

SUPPLEMENTARY PROSPECTUS

Soon Mining Limited ACN 603 637 083

1. IMPORTANT INFORMATION

This Supplementary Prospectus (**Supplementary Prospectus**) relates to and is intended to be read with the Prospectus issued by Soon Mining Limited (**Soon**) dated 17 July 2015 (**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 Supplementary Prospectus is dated 31 July 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 Supplementary Prospectus.

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

Words and expressions in this Supplementary Prospectus have the meanings given to them in the Prospectus.

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. CONSIDERATION SHARES

OBI currently has no material assets other than the shares it owns in Soon Mining Ghana and does not conduct any business.

The directors have not obtained an independent valuation of the assets of Soon Mining Ghana or of OBI. The directors have made their own determination of the value to be imputed to these assets by the issue of 125,000,000 Shares and the Offer Price of Shares under the Prospectus.

3. CAPITAL STRUCTURE

In addition to the information set out in Section 3.8 of the Prospectus, the below table sets out the capital structure of the Company following completion of the Offer and the Acquisition:

	Minimum Subscription No of Shares	% of total	Maximum Subscription No of Shares	% of total
Shares on issue at date of Prospectus	3	0%	3	0%
Shares to be issued, as part of the Consideration Shares, to OBI Vendors that are related parties of the Directors	84,875,000	60.63%	84,875,000	56.58%
Shares to be issued, as part of the Consideration Shares, to OBI Vendors that are unrelated parties	40,125,000	28.66%	40,125,000	26.75%
Shares to be issued under the Offer	15,000,000	10.71%	25,000,000	16.67%
Total Shares on completion of the Offer	140,000,000	100.00%	150,000,000	100.00%

4. SUBSCRIPTION PRICE

The subscription price for the Shares issued under the Offer, being \$0.20 per Share, is significantly higher than the effective share price paid in respect of the 125,000,000 Shares that will be held by the OBI Vendors based on contributed equity of the Company as set out in the pro-forma financial statement as at 31 December 2014 (see Section 6 of the Prospectus).

	SHARE PRICE	% OF TOTAL SHARES ON MINIMUM RAISING	% OF TOTAL SHARES ON MAXIMUM RAISING
OBI Vendors (125,000,000 Shares)	\$0.00048 ¹	89.29%	83.33%
Investors under the Offer	\$0.20	10.71%	16.67%

Note:

1. Based on contributed equity set out in the pro-forma financial statement for the Company as at 31 December 2014, being \$59,645, divided by the number of Shares being issued to the OBI Vendors, being 125,000,000 Shares.

5. DIRECTORS' INTERESTS

The following information replaces the information previously provided in Section 2 (page 11) and Section 12.3.2 (page 201) of the Prospectus. The Company confirms that following completion of the Acquisition and Offer, the Directors and their respective Associates will hold the following Shares:

	Minimum Subscription (140,000,000 Shares)	% of total	Maximum Subscription (150,000,000 Shares)	% of total
Ching-Tiem Huang (held through Titanoboa Group Limited)	53,125,000	37.95%	53,125,000	35.42%
Shares held by the Associates ¹ of Ching-Tiem Huang	11,250,000		11,250,000	
Ching-Ling Chi (held through Kirin International Limited)	5,000,000	3.57%	5,000,000	3.33%
Shares held by the Associates of Ching-Ling Chi	4,250,000		4,250,000	
Ching-Chen Chi (held through Brainpower Investment Management Limited)	11,250,000	8.04%	11,250,000	7.5%
Shares held by the Associates of Ching-Chen Chi	11,250,000		11,250,000	
Total	84,875,000²	60.63%	84,875,000²	56.58%

Note:

1. 'Associate' has the meaning given under Chapter 19 of the ASX Listing Rules.
2. This number is not equivalent to the sum of the numbers provided in the column. There are common Associates between the Directors, since the Directors are related as explained in section 5 above. These common Associates include, for example, the Shares to be issued to the family members of Ching-Tiem Huang and Ching-Chen Chi. For this reason we have not included individual percentage shareholding of the Associates as it may be misleading (i.e. certain Associates may be accounted for more than once).

For clarity as to the interests of the Directors of the Company:

- (a) Titanoboa Group Limited (**Titanoboa**) will be issued 53,125,000 Shares as part of the Consideration Shares. Titanoboa is controlled by Mr Ching-Tiem Huang, the Managing Director and Chairman of Soon, as well as a director of OBI and Soon Mining Ghana. Mr Huang is also the spouse of Ms Ching-Chen Chi;
- (b) Kirin International Limited (**Kirin**) will be issued 5,000,000 Shares as part of the Consideration Shares. Kirin is controlled by Ms Ching-Ling Chi, Director and Chief Financial Officer of Soon. Ms Chi is also the sister of Ms Ching-Chen Chi;
- (c) Brainpower Investment Management Limited (**Brainpower**) will be issued 11,250,000 Shares as part of the Consideration Shares. Brainpower is controlled by Ms Ching-Chen Chi, a

Director of Soon. Ms Chi is also the spouse of Mr Ching-Tiem Huang and the sister of Ms Ching-Ling Chi.

6. DIRECTOR LOANS

In addition to the information set out in section 11.4 of the Prospectus, the Company confirms that as at 17 July 2015:

- (a) the loan from Ching-Tiem Huang to Soon Mining Ghana (detailed in Section 11.4(a) of the Prospectus) has increased to USD \$926,603; and
- (b) the loan from Ching-Tiem Huang to Soon (detailed in Section 11.4(c) of the Prospectus) has increased to AUD \$485,208. \$319,891.90 will be repaid to Mr Huang on completion of the Offer from the proceeds of the Offer.

In addition to the information set out in section 3.6 (page 14) of the Prospectus, the Company confirms that the expenses of the Offer have to date been paid by loan funds from Ching-Tiem Huang as outlined in section 6(b) above. The "Cash expenses associated with the Offer" as set out in section 3.6 of the Prospectus therefore includes amounts to be repaid to Ching-Tiem Huang under the loan.

7. LACK OF ASX EXPERIENCE

The Directors of the Company have had no prior experience in managing companies listed on the ASX. While the Company has retained legal and accounting advisors, there is a risk that the lack of ASX experience may lead to the Company breaching the ASX listing rules and/or the *Corporations Act 2001* (Cth).

8. LACK OF BOARD INDEPENDENCE

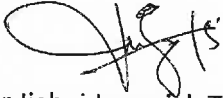
As noted in Section 10.1 (page 190) of the Prospectus, there is a lack of independence of Board members. The Company currently does not have any strategies to mitigate potential conflicts of interest of the Directors. This may lead to a lack of transparency in the decisions made by the Board, as well as allow the Board to make decisions which may contravene the *Corporations Act 2001* (Cth) or the ASX Listing Rules. This may adversely impact upon the value of the Shares on market. It will be each individual Director's responsibility to ensure that they exercise their powers as a Director in good faith and having regard to their duties at law.

9. DIRECTORS AUTHORISATION

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

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

Dated: 31 July 2015



Mr Jiahui Jeremiah Thum
Non-Executive Director