

# Tungsten Mining NL

ACN 152 084 403

---

## PROSPECTUS

---

For a non-renounceable pro rata offer on the basis of one (1) Share for every three (3) Shares held by Shareholders at the Record Date at an issue price of \$0.10 per Share to raise approximately \$13,638,428 and an offer of Shortfall.

**The pro rata offer closes at 5.00pm WST on 3 November 2017 unless extended. Valid acceptances must be received before that date.**

### **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.

---

**TABLE OF CONTENTS**

---

1.	SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES .....	2
2.	CORPORATE DIRECTORY .....	2
3.	CHAIRMAN'S LETTER.....	3
4.	DETAILS OF THE OFFERS .....	4
5.	PURPOSE AND EFFECT OF THE OFFERS .....	9
6.	RIGHTS AND LIABILITIES ATTACHING TO SHARES.....	13
7.	RISK FACTORS.....	15
8.	ADDITIONAL INFORMATION .....	19
9.	DIRECTORS' CONSENT .....	24
10.	DEFINITIONS.....	25

---

---

## 1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

### Timetable and important dates\*

<b>Announcement of Entitlement Issue and Appendix 3B</b>	<b>2 October 2017</b>
<b>Notice Provided to Optionholders</b>	<b>2 October 2017</b>
<b>Lodgement of Prospectus with ASIC</b>	<b>9 October 2017</b>
<b>Notice of Entitlement Issue to Shareholders</b>	<b>12 October 2017</b>
<b>Quotation of shares on “ex” basis</b>	<b>13 October 2017</b>
<b>Record Date for determining Entitlements</b>	<b>5pm (WST) 16 October 2017</b>
<b>Prospectus dispatched to Shareholders</b>	<b>18 October 2017</b>
<b>Closing Date*</b>	<b>5pm (WST) 3 November 2017</b>
<b>Notification to Underwriter of Shortfall</b>	<b>6 November 2017</b>
<b>Notice to ASX of under-subscriptions</b>	<b>8 November 2017</b>
<b>Issue of Entitlement Securities</b>	<b>10 November 2017</b>

\* 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 9 October 2017 and a copy was lodged with ASIC on that date. The expiry date of the Prospectus is 9 November 2018 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](mailto:info@tungstenmining.com)

Website: [www.tungstenmining.com](http://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

\*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 (**the Offer**) announced by the Company on 2 October 2017, under which eligible Shareholders are entitled to subscribe for 1 new Share for every 3 Shares held at an issue price of 10 cents per Share.

As described below, funds raised by the Offer will be used to advance the Company's Mt Mulgine Tungsten Project and for general working capital purposes.

Tungsten Mining has made substantial progress in the proposed development of the Mt Mulgine Tungsten Project. As outlined in the 2017 Annual Report, the past financial year has seen development activities continue apace, with drilling and metallurgical test work programs successfully completed. In addition your Company has substantially advanced mining studies, environmental surveys and referrals, research and development on oxide material and a range of other technical and commercial activities.

Recently the Company announced that the major environmental referrals for the project have been successfully navigated. In late July it was confidence in the project and prospects for a continued improvement in the tungsten market that prompted the Company to purchase from Pilbara Minerals Limited the near new modular heavy mineral processing plant.

The decision to purchase the modular processing plant has allowed the Company to accelerate project development activities at a time when tungsten prices have dramatically improved, whilst materially reducing the capital expenditure required to commence production. Significantly, tungsten prices have improved by over 50% compared with a year ago.

Funds raised by the Offer will be used to complete pilot plant test work, geotechnical and sterilisation drilling, detailed engineering, and other components of the definitive feasibility study for the Mt Mulgine Tungsten Project. It is anticipated that funds will also be used to secure and meet milestone payments on long lead items and other items of equipment, undertake preliminary earthworks and mining activities (upon receipt of all operating licenses and permits) and for general working capital.

The details of the Entitlement Offer are set out in this 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 136,384,282 new Shares pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every three (3) Shares held at the Record Date at an issue price of \$0.10 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, the maximum number of securities to be issued pursuant to the Entitlement Offer is approximately 136,384,282 Shares (subject to rounding). As at the date of this Prospectus there are a total of 81,239,394 outstanding options over unissued shares. Any Shares issued upon the exercise of options prior to the Record Date, will be eligible to participate in the Entitlement Offer.

The Entitlement Offer will raise up to approximately \$13,638,428 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.

### 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 \$0.10 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. Any Shortfall will first be applied to ensure all eligible Shareholders who have applied for Shares receive them in proportion to their holding. If the Shortfall is not sufficient to allow this to occur, applications for additional Shares will be scaled back on a pro rata basis.

Where additional Shortfall Shares are applied for by an eligible Shareholder, 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, 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 by:

- (a) paying the appropriate application monies for both the Entitlement and the Shortfall Shares 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 applied for.

Eligible Shareholders are not assured their application for Shortfall Shares will be met in full and by applying for Shortfall Shares 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 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.

The Company has the right to place any remaining Shortfall within 3 months after the Closing Date.

#### **4.7 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.

#### **4.8 Allotment of Shares**

Shares 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, 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 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.

#### **4.9 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 the subject of this Prospectus or otherwise permit a public offering of the Shares 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 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 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 Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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 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 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 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. 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. The Shares 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.

#### **4.10 Taxation implications**

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Shares 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.

#### **4.11 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.

#### **4.12 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.

#### **4.13 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 \$13,638,428 (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		\$
<b>Mt Mulgine Strategic Development Plan</b>		
Project management, permitting and approvals		1,471,175
Engineering		715,000
Resource development, sterilisation drilling and exploration		2,025,100
Pilot Test work and metallurgical studies		550,000
Commercial and marketing		110,000
Mining and geotechnical studies		264,000
Plant & equipment, mine development and infrastructure <sup>1</sup>		6,825,000
<b>General and operating expenditure</b>		
Other project exploration and field work programs		250,000
Working capital		1,381,291
Expenses of the Offer <sup>2</sup>		46,862
<b>Total</b>		<b>13,638,428</b>

#### Notes:

1. The Board intend to apply to majority of the proceeds of the Offers in advancing the Mt Mulgine Strategic Development Plan. This includes completing feasibility studies, activities required to secure all relevant operating licenses and permits, resource development, geotechnical and sterilisation drilling and pilot plant test work and metallurgy – being activities to support a Final Investment Decision (FID) and currently estimated at \$5.1m. The Offers are also intended to provide sufficient funds, an amount of \$6.825m, to support procurement of long lead items of capital and milestone payments and for early works associated with mine development and site infrastructure and the commencement of mining.
2. Refer to Section 8.7 of this Prospectus for further details relating to the estimated expenses of the Offer.
3. To the extent funds raised pursuant to this Prospectus are less than that described in the use of funds described above, funds raised will be applied firstly to expenses of the offer, then to feasibility studies and other activities associated with the Mt Mulgine Strategic Development Plan and lastly to long lead time items and general and operating expenditure.

**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 Offers, 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 \$13.6 million immediately after completion of the Offers after deducting the estimated expenses of the Offers; and
- (b) increase the number of Shares on issue from 409,152,845 to approximately 545,537,127 Shares.

### 5.3 Potential Impact of Offers on Control of Company

Unless additional Shares are issued upon the exercise of options prior to the Record Date, the maximum number of Shares which will be issued pursuant to the Offers is 136,384,282. This equates to approximately 25% of all the issued Shares in the Company following completion of the Offers.

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by up to approximately 25% (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. 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	4.89%	6,666,667	20,000,000	3.67%
Shareholder 2	10,000,000	2.44%	3,333,333	10,000,000	1.83%
Shareholder 3	5,000,000	1.22%	1,666,667	5,000,000	0.92%
Shareholder 4	1,000,000	0.24%	333,333	1,000,000	0.18%
Shareholder 5	100,000	0.02%	33,333	100,000	0.02%

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 there is a Shortfall in which case their voting power may increase if the Shortfall Offer is not fully subscribed or if they participate in the Shortfall Offer.

The current holdings of these substantial shareholders and their maximum potential voting power after the Offers (assuming they are the only holders to take up their relevant entitlements and they do not participate in the Shortfall Offer) is as follows:

Shareholder	No. of Shares as at the date of the Prospectus	Current voting % as at the date of the Prospectus	Entitlement	Maximum % post offer
GWR Group Limited	52,500,000	12.83%	17,500,000	15.47%
Lavington International Ltd	28,925,000	7.07%	9,461,667	8.52%
Wynnes Investment Holding Ltd	28,875,000	7.06%	9,625,000	8.51%

To the extent the Company will be placing Shortfall in accordance with section 4.6, the Company will ensure 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%.

### 5.4 Consolidated and pro-forma balance sheets

The audited balance sheet as at 30 June 2017 and the unaudited pro forma balance sheet as at 30 June 2017 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 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 2017 (audited)	Pro-forma 30 June 2017 (unaudited)
		\$	\$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	(i)	3,188,002	16,779,568
Trade and other receivables		46,013	46,013
Other financial assets		-	-
<b>TOTAL CURRENT ASSETS</b>		<b>3,234,015</b>	<b>16,825,581</b>
<b>NON-CURRENT ASSETS</b>			
Exploration and evaluation		2,352,171	2,352,171
Plant and equipment		83,179	83,179
<b>TOTAL NON-CURRENT ASSETS</b>		<b>2,435,350</b>	<b>2,435,350</b>
<b>TOTAL ASSETS</b>		<b>5,669,365</b>	<b>19,260,931</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables		220,085	220,085
Loans		-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>220,085</b>	<b>220,085</b>
<b>TOTAL LIABILITIES</b>		<b>220,085</b>	<b>220,085</b>
<b>NET ASSETS</b>		<b>5,449,280</b>	<b>19,040,846</b>
<b>EQUITY</b>			
Issued capital and reserves	(ii)	20,588,067	34,179,633
Reserves		428,327	428,327
Accumulated Losses		(15,567,114)	(15,567,114)
<b>TOTAL EQUITY</b>		<b>5,449,280</b>	<b>19,040,846</b>

Notes and Assumptions	\$	\$
(i) Cash and cash equivalents		
Cash and cash equivalents as at 30 June 2017		3,188,002
Capital raised from Entitlement Issue	13,638,428	
Costs of Offer	(46,862)	
		<b>16,779,568</b>
(ii) Issued capital		
Issued capital as at 30 June 2017		20,588,067
Capital raised from Entitlement Issue	13,638,428	
Costs of Offer	(46,862)	
		<b>34,179,633</b>
		-

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

- The audited 30 June 2017 balance sheet has not been adjusted for the effect of transactions since balance date.
- The Company issues 136,384,282 Shares at \$0.10 per Share pursuant to the Offers.
- The Issue will raise approximately \$13,638,428 before costs.
- The Company incurs transaction costs of \$46,862 for the issue under the Offers which have been recognised directly against the share capital, as a reduction of the proceeds of the Offers.

- (e) 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 2017 and should be read in conjunction with that Financial Report.

## 5.5 Effect on capital structure on completion of the Offer

A comparative table of changes in the capital structure of the Company as at the date of this Prospectus and as a consequence of the Offer are set out below, assuming that the Offer are fully subscribed.

<b>Shares</b>	<b>Number</b>
Shares on issue at date of Prospectus	409,152,845
Shares issued pursuant to the Offers	136,384,282
<b>Total Shares on issue after completion of the Offers</b>	<b>545,537,127</b>

<b>Options</b>	<b>Number</b>
Options on issue at date of Prospectus	
- unlisted options exercisable at \$0.04 expiring 31 December 2019	55,989,394
- unlisted Director options exercisable at prices between \$0.04 and \$0.06 expiring 23 December 2020	16,000,000
- unlisted Employee options expiring at prices between \$0.04 and \$0.06 expiring 6 February 2021	9,250,000
<b>Total Options on issue after completion of the Offers</b>	<b>81,239,394</b>

---

## 6. RIGHTS AND LIABILITIES 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.

---

## 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 409,152,845 to 545,537,127. 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 \$0.15 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 2017 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
  - (ii) 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](http://www.asx.com.au) and the Company’s website at [www.tungstenmining.com](http://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 2017 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](http://www.asx.com.au) or on the Company’s website at [www.tungstenmining.com](http://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.

<b>Date</b>	<b>Description of Announcement</b>
21 September 2017	2017 Corporate Governance Statement
21 September 2017	Appendix 4G
21 September 2017	Mt Mulgine Project Update
22 September 2017	Appendix 3B
26 September 2017	Appendix 3B
27 September 2017	Appendix 3B
28 September 2017	Appendix 3B
29 September 2017	Trading Halt
2 October 2017	Entitlement Issue and Appendix 3B
3 October 2017	Section 708A Notice
5 October 2017	Appendix 3B
6 October 2016	Appendix 3B

The announcements are also available through the Company's website [www.tungstenmining.com](http://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	Unlisted Options <sup>2</sup>
Gary Lyons	Nil	Nil	Nil	4,000,000
Kong Leng (Jimmy) Lee	Nil	Nil	Nil	4,000,000
Chew Wai Chuen <sup>1</sup>	625,001	208,334	\$20,833.40	4,104,167 <sup>1</sup>
Teck Siong Wong	Nil	Nil	Nil	4,000,000

1. Mr Chew Wai Chuen intends to take up his full entitlement. Mr Chew Wai Chuen participated in the 2016 entitlement issue and received attaching options on those terms pursuant to that offer.
2. Unlisted options held by Directors are exercisable in three tranches by payment of 4, 5 and 6 cents respectively on or before 48 months from the date of vesting. The first tranche (20%) has vested on grant; the second tranche (20%) will vest on 23 December 2017 and the third tranche (60%) will vest on 23 December 2018.

### **Remuneration**

The Constitution of the Company provides that the non-executive Directors may be paid Directors' fees 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 2017, a total amount of \$322,972.

The table below sets out the actual annual remuneration payable to the current Directors for the 2017 and 2016 financial years, inclusive of superannuation, Directors' fees, consultancy fees and the assessed value of any share based payments.

Director	Financial Year Ended 30 June 2017 (Actual) \$	Financial Year Ended 30 June 2016 (Actual) \$
Gary Lyons	93,868	60,000
Kong Leng (Jimmy) Lee	81,368	49,500
Chew Wai Cheun	73,868	40,000
Teck Siong Wong <sup>1</sup>	73,868	15,862

<sup>1</sup> 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.

Share based payments represent the value of unlisted options granted to Directors or their associates as remuneration, as determined in accordance with Australian Accounting Standards.



#### 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

The total expenses of the Offer are estimated to be approximately \$46,862 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	2,400
ASX fees	24,462
Legal and professional expenses	10,000
Printing and Distribution	10,000
<b>Total</b>	<b>46,862</b>

## 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: \$0.210 on 8 September 2017

Lowest: \$0.026 on 10 July 2017

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.15 on 9 October 2017

## 8.9 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 9th day of October 2017

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

**Mr Jimmy Kong Leng Lee  
Non-Executive Director  
Tungsten Mining NL**

---

## 10. DEFINITIONS

**Applicant** means a Shareholder who applies for Shares 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 3 November 2017 (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 three (3) Shares held by Shareholders at the Record Date to raise approximately \$13,384,282.

**Issue** means the issue of Shares 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.

**Prospectus** means this prospectus.

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

**Record Date** means 5:00pm (WST) on 16 October 2017.

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

**Shareholder** means a shareholder of the Company.

**Shortfall** means Shares not subscribed for by Shareholders pursuant to the Entitlement Offer.

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

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

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

**WST** means Western Standard Time.