

Lukin Resources Limited ACN 606 084 075

Refresh Supplementary Prospectus

Important information

This Refresh Supplementary Prospectus is dated 6 December 2021 and supplements the supplementary prospectus of Lukin Resources Limited ACN 606 084 075 (**Company**) dated 1 October 2021 (**Supplementary Prospectus**) which supplemented the replacement prospectus issued by the Company dated 6 September 2021 (**Replacement Prospectus**).

This Refresh Supplementary Prospectus is a “refresh document” as defined in section 724(3H) of the *Corporations Act 2001* (Cth) (**Act**), as inserted by the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**) and has been lodged with the Australian Securities and Investments Commission (**ASIC**) in accordance with section 724(3G) of the Act as inserted by the Instrument.

Neither ASIC nor ASX take any responsibility as to the contents of this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus must be read together with the Supplementary Prospectus and Replacement Prospectus. Other than as set out below, all details in relation to the Supplementary Prospectus remain unchanged. To the extent of any inconsistency between this Refresh Supplementary Prospectus, the Supplementary Prospectus and the Replacement Prospectus, this Refresh Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Supplementary Prospectus and Replacement Prospectus have the same meaning in this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus will be issued with the Supplementary Prospectus and Replacement Prospectus as an electronic prospectus and can be downloaded from the Company's website at lukinresources.com.

The Company will send a copy of this Refresh Supplementary Prospectus to all Applicants who have applied for securities under the Supplementary Prospectus and Replacement Prospectus as at the date of this Refresh Supplementary Prospectus.

This is an important document and should be read in its entirety. Please seek professional guidance from your stockbroker, solicitor, accountant or other professional adviser without delay if you do not understand its contents.

1. Purpose of this Refresh Supplementary Prospectus

This Refresh Supplementary Prospectus has been issued for the purposes of:

- (a) extending the Closing Date of the Offer to 31 January 2022;
- (b) advising that at the date of this Refresh Supplementary Prospectus, the Company's securities have not been admitted to quotation on ASX;
- (c) advising that at the date of this Refresh Supplementary Prospectus, the Company has not issued any securities pursuant to the Supplementary Prospectus and Replacement Prospectus;
- (d) refreshing the period for admission to quotation of Shares offered under the Supplementary Prospectus and Replacement Prospectus from three (3) months from the date of the Replacement Prospectus to three (3) months from the date of this Refresh Supplementary Prospectus in accordance with section 724(3G)(d) of the Act, as inserted by the Instrument; and

This is a Refresh Supplementary Prospectus dated 6 December 2021 intended to be read with the Supplementary Prospectus dated 1 October 2021 and the Replacement Prospectus issued by the Company dated 6 September 2021 relating to the Offer by Lukin Resources Limited

- (e) refreshing the period to raise the minimum subscription under the Public Offer from four (4) months from the date of the Replacement Prospectus to four (4) months from the date of this Refresh Supplementary Prospectus in accordance with section 724(3G)(c) of the Act, as inserted by the Instrument.

In accordance with section 723(3) of the Act, if a person offers securities under a disclosure document such as a prospectus, and the disclosure document states or implies that the securities will be quoted on a financial market such as the ASX, and the securities are not then admitted to quotation within three (3) months after the date of the disclosure document, the issue of securities is void and the Application Monies have to be returned to the Applicants.

Further, in accordance with sections 723(2) and 724 of the Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states a minimum subscription amount must be raised before any securities will be issued, then the minimum subscription must be received within four (4) months after the date of the disclosure document, otherwise Applicants must be given a supplementary disclosure document and the opportunity to withdraw their Application (in certain circumstances) or all Application Monies must be returned.

By the issue of the Instrument, ASIC has varied the Act to allow companies to refresh the timing of minimum subscription and quotation conditions, to commence from the date of a refresh document (i.e. this Refresh Supplementary Prospectus), such that the respective three and four month periods are taken to commence from the date that the refresh document is lodged with ASIC. The Instrument imposes a number of requirements as to the content of the refresh document and on the company issuing the refresh document. This Refresh Supplementary Prospectus addresses those requirements.

2. Specific disclosures required by the Instrument

2.1 Withdrawal rights

Any Applicant who, prior to the date of this Refresh Supplementary Prospectus, has lodged an Application for Shares will receive a copy of this Refresh Supplementary Prospectus.

All applicants who have previously submitted an Application Form have one (1) month to withdraw their Application and be repaid all Application Monies.

Any repayment of Application Monies made by the Company pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest.

An Applicant who wishes to withdraw their Application and obtain a refund of Application Monies must submit a written request to the Company at the address set out below so that it is received within one (1) month of the date of this Refresh Supplementary Prospectus (i.e. by close of business on 6 January 2022) (**Withdrawal Period**):

For delivery by hand or post:

By Post	Hand Delivery
Lukin Resources Limited c/- Automic Pty Ltd GPO Box 5193 Sydney NSW 2001	Lukin Resources Limited c/- Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000

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.

The Offer will remain open at least until 7 January 2022, being after the end of the Withdrawal Period.

2.2 Applications received

As at the date of this Refresh Supplementary Prospectus, the Company has received Applications for a total of 15,572,500 Shares, totalling \$3,114,500. The Lead Manager has received firm commitments to subscribe for a total of 5,275,000 Shares, totalling \$1,055,000 and further indicative commitments to subscribe for 575,000 Shares, totalling \$115,000.

No Applications have been processed and no Shares have been issued.

2.3 Minimum Subscription condition

As at the date of this Refresh Supplementary Prospectus, the Minimum Subscription of \$5,500,000 specified in the Replacement Prospectus has not been achieved (given that Applications may be withdrawn under this Refresh Supplementary Prospectus).

The Minimum Subscription remains unchanged as at the date of this Refresh Supplementary Prospectus. No securities under the Offer will be issued unless the Minimum Subscription is achieved.

Upon lodgement of this Refresh Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the Minimum Subscription condition must be satisfied by 6 April 2022, being four (4) months after the date of this Refresh Supplementary Prospectus.

2.4 Quotation condition

The Company applied to ASX within seven (7) days of the date of the Replacement Prospectus for ASX to grant official quotation of the Shares offered by the Replacement Prospectus. As at the date of this Refresh Supplementary Prospectus, the Shares have not been admitted to quotation by ASX.

As at the date of this Refresh Supplementary Prospectus, quotation of the Company's securities remains subject to successful completion of the Offer and satisfaction of all other outstanding conditions to the Offer, as specified in the Supplementary Prospectus and Replacement Prospectus. This remains unchanged.

ASX has not indicated that the securities offered under the Offer will not be admitted to quotation, nor has it indicated that the securities will be admitted to quotation subject to certain conditions being satisfied.

Upon lodgement of this Refresh Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the quotation condition must be satisfied by 6 March 2022, being three (3) months after the date of this Refresh Supplementary Prospectus.

2.5 Updated timetable

The revised timetable set out in section 3 of the Supplementary Prospectus is updated as follows:

Opening Date of Offer	6 September 2021
Lodgement of Supplementary Prospectus with ASIC	1 October 2021
Lodgement of this Refresh Supplementary Prospectus with ASIC	6 December 2021
Closing of withdrawal rights in respect of applications under this Refresh Supplementary Prospectus	7 January 2022
Closing Date of Offer (and the date by which all Application Forms must be received as set out in the Application Form)	31 January 2022
Settlement Date of Offer	7 February 2022
Allotment Date of Shares and Options	10 February 2022

This is a Refresh Supplementary Prospectus dated 6 December 2021 intended to be read with the Supplementary Prospectus dated 1 October 2021 relating to the Offer by Lukin Resources Limited.

Expected date for dispatch of holding statements	14 February 2022
Expected commencement of trading on ASX	17 February 2022

This timetable is indicative only. The Company reserves the right to vary any and all of the above dates without notice (including

3. Applications

Investors who have NOT previously submitted an Application Form

Applications for Shares under the Offer must be made using the application form attached to or accompanying this Refresh Supplementary Prospectus (**Supplementary Application Form**).

Applications must not be made on the Application Form accompanying or attached to the Replacement Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

Completed Supplementary Application Forms and Application Monies must be received by the Company no later than the extended Closing Date (being 31 January 2022).

In all other respects, the procedure for applying for Shares is as set out in section 5.11 of the Replacement Prospectus.

The Company reserves the right to close the Offer early, however the Offer will remain open at least until the end of the Withdrawal Period (i.e. 7 January 2022).

Applicants who HAVE previously submitted an Application Form and DO NOT want to withdraw their Application

Applicants in this category do not need to complete a Supplementary Application Form. However, such applicants may lodge a Supplementary Application Form if they wish to apply for additional Shares in accordance with the instructions set out above and contained in the Supplementary Application Form.

Applicants who have previously submitted an Application Form and want to withdraw their Application

Applicants in this category may withdraw their Application and be repaid all Application Monies upon written request to the Company, as set out in section 2.1 of this Refresh Supplementary Prospectus.

4. Other Material Information

The Directors of the Company are not aware of any acts, matter or thing (not already described in the Prospectus) which may be material to the making of and informed assessment of:

- (a) the effect of the Offer on the Company; or`
- (b) the rights attaching to the Shares.

This Refresh Supplementary Prospectus has been signed by a Director of Lukin Resources Limited ACN 606 084 075 with the authority of each of the Directors and is dated 6 December 2021.

5. Directors' authorisation

This Refresh 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 Refresh Supplementary Prospectus with ASIC.

This is a Refresh Supplementary Prospectus dated 6 December 2021 intended to be read with the Supplementary Prospectus dated 1 October 2021 relating to the Offer by Lukin Resources Limited.

A handwritten signature in black ink, appearing to read 'Jaco Malan', with a long horizontal stroke extending to the right.

Jaco Malan
Director