

Ark Mines Limited

ACN 123 668 717

SUPPLEMENTARY PROSPECTUS

Important Information

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 27 September 2021 and supplementary prospectus dated 11 November 2021 (together the **Prospectus**) and issued by Ark Mines Ltd (**Company**).

This Second Supplementary Prospectus is dated 9 December 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. Neither ASIC nor ASX (and their respective officers) take any responsibility as to the contents of this Second Supplementary Prospectus.

To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus, this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.

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

1 ACQUISITION OF MIJ HOLDING CO PTY LIMITED

On 9 December 2021 the Company made an announcement to ASX concerning the acquisition of MIJ Holdings, a copy of which is attached to this Second Supplementary Prospectus.

References in the Prospectus to MIJ Holdings Pty Limited are deleted and replaced with MIJ Holding Co Pty Limited.

The Company confirms that other than the matters set out in section 2 of the Supplementary Prospectus dated 11 November 2021 and replacing the name of MIJ Holdings, the Tenement Report continues to apply and there have not been any material changes.

The Company confirms that other than replacing the name of MIJ Holdings, the investigating accountant's report (section 10) continues to apply and there have not been any material changes.

The Directors do not consider the circumstances disclosed in this Second Supplementary Prospectus to be materially adverse from the point of view of an investor, and no withdrawal rights will be offered to investors.

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 ASIC.

Dated: 9 December 2021

A handwritten signature in black ink, appearing to read 'Mr Jackson', written in a cursive style.

By Mr Roger Jackson

Director

On behalf of Ark Mines Ltd

ASX ANNOUNCEMENT

9 December 2021



Update on acquisition of MIJ Holding

Ark Mines Ltd (Company or AHK) refers its proposed acquisition of MIJ Holding Co Pty Limited, as announced to ASX on 25 August 2021 and approved by shareholders on 24 September 2021.

In preparing for completion of the acquisition the Company has become aware that the announcement, notice of meeting and prospectus referred to "MIJ Holdings Pty Limited", rather than "MIJ Holding Co Pty Limited". The misdescription was an error, and the Company confirms the following:

1. The binding heads of agreement entered into with Bmax Holdings Pty Limited (Bmax) on 24 August 2021 to acquire MIJ Holding Co Pty Limited is valid and binding on both AHK and Bmax.
2. MIJ Holding Co Pty Limited holds all of the issued shares in Mt Jesse Pty Limited, Gunnawara Pty Limited and Mt Pluton Base Pty Limited, which respectively are the registered holders of EPM 26464, EPM 26560 and EPM 26883. These are the assets referred to in the announcement, notice of meeting and the prospectus. Other than as announced to ASX, there have not been any changes to the assets.
3. The error was an honest oversight, that at all times the parties' intentions were that the Company was acquiring (through the acquisition of MIJ Holding Co Pty Limited) EPM 26464, EPM 26560 and EPM 26883, and that the shareholder approval passed on 24 September 2021 is effective for all purposes (including under the Listing Rules).

This announcement has been approved by the Board of Ark Mines Limited.

Further Information:

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