than
 they do not participate for the next dividend, distribution or interest

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 21 September 2016.....
(~~Director~~/Company Secretary)

Print name: Karl Schlobohm

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 25/11/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,292,779,987
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	1,292,779,987

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	193,916,998
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>78,515,490 (2016.04.18 - Private Placement & Purchase Consideration)</p> <p>67,484,510 (2016.05.12 – Debt Conversion)</p> <p>47,916,998 (2016.09.08 – Private Placement)</p>
“C”	193,916,998
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	193,916,998
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	193,916,998
Total [“A” x 0.15] – “C”	Nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,292,779,987
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	129,277,999
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	20,264,820 (2016.09.08 - Private Placement)
“E”	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	129,277,999
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	20,264,820
Total ["A" x 0.10] – "E"	109,013,179 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.