

TNT MINES LIMITED
ACN 107 244 039
SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements the prospectus dated 29 June 2017 (**Prospectus**) issued by TNT Mines Limited (ACN 107 244 039) (**Company**). This Supplementary Prospectus is dated 10 July 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus. This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.tntmines.com.au.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. AMENDMENTS TO THE INDEPENDENT GEOLOGIST'S REPORT

Following its review of the Prospectus, the ASIC raised queries in respect of particular disclosures in the Independent Geologist's Report (contained in Section 5 of the Prospectus) (**Original Report**) relating to mineral resource estimates and exploration results and compliance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (**JORC Code**).

To address ASIC's queries, the following information is provided.

2. AMENDMENTS TO THE PROSPECTUS

The Prospectus is amended as follows:

2.1 Exploration Target's

Section 2.4.1.3 of the Original Report is amended by adding a third paragraph:

"The Exploration Target's are conceptual in nature, there has been insufficient exploration to determine a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource."

2.2 Independent Geologist's Report

The Original Report contained in Section 5 of the Prospectus is amended with the inclusion of a JORC Code 2012 Table 1, as an Appendix 3 to the Original Report which is attached to and forms part of this Supplementary Prospectus.

2.3 Consent

Mining One Pty Ltd has given its written consent to being named as Independent Geologist in this Supplementary Prospectus and the inclusion of the Amended Report in this Supplementary Prospectus in the form and context in which the report is included. Mining One has not withdrawn its consent prior to lodgement of this Supplementary Prospectus with the ASIC.

3. DIRECTORS' AUTHORISATION

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

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

**For and on behalf of
TNT MINES LIMITED**

APPENDIX 3: JORC CODE (2012) – TABLE 1: EXPLORATION TARGETS EL27/2004

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. 	<ul style="list-style-type: none"> Aberfoyle Open-cut, multiple phases of historic drilling including: 9 percussion holes (pre1987) by Aberfoyle Tin Ltd, 21 RC holes (2007), by Minemakers Ltd. These holes test and extend the main mineralized quartz vein 700m beyond old workings. Lutwyche defined at surface by rock chips and by 19 drill holes from surface to 560m below surface. Additional testing from exposure of mineralisation in underground mine development and drilling below the 13 level. Kookaburra Veins identified from surface rock-chips and on-strike extension of mineralized veins at Lutwyche Royal George defined by historical workings at surface and underground, 18 diamond drill holes and underground sampling. Bulk metallurgical sampling from underground at Royal George is documented indicating 90% recovery of tin.
	<ul style="list-style-type: none"> Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. 	<ul style="list-style-type: none"> Compilation of data from multiple phases of exploration used to determine consistency and representivity of data. Little information is available to consistently indicate the reliability of the drill data. Core loss and narrow core width issues identified at Royal George The resulting uncertainty in data is reflected by classifying the estimates as Exploration Targets.
	<ul style="list-style-type: none"> Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information 	<ul style="list-style-type: none"> Aberfoyle and Lutwyche mineralisation intersected in mine workings at surface and underground. Kookaburra Veins identified by surface mapping and projected to mineralised intersections identified in drilling. The sampling and measurement of grade appear to have been approached consistently in the available logs and reports, but there is an absence of detail of methodologies and practices. Details of analytical methods for drill samples are not consistently available. Reliance has been made on historic mine performance and consistency of results over multiple phases of exploration.
Drilling techniques	<ul style="list-style-type: none"> Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> A variety of drilling methods have been used on all exploration targets including Reverse Circulation and Diamond drilling. Diamond drilling included AX, EX, NQ and HQ diameters
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. Measures taken to maximise sample recovery and ensure representative nature of the samples. Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> Core loss and poor recoveries recorded in a number of holes. Narrow small hole diameter of the core (EX 21.5mm) was also thought to account for poor recoveries and hence underestimation of the tin grades.
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> Drillhole logs are available for all drilling. Samples are noted on the logs, but no sample numbers are available for historical mines department assays. The logging is qualitative in nature, and of sufficient detail to support the current Inferred resource estimates.

Criteria	JORC Code explanation	Commentary
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. For all sample types, the nature, quality and appropriateness of the sample preparation technique. Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling. Whether sample sizes are appropriate to the grain size of the material being sampled. 	<ul style="list-style-type: none"> Details of sub-sampling and analytical methods used for the bulk of drilling are not currently available. No information exists as to any QC samples to test representivity. An element of bias is believed to exist in the sampling of due to the potential loss of tin grade to fines. This is likely due to the presence of fine cassiterite and tin associated with sulphides. Details of quality control and sample size for underground sampling not recorded
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established. 	<ul style="list-style-type: none"> Details of the quality control methods used for sampling and assaying of the historic drilling are not currently available. No geophysical methods or hand-held XRF units have been used for determination of tin grades.
Verification of sampling and assaying	<ul style="list-style-type: none"> The verification of significant intersections by either independent or alternative company personnel. 	<ul style="list-style-type: none"> Intersections reported were checked back to original logs and assay data.
	<ul style="list-style-type: none"> The use of twinned holes. 	<ul style="list-style-type: none"> No specific twin holes have been drilled.
	<ul style="list-style-type: none"> Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. 	<ul style="list-style-type: none"> Drillhole data were sourced from digital sources and original hard-copy sampling and assay records, and imported into a central electronic database.
	<ul style="list-style-type: none"> Discuss any adjustment to assay data. 	<ul style="list-style-type: none"> Assay values were not adjusted.
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. 	<ul style="list-style-type: none"> Surface topography is derived from digitising of surface contours from historical plans, as well as some spot heights. Details of collar survey methods for the drilling are uncertain. Collar elevations are consistent with the surface topography.
	<ul style="list-style-type: none"> Specification of the grid system used. 	<ul style="list-style-type: none"> Original surveying was undertaken in local grids, and converted to Grid of Australia 1994 (MGA94) Zone 55 coordinates.
	<ul style="list-style-type: none"> Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> Topographic control is adequate for the current estimates.
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied 	<ul style="list-style-type: none"> The data spacing and indications of grade continuity are sufficient to justify the presence of an exploration target at each of the prospects.
	<ul style="list-style-type: none"> Whether sample compositing has been applied. 	<ul style="list-style-type: none"> Drillhole samples data were composited for modelling purposes.
Orientation of data in relation to	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling 	<ul style="list-style-type: none"> Given the relatively limited drilling data, evaluation of the project areas is at a relatively early stage, and mineralisation controls are not yet fully understood. The available information suggests that the drilling

Criteria	JORC Code explanation	Commentary
<i>geological structure</i>	<i>orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i>	orientations provide un-biased representation of average tin grades.
<i>Sample security</i>	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> Details of sample security measures adopted for the drilling are unclear.
<i>Audits or reviews</i>	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> The general consistency of results from different sampling phases and methods provides some confidence in the general reliability of the data. Historical reports and original log files indicate at least a reasonable process of logging, recording, sample storage and dispatch to labs was followed at the time of drilling. Sample data reviews have included comparisons between various sampling phases and methods. Although these reviews are not definitive, they provide some confidence in the general reliability of the data.

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<ul style="list-style-type: none"> TNT Mines hold the rights to EL27/2004. The licence is split into two parts due to an area reduction in 2013. The licence is valid until 26/11/2017. The total licence area is 97sq km. There are no known impediments to obtaining a licence to operate in the area. There is an agreement between TNT Mines and the original vendors of the tenement, Paul Winston Askins and Golden Archer Resources, which requires payment to the latter two parties by TNT of a net smelter royalty of 2.25% for production from the tenement. In addition, \$1,000,000 on commencement of mining at certain designated locations within the tenement is payable. The area around and including the old Royal George open cut is a designated area under the agreement.
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> Acknowledgment and appraisal of exploration by other parties. 	<ul style="list-style-type: none"> All significant exploration has been undertaken by previous tenement holders, including diamond drilling by BHP, CCC, CRAE, Spectrum, Minemakers and Aberfoyle between the mid 1950's and 2009. Additional exploration undertaken by previous explorers includes rock-chip sampling RC and diamond drilling, channel and auger sampling.
<i>Geology</i>	<ul style="list-style-type: none"> Deposit type, geological setting and style of mineralisation. 	<ul style="list-style-type: none"> The country rock in the area consists of granitic rocks which intrude Silurian to Devonian sandstones and siltstones of the Mathinna Beds. Tin dominantly occurs as cassiterite associated with sheeted and fissure veins in brittle quartzite units. The mineralisation is hosted in sub vertical greisenised granite lodes and fractured sedimentary rocks associated with the roof portions of the Ben Lomond Granite.
<i>Drill hole Information</i>	<ul style="list-style-type: none"> A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> easting and northing of the drill hole collar elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar dip and azimuth of the hole down hole length and interception depth hole length. 	<ul style="list-style-type: none"> No drill hole results are reported in this announcement.

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	<ul style="list-style-type: none"> If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case. 	
Data aggregation methods	<ul style="list-style-type: none"> In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated. Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. 	<ul style="list-style-type: none"> No drill hole results are reported in this announcement.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> The assumptions used for any reporting of metal equivalent values should be clearly stated. These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known'). 	<ul style="list-style-type: none"> No metal equivalent values are reported. Evaluation of the project area is at a relatively early stage, and mineralisation controls, including their relationship with drilling orientation are not yet comprehensively understood. The drilling to date has consistently tested this orientation with, intersection the mineralisation at a low angle.
Diagrams	<ul style="list-style-type: none"> Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<ul style="list-style-type: none"> Appropriate maps and tables are included in the Report
Balanced reporting	<ul style="list-style-type: none"> Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> Exploration results from each prospective area has been reported
Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> Bulk underground sampling and access to historic mine production records provides the basis on which metal recovery deleterious element assumptions have been made.
Further work	<ul style="list-style-type: none"> The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive. 	<ul style="list-style-type: none"> The histori drilling requires verification with modern drilling with respect to representivity and distribution of mineralisation. Additional drilling will be conducted for this purpose and metallurgical test work. Continuity of the Kookaburra Veins from surface, to the Johnson Vein and Lutwyche Pay Vein needs verification with additional drilling. The lodes extend beyond the Aberfoyle pit to the NE and SW, evidence suggests a weakening of the mineralisation, but details of plunge and offset are not known. Future exploration will seek to identify these extensions A final review of the drill logs will be conducted and all additional data added to the corporate database. A review of the relationship of the sulphides to the cassiterite be made for processing and future exploration purposes A drilling plan be constructed to allow for suitable QAQC information, metallurgical samples as well as to provide infill drilling in areas of poor coverage in the model.