

Tungsten Mining NL

ACN 152 084 403

PROSPECTUS

For a non-renounceable pro rata offer on the basis of one (1) Share for every two (2) Shares held by Shareholders at the Record Date at an issue price of \$0.04 per Share, together with one (1) Option for each two (2) Shares subscribed exercisable at \$0.04 on or before 31 December 2019, to raise approximately \$5,273,054.

This offer closes at 5.00pm WST on 2 December 2016 unless extended. Valid acceptances must be received before that date.

**THE OFFER IS FULLY UNDERWRITTEN BY
BLUEBAY INVESTMENTS GROUP CORPORATION**

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered by this Prospectus should be considered as speculative.

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1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

Timetable and important dates*

Announcement of Entitlement Issue and Appendix 3B	8 November 2016
Lodgement of Prospectus with ASIC	11 November 2016
Notice of Entitlement Issue to Shareholders	15 November 2016
Quotation of shares on “ex” basis	16 November 2016
Record Date for determining Entitlements	5pm (WST) 17 November 2016
Prospectus dispatched to Shareholders	21 November 2016
Closing Date*	5pm (WST) 2 December 2016
Notification to Underwriter of Shortfall	7 December 2016
Notice to ASX of under-subscriptions	7 December 2016
Issue of Entitlement Securities	9 December 2016

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

IMPORTANT NOTES

This Prospectus is dated 11 November 2016 and a copy was lodged with ASIC on that date. The expiry date of the Prospectus is 11 December 2017 and no securities will be allotted, issued or sold on the basis of this Prospectus after this expiry date.

This Prospectus is for an offer of continuously quoted securities and accordingly is not required by the Corporations Act to contain all the information which is normally required to be set out in a document of this type.

The Prospectus incorporates by reference information contained in documents that have been lodged with ASIC. A document incorporated into the Prospectus in this manner may be obtained free of charge from the Company during the application period.

ASIC does not take any responsibility for the contents of this Prospectus. Neither ASIC, ASX, the Company or its Directors guarantee any particular rate of return or the performance of the Company.

No person is authorised to give any information or to make any representation in connection with this Prospectus that is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

It is important that you read this Prospectus carefully before deciding whether or not to accept the Offers described in the Prospectus and in particular, you should consider the risk factors that could affect the financial performance of the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional investment advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to accept the Offers.

The Offers to which this Prospectus relates are only available to holders of Shares with registered addresses in Australia, New Zealand, Hong Kong, Singapore and Malaysia. This Prospectus does not constitute an invitation or offer to persons with registered addresses outside Australia, New Zealand, Hong Kong, Singapore and Malaysia.

A number of words used in this Prospectus have defined meanings. Those terms are capitalised and are explained in the Definitions Section at the back of the Prospectus.

KEY RISK FACTORS

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

Key investment risks include the following:

- Additional requirements for capital.
- Title, tenure and access.
- Commodity price volatility and foreign exchange risk.
- Exploration, development, mining and processing risks.
- Metallurgy.

Full details in relation to these key risks are set out in Section 7.

2. CORPORATE DIRECTORY

Directors

Gary Lyons

Non Executive Chairman

Kong Leng (Jimmy) Lee

Non-Executive Director

Chew Wai Cheun

Non-Executive Director

Teck Siong Wong

Non-Executive Director

Solicitors*

Bennett + Co
Ground Floor, BGC Centre
28 The Esplanade
Perth, WA 6000

Telephone: +61 8 6316 2200

Facsimile: +61 8 6316 2211

Chief Executive Officer

Craig Ferrier

Auditors*

Stantons International
Level 2, 1 Walker Street
PERTH WA 6000

Telephone: +61 8 9481 3188

Facsimile: +61 8 9321 1204

Company Secretaries

Mark Pitts

Simon Borck

Principal and Registered Office

97 Outram Street
West Perth, WA 6005

PO Box 517
West Perth, WA 6872

Telephone: +61 8 9486 8492

Facsimile: +61 8 9322 2370

Email: info@tungstenmining.com

Website: www.tungstenmining.com

Share Registry*

Security Transfer Australia
770 Canning Highway
Applecross, WA 6153

Telephone: +61 8 9315 2333

Facsimile: +61 8 9315 2233

ASX Code

TGN

Underwriter

BlueBay Investments Group
Corporation
Suite 1213, 12th Floor
No 6 Jalan Kampar
Kuala Lumpur
Malaysia

*These parties have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

3. CHAIRMAN'S LETTER

Dear Shareholder

On behalf of the Board of the Company, I am pleased to invite you to participate in the pro rata non-renounceable entitlement offer announced by the Company on 8 November 2016, under which eligible Shareholders are entitled to subscribe for 1 new Share for every 2 Shares held at an issue price of 4 cents per Share.

In addition, Shareholders who take up their rights will be entitled to receive one Option with an exercise price of 4 cents per Share and an expiry date of 31 December 2019, for every two Shares taken up in the Offer.

The Entitlement Offer is fully underwritten by BlueBay Investments Group Corporation, an entity owned by Company Director, Mr Teck Siong Wong.

Funds raised by the Offer will be used to advance the Company's Mt Mulgine Tungsten Project, retire debt and for general working capital purposes.

In December 2015, the Company successfully concluded the acquisition of the Mt Mulgine and Big Hill tungsten projects previously held by Hazelwood Resources Limited for a total cost of \$1.35m. Historical expenditure on the projects by previous owners has been substantial with over 50,000m of drilling completed, of which 40,000m was high quality diamond drilling.

As described more fully in the Company's 2016 Annual Report and recent September 2016 Quarterly Report, the Company has developed a strategic development plan for the Mt Mulgine project, directed towards the production of tungsten concentrate within two years. Leveraging off the project's proximity to existing infrastructure and facilities, a staged development approach is being adopted with the initial focus on the Mulgine Hill deposit, while concurrently progressing metallurgical test work and development activities on the significantly larger Mulgine Trench deposit.

In recent months the Company has upgraded the Mulgine Hill Mineral Resource Estimate to JORC-2012 standard, completed a successful drilling campaign, mineralogical studies and commenced metallurgical test work. Project work at Mt Mulgine is now gaining momentum and results so far support the Company's strategy. The Mt Mulgine Strategic Development Plan timeline is ambitious and is estimated to require between \$5-6m to fully implement prior to a final investment decision. However, to limit the immediate funding demands the project plan adopts a milestone based, staged approach. A significant proportion of the funds raised have been earmarked to progress this body of work as set out in Section 5.1 of the Prospectus. We are confident that sufficient funds will be available from the Entitlement Offer to make meaningful progress on the Mt Mulgine project and that with continued success, access to capital markets will be available to the Company when required in the future.

The details of the Entitlement Offer are set out in the Prospectus together with your personalised Entitlement and Acceptance Form. I encourage you to read the Prospectus in its entirety before making a decision.

On behalf of the Board, I invite you to consider this investment opportunity and thank you for your continued support of the Company.

Yours faithfully



GARY LYONS
CHAIRMAN

4. DETAILS OF THE OFFERS

4.1 Entitlement Offer

This Entitlement Offer is being made by the Company to eligible Shareholders at the Record Date. The Entitlement Offer is for approximately 131,826,354 new Shares pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every two (2) Shares held at the Record Date at an issue price of \$0.04 per Share, together with one (1) Option for each two (2) Shares subscribed exercisable at \$0.04 on or before 31 December 2019. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company, the maximum number of securities to be issued pursuant to the Entitlement Offer is approximately 131,826,354 Shares and 65,913,177 Options (subject to rounding). The Entitlement Offer will raise up to approximately \$5,273,054 before the costs of the Offer. The purpose of the Entitlement Offer and the use of funds raised are set out in Section 5.1 of this Prospectus.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6 for further information regarding the rights and liabilities attaching to the Shares and Options.

4.2 How to accept the Entitlement Offer

You may participate in the Entitlement Offer as follows:

- (a) if you wish to accept your Entitlement **in full**:
 - (i) pay via BPAY® by following the instructions set out on the Entitlement and Acceptance Form (Applicants should ensure they include their reference number if paying by BPAY®); or
 - (ii) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on the Entitlement and Acceptance Form); or
- (b) if you only wish to accept **part** of your Entitlement:
 - (i) pay via BPAY® by following the instructions set out on the Entitlement and Acceptance Form (Applicants should ensure they include their reference number if paying by BPAY®); or
 - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.04 per Share).

If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.3 Payment by BPAY®

It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 3.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**Tungsten Mining NL**" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry at the address set out on the Entitlement and Acceptance Form by no later than 5:00pm WST on the Closing Date.

4.5 Minimum subscription

There is no minimum subscription for the Offer.

4.6 Shortfall Offer

Shareholders may, in addition to taking up all of the Entitlement, apply for additional Shortfall Shares and attaching Options. Any Shortfall will first be applied to ensure all eligible Shareholders who have applied for Shares up to a total value of \$5,000 (inclusive of their Entitlement) will receive Shares and attaching Options to at least that value. If the Shortfall is not sufficient to allow this to occur, applications for additional Shares and attaching Options will be scaled back on a pro rata basis.

Where additional Shortfall Shares and attaching Options are applied for by an eligible Shareholder so that the total number of Shares and attaching Options applied for exceeds the value of \$5,000, applications will be accepted if the Shortfall is sufficient to do so provided that no Shares will be issued out of the Shortfall which will result in a Shareholder increasing their voting power in the Company above 20%. If the Shortfall is not sufficient to satisfy all applications, the applications will be scaled back at the discretion of the Company.

Should you wish to apply for Shortfall Shares and attaching Options, an application must be made in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Eligible Shareholders who have subscribed for their Entitlement in full may apply for Shortfall Shares and attaching Options by:

- (a) paying the appropriate application monies for both the Entitlement and the Shortfall Shares and attaching Options applied for via BPAY® using the BPAY® code and personalised reference number indicated on the Entitlement and Acceptance Form; or
- (b) completing the relevant section of their Entitlement and Acceptance Form and returning it together with a single cheque for the appropriate application monies for both the Entitlement and the Shortfall Shares and attaching Options applied for.

Eligible Shareholders are not assured their application for Shortfall Shares and attaching Options will be met in full and by applying for Shortfall Shares and attaching Options you are bound to accept a lesser number of Shares as determined by the Company in accordance with the terms of the Shortfall Offer described above. Any excess application monies will be refunded without interest.

Shortfall Shares and attaching Options will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any Shortfall in subscriptions.

All Shortfall Shares and attaching Options not taken up by Shareholders will be taken up by the Underwriter subject to the terms of the Underwriting Agreement.

4.7 Underwriting

The Entitlements Offer is fully underwritten by BlueBay Investments Group Corporation, a company owned and controlled by Mr Teck Siong Wong, a director of the Company. Accordingly, any Shortfall not taken up by Shareholders will be taken up by the Underwriter, subject to the terms of the Underwriting Agreement.

Details of the potential impact of the underwriting on control of the Company are set out in Section 5.3. Details in relation to Mr Wong's interest in the Company including pursuant to the underwriting is set out in Section 8.3 and a summary of the Underwriting Agreement is set out in Section 8.9.

4.8 ASX listing

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as modified by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

No application will be made for Official Quotation by ASX of the Options offered pursuant to this Prospectus.

4.9 Allotment of Shares and Options

Shares and Options issued pursuant to the Offers will be allotted as soon as practicable after the Closing Date and in accordance with the ASX Listing Rules and timetable set out in Section 1 of this Prospectus.

Pending the allotment and issue of the Shares and Options, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares and Options issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out in Section 1 of this Prospectus and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

4.10 Foreign offer restrictions

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand, Hong Kong, Malaysia and Singapore may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares and Options the subject of this Prospectus or otherwise permit a public offering of the Shares and Options the subject of this Prospectus in any jurisdiction outside Australia, New Zealand, Hong Kong, Malaysia or Singapore.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the issue of the Shares and Options pursuant to this Prospectus. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

The Offers do not constitute an offer in a place in which, or to any person to whom, it would not be lawful to make such an offer.

The Offers do not constitute an offer in the United States of America or Canada, nor do they constitute an offer to a person who is a United States or Canadian Person or someone who is acting on behalf of a United States or Canadian Person.

Shareholders resident in Australia, New Zealand, Hong Kong, Malaysia or Singapore holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer (or the Shortfall) does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

The Company in its absolute discretion, reserves the right to determine whether a Shareholder outside of Australia, New Zealand, Hong Kong, Malaysia or Singapore has complied to be eligible and able to participate in the Offer.

Disclosures for New Zealand

The Shares and attaching Options are not being offered or sold to the public in New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 or, if allotment of the Shares and attaching Options occurs after 30 November 2016, any replacement exemption notice.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not

required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Disclosures for Hong Kong

WARNING: 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 Offers. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Disclosures for Singapore

This document and any other materials relating to the Shares and attaching Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares and attaching Options may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's Shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares and attaching Options being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares and attaching Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Disclosures for Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of Shares and attaching Options. The Shares and attaching Options may not be offered or sold in Malaysia except to existing Shareholders of the Company pursuant to an exemption under the Malaysian Capital Markets and Services Act.

4.11 Taxation implications

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Shares and Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Shares offered pursuant to this Prospectus.

4.12 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

4.13 Privacy

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act* 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

4.14 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, on +61 8 94868492.

5. PURPOSE AND EFFECT OF THE OFFERS

5.1 Purpose of the Offers

The purpose of the Offers is to raise up to approximately \$5,273,054 (before expenses). The proceeds of the Offers are planned to be used in accordance with the table set out below (which assumes that the Offers are fully subscribed):

Proceeds of the Offer		\$
Mt Mulgine Strategic Development Plan		
Resource development and geology		1,753,000
Engineering		174,000
Project management, permitting and approvals		426,000
Metallurgical Study		330,000
Commercial and marketing		242,000
Mining study		390,000
Repayment of GWR Loan¹		1,000,000
General and operating expenditure		
Other project exploration and field work programs		250,000
Working capital		403,391
Expenses of the Offer ²		304,663
Total		5,273,054

Notes:

1. On 11 December 2015 the Company and GWR, a substantial shareholder of the Company, entered into the Funding Deed. The Funding Deed provided the terms by which GWR advanced the principal amount of \$1,000,000 by way of an unsecured loan (**Loan**). The Loan is repayable:
 - out of proceeds of any future entitlements issue by the Company to the extent of GWR's subscription to the entitlements issue;
 - by GWR subscribing to convertible notes in the Company subject to Shareholder approval; or
 - in cash for any amount remaining outstanding on the maturity date (11 December 2016).GWR has provided a written undertaking to subscribe for its Entitlements, being 17,500,000 Shares, pursuant to the Offer. This represents a subscription cost of \$700,000 and will leave a principal amount outstanding of \$300,000 to be settled from the balance of proceeds of the Offer.
2. Refer to Section 8.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

The expenditures shown above may be subject to change, and will be contingent upon results, circumstances and other opportunities. The Board reserves the right to alter the way that funds are applied on this basis. The Directors are of the opinion that, on completion of the Offer, there will be sufficient working capital for the Company to materially progress proposed work on the Mt Mulgine tungsten project, maintain other Company assets and meet corporate and overhead costs for the foreseeable future.

5.2 Effect of the Offers

The principal effect of the Offers, assuming all Shares offered are issued, will be to:

- (a) increase the cash reserves by up to approximately \$4.0 million immediately after completion of the Offer after deducting the estimated expenses of the Offer and accounting for the repayment of the Loan to GWR; and
- (b) increase the number of Shares on issue from 263,652,708 to approximately 395,479,062 Shares and the number of Options on issue from zero to approximately 65,913,177.

5.3 Potential Impact of Offers on Control of Company

The maximum number of Shares which will be issued pursuant to the Offer is 131,826,354. This equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by up to approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below. The dilutionary effect shown in the table is the maximum percentage on the assumption that the full amount is raised under this Prospectus which will occur unless the Underwriting Agreement is terminated. In the event the full amount is not raised, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holding if Offer not taken up	% post Offer
Shareholder 1	20,000,000	7.59%	10,000,000	20,000,000	5.06%
Shareholder 2	10,000,000	3.79%	5,000,000	10,000,000	2.53%
Shareholder 3	5,000,000	1.90%	2,500,000	5,000,000	1.26%
Shareholder 4	1,000,000	0.38%	500,000	1,000,000	0.25%
Shareholder 5	100,000	0.04%	50,000	100,000	0.03%

The following companies are substantial shareholders in the Company. Each of the substantial shareholders have advised the Company that they intend to take up their Entitlement in full. Accordingly, each substantial shareholder will maintain their voting power after the Offers, unless the Underwriting Agreement is terminated in which case their voting power may increase.

The current holdings of these shareholders and their maximum potential voting power after the Offers is as follows:

Shareholder	No. of Shares	Current %	Entitlement	Maximum % post offer
GWR Group Limited	35,000,000	13.28	17,500,000	17.57
Lavington International Limited	20,000,000	7.59	10,000,000	10.04
Wynnes Investment Holding Limited	15,000,000	5.69	7,500,000	7.53

The Underwriter does not currently have any interest in Shares in the Company. The maximum number of Shares in the Company that the Underwriter could acquire pursuant to the Entitlement Issue assuming no Eligible Shareholders subscribe for Shares other than the Directors and their nominees as noted in Section 8.3 and substantial Shareholders who have confirmed their intention to take up their Entitlements is 96,618,021 Shares. The maximum voting power the Underwriter could acquire in the Company as a consequence of the Entitlement Issue is therefore 24.4%.

The Underwriter has the right to procure sub-underwriters to sub-underwrite such portion of the Underwritten Securities as the Underwriter thinks fit provided that the identity of any proposed sub-underwriter is disclosed to the Company. As at the date of this Prospectus no proposed sub-underwriter has been disclosed. It should be noted that pursuant to the terms of the Underwriting Agreement, no sub-underwriter is entitled to be issued Shares that would result in a relevant interest in Shares exceeding 20%.

5.4 Consolidated and pro-forma balance sheets

The audited balance sheet as at 30 June 2016 the unaudited balance sheet as at 30 September 2016 and the unaudited pro forma balance sheet as at 30 September 2016 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Shares and Options offered pursuant to the Offers in this Prospectus are issued.

The pro forma balance sheet has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Consolidated Balance Sheet and Pro Forma Balance Sheet

	Notes	30 June 2016	30 September 2016	Pro-forma
		(audited)	(unaudited)	(unaudited)
		\$	\$	\$
CURRENT ASSETS				
Cash and cash equivalents	(i)	1,558,657	917,943	4,886,334
Trade and other receivables		43,494	48,346	48,346
Other financial assets		-	-	-
TOTAL CURRENT ASSETS		1,602,151	966,289	4,934,680
NON-CURRENT ASSETS				
Exploration and evaluation		2,352,171	2,352,171	2,352,171
Plant and equipment		98,154	98,911	98,911
TOTAL NON-CURRENT ASSETS		2,450,325	2,451,082	2,451,082
TOTAL ASSETS		4,052,478	3,417,371	7,385,762
CURRENT LIABILITIES				
Trade and other payables		301,867	547,108	547,108
Loans	(iii)	1,000,000	1,000,000	-
TOTAL CURRENT LIABILITIES		1,301,867	1,547,108	547,108
TOTAL LIABILITIES		1,301,867	1,547,108	547,108
NET ASSETS		2,750,609	1,870,263	6,838,654
EQUITY				
Issued capital and reserves	(ii)	15,848,153	15,848,153	20,816,544
Accumulated Losses		(13,097,544)	(13,977,890)	(13,977,890)
TOTAL EQUITY		2,750,609	1,870,263	6,838,654

Notes and Assumptions	\$	\$
(i) Cash and cash equivalents		
Cash and cash equivalents as at 30 September 2016		917,943
Capital raised from Entitlement Issue	5,273,054	
Costs of Offer	(304,663)	
Acceptances applied in reduction of Loan (GWR Entitlements)	(700,000)	
Proceeds used to repay balance of GWR Loan	(300,000)	
		4,886,334
(ii) Issued capital		
Issued capital as at 30 September 2016		15,848,153
Capital raised from Entitlement Issue	5,273,054	
Costs of Offer	(304,663)	
		20,816,544
(iii) Loans		
Loans as at 30 September 2016		1,000,000
Acceptances applied in reduction of Loan (GWR Entitlements)	(700,000)	
Proceeds used to repay balance of GWR Loan	(300,000)	
		-

The key assumptions on which the pro-forma balance sheet is based are as follows:

- The audited 30 June 2016 balance sheet has been adjusted for actual material transactions to 30 September 2016 and disclosed as the unaudited 30 September 2016 balance sheet.
- The Company issues 131,826,354 Shares at \$0.04 per Share and 65,913,177 attaching Options pursuant to the Offers.
- The Issue will raise approximately \$5,273,054 before costs.
- Proceeds from the acceptance of GWR's Entitlement of 17,500,000 Shares, being an amount of \$700,000, will be applied in reduction of the outstanding principal of the GWR Loan pursuant to the terms of the Funding Deed.

- (e) The remaining balance of the GWR Loan, repayable on or before 11 December 2016, is repaid from the proceeds of the Offers following completion of the Issue.
- (f) The Company incurs transaction costs of \$304,663 for the issue under the Offers which have been recognised directly against the share capital, as a reduction of the proceeds of the Offers.
- (g) The accounting policies adopted in the preparation of the pro forma balance sheet are consistent with the accounting policies adopted and described in the Company's Financial Report for the year ended 30 June 2016 and should be read in conjunction with that Financial Report.

5.5 Effect on capital structure on completion of the Offers

A comparative table of changes in the capital structure of the Company as a consequence of the Offers are set out below, assuming that the Offers are fully subscribed.

Shares	Number
Shares on issue at date of Prospectus	263,652,708
Shares issued pursuant to the Offers	131,826,354
Total Shares on issue after completion of the Offers	395,479,062

Options	Number
Options on issue at date of Prospectus	Nil
Options issued pursuant to the Offers	65,913,177
Total Options on issue after completion of the Offers	65,913,177¹

Notes:

1. Resolutions have been proposed to be put to shareholders at the forthcoming Annual General Meeting to be held on 29 November 2016 to issue options to Directors, employees and contractors. If all resolutions are approved and the respective options granted it would result in the issue of a further 26,000,000 options. The exercise price for the proposed Director, employee and contractor options range between 4 and 6 cents and will expire four years from the date of issue.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Rights Attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder is entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any Shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The dividend shall be payable on all shares in accordance with the Corporations Act.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, Shares

classified by ASX as restricted securities and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other Shares.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(g) **Changes to capital structure**

The Company may by ordinary resolution and subject to the Corporations Act and the Listing Rules:

- (i) increase its share capital by the issue of new Shares of such amount as is specified in a resolution;
- (ii) consolidate and divide all or any of its share capital into Shares of larger amounts than its existing Shares;
- (iii) sub-divide all or any of its Shares into Shares of smaller amount than is fixed by the Constitution, but so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each such Share of a smaller amount is the same as it was in the case of the Share from which the share of a smaller amount is derived; and
- (iv) cancel Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce its share capital by the amount of the Shares so cancelled.

(h) **Variation of rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of that class.

(i) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.2 Rights Attaching to Options

(a) **Entitlement**

The Options entitle the holder to subscribe for one (1) Share upon the exercise of each Option.

(b) **Exercise price**

The exercise price for each Option is \$0.04.

(c) **Expiry date**

The Options will expire on 31 December 2019, if not exercised earlier.

(d) **Exercise period**

The Options are exercisable at any time on or prior to the Expiry Date.

(e) **Notice of exercise**

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(f) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the Shares of the Company.

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

(i) issue the Share; and

(ii) do all such acts matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holder of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(iii) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(iv) no change will be made to the exercise price.

(k) **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$$

O = the old exercise price of the Option.

E = the number of underlying Shares into which one (1) Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new share.

(l) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of Options**

The Options will be unlisted Options. No application for quotation of the Options will be made by the Company.

(n) **Options transferable**

The Options are transferable.

7. RISK FACTORS

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following summary, whilst not exhaustive, represents some of the major risk factors of which potential investors need to be aware.

Potential for significant dilution

Upon implementation of the Offer, assuming all Entitlements are accepted, the number of Shares in the Company will increase from 263,652,708 to 395,479,062. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to this Prospectus being lodged of \$0.04 is not a reliable indicator as to the potential trading price of Shares after implementation of this Offer.

Additional requirements for capital

The Company's activities will require substantial expenditures to bring its existing tungsten resources into production and will also require to conduct further exploration in relation to its exploration assets.

The funds raised through the Offers will not be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offers there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company, or at all.

Any additional equity financing will be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

Title, tenure and access

Mining tenements and licences which the Company owns or has rights to exploit are regulated by the applicable mining legislation.

Renewal of titles or licences is made by way of application to the relevant department. There is no guarantee that a renewal will be automatically granted other than in accordance with the applicable mining legislation. In addition, the relevant minister or government agency may impose conditions on any renewal, including relinquishment of ground.

The Mt Mulgine project is located on tenements owned by Minjar Gold Pty Ltd. Whilst the Company has the exclusive right to explore, mine and treat any tungsten and molybdenum and their by-products (other than tungsten or molybdenum mineralisation produced as a by-product of gold mining) and exclusive ownership of all tungsten and molybdenum mined, stockpiled or otherwise taken from the relevant tenements, these rights are contractual in nature and there is no guarantee that Minjar Gold Pty Ltd will continue to hold the underlying tenements and there is also a risk that Minjar Gold Pty Ltd may not comply with its contractual obligations in favour of the Company.

Minjar Gold Pty Ltd has the rights to mine for other commodities and is currently mining for gold on some of the tenements and there are also risks associated with the mining of more than one commodity by different parties from the same tenement area.

Global credit and investment markets

Global credit, commodity and investment markets have experienced a high degree of uncertainty and volatility in recent years. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including ASX). This may impact the price at which the Company's securities trade regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives.

Commodity price volatility and foreign exchange Risk

Tungsten prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand, supply and rates of production for tungsten, forward selling by producers, and production cost levels in major tungsten-producing regions.

Moreover, tungsten prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

International prices of tungsten are usually denominated in United States Dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States Dollar and the Australian Dollar as determined in international markets.

Furthermore, no hedging strategy has yet been developed by the Company. This may result in the Company being exposed to the effects of the change in currency (exchange rate) risk, which may have an adverse impact on the profitability and/or financial position of the Company.

General environmental risks

Mining is an industry which has become subject to increasing environmental responsibility and liability. The potential liability is an ever-present risk. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining or other activities for which it has not been responsible.

Resource and reserve estimates

Resource and reserve estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available through drilling, sampling and similar examinations.

In addition, resource and reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisations or formations different from those predicted, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

Taxation and government regulations

Changes in taxation and government legislation in a range of areas (for example, Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors.

The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cashflows of the Company.

Reliance on key personnel

The Company is reliant on its management. The loss of one or more of these individuals could adversely affect the Company.

In addition, the Company's ability to manage growth effectively will require it to continue to implement and improve its management systems and to recruit and train new employees and consultants. Although the Company expects to be able to do so in the future, there can be no assurance that the Company will be able to attract and retain skilled and experienced personnel and consultants.

Exploration, development, mining and processing risks

Mineral exploration, project development and mining by their nature contain elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- (i) the discovery and/or acquisition of economically recoverable ore resources;
- (ii) successful conclusions to bankable feasibility studies;
- (iii) access to adequate capital for project development;
- (iv) design and construction of efficient mining and processing facilities within capital expenditure budgets;
- (v) securing and maintaining title to tenements;
- (vi) obtaining consents and approvals necessary for the conduct of exploration and mining;
- (vii) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants; and
- (viii) adverse weather conditions over a prolonged period can adversely affect exploration and mining operations and the timing of revenues.

Whether or not income will result from development of tenements depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through testwork to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

Operational and technical risks

The current and future operations of the Company, including exploration, appraisal and production activities may be affected by a range of factors, including:

- (i) geological, geotechnical and hydrogeological conditions;
- (ii) limitations on activities due to seasonal weather patterns;
- (iii) alterations to joint venture programs and budgets;

- (iv) unanticipated operational and technical difficulties encountered in survey, drilling and production activities;
- (v) electrical and mechanical failure of operating plant and equipment, industrial and environmental accidents, industrial disputes and other force majeure events;
- (vi) unavailability of aircraft or drilling equipment to undertake airborne surveys and other geological and geophysical investigations;
- (vii) the supply and cost of skilled labour;
- (viii) unexpected shortages or increases in the costs of water, consumables, diesel fuel, tyres, spare parts and plant and equipment; and
- (ix) prevention or restriction of access by reason of political unrest, outbreak of hostilities and inability to obtain consents or approvals.

Insurance

The Company has a policy of obtaining insurance to mitigate against certain operational and corporate risks where appropriate, taking into consideration the availability of cover and premium costs and where required under its contractual commitments. There can be no assurance, however, that the Company will be able to obtain or maintain such insurance coverage at reasonable rates (or at all), or that any coverage it has or obtains will be adequate and available to cover any such claims.

Native title and Aboriginal heritage

It is possible that in relation to tenements that the Company has an interest in or will in the future acquire such an interest there may be areas over which legitimate common law native title rights of Aboriginal Australians exist.

Mining tenements in Western Australia are subject to the provisions of the Aboriginal Heritage Act, which seeks to protect Aboriginal sites and objects. Heritage surveys have been conducted on tenements that contain the Mt Mulgine project and have identified Aboriginal heritage sites. It is possible that other Aboriginal sites or objects may exist which the Company is not aware of. Should additional Aboriginal heritage sites be identified, the Company will be required to consult with relevant Aboriginal communities and native title claimants which could impact future exploration and development plans.

Securities investment

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Company's securities trade may be above or below the issue price, and may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These factors may materially affect the market price of the securities, regardless of the Company's operational performance.

Share market conditions

The market price of the securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

General economic climate and share market conditions

Factors such as global credit risks, inflation, currency fluctuation, interest rates and supply and demand have an impact on stock market prices. The Company's market price may be affected by these factors, which are beyond the Company's control.

8. ADDITIONAL INFORMATION

8.1 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2016 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the year ended 30 June 2016 lodged with ASIC before the issue of this Prospectus; and
 - (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours. Copies of all documents released to ASX are also available on the ASX website at www.asx.com.au and the Company’s website at www.tungstenmining.com.

8.2 Documents incorporated in Prospectus

Pursuant to Section 712 of the Corporations Act the following documents have been released to the ASX and lodged with ASIC since the 2016 Annual Report was lodged and are incorporated in this Prospectus. A copy of these documents can be obtained free of charge from the ASX website at www.asx.com.au or on the Company's website at www.tungstenmining.com or from the Company by telephoning the Company Secretary on +61 8 94868492 or emailing the Company at info@tungstenmining.com during the application period for the Prospectus.

Date	Description of Announcement
16 September 2016	2016 Corporate Governance Statement
16 September 2016	Appendix 4G
16 September 2016	Mt Mulgine Project Advances
23 September 2016	Progressing Towards Production (China Update)
21 October 2016	Notice of Annual General Meeting
28 October 2016	September Quarter Report and Appendix 5B
8 November 2016	Fully Underwritten Non-Renounceable Entitlement Issue
8 November 2016	Appointment of Joint Company Secretary
8 November 2016	Appendix 3B Entitlement Issue

The announcements are also available through the Company's website www.tungstenmining.com.

If Shareholders require any further information in relation to the Company or the Offers, the Directors recommend that Shareholders take advantage of the ability to inspect or obtain copies of the documents referred to above.

8.3 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Entitlement to Shares	\$ Payable for Entitlement	Entitlement to Options
Gary Lyons	Nil	Nil	Nil	Nil
Kong Leng (Jimmy) Lee	Nil	Nil	Nil	Nil
Chew Wai Chuen	416,667	208,335	\$8,333.40	104,168
Teck Siong Wong	Nil	Nil	Nil	Nil

Mr Chew Wai Chuen intends to take up his full entitlement.

Remuneration

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares. The maximum sum determined by the Company in general meeting is \$500,000.

The Company paid the current Directors remuneration for the year ended 30 June 2016, a total amount of \$165,362.

The table below sets out the actual annual remuneration payable to the current Directors for the 2016 and 2015 financial years, inclusive of superannuation, Directors' fees and consultancy fees.

Director	Financial Year Ended 30 June 2016 (Actual) \$	Financial Year Ended 30 June 2015 (Actual) \$
Gary Lyons	60,000	48,172
Kong Leng (Jimmy) Lee	49,500	46,000
Chew Wai Cheun	40,000	40,000
Teck Siong Wong ¹	15,862	-

¹ Appointed on 8 February 2016

In addition, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

Underwriting

Mr Teck Siong Wong is the sole director and shareholder of the Underwriter. The Underwriter, is entitled to a fee of 5% of the Underwritten Amount which equates to \$263,653.

Neither the Underwriter nor Mr Wong hold any Shares in the Company at the date of this Prospectus. To the extent that it is required to subscribe for Shares and attaching Options in accordance with the Underwriting Agreement, the Underwriter and Mr Wong will acquire a relevant interest in Shares and Options. Based on the commitment of the Company's three substantial shareholders and its director Mr Chew Wai Cheun to subscribe for their Entitlements in full, the maximum voting power the Underwriter and Mr Wong could obtain following the Offer would be 24.4% in the event that no other Shareholders took up their Entitlements or applied for any Shortfall Shares.

8.4 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion;
 - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Bennett + Co have acted as solicitors to the Company in respect of this Prospectus. Bennett + Co will be paid approximately \$5,000 (excluding GST) for services in relation to this Prospectus.

8.5 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibilities for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section;
- (c) Bennett + Co has given its written consent to being named as the solicitors to the Company in this Prospectus. Bennett + Co has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC; and
- (d) Stantons International has given its written consent to being named as the auditors to the Company in this Prospectus and the inclusion of the audited figures in Section 5.3. Stantons International has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.6 Legal proceedings

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

8.7 Estimated expenses of Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$304,663 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	2,350
ASX fees	13,660
Underwriting fees	263,653
Legal and professional expenses	15,000
Printing and Distribution	10,000
Total	304,663

8.8 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.05 on 22 August 2016

Lowest: \$0.031 on 3 October 2016

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.04 on 10 November 2016

8.9 Summary of Underwriting Agreement

Under the Underwriting Agreement dated 1 November 2016 between the Company and the Underwriter, the Underwriter agreed to fully underwrite the subscription of Shares and Options under the Entitlement Offer up to a maximum amount of \$5,273,054. Each valid Application will be applied towards relieving the Underwriter of its obligations. Set out below is a summary of the key terms of the Underwriting Agreement.

(a) Representations and warranties

Customary representations and warranties for a capital raising of this nature are given by the parties in the Underwriting Agreement in relation to matters such as power to enter into the Underwriting Agreement and corporate authority.

The Company gives a number of additional representations and warranties in favour of the Underwriter, including that the Company will comply with the Corporations Act and the ASX Listing Rules in relation to the Offers, this Prospectus does not contain any statements that are misleading or deceptive and that none of the information provided to the Underwriter is misleading or deceptive. Further, the Company gives warranties regarding solvency, litigation and other matters concerning the Offers and the affairs of the Company.

(b) Indemnities

The Company indemnifies the Underwriter and each of its officers, employees, agents and advisers (**Indemnified Parties**) against losses suffered by each Indemnified Party directly connected to the Offers, non-compliance with or breach of any legal requirement of the ASX Listing Rules, any inaccuracy or omission from this Prospectus or any accompanying documents, any announcement made in relation to the Company with the Company's agreement or a breach or failure to observe the terms of the Underwriting Agreement (including the representations and warranties) (**Indemnities**).

The Indemnities do not apply to (among other things):

- (i) any penalty or fine which that Indemnified Party must pay in respect of any contravention by it of the Corporations Act;
- (ii) any written research, reports, advertisements, publicity or announcements made by that Indemnified Party in relation to the Offers without the prior written consent of the Company;
- (iii) any losses to the extent that they arise out of or in respect of any statements, misstatements, misrepresentation, non-disclosure, inaccuracy or omission made in reliance upon and in conformity with written information furnished to the Company by the Underwriter or any of the other Indemnified Parties;
- (iv) any losses resulting from the wilful default, misconduct, fraud, negligence or breach of contract of that Indemnified Party; or
- (v) losses suffered as a result of the Underwriter being required to perform its obligations under the Underwriting Agreement.

(c) Payment of fees and expenses

Upon the issue of the last of the Shares pursuant to the Offers (**Completion**), the Company must pay to the Underwriter an underwriting fee of \$263,653 (being 5% of the Underwritten Amount (plus GST)) (**Underwriting Fee**).

All sub-underwriting and selling fees to third parties will be met from the Underwriting Fee by the Underwriter.

The Company must also pay and indemnify the Underwriter against all costs and expenses of and incidental to the Offers.

(d) Termination by the Underwriter

The Underwriter may without cost or liability to itself and without prejudice to any rights regarding fees and expenses, GST or for damages arising out of any breach by the Company of its representations, warranties or obligations under the Underwriting Agreement, terminate its obligations under the Underwriting Agreement by written notice at any time prior to or upon Completion if:

- (i) (**indices fall**) either the Australian All Ordinaries Index or Dow Jones Industrial Average falls by 10% or more below their respective levels as at the close of business on the Business Day prior to the date of Underwriting Agreement, and remains at that level for two consecutive Business Days;
- (ii) (**Prospectus**) this Prospectus or the Offers are withdrawn by the Company;
- (iii) (**copies of Prospectus**) the Company fails to provide the Underwriter (at the request of the Underwriter) as many copies of the Prospectus prior to the Closing Date as the Underwriter may reasonably require for the purposes of the issue of Entitlements, and such failure is not remedied within 2 days;
- (iv) (**failure to issue Supplementary Prospectus**) the Underwriter forms the view on reasonable grounds that a document supplementing, updating or replacing this Prospectus should be issued for any of the reasons referred to in the Corporations Act and the Company fails to issue a document supplementing, updating or replacing this Prospectus in such form and content and within such time as the Underwriter may reasonably require;
- (v) (**issue of Supplementary Prospectus**) the Company issues a document supplementing, updating or replacing this Prospectus without the prior written agreement of the Underwriter;
- (vi) (**non-compliance with disclosure requirements**) this Prospectus does not contain all the information required by the Corporations Act;

- (vii) **(misleading Prospectus)** there is a statement in this Prospectus that is misleading or deceptive or likely to mislead or deceive, or there is an omission from this Prospectus or any statement in this Prospectus becomes misleading or deceptive or likely to mislead or deceive or the issue of this Prospectus is or becomes misleading or deceptive or likely to mislead or deceive in a material respect;
- (viii) **(restriction on allotment)** the Company is prevented from issuing the Shares within the time required by the Underwriting Agreement, the Corporations Act, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (ix) **(withdrawal of consent to Prospectus)** any person (other than the Underwriter) who has previously consented to be named in this Prospectus, withdraws that consent;
- (x) **(ASIC application)** an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to this Prospectus and that application has not been dismissed or withdrawn by the day specified in the timetable for the Offers set out in Section 1 of the Prospectus as the date by which the Company must give the Underwriter written notice of the Shortfall (or such other date agreed by the Company and the Underwriter);
- (xi) **(Takeovers Panel)** the Takeovers Panel makes a declaration that circumstances in relation to the Offers (other than due to any act or omission of the Underwriter) are unacceptable circumstances under Part 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (xii) **(hostilities)** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement, involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, Ukraine, the United Kingdom, the United States of America, India, Pakistan, the People's Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
- (xiii) **(authorisation)** any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended (other than due to any act or omission of the Underwriter) in a manner unacceptable to the Underwriter;
- (xiv) **(indictable offence)** a director or senior manager of any Tungsten Group member is charged with an indictable offence;
- (xv) **(termination events)** any of the following events occurs:
 - (A) **(default)** default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking which is not remedied within seven days after receipt of written notice from the Underwriter;
 - (B) **(incorrect or untrue representation)** any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect (other than due to any act or omission of the Underwriter);
 - (C) **(contravention of constitution or Corporations Act)** a contravention by any Tungsten Group member of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
 - (D) **(adverse change)** an event occurs (other than due to any act or omission of the Underwriter) which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses,

prospects, business or operations of any Tungsten Group member including, without limitation, if any forecast in this Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;

- (E) **(Official Quotation qualified)** the grant by ASX of Official Quotation of the Shares when issued is qualified or conditional (other than when conditional on the issue of the Shares or to the extent which recognises that securities are yet to be issued);
- (F) **(change in Western Australian legislation or policy)** there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Western Australian legislation or prospective Western Australian legislation or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (G) **(prescribed occurrence)** any of the following occurs in relation to a member of the Tungsten Group:
 - (aa) resolves to reduce its share capital in any way;
 - (ab) disposes, or agrees to dispose, of the whole or a substantial part of its business or property;
 - (ac) charges, agrees to charge, the whole or a substantial part of its business or property;
 - (ad) resolves that it be wound up;
 - (ae) appoints an administrator, liquidator or provisional liquidator to the company;
 - (af) appoints a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of that company;
 - (ag) order by a court is made for the winding up of that company;
 - (ah) converts all or any of its shares into a larger or smaller number of shares;
 - (ai) enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under section 257C or 257D of the Corporations Act;
 - (aj) makes an issue of, or grants an option to subscribe for, any of its shares, or agrees to make such an issue or grant such an option, other than an issue or agreement to issue in accordance with the Offers or the terms of the Underwriting Agreement;
 - (ak) issues, or agrees to issue, convertible notes;
 - (al) appoints an administrator under section 436A, 436B or 436C of the Corporations Act; or
 - (am) executes a deed of company arrangement;
- (H) **(suspension of debt payments)** the Company suspends payment of its debts generally;
- (I) **(event of insolvency)** an event of insolvency occurs in respect of a Tungsten Group member;

- (J) **(litigation)** litigation, arbitration, administrative or industrial proceedings are, after the date of the Underwriting Agreement, commenced against any Tungsten Group member, other than any claims foreshadowed in this Prospectus or by or resulting from any act or omission of the Underwriter;
- (K) **(force majeure)** any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not either the control of the parties affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of seven days occurs;
- (L) **(certain resolutions passed)** a Tungsten Group member passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (M) **(capital structure)** a Tungsten Group member alters its capital structure in any manner not contemplated by the Prospectus;
- (N) **(investigation)** any person is appointed under any legislation in respect of companies to investigate the affairs of a Tungsten Group member;
- (O) **(market conditions)** a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets which continues for two or more consecutive Business Days; or
- (P) **(suspension)** the Company is removed from the Official List or the Shares become suspended from Official Quotation granted by ASX and that suspension is not lifted within 48 hours following such suspension.

The Underwriter may not exercise its termination rights under paragraphs (i), (ii), (iii) and (xiv) unless, in the reasonable opinion of the Underwriter (acting in good faith) that event has or is likely to have (or two or more events have or are likely to have) a material adverse effect or could give rise to a liability of the Underwriter under the Corporations Act or otherwise (except a liability to perform its obligations under the Underwriting Agreement).

8.10 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9. DIRECTORS' CONSENT

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

Dated the 11th day of November 2016

A handwritten signature in black ink, appearing to read 'Gary Lyons', written in a cursive style.

**Mr Gary Lyons
Non-Executive Chairman
Tungsten Mining NL**

10. DEFINITIONS

Applicant means a Shareholder who applies for Shares and attaching Options pursuant to the Entitlement Offer or other party who applies for Shortfall Securities pursuant to the Shortfall Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ACN 008 624 691).

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date of the Entitlement Offer, being 5:00pm (WST) on 2 December 2016 (unless extended).

Company means Tungsten Mining NL (ACN 152 084 403).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company at the date of this Prospectus.

Dollar or "\$" means Australian dollars.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Entitlement Offer means the offer pursuant to this Prospectus of one (1) Share for every two (2) Shares held by Shareholders at the Record Date together with one (1) Option for each two (2) Shares subscribed for exercisable at \$0.04 on or before 31 December 2019 to raise approximately \$5,273,054.

GWR means GWR Group Limited (ACN 102 622 051).

Issue means the issue of Shares and Options offered by this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

Offers means the Entitlement Offer and the Shortfall Offer.

Official List means the official list of ASX.

Option means an option to subscribe for one Share at a subscription price of 4 cents on or before 31 December 2019

Prospectus means this prospectus.

Quotation and **Official Quotation** means official quotation on ASX.

Record Date means 5:00pm (WST) on 17 November 2016.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Shortfall means Shares and attaching Options not subscribed for by Shareholders pursuant to the Entitlement Offer.

Shortfall Offer means the offer of the Shortfall Shares and attaching Options under this Prospectus on the terms set out in Section 4.6.

Shortfall Application Form means the shortfall application form for the Shortfall Shares and attaching Options.

Shortfall Securities means those Shares and Options to be issued pursuant to the Shortfall Offer.

Tungsten Group means the Company and each of its subsidiaries (as defined in the Corporations Act).

Underwriter and BlueBay means BlueBay Investments Group Corporation (Company No. 645641), a company incorporated on 9 March 2005 in the British Virgin Islands.

Underwritten Amount means \$5,273,054.

Underwritten Securities means \$131,826,354 Shares and 65,913,177 attaching Options

Underwriting Agreement means an agreement between the Company and the Underwriter dated 1 November 2016.

WST means Western Standard Time.