

THIRD SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Third Supplementary Prospectus**) intended to be read with the prospectus dated 29 June 2017 (**Prospectus**), first supplementary prospectus dated 10 July 2017 (**First Supplementary Prospectus**) and second supplementary prospectus dated 16 August 2017 (**Second Supplementary Prospectus**) issued by TNT Mines Limited (107 244 039) (**Company**).

This Third Supplementary Prospectus is dated 22 September 2017 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Third Supplementary Prospectus.

This Third Supplementary Prospectus is a **refresh document** as defined in section 724(3H) of the Corporations Act, as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70.

Other than as set out below, all details in relation to the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus have the same meaning in this Third Supplementary Prospectus. If there is a conflict between the Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Third Supplementary Prospectus, this Third Supplementary Prospectus will prevail.

This Third Supplementary Prospectus will be available with the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus to Australian resident investors in electronic form at the Company's website at <http://www.tntmines.com.au/>. The Company will send a copy of this Third Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus, the First Supplementary Prospectus or the Second Supplementary Prospectus prior to the date of this Third Supplementary Prospectus.

This is an important document and should be read in its entirety in conjunction with the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus. If you do not understand it you should consult your professional advisers without delay.

1. REASON FOR THIRD SUPPLEMENTARY PROSPECTUS

This Third Supplementary Prospectus has been prepared to refresh the period for admission to quotation of Shares offered under the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) from three months from the date of the Prospectus (which was lodged with ASIC on 29 June 2017) to three months from the date of this Third Supplementary Prospectus (**Quotation Condition**) pursuant to ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**LI 2016/70**).

2. SPECIFIC DISCLOSURES REQUIRED BY LEGISLATIVE INSTRUMENT 2016/70

2.1 Withdrawal rights

In accordance with sections 724(2) and 724(3G) of the Corporations Act, if you applied for Shares under the Prospectus, the First Supplementary Prospectus or the Second Supplementary Prospectus before the date of this Third Supplementary Prospectus, you will receive a copy of this Third Supplementary Prospectus and you have the right to withdraw your Application and be repaid your application money (without interest), provided your written request to withdraw your Application is received by the Company at the address set out below within 1 month of the date of this Third Supplementary Prospectus (i.e. by **5:00pm (WST) on 22 October 2017**):

Mailing Address

TNT Mines Limited
PO Box 7209
Cloisters Square, Perth WA 6850

Hand Delivery

TNT Mines Limited
Level 7, 1008 Hay Street,
Perth WA 6000

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

If you do not wish to withdraw your Application, you do not need to take any action.

2.2 Applications received

As at the date of this Third Supplementary Prospectus, the Company advises that it has received Applications for all 27,500,000 Shares under the Offer.

No Shares have been issued pursuant to the Offer.

As at the date of this Third Supplementary Prospectus, the minimum subscription of \$5,500,000 under the Offer has been achieved.

2.3 New Applications

Applications for Shares under the Offer after lodgement of this Third Supplementary Prospectus **must** be made using the Third Supplementary Application Form attached to or accompanying this Third Supplementary Prospectus. Applications after the date of this Third Supplementary Prospectus **must not** be made on the Application Form attached to or accompanying the Prospectus, First Supplementary Prospectus or Second Supplementary Prospectus and will not be valid.

2.4 Quotation condition

The Company makes the following statements regarding the Quotation Condition as required by LI 2016/70:

- (a) the Company applied for quotation of the Shares on the ASX within seven (7) days from the date of lodgement of the Prospectus;

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- (b) as at the date of this Third Supplementary Prospectus, the Shares offered pursuant to the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) have not been admitted to quotation on the ASX;
 - (c) ASX has stated that the Shares offered pursuant to the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) will be admitted to quotation subject to certain requirements set out in a listing decision letter dated 8 September 2017 (**Listing Conditions**) being satisfied. As at the date of this Third Supplementary Prospectus none of the Listing Conditions have been satisfied.
 - (d) the Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) from three months from the date of the Prospectus to three months from the date of this Third Supplementary Prospectus;
 - (e) upon lodgement of this Third Supplementary Prospectus, subject only to the lodgement of any future refresh document, the Quotation Condition must now be satisfied by 22 December 2017, being the date three months from the date of this Third Supplementary Prospectus; and
 - (f) as at the date of this Third Supplementary Prospectus, the number of Shares for which applications have been received is detailed in Section 2.2 above.

3. AMENDMENTS TO THE PROSPECTUS

The Directors have resolved to refresh the period for admission to quotation of Shares offered under the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) to 22 December 2017, being three months from the date of this Third Supplementary Prospectus.

As a result of the extension of the Quotation Condition the following amendment is made to the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus):

ASX listing

The second paragraph at Section 2.9 of the Prospectus (as supplemented by the First Supplementary Prospectus and Second Supplementary Prospectus) is replaced with the following:

"If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of the Third Supplementary Prospectus, or such period as varied 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 or the Company will issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their application monies refunded to them (without interest)."

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4. DIRECTORS' AUTHORISATION

This Third 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 Third Supplementary Prospectus with the ASIC.

Brett Mitchell
Director
For and on behalf of
TNT Mines Limited

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