

GOLDEN EAGLE MINING LTD

ACN 145 676 900

THIRD SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This third supplementary prospectus (**Third Supplementary Prospectus**) is intended to be read with the replacement prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 (**Replacement Prospectus**), issued by Golden Eagle Mining Ltd (ACN 145 676 900) (**Company**). The Replacement Prospectus replaced the original prospectus issued by the Company on 20 July 2015.

This Third Supplementary Prospectus is dated 18 December 2015 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Third Supplementary Prospectus.

Other than as set out below, all details in relation to the Replacement Prospectus remain unchanged. Terms and abbreviations defined in the Replacement Prospectus have the same meaning in this Third Supplementary Prospectus. If there is a conflict between the Replacement Prospectus and this Third Supplementary Prospectus, this Third Supplementary Prospectus will prevail.

This Third Supplementary Prospectus will be issued with the Replacement Prospectus as an electronic prospectus and may be accessed on the Company's website at www.goldeneaglemining.com. The Company will send a copy of this Third Supplementary Prospectus to all applicants who have subscribed for Shares pursuant to the Replacement Prospectus prior to the date of this Third Supplementary Prospectus.

Under the Corporations Act, the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors. This Third Supplementary Prospectus has been prepared to provide additional information to investors on items that the Company considers may be material. As such, 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.

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

1. REASONS FOR THIS THIRD SUPPLEMENTARY PROSPECTUS

The purpose of this Third Supplementary Prospectus is to:

- (a) extend the Closing Date of the Offer;
- (b) extend the date by which the Company's Shares must be admitted to quotation on ASX and the minimum subscription under the Replacement Prospectus raised; and
- (c) provide an update on a number of items which the Board considers material.

2. EXTENSION OF CLOSING DATE

The Closing Date for the Offer has been extended to 5:00pm (WST) on **15 February 2016**. The remaining dates in the indicative timetable set out in section 4 of the Replacement Prospectus are amended as follows:

Event	Date
Shares issued under Replacement Prospectus	18 February 2016
Despatch of holding statements	19 February 2016
Shares commence trading in ASX	4 March 2016

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice which may have a consequential effect on the other events in the indicative timetable.

3. EXTENSION OF TIME TO OBTAIN QUOTATION ON ASX AND MEET MINIMUM SUBSCRIPTION

On 19 October 2015, the Company was granted a modification of the Corporations Act by ASIC (**ASIC Modification**) to extend the period:

- (a) within which the Company must satisfy the minimum subscription condition by four (4) months (**Minimum Subscription Condition**); and
- (b) within which the shares offered under the Prospectus must be admitted to quotation, by three (3) months (**3 Month Quotation Condition**),

from the date of the latest supplementary disclosure document for the Offer lodged with ASIC that discloses the securities offered are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid (**Relief**).

As at the date of this Third Supplementary Prospectus, the Company's Shares have not been admitted to quotation on the ASX and the minimum subscription under the Replacement Prospectus has not been raised.

By lodging this Third Supplementary Prospectus:

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

- (a) the date by which the Minimum Subscription Condition must be met is extended by four (4) months from the date of this Third Supplementary Prospectus (ie to 18 April 2016); and
- (b) the date by which the 3 Month Quotation Condition must be met is extended by three (3) months from the date of this Third Supplementary Prospectus (ie to 18 March 2016).

Pursuant to the granting of the Relief, the Company provides investors with the following information:

- (a) to date, the Company has received application monies totalling \$0 from nil applicants pursuant to the Offer;
- (b) no Applications have been processed and no Shares have been issued; and
- (c) the Shares have not been admitted to quotation.

4. APPLICATIONS

4.1 Withdrawal of previous Applications

In accordance with section 724(2) of the Corporations Act, if you applied for Shares under the Replacement Prospectus before the date of this Third Supplementary Prospectus, you may withdraw your Application and be repaid your Application Money, provided you give the Company written notice of your wish to do so before 18 January 2016.

Any repayments 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 must submit a written request to the Company at the address set out below so that it is received within 1 month of the date of this Third Supplementary Prospectus (i.e. **by close of business on 18 January 2016**).

**Golden Eagle Mining Ltd
C/- Advanced Share Registry Ltd
Unit 2, 110 Stirling Hwy
Nedlands WA 6009**

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.

If you do not wish to withdraw your Application, you do not need to take any action.

4.2 New Applications

Applications for Shares after the date of this Third Supplementary Prospectus **must** be made using the Application Form attached to or accompanying this Third Supplementary Prospectus. The Application Form contains detailed

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

instructions on how it is to be completed. Applications after the date of this Third Supplementary Prospectus **must not** be made on the Application Form attached to or accompanying the Replacement Prospectus.

4.3 Issue of Shares

Subject to ASX granting conditional approval for the Company to be admitted to the Official List, issue of Shares offered by the Replacement Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to the Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

5. DIRECTORS' AUTHORISATION

This Third 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 Third Supplementary Prospectus with the ASIC.

Bradd Granville
Managing Director
For and on behalf of
Golden Eagle Mining Ltd

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

THIRD SUPPLEMENTARY APPLICATION FORM

This Third Supplementary Application Form (**Application Form**) relates to the issue of Shares in Golden Eagle Mining Limited (**Company**) at 20 cents per Share pursuant to a Replacement Prospectus issued by the Company and dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 August 2015 as supplemented by the supplementary prospectus issued by the Company and dated and lodged with the ASIC on 19 October 2015, the second supplementary prospectus lodged with ASIC on 30 November 2015 and the third supplementary prospectus lodged with ASIC on 18 December 2015 (together the **Replacement Prospectus**). The Replacement Prospectus contains information about investing in the Shares of the Company and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Replacement Prospectus, and any supplementary prospectus'. While the Replacement Prospectus is current, the Company will send paper copies of the Replacement Prospectus, and any supplementary prospectus and an Application Form, on request and without charge.

Number of Shares applied for:

Broker Stamp

Application moneys at 20 cents per Share: \$.....

Title	Given Names/Company Name	Surname/ACN
.....
Joint applicants or account designation		
.....
.....

Postal Address

City/Town State Postcode

Contact Name Daytime Contact No.

Email contact

CHES Details: PID

Tax File No/Exemption Category	Applicant 1	Applicant 2	Applicant 3
.....

Payment Details			
Drawer	Bank	Branch	Amount
.....	\$.....
.....	\$.....

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

DECLARATION

By lodging this Application Form and a cheque for the application money the Applicant hereby:

- a) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- b) agrees to be bound by the Constitution of the Company; and
- c) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS

1. Enter the number of Shares you wish to apply for. Applications must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.
2. Enter the total amount of application moneys payable. To calculate this amount, multiply the number of Shares you are applying for by the issue price for each Share.
3. Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
4. Enter the postal address for all communications from the Company.
5. Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application.
6. If you are CHESS sponsored, enter your Participant Identification Number (PID) and Holder Identification Number (HIN), otherwise leave this box blank and a Shareholder Reference Number (SRN) will be allocated to you on issue.
7. Enter the tax file number(s) of the Applicant(s) - this is not mandatory.
8. Unless otherwise agreed by the Company, payment must be made to **"Golden Eagle Mining Limited - Share Offer Account"** by cheque drawn or payable on a bank within Australia, crossed **"Not Negotiable"** and be in Australian dollars. Receipt of payment will not be acknowledged.
9. This Application Form does not need to be signed. Return of this Application Form with the required application moneys will constitute acceptance of that number of Shares stated on this form.

If you have received an Application Form without a complete and unaltered copy of the Replacement Prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of the Replacement Prospectus (or both).

CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>	John Brown Family Trust
Deceased Estates	Mr John David Brown <Est John David Brown A/C>	John Brown <Deceased>
Partnerships	Mr John David Brown and Mr Michael James Brown	John Brown & Son
Clubs/ Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>	Brown Investment Club or ABC Tennis Association
Super Funds	John Brown Pty Ltd <Super Fund A/C>	John Brown Superannuation Fund

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).

Privacy Act

The Application Form accompanying the Replacement Prospectus requires you to provide information that may be personal information for the purposes of the Privacy Act 1988 (Cth). The Company (and its share registry on behalf of the Company) may collect, hold and use that person information in order to assess your Application, service your needs as a Shareholder and provide facilities and services that you request and to administer the Company.

PAYMENT DETAILS

Please note that if an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque. Please deliver the completed Application Form accompanied by a cheque for the application moneys at any time prior to closing date to the Company:

<u>Post:</u>	<u>Delivery:</u>
Golden Eagle Mining Limited c/- Unit 9, 27 Hood St, Subiaco, WA 6008	Golden Eagle Mining Limited c/- Unit 9, 27 Hood St, Subiaco, WA 6008

Applications must be received by the Closing Date.

Please telephone the Company on 08 9382 2322 if you have any questions with respect to this Application form.

Applications are for Shares as detailed in the Replacement Prospectus.

This Third Supplementary Prospectus is intended to be read with the Replacement Prospectus dated 3 August 2015, first supplementary prospectus dated 19 October 2015 and second supplementary prospectus dated 30 November 2015 issued by Golden Eagle Mining Ltd (ACN 145 676 900).