

ASX Announcement

FULLY UNDERWRITTEN NON RENOUNCEABLE ENTITLEMENT ISSUE

Emerging Australian tungsten development company, Tungsten Mining NL ("Tungsten Mining" or "the Company"), is pleased to announce that it will be offering eligible shareholders the opportunity to acquire additional fully paid Ordinary shares in the capital of the Company through a 1-for-2 non-renounceable Entitlement Issue at 4 cents per share, to raise up to approximately \$5.27 million ("the Offer"). In addition, the Offer includes 1 attaching 3-year Option to acquire an Ordinary share for 4 cents for every 2 shares taken up.

The Offer is fully underwritten by Bluebay Investments Group Corporation, an entity owned and controlled by Tungsten Mining Director, Mr Teck Siong Wong,

Background information and information about the use of proceeds from the Offer

The Company has made a number of important announcements in 2016 following the purchase of the 'Hazelwood' assets late last year, including a substantial increase in our estimated Mineral Resource base which has positioned Tungsten Mining to move forward with a Strategic Development Plan for the Mt Mulgine Project.

Funds raised by the Offer will be used to advance the Company's Mt Mulgine Tungsten Project, retire debt and for general working capital purposes.

At Mt Mulgine, the Company is progressing its plans for a staged development commencing with Mulgine Hill. Works required to progress Mt Mulgine to an investment decision include resource development drilling, metallurgical studies, mining studies, engineering and offtake/marketing negotiations. The funds raised in this Offer will be used to progress these activities through 2017.

Settlement of the Hazelwood asset acquisition was facilitated by major shareholder GWR Group Limited (GWR) providing a \$1,000,000 loan (Loan). Pursuant to a Funding Deed, GWR has elected to have the Loan repaid out of the proceeds of any future entitlements issue by the Company to the extent of GWR's entitlement to such issue. GWR has provided an irrevocable commitment to take up its full entitlement under the Offer, representing a subscription of \$700,000, which will reduce the principal amount outstanding under the Funding Deed by an equivalent amount.

Eligible Shareholders

Shareholders with registered addresses in Australia, New Zealand, Malaysia, Hong Kong or Singapore who hold Ordinary shares in the Company (Existing Shares) as at 5.00pm AWST on 17 November 2016 (Eligible Shareholders) will be entitled to participate in the Offer.

All Eligible Shareholders will be offered 1 new Ordinary share in the Company (New Share) for every 2 Existing Shares held by the Eligible Shareholder, at an issue price of \$0.04 per New Share. In addition, 1 attaching 3-year Option to acquire an Ordinary share at an exercise price of 4 cents will be issued for every 2 New Shares.

The Company will give existing shareholders the opportunity to apply for additional shares over and above their entitlements, details of which will be set out in the Prospectus.

Key Terms

Nature of offer	Non-renounceable Entitlement Issue of new shares
New share issue price	\$0.04 per new share
Offer ratio	1 new share for every 2 existing shares held on the record date, plus one attaching option to acquire an ordinary share for every 2 new shares taken up.
Number of new shares to be issued	131,826,354 new shares*
Number of options to be issued	65,913,177 options*
Amount to be raised under the Entitlement Issue	approximately \$5.27 million before costs of the Offer

* *Subject to rounding of Entitlements.*

Key Dates

Key dates for the Offer are set out in the following table. The dates are indicative only and Tungsten Mining reserves the right to vary them, subject to the Corporations Act 2001 (Act) and the ASX Listing Rules.

Issue Announcement lodge with ASX together with Appendix 3B	8/11/16
Lodge Prospectus with ASIC and ASX	11/11/16
Notice of rights issue to security holders	15/11/16
Securities quoted on "ex" basis.	16/11/16
Record Date for determining entitlements	17/11/16
Despatch of Prospectus & Entitlement & Acceptance Forms	21/11/16
Last day to extend close	29/11/16
Closing Date for Acceptances	2/12/16
Deferred Settlement Trading commences	5/12/16
Notify ASX of under subscriptions	7/12/16
Issue Shares and despatch holding statements.	9/12/16

Enclosure

The attached Appendix 3B sets out further relevant information pertaining to the Offer. A Prospectus will be lodged with ASIC and ASX in due course.

- Ends -

For further information contact:

Craig Ferrier Chief Executive Officer Tel: +61 9486 8492
Andrew Rowell Cannings Purple Tel: +61 400 466 226

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Tungsten Mining NL

ABN

67 152 084 403

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 131,826,354 shares
65,913,177 options (attaching) |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Unlisted Options exercisable at \$0.04 on or before 31 December 2019 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes the shares to be issued will rank equally with other ordinary shares on issue. The options will be unlisted, if and when exercised, the related shares once issued will rank equally with other ordinary shares on issue.
5	Issue price or consideration	\$0.04 per share \$Nil per option
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares and Options to be issued pursuant to a non-renounceable pro-rata entitlement issue prospectus to be issued.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	131,826,354 shares 65,913,177 options (attaching) (Note - fully underwritten)	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	19,773,953 equity securities under LR 7.1 13,345,812 equity securities under LR 7.1A Refer Annexure 1 (Note – Entitlement Issue is fully underwritten and the remaining capacity under 7.1 and 7.1A has been determined post allotment)	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	9 December 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		395,479,062*	Fully paid ordinary shares. (Note – Entitlement Issue is fully underwritten) *Includes 5,000,000 ordinary shares under voluntary escrow until 14 December 2016

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	65,913,177 Unlisted options expiring on 31 December 2019 (Note – Entitlement Issue is fully underwritten)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 New share for every 2 ordinary shares held 1 Unlisted Option for every New share taken up
14	⁺ Class of ⁺ securities to which the offer relates	Listed Ordinary Shares Unlisted Options
15	⁺ Record date to determine entitlements	17 November 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fraction will be rounded up to the nearest whole dollar
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries with the exception of Australia, New Zealand, Hong Kong, Malaysia and Singapore.
19	Closing date for receipt of acceptances or renunciations	2 December 2016

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	Bluebay Investments Group Corporation
21	Amount of any underwriting fee or commission	5% of the amount underwritten
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	No
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	21 November 2016
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|--|-----------------|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | 9 December 2016 |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) ☒ +Securities described in Part 1
- (b) ☐ All other +securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: .8 November 2016

Print name: MARK PITTS

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	212,652,708
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	131,826,354 ordinary shares pursuant to the proposed non-renounceable entitlement issue
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	344,479,062

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	51,671,859
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	5,000,000 – 14 Dec 2015 26,897,908 – 15 Jan 2016
“C”	31,897,906
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	51,671,859
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	31,897,906
Total [“A” x 0.15] – “C”	19,773,953 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	344,479,062
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	34,447,906
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	21,102,094 – 15 Jan 2016
“E”	21,102,094

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	34,447,906
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	21,102,094
Total [“A” x 0.10] – “E”	13,345,812 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.