



7 December 2016

Manager Announcements
Company Announcements Office
Australian Securities Exchange
4th Floor
20 Bridge Street
SYDNEY NSW 2000

Dear Sirs

Please find attached an update announcement for the proposed acquisition of High Grade Long Keng Zinc Mine and Lashio Zinc Refinery in Myanmar. This announcement includes information under Listing Rule 5.12.

Yours faithfully,

PETER LEE
Company Secretary



7 December 2016

Top End Minerals Announces Proposed Acquisition of High Grade Long Keng Zinc Mine and Lashio Zinc Refinery in Myanmar

- Option acquired to purchase 60% interest in Cornerstone Resources (Myanmar) Ltd (CRML) which holds the Long Keng Zinc Mine and Lashio Zinc Refinery in Myanmar for US\$43 million.
- Nine-month option agreement in place with CRML's major shareholders, China's Datong Industrial Co and Yandal Investments, for US\$500,000 up front non-refundable deposit.
- Long Keng tenement covers 8 square kilometres of highly prospective ground and hosts two surface outcrops of high-grade smithsonite with a historical Inferred Resource of 170,000 tonnes at an average grade of 37 % Zinc for a total contained metal content of 63,000 tonnes, reported in 2000 under the JORC Code 1999 Edition¹ (Annexure 1).
- CRML has mined part of the Long Keng resource and has processed the material at its 100%-owned Lashio Zinc Refinery since commissioning in February 2015. The amount of remaining resource in situ and in stockpiles will be determined during the option period.
- The Lashio Zinc Refinery has a capacity of 10,000t of LME (99.99% Zinc) refined zinc per annum² with plans to scale up capacity to 18,000t of refined Zinc per annum.
- Lashio is the only modern Zinc refinery plant within Myanmar's highly prospective Shan Plateau zinc and base metal province.
- Significant opportunity exists to acquire other significant zinc and base metal assets and exploration tenements in Myanmar.
- Potential for nearby Bawdwin mine and Namtu smelter complex slag dumps (unclassified historical resource of 2.3 Mt at 17% Zinc reported in 1987³) to supply long term feedstock to Lashio Zinc Refinery should access to these be negotiated.
- Recent changes in Myanmar's political landscape and lifting of US and EU sanctions make TND's entry very timely.
- Mark Creasy's Yandal Investments to invest A\$500,000 in TND as part of transaction
- In addition A\$2.2 million placement completed by Triple C Consulting to fund the non-refundable deposit, provide working capital for activities in Myanmar and fund exploration of TND's highly prospective Northern Territory Zinc project.

¹ Luckett, J.A., 2000. Revised resource estimate for the Long Keng Zinc Project Central Myanmar, CSA Report No. R109.2000, unpublished report to Cornerstone Resources (Myanmar) Ltd. The estimate contained in this document is historical and a Competent Person has not done sufficient work to classify this historical estimate as a Mineral Resource in accordance with the JORC Code 2012 Edition. It is uncertain that, following evaluation, it will be possible to report a Mineral Resource in accordance with the JORC Code 2012 Edition.

² Cornerstone Resources (Myanmar) Ltd, 2016

³ Amdel Limited, 1987, Prefeasibility study of the Recovery of Zinc. The estimate contained in this document is historical and a Competent Person has not done sufficient work to classify this historical estimate as a Mineral Resource in accordance with the JORC Code 2012 Edition. It is uncertain that, following evaluation, it will be possible to report a Mineral Resource in accordance with the JORC Code 2012 Edition

25 November 2016: Top End Minerals Limited (ASX: TND) (“TND” or “the Company”) is pleased to announce that it has acquired an option to purchase a 60% interest in Cornerstone Resources (Myanmar) Ltd (“CRML”). CRML is a pure zinc producer that owns the Long Keng Zinc Mine and tenement in addition to owning the Lashio Zinc Refinery, located in the Shan State of Myanmar, a highly mineralised region of the country.

TND has reached agreement with CRML’s major shareholders, China’s Datong Industrial Co and Mark Creasy’s Yandal Investments, to secure a nine-month option through the payment of a non-refundable deposit of US\$500,000. The purchase price for 60% of CRML is US\$43 million. As part of the transaction, Yandal Investments has committed A\$500,000 and Triple C Consulting has arranged a A\$2.2 million placement in TND, that will give the Company the necessary financial flexibility to complete payment of the non-refundable deposit, fund in-country activities in Myanmar, fund exploration of TND’s highly prospective Northern Territory Zinc project, and provide working capital.

Together with major Chinese partner, Datong, TND has a unique opportunity to acquire significant zinc and other base metal assets within the country. Following changes in Myanmar’s political landscape and the recent lifting of US and EU sanctions, Myanmar has the potential to be a major attraction for mining investment due to its significant geological setting and untapped potential. TND’s move to acquire a 60% interest in CRML with its producing assets and cash flow gives it a unique advantage and potential for growth in a highly prospective jurisdiction.

About Cornerstone Resources (Myanmar) Ltd (CRML)

CRML is a private company owned jointly by Australian and Chinese shareholders and has been operating in the resource sector in Myanmar since 1999. It is pure zinc company at present. CRML shareholders and management have substantial experience operating in Myanmar and a proven and successful track record in country.

CRML’s major projects are the Long Keng Mine and tenement and the Lashio Zinc Refinery in central Myanmar (see figures 1-4 below). Long Keng is situated 450km north east of Yangon. The mining lease covers 8km² and hosts two high grade Zinc outcrops, Hill 1 and Hill 2. A historic Inferred Resource of 170,000 t at 36.8% Zn was reported in 2000 under the guidelines of the 1999 edition of the JORC Code⁴, making Long Keng one of the highest grade zinc deposits in the world.

The 2000 resource estimate was based on historical 1950’s drilling (15 drill holes at Hill 1 and 10 drill holes at Hill 2) and additional surface sampling (Annexure 1). It was not possible to validate the 1950’s assay data except by surface sampling that confirmed the zinc grade range. A topographic survey of the outcropping mineralisation was completed to provide an upper surface of the resource. The resource was estimated using a sectional polygonal method. A total of 17 drill holes completed by CRML in 2001-2003 were focused on exploration rather than resource validation. Five holes intersected high-grade zinc mineralisation of similar tenor to the resource estimate.

The Long Keng deposit has been partly depleted by mining, mainly subsequent to Datong’s investment in CRML in 2012. The material mined by CRML was stockpiled for processing at the Lashio Zinc Refinery which was commissioned in February 2015. The Lashio Zinc Refinery is situated 700 km north east of Yangon and has current capacity of 10,000t refined Zinc per annum with an average 99.99% Zinc grade. Plans to increase capacity to 18,000t refined Zinc per annum are currently under discussion. CRML reports that about 50,000t has been processed since commissioning and that 100,000 t of material is stockpiled at Lashio⁵.

⁴ Luckett, J.A., 2000. Revised resource estimate for the Long Keng Zinc Project Central Myanmar, CSA Report No. R109.2000, unpublished report to Cornerstone Resources (Myanmar) Ltd. The estimate contained in this document is historical and a Competent Person has not done sufficient work to classify this historical estimate as a Mineral Resource in accordance with the JORC Code 2012 Edition. It is uncertain that, following evaluation, it will be possible to report a Mineral Resource in accordance with the JORC Code 2012 Edition

⁵ Cornerstone Resources (Myanmar) Ltd, 2016

Investors are cautioned that the Company has not yet completed a work program to determine the remaining resource or assess the extent of mining depletion. A resource update for the deposit and stockpiles will be a priority during the option period.

Significant future upside and expansion potential

In addition to the potential exploration upside at Long Keng, CRML's proximity to the former world class Bawdwin mine and Namtu smelter complex with its zinc-rich slag dumps (unclassified historic resource reported in 1987 as 2.3 Mt averaging 17% Zn⁶) provides an opportunity for the Lashio Zinc Refinery to source additional feedstock for the long term. Previous studies suggest that the slags can be treated to recover a zinc oxide product suitable for refining into zinc metal at the Lashio Zinc Refinery.

There is also the possibility for an additional source of feed for the Lashio refinery from the Bawdwin concentrator and flotation plant after it has been upgraded. In the 1900's the Bawdwin lead, zinc and silver mine was the largest of its kind in the world. The mine and smelter fell into neglect following WW2 and through successive military governments. The mine was privatised in 2002, however it has underperformed and is currently in a state of disrepair despite its obvious potential.

Completion of A\$2.2 million Placement

TND is pleased to confirm that Triple C Consulting has completed a \$2.2 million placement. The placement of shares in the Company is through the issue of 100,000,000 shares at \$0.022 per share to sophisticated investors and clients of Triple C Consulting: Triple C Consulting will be paid a fee of 6% on the \$2.2 million raised; and will be issued 2.2 million options with an exercise price of \$0.03 expiring December 2019

In addition, Mark Creasy's Yandal Investments has agreed to invest A\$500,000.

Use of funds and immediate next steps

The funds raised will be used to fund the non-refundable deposit, provide working capital for activities in Myanmar, fund exploration of TND's highly prospective Northern Territory Zinc project, and for general working capital purposes.

TND will provide updates on progress of its activities in Myanmar and Australia as required, and will immediately commence discussions with interested parties on the proposed funding for TND to acquire the 60% interest in CRML.

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⁶ Amdel Limited, 1987, Prefeasibility study of the Recovery of Zinc. The estimate contained in this document is historical and a Competent Person has not done sufficient work to classify this historical estimate as a Mineral Resource in accordance with the JORC Code 2012 Edition. It is uncertain that, following evaluation, it will be possible to report a Mineral Resource in accordance with the JORC Code 2012 Edition

ANNEXURE 1
ASX Listing Rule 5.12
Long Keng Deposit Historical Mineral Resource Estimate

5.12.1	The source and date of the historical estimates or foreign estimates.	The estimate of mineralisation for Long Keng is based on CSA Report No. R109.2000, an unpublished report to Cornerstone Resources (Myanmar) Ltd., titled 'Revised resource estimate for the Longh Keng Zinc Project Central Myanmar' dated June 27, 2000.
5.12.2	Whether the historical estimates of foreign estimates use categories of mineralization other than those defined in Appendix 5A (JORC Code) and if so an explanation of the differences.	The estimate was classified under the 1999 JORC Code which has the same classification criteria as the 2012 JORC Code
5.12.3	The relevance and materiality of the historical estimates or foreign estimates to the entity.	The estimate is relevant as it pertains to a project that could be economically viable for the entity.
5.12.4	The reliability of the historical estimates or foreign estimates, including by reference to any of the criteria in Table 1 of Appendix 5A (JORC CODE) which are relevant to understanding the reliability of the historical estimates or foreign estimates.	The estimate was completed in accordance with the 1999 JORC Code using historical data for which QAQC data were not available. The grade range of the historical data was supported by surface sampling and subsequent drilling, as well as by recent mining and processing. The deposit forms two prominent outcropping hills of Zn-carbonate (smithsonite) and surface grades are similar to drilled grades.
5.12.5	To the extent known, a summary of the work programs on which the historical estimates or foreign estimates are based and a summary of the key assumptions, mining and processing parameters and methods used to prepare the historical estimates or foreign estimates.	<p>The 2000 estimate was based on data from a drill programme completed in 1955-56 and reported by Srivasta and Than Htay (1957) including a historical resource estimate of 233,000 tonnes at 36.8% Zn. The programme consisted of 15 conventional diamond-drill holes at Hill 1 and 10 conventional diamond-drill holes at Hill 2. Core was split in half and ore intersections sampled at 2.5 feet intervals. A total of 254 samples were submitted for assay. An additional 268 surface samples were taken at Hill 1 and 122 samples were taken at Hill 2, collected on a 25 foot x 25 foot rectangular grid orientated N – S.</p> <p>Surface sampling was completed in 2000 for check analysis and density measurements</p> <p>A topographic survey was completed in 2000 to define the upper surface of the resource</p> <p>A factor was introduced to account for natural cavities in the resource based on the percentage of cavisites recorded by the 1950's drilling</p> <p>3D solids of the mineralisation were created in Gemcom for Hill 1 and Hill 2 using the topographic surface, the mapped surface limits of the smithsonite body, with the lower contact from drill intersections. A 5mx5mx5m block model was created within the solids and grade was assigned on a grade polygon basis; insufficient data were available for a</p>

		geostatistical interpolation. The resource estimate used a sectional polygonal method where grades were assigned to each polygon from the block model.
5.12.6	Any more recent estimates or data relevant to the reported mineralization available to entity.	There are no more recent estimates relevant to the reported mineralisation.
5.12.7	The evaluation and/or exploration work that needs to be completed to verify the historical estimates or foreign estimates as mineral resources or ore reserves in accordance with Appendix 5A (JORC Code).	An updated resource estimate of the remaining in situ mineralisation and stockpiles will require additional sampling and QAQC, density measurements, and surveying, to be reported under the JORC Code 2012 edition
5.12.8	The proposed timing of any evaluation and/or exploration work that the entity intends to undertake and comment on how the entity intends to fund that work.	The entity intends to evaluate the in situ mineralisation and stockpiles during the 9 month option period utilising the funding announced herein
5.12.9	A cautionary statement proximate to, and with equal prominence as, the reported historical estimates or foreign estimates.	TND cautions that the mineral resources for the project are not reported in accordance with the JORC Code. A competent person has not yet done sufficient work to classify the resources as mineral resources in accordance with JORC code. It is uncertain that following evaluation or further work that the foreign estimate will be able to be reported as mineral resources in accordance with JORC Code.
5.12.10	A statement by a named competent person or persons that the information in the market announcement provided under rules 5.12.2 to 5.12.7 is an accurate representation of the available data and studies for the material mining project. The statement must include the information referred to in rule 5.22(b) and (c).	The information described under rules 5.12.2 to 5.12.7 was compiled by Dr Neal Reynolds, who is a Member of the Australian Institute of Geoscientists. Dr Reynolds is employed by CSA Global Pty Ltd, independent mining industry consultants. Dr Reynolds has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Reynolds confirms that the information provided is an accurate representation of all available information and data and consents to its inclusion in the form and context in which it appears.