

SECOND SUPPLEMENTARY PROSPECTUS

Soon Mining Limited ACN 603 637 083

1. IMPORTANT INFORMATION

This second supplementary prospectus (**Second Supplementary Prospectus**) relates to and is intended to be read with the prospectus issued by Soon Mining Limited (**Soon**) dated 17 July 2015 (**Prospectus**) and the supplementary prospectus dated 31 July 2015 (**First Supplementary Prospectus**) in relation to the offer of up to 15,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$3,000,000, with oversubscriptions of up to a further 10,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$2,000,000.

This Second Supplementary Prospectus is dated 16 October 2015 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. Neither ASIC nor ASX Limited take any responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus supplements, and should be read together with, the Prospectus and First Supplementary Prospectus. If there is any inconsistency between the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail. Other than as set out below, all details in relation to the Prospectus and First Supplementary Prospectus remain unchanged. This Second Supplementary Prospectus will be issued with the Prospectus and First Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at www.soonmining.com.

Words and expressions in this Second Supplementary Prospectus have the meanings given to them in the Prospectus and First Supplementary Prospectus (as relevant).

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.

2. EXTENSION OF THE OFFER

The Company advises that the Closing Date of the Offer has been extended and the revised Offer timetable is as follows:

Key Dates

Closing Date of the Offer	6 January 2016
Completion of Acquisition	11 January 2016
Expected despatch of holding statements	13 January 2016
Expected date of quotation of Shares on ASX	15 January 2016

All references to any key dates in the Prospectus, including under Section 3.4 of the Prospectus, shall

be replaced with the key dates set out above. The above dates are indicative only. The Directors of the Company reserve the right to vary these dates, including to extend the Offer Period or to close the Offer early. The new date nominated will become the Closing date of the Offer.

3. STATUS OF THE OFFER

As at the date of this Second Supplementary Prospectus, the Company has received applications for 15,015,000 Shares for a total subscription amount of \$3,003,000.

4. ASIC RELIEF

Pursuant to sections 723(3) and 724(1)(b) of the Corporations Act, the Shares offered under the Prospectus must be admitted to quotation within 3 months of the date of the Prospectus. As the original date of the Prospectus was 17 July 2015, the period for admission to quotation of the Shares on the ASX will expire on 16 October 2015 (**ASX Quotation Deadline**).

In addition, as the Company has stated in the Prospectus that Shares will not be issued unless it has received subscriptions for at least 15,000,000 Shares (equating to \$3,000,000), pursuant to section 724(1)(a) of the Corporations Act, the Company must raise the minimum amount within 4 months of the date of the Prospectus. As such, the period for raising the minimum subscription amount of \$3,000,000 will expire on 16 November 2015 (**Minimum Subscription Deadline**).

As at the date of this Second Supplementary Prospectus, the Company has not been admitted to quotation on the ASX.

The Company sought relief from ASIC from the provisions of sections 723(1) and 724(1) so that these conditions may be satisfied after the time provided for in those sections. By a declaration under section 741(1)(b) of the Corporations Act dated 14 October 2015 (**ASIC Declaration**), ASIC has granted the Company an extension to the time periods set out in sections 723(1), 724(1)(a) and 724(1)(b) of the Corporations Act.

The ASIC Declaration operated to extend:

- the ASX Quotation Deadline so that it must be satisfied within 3 months of this Second Supplementary Prospectus; and
- the Minimum Subscription Deadline so that it must be satisfied within 4 months of the date of this Second Supplementary Prospectus.

5. RIGHT TO WITHDRAW

In accordance with section 724(2) of the Corporations Act, the Company hereby gives any applicant who, prior to the date of this Second Supplementary Prospectus, lodged an application for Shares under the Prospectus or Supplementary Prospectus, the opportunity to withdraw their application within one month of this Second Supplementary Prospectus.

If you have lodged an Application Form prior to the date of this Second Supplementary Prospectus, you will have until 5.00pm Queensland time on 15 November 2015 to withdraw your application and

request a refund. To withdraw an application, please send a written request signed by the original applicant to the Company's Share Registry at:

Boardroom Pty Ltd
Level 12, 255 George Street
Sydney NSW 2000

A refund cheque will be sent to the address set out in the application form previously lodged by the applicant. If you do not wish to withdraw your application, you do not need to take any further action.

6. APPLICATION FROM

From the date of this Second Supplementary Prospectus, persons who wish to apply for Shares should use the Application Form which is attached to this Second Supplementary Prospectus. Applicants should not use the Application Form which is attached to the original Prospectus.

Other than set out above, all details in relation to the Prospectus and First Supplementary Prospectus remain unchanged.

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

Each Director has consented to the lodgement of this Second Supplementary Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 16/10/15

A handwritten signature in black ink, appearing to read 'Jeremiah Thum', written over a horizontal line.

Jeremiah Thum
Non-Executive Director