

KIN MINING N.L.

ACN 150 597 541

Prospectus

For an offer to Eligible Shareholders of up to 34,000,000 Shares at an issue price of \$0.20 per Share, together with one free attaching Option for every two Shares subscribed for and issued, to raise up to \$6,800,000 with each Eligible Shareholder able to apply for up to \$15,000 worth of Shares (75,000 Shares and 37,500 Free Attaching Options) (**SPP Offer**).

Any Securities not subscribed for under the SPP Offer will form a separate public offer (**Shortfall Offer**).

This Prospectus also contains an offer of Free Attaching Options to Placement Subscribers (**Options Offer**).

The Offers are separately conditional upon Shareholder approval which is being sought at a general meeting of the Company scheduled for 10 April 2017. Please refer to Section 3 for further details.

ASX Code: KIN

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the Shares offered under this Prospectus is highly speculative.

Important Notice

This prospectus is dated 13 March 2017.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares and Options the subject of this Prospectus should be considered highly speculative.

Applications for Shares and Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Prospectus availability

Applicants with a registered address in Australia and New Zealand can obtain a copy of this Prospectus during the Offer period on the Company's website at www.kinmining.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 6 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than

Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Forward-looking statements

This Prospectus contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as "anticipate", "estimate", "opportunity", "plan", "intend", "aim", "seek", "believe", "should", "will", "may" and similar expressions.

Privacy

Please read the privacy information located in section 6.11 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary. The financial amounts in this Prospectus are expressed in Australian dollars (\$) unless stated otherwise.

Enquiries

If you have any questions please call the Company Secretary on +61 8 9242 2227 or Advanced Share Registry Services (the Company's Share Register) on +61 8 9389 8033 (within Australia) at any time between 8.00am and 5.00pm (WST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.

Table of Contents

1	TIMETABLE.....	5
2	DETAILS OF THE OFFERS	6
3	PURPOSE AND EFFECT OF THE OFFERS	11
4	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	14
5	RISK FACTORS	17
6	ADDITIONAL INFORMATION	22
7	DIRECTORS' RESPONSIBILITY AND CONSENT.....	29
8	GLOSSARY	30

Corporate Directory

Directors

Trevor Dixon (Chairman)
Don Harper (Managing Director)
Giuseppe Graziano (Non-Executive Director)
David Sproule (Non-Executive Director)

Company Secretary

Giuseppe Graziano

Registered Office and Business Office

First Floor
342 Scarborough Beach Road
Osborne Park WA 6017

Tel: +61 8 9242 2227

Email: info@kinmining.com.au

Share Registry*

Advanced Share Registry Services
150 Stirling Highway
Nedlands WA 6009
PO Box 1156
Nedlands WA 6909

Tel: +61 8 9389 8033

Fax: +61 8 9389 7871

Auditors*

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Solicitors

Dominion Legal
104 Edward Street
Perth WA 6000

* These entities are included for information purposes only and has not been involved in the preparation of this Prospectus or consented to being named in this Prospectus

1 TIMETABLE

Record Date to determine Eligible Shareholders	5:00 pm (WST) on 10 February 2017
Lodgement of Prospectus with the ASIC	Monday, 13 March 2017
Lodgement of Prospectus and Appendix 3B with ASX	Monday, 13 March 2017
Options Offer Closing Date*	Friday, 7 April 2017
SPP Offer Closing Date*	Friday, 7 April 2017
General Meeting	Monday, 10 April 2017
Options Offer Issue Date*	Tuesday, 11 April 2017
SPP Offer Issue Date*	Tuesday, 11 April 2017
SPP Offer Quotation Date*	Thursday, 13 April 2017
Shortfall Offer Closing Date*	Friday, 12 May 2017
Shortfall Offer Issue Date*	Wednesday, 17 May 2017
Shortfall Offer Quotation Date*	Friday, 19 May 2017

** The Directors reserve the right to bring forward or extend a Closing Date at any time without notice. As such, the date the Securities are expected to be issued and commence trading on ASX may vary with any change in the respective Closing Dates.*

2 DETAILS OF THE OFFERS

2.1 Introduction

Pursuant to the SPP Offer, the Company invites Eligible Shareholders to apply for up to \$6,800,000 in Shares at an issue price of \$0.20 per Share subject to the maximum total of Applications being for 34,000,000 Shares to raise a maximum of \$6,800,000. In addition, one Free Attaching Option will be issued to Applicants for every two Shares subscribed for and issued.

Eligible Shareholders are those Shareholders with a registered address in Australia or New Zealand as at the Record Date (being 5:00pm (WST) on 10 February 2017).

All of the Shares offered under the SPP Offer will rank equally with Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

All of the Free Attaching Options offered under the SPP Offer will be issued with the terms and conditions set out in Section 4.1.

2.2 Summary of the Shortfall Offer

In the event the SPP Offer is not fully subscribed those Shares and Free Attaching Options that are not applied for and issued will form the Shortfall Offer.

Shares issued under the Shortfall Offer will be issued at the same issue price as under the SPP Offer (\$0.20 per Share) and the Free Attaching Options to be free attaching to those Shares in the same ratio as under the SPP Offer.

Confirmation of the quantities of Shares and Free Attaching Options to be offered under the Shortfall Offer (if any) will be made following completion of the SPP Offer.

As with the SPP Offer, all of the Shares offered under the Shortfall Offer will rank equally with Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares. Also, all of the Free Attaching Options offered under the Shortfall Offer will be issued with the terms and conditions set out in Section 4.1.

2.3 Summary of the Options Offer

Pursuant to the Options Offer, the Company invites applications for up to 1,875,000 Free Attaching Options for no consideration.

The Options Offer will only be extended to Placement Subscribers. Options Offer Application Forms will only be provided by the Company to these parties.

All of the Free Attaching Options offered under the Options Offer will be issued with the terms and conditions set out in Section 4.1.

2.4 Conditional Offers

Completion of the SPP Offer (and in the event the SPP Offer is not fully subscribed the Shortfall Offer) is subject to Shareholders approving Resolution 1 at the General Meeting.

Completion of the Options Offer is subject to Shareholders approving Resolution 5 at the General Meeting.

Shareholder approval is being sought at the General Meeting scheduled for 10 April 2017.

The Offers are not inter-conditional. In the event the condition related to the relevant Offer is not satisfied, that Offer will not proceed and no Securities will be issued pursuant to that Offer. If this occurs, the Company will repay all application monies received in respect of that Offer (without interest).

2.5 Minimum Subscription

There is no minimum subscription in respect of any of the Offers.

2.6 Applications

SPP Offer

Applications under the SPP Offer are limited to Eligible Shareholders and must be made using the Entitlement and Acceptance Form with a minimum application of \$1,000 and a maximum application of \$15,000 and in multiples of \$1,000 only.

If you receive more than one SPP Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Securities up to a maximum application amount of \$15,000 (which may be subject to scale back in the event of oversubscriptions). The Company reserves the right to reject any application for Shares under the SPP Offer to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

Payment for the Shares must be made in full:

- (a) by cheque made payable to “**Kin Mining N.L.**” and crossed “Not Negotiable”; or
- (b) by BPAY®.

If paying by cheque the completed Entitlement and Acceptance Form and accompanying cheque must be lodged and received at any time after the issue of this Prospectus and on or before the SPP Offer Closing Date at the Company's Share Registry (by post) at:

Kin Mining N.L.

C/- Advanced Share Registry Services

PO Box 1156

Nedlands WA 6909

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to return the Entitlement and Acceptance Form but are taken to have made the declarations on that form; and
- (b) if your payment is not in a multiple of \$1,000 you will be deemed to have applied for the amount that is a multiple of \$1,000 which is covered in full by your application monies (subject to a maximum of \$15,000) with the balance being refunded promptly after the issue date for the SPP Offer.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 4:00pm (WST) on the SPP Offer Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take

this into consideration when making payment. Any Application Monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any Application Monies received or refunded.

Shortfall Offer

Applications under the Shortfall Offer must only be made by parties directed to do so by the Directors and using the Shortfall Application Form.

Payment for the Shares must be made in full by cheque made payable to “**Kin Mining N.L.**” and crossed “Not Negotiable” in respect of all Shares applied for at the issue price of \$0.20 per Share. The completed Shortfall Application Form and accompanying cheque must be mailed or delivered in the manner specified on the Shortfall Application Form so it is received no later than the Shortfall Offer Closing Date.

Options Offer

Applications under the Options Offer must only be made by Placement Subscribers using the Options Offer Application Form.

No payment is required to accompany an application under the Options Offer.

Completed Options Offer Application Forms must be mailed or delivered in the manner specified on the Options Offer Application Form so they are received no later than the Options Offer Closing Date.

2.7 Underwriter

The Offers are not underwritten.

2.8 ASX Listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares and Free Attaching Options now offered for subscription.

2.9 Issue of Securities

Pending the issue of the Securities or payment of refunds pursuant to this 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.

Refunds will only be paid into a bank account registered with an Australian financial institution. Cheques will not be issued for refund payments. Applicants must provide their banking instructions to the Share Registry in the event refunds are required to be made by the Company.

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after their issue and in compliance with the ASX Listing Rules and any applicable laws.

SPP Offer

Subject to Shareholder approval being obtained, the issue of Securities offered under the SPP Offer will take place as soon as practicable after the SPP Offer Closing Date.

In the event that the SPP Offer is over subscribed, the Directors may, in their absolute discretion, scale-back all Eligible Shareholder applications in excess of \$1,000 on a pro-rata basis. Where the SPP Offer is still oversubscribed the Directors may, in their absolute discretion, further scale back all applications equally. Where the number of Securities issued is less than the number applied for surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the SPP Offer Closing Date.

Shortfall Offer

Subject to Shareholder approval being obtained, Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis at the discretion of the Directors. Where the number of Securities issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the date of issue or the date the Board resolves not to issue to the relevant Applicant as the context requires.

Options Offer

Subject to Shareholder approval being obtained at the General Meeting, the issue of Options offered under the Options Offer will take place as soon as practicable after the Options Offer Closing Date.

2.10 Jurisdictions in which Offers will be made.

The Offers are not being extended and Securities will not be issued to Applicants with a registered address which is outside Australia other than Eligible Shareholders with a registered address in New Zealand applying under the SPP Offer.

The SPP Offer, in respect of Eligible Shareholders only, is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

Applicants resident in Australia (or New Zealand if applicable) applying for Shares and Free Attaching Options on behalf of persons who are resident overseas are responsible for ensuring that making such an Application under the relevant Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty that there has been no breach of those regulations and that all approvals and consents have been obtained.

2.11 Note for custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order [CO 09/425]) (**Custodian**), you may apply for up to \$15,000 for each beneficiary for whom you act as custodian provided you annex to your Entitlement and Acceptance Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you held Shares in the Company on behalf of one or more other persons (each a Participating Beneficiary) at the Record Date who have subsequently instructed you to apply for Securities under the SPP Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;

- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of Securities that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the SPP Offer for each Participating Beneficiary for whom you act plus the Application Monies for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the SPP Offer referred to in this Prospectus in the prior 12 months does not exceed \$15,000;
- (f) that a copy of this Prospectus was given to each beneficiary; and
- (g) where you hold Shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of this SPP Offer, and consistent with ASIC Class Order [CO 09/425] you are a 'Custodian' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depository services or operate IDPS accounts;
- (b) is exempt from holding an Australian financial services licence by virtue of ASIC Class Order [CO 03/184] or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the Corporations Regulations 2001 (Cth);
- (c) is a trustee of a self-managed superannuation fund;
- (d) is a trustee of superannuation master trusts;
- (e) is a responsible entity of IDPS like schemes; or
- (f) is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry at any time from 8.30am to 5.00pm (WST) Monday to Friday during the SPP Offer period.

The Company reserves the right to reject any application for Shares under the SPP Offer to the extent it considers that the Application (whether alone or in conjunction with other applications) does not comply with these requirements.

2.12 Brokers' fees

The Company reserves the right to pay a fee of up to 6% (exclusive of goods and services tax) of amounts subscribed under the Shortfall Offer for any Application procured by the holder of an Australian Financial Services Licence.

3 PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

SPP Offer and Shortfall Offer

The purpose of the SPP Offer (and in the event the SPP Offer is not fully subscribed the Shortfall Offer) is to raise up to \$6,800,000.

The funds raised from the SPP Offer (and in the event the SPP Offer is not fully subscribed the Shortfall Offer) are planned to be used in accordance with the table set out below:

Item	Proceeds of the SPP Offer	\$	%
1.	Completion of definitive feasibility study	2,700,000	39.7
2.	Debt repayment	650,000	9.5
3.	Infrastructure and long lead items	2,500,000	36.8
4.	Working Capital	508,700	7.5
5.	Expenses of the SPP Offer ¹	441,300	6.5
	Total	6,800,000	100

Notes:

1. Refer to Section 6.8 for further details relating to the estimated expenses of the SPP Offer. This amount assumes that brokerage of 6% is paid on the entire amount of \$6,800,000 to be raised under the SPP Offer.

In the event the Company raises less than the full subscription the shortfall of funds will first reduce working capital and then costs in relation to the debt repayments, completion of the definitive feasibility study and lastly expenses of the SPP Offer. In the event the Company raises less than the expenses of the SPP Offer it will pay for the balance of those expenses out of existing cash reserves.

If the SPP Offer (and in the event the SPP Offer is not fully subscribed the Shortfall Offer) raises less than the maximum of \$6,800,000, the Company may look to supplement the funds raised with alternative sources of funding. The successful raising of \$750,000 from the Placement of Shares completed by the Company as announced to ASX on 28 February 2017 will enable the Company to continue work on the definitive feasibility study of the Leonora Gold Project and work on the Company's remaining objectives will need to be scaled back or deferred until additional funding is obtained.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Options Offer

The primary purpose of the Options Offer is to remove any trading restrictions that may have otherwise attached to Shares issued upon exercise of the Options if the Options the subject of the Options Offer had been issued without disclosure under Part 6D.2 of the Corporations Act.

No funds will be raised under the Options Offer.

3.2 Effect of the Offers on the Capital Structure

The effect of the Offers on the capital structure of the Company is set out below.

Shares

Shares	Number
Shares currently on issue	118,110,309
Shares offered pursuant to the SPP Offer (and if relevant the Shortfall Offer)	34,000,000
Total Shares on issue after completion of the Offers	152,110,309

Options

Options	Number
Options currently on issue	13,445,000
Options offered pursuant to the SPP Offer (and if relevant the Shortfall Offer)	17,000,000
Options offered pursuant to the Options Offer	1,875,000
Total Options on issue after completion of the Offers	32,320,000

3.3 Financial Effect of the Offers

The principal financial effect of the SPP Offer, assuming the full amount is raised, will be to increase the cash reserves by \$6,800,000 (after deducting the estimated expenses of the Offer) immediately after completion of the SPP Offer.

No cash will be raised from the Options Offer. The estimated additional expenses associated with the Options Offer (relating to ASX fees) of \$7,500 (excluding GST) will be paid out of existing cash reserves.

3.4 Pro-forma balance sheet

The audit reviewed balance sheet as at 31 December 2016 and the unaudited pro-forma balance sheet as at 31 December 2016 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Securities offered under this Prospectus are issued and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The unaudited pro forma consolidated balance sheet as at 31 December 2016 represents the audit reviewed consolidated balance sheet as at 31 December 2016 based on the following assumptions and adjusted to account for the following:

- (a) The Offers were effective as at 31 December 2016;
- (b) The placement of Shares completed by the Company as announced to ASX on 28 February 2017, raising \$750,000 (post-balance date adjustment column);
- (c) Completion of the SPP Offer to raise \$6,800,000 (effect of Offers column);
- (d) No further Shares are issued (including by way of exercise of Options);
- (e) Expenses of the SPP Offer of approximately \$433,800 (effect of Offers column); and
- (f) Expenses of the Options Offer of approximately \$7,500 (effect of Offers column).

Pro-Forma Statement of Financial Position

	Pro-Forma Balance Sheet 31-Dec-16 Unaudited	Pro-Forma Effect of Offers 31-Dec-16 Unaudited	Pro-Forma (post-balance date adjustments other than the Offers) Unaudited 31-Dec-16
Current Assets	\$	\$	\$
Cash and cash equivalents	1,091,390	1,258,700	2,350,090
Trade and other receivables	232,850	-	232,850
Other	113,565	-	113,565
Inventory	290,161	-	290,161
Total Current Assets	1,727,967	1,258,700	2,986,667
Non Current Assets			
Property, plant and equipment	357,336	2,500,000	2,857,336
Exploration and Evaluation expenditure	13,026,435	2,700,000	15,726,435
Total Non Current Assets	13,383,771	5,200,000	18,583,771
TOTAL ASSETS	15,111,738	6,458,700	21,570,438
Current Liabilities			
Trade and other payables	957,671		957,671
Related party loan	1,455,799	(650,000)	805,799
Total Current Liabilities	2,413,470	(650,000)	1,763,470
TOTAL LIABILITIES	2,413,470	(650,000)	1,763,470
NET ASSETS	12,698,268	7,108,700	19,806,968
Equity			
Issued capital	15,040,186	7,108,700	22,148,886
Reserves	35,128	-	35,128
Accumulated losses	(2,377,047)	-	(2,377,047)
TOTAL EQUITY	12,698,268	7,108,700	19,806,968

4 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Free Attaching Options

The terms and conditions of the Free Attaching Options are as follows:

- (a) Each Option entitles the holder (**Optionholder**) to subscribe for and be allotted one ordinary fully paid share in the Company.
- (b) The Options are exercisable at \$0.40 each (**Exercise Price**).
- (c) The Options will expire on 31 March 2019 (**Expiry Date**).
- (d) The Options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the Exercise Price. Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- (e) The Options are freely transferable.
- (f) All shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of the Options.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new shares to the holders of ordinary fully paid shares, the Company will send a notice to each holder of options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the Expiry Date the Company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a "**bonus issue**"), then upon exercise of their options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue ("**bonus shares**") if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the Options.
- (i) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

4.2 Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

(c) Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. If the Company has less than 3 Directors, one Director must retire from office together with any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting. These retirement rules do not apply to certain appointments including the managing director.

(g) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the shareholders:

- divide the assets of the Company among the members in kind;
- for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(i) Shareholder Liability

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5 RISK FACTORS

5.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.2 Company Specific Risk Factors

Exploration and Appraisal

The tenements comprising the Leonora Gold Project are at various stages of exploration and appraisal for mineral resource definition. Potential investors should understand that mineral exploration and appraisal is a high-risk undertaking.

In particular, there is a risk that the contemplated extensional and infill resource drilling programs, or the regional exploration activities to generate new targets will not be successful.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, availability of suitable equipment and personnel, land access and environmental considerations.

There can be no assurance that future exploration on any tenements or the Leonora Gold Project, or any other tenements that may be acquired in the future, will result in the discovery of an economically viable deposit.

Studies

There is a risk that the contemplated metallurgical and process investigations on the known mineralisation types at the Leonora Gold Project may not lead to a viable processing route.

Furthermore, there is a risk that the contemplated development studies may not lead to a project that is economically viable.

Development

Although potentially economically viable gold resources have been found at the Leonora Gold Project, there is no guarantee that it can be economically exploited. Factors such as gold price and currency exchange rate, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction rates and costs, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, permitting requirements, government regulations and many other factors beyond the control of the Company, may affect whether a deposit can be economically exploited.

Future funding

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company will require further financing in addition to amounts raised under the Offers in order to develop the Leonora Gold Project.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve granting of security over the Company's assets, restrictions on other forms of financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

5.3 Industry Specific Risk Factors

Exploration and appraisal

The Company holds interests in exploration projects located in Western Australia which are at various stages of exploration and appraisal.

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time. There can be no guarantee that planned exploration and evaluation programs will lead to positive exploration and evaluation results and the delineation of a commercial deposit. Even if an apparently viable reserve is identified, there is no guarantee that it can be economically exploited.

The exploration and appraisal costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Title and Native Title

Interests in tenements in Australia are governed by Federal and State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in its tenements if conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

It is also possible that the tenements in which the Company has an interest in or will in the future acquire such an interest in, are areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and

production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

Operations

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, adverse outcomes from project development studies, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in constructing, commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Resource estimates

Resources estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

Commodity Price and Exchange Rate Risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks.

The price of commodities is affected by numerous factors beyond the control of the Company such as supply and demand for the relevant commodity, technological advancements, forward selling activities, changes in global economies as well as other global or regional political, social or economic events. Future production from the Company's properties is dependent upon the price of the relevant commodity being at a sufficient level to make these properties economic. Future price declines in the market value of commodities could cause the development of, and eventually the commercial production from the Company's properties to be rendered uneconomic. Depending on the price of the relevant commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of commodities are produced, a profitable market will exist for them.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian dollars, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

Uninsured Loss and Liability

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties.

While the Company may obtain insurance against these risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure against or which it may elect not to insure against. The potential costs which could be associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and potentially its financial condition and results of operations.

No assurance can be given that the Company's insurance will be available at economically feasible premiums or at all, or that it will provide sufficient coverage for losses related to these or other risks and hazards.

If the Company incurs losses or liabilities which are not covered by its insurance policies, the funds available for exploration and development will be reduced and the value or tenure of the Company's assets may be at risk or both.

5.4 General risks

Additional requirements for capital

The Company will require further financing in addition to amounts recently raised. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration and development programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Government policy changes

Government policies are subject to review and changes from time to time. Such changes are likely to be beyond the control of the Company and may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and exploration, development and mining activities of the Company.

At present the Company is not aware of any reviews or changes that would affect its projects. However, changes in community attitudes on matters such as taxation, competition policy, environment and indigenous lands right issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's exploration plans or its rights and obligations in respect of its tenements. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

Reliance on and availability of key personnel

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management and technical personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors. While the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Securities market conditions

Securities market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Securities market conditions are affected by many factors such as:

- (a) general economic outlook and including changes in investor sentiment;
- (b) introduction of tax reform or other new legislation, interest rates and inflation rates;
- (c) the demand for, and supply of, capital; and
- (d) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

Taxation

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.

Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

6 ADDITIONAL INFORMATION

6.1 Litigation

As at the date of this Prospectus the Company has not been served with notice of or joined to any current legal proceedings.

The Company advises that it is currently in negotiations with A.C.N 112 940 057 Pty Ltd with respect to the settlement of a dispute regarding the enforceability and outstanding obligations of the Company under the amended term sheet between the parties. In the event a settlement is not reached, it is possible that legal proceedings may be commenced against the Company.

6.2 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

The Company will continue to publicly release through ASX price sensitive information before it is disclosed to shareholders and market participants. Distribution by the Company of other information to shareholders and market participants will also continue to be managed through disclosure to the ASX. In addition, the Company will continue to post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;

- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
10/03/2017	Share Purchase Plan Timetable Update
10/03/2017	Notice of General Meeting/ Proxy Form
8/03/2017	Bonanza Gold Strike for Kin
3/03/2017	Share Purchase Plan Update
1/03/2017	Kin Executes Share Agreement with Director David Sproule
27/02/2017	Placement & Appendix 3B
27/02/2017	SPP Timetable Update
24/02/2017	SPP Timetable Update
23/02/2017	RIU Explorers Conference Presentation
22/02/2017	Impressive Shallow High-Grade Drill Results Continue at LGP
13/02/2017	Updated Resource Rising Stars Investor Presentation
13/02/2017	Resource Rising Stars Investor Presentation
13/02/2017	Kin Offers SPP to Members
13/02/2017	Initial Director's Interest Notice
13/02/2017	Final Director's Interest Notice
13/02/2017	Initial Director's Interest Notice
13/02/2017	Final Director's Interest Notice
13/02/2017	Kin Restructures Board for LGP Development
9/02/2017	Correction to Shallow High Grade Drilling Results Boost LGP
9/02/2017	Shallow High Grade Gold Drilling Results Boost LGP
6/02/2017	Kin Intersects More Wide Zones of Mineralisation at LGP
30/01/2017	Quarterly Activities and Cashflow Reports
17/01/2017	37m @ 3g/t Au Intersection at Leonora Gold Project
13/01/2017	Kin Advances DFS At Leonora Gold Project
11/01/2017	Strong Results Point to Resource Upgrade at LGP
22/12/2016	Appendix 3B
15/12/2016	PFS Confirms Leonora Gold Project As A High Margin Project
1/12/2016	High-grade results returned from Merton's Reward
28/11/2016	Results of Meeting
25/11/2016	Appendix 3B – Exercise of Unlisted Options

24/11/2016	Change of Directors Interest Notice
24/11/2016	Kin Signs Exclusivity Agreement for Lawlers Plant
21/11/2016	Beer and Co Initiates Research Coverage of Kin
21/11/2016	Appendix 3B
21/11/2016	Issue of Shares and Options
7/11/2016	Kin Starts Extensive Resource Drilling Program
1/11/2016	Revocation of Notice of General Meeting
31/10/2016	Quarterly Cashflow Report
31/10/2016	Quarterly Activities Report
28/10/2016	Notice of General Meeting – Explanatory Statement and Proxy Form
21/10/2016	Reinstatement to Official Quotation
21/10/2016	Kin Responds To Letter To Shareholders
21/10/2016	Notice of General Meeting Updated
19/10/2016	Completion and Repayment of Waterton Loan
17/10/2016	Suspension from Official Quotation
17/10/2016	Response to ASX Price and Volume Query
13/10/2016	Notice Of General Meeting
12/10/2016	Becoming a Substantial Holder
12/10/2016	Change In Substantial Holding
12/10/2016	Change In Substantial Holding
10/10/2016	Investor Presentation October 2016
7/10/2016	Change of Directors Interest Notice
7/10/2016	Change of Directors Interest Notice
7/10/2016	Change of Directors Interest Notice
7/10/2016	Change of Directors Interest Notice
5/10/2016	Successful Lewis Trial Mining Results
3/10/2016	Kin Successfully Completes Rights Issue
29/09/2016	Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at www.kinmining.com.au.

6.3 Market Price of Securities

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	\$	Dates
Highest	0.24	24 January 17
Lowest	0.17	22 December 16 – 28 December 16
Last	0.20	10 March 17

6.4 Substantial Shareholders

Based on publicly available information as at 10 March 2017, the following persons have a relevant interest in 5% or more of the Shares on issue:

Trevor Dixon 8.90%

Michele Canci	7.41%
Giuseppe Graziano	6.31%

6.5 Interests of Directors

Security Holdings

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

Directors' relevant interests in securities of the Company at the date of this Prospectus are as set out below:

Director	Shares	Options
David Sproule	909,091	-
Giuseppe Graziano	7,455,418	500,000
Don Harper	-	-
Trevor Dixon	10,507,660	1,050,000

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive directors.

Director	2015	2016
David Sproule	-	-
Giuseppe Graziano	132,000	124,991
Don Harper	-	-
Trevor Dixon	237,152	228,228

Note:

The Chairman and non-executive Directors are entitled to annual directors' fees of \$50,000 and \$36,000 (inclusive of superannuation) respectively.

6.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (iii) its formation or promotion; or
 - (iv) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Dominion Legal has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Dominion Legal \$5,000 (excluding GST and disbursements) for these services.

6.7 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Dominion Legal has given its written consent to being named as the solicitors to the Company in this Prospectus. Dominion Legal has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6.8 Expenses of Offers

The total expenses of the SPP Offer (assuming full subscription) are estimated to be approximately \$• (excluding GST) and are expected to be applied towards the items set out in the table below:

Fee Type	\$
ASIC fees	2,350
ASX fees	15,950
Legal fees	5,000
Broker fees	408,000
Printing and distribution	2,500
Total	433,800

The additional expenses for the Options Offer relate to ASX fees only and are estimated to be approximately \$7,500 (excluding GST). These expenses will be paid from the Company's existing cash reserves.

6.9 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.kinmining.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. If you have not, please phone the Company on +61 8 9242 2227 and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.kinmining.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

6.10 Clearing House Electronic Sub-Register System ("CHESS") and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the

number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

6.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

7 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 13 March 2017



.....
Signed for and on behalf of
Kin Mining N.L. by Joe Graziano

8 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for Shares and Free Attaching Options pursuant to this Prospectus.
Application Monies	means funds advanced to the Company with a valid Application.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Closing Date	the closing date for receipt of Entitlement and Acceptance Forms under this Prospectus, estimated to be 5.00pm WST on 7 April 2017 or an amended time as set by the Board.
Company or Kin	Kin Mining N.L. (ACN 150 597 541).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001 (Cth)</i> .
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance application form attached to this Prospectus.
Free Attaching Option	a free attaching option to each Applicant on the basis of one free attaching option for each two Shares subscribed for by an Applicant under each of the SPP Offer and the Shortfall Offer on the terms and conditions set out in section 4.1.
General Meeting	the general meeting of Shareholders to be held on 10 April 2017 pursuant to a notice of meeting dated 10 March 2017.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Leonora Gold Project	the tenements, mining information and data owned by Navigator Mining Pty Ltd (subject to a deed of company arrangement) known as the Leonora Gold Project located in the Leonora District of Western Australia.
Listing Rules	the listing rules of the ASX.

Securities	Shares and Free Attaching Options.
Shares	Shares issued pursuant to this Prospectus.
Offer(s)	an invitation made in this Prospectus to subscribe for Shares including the SPP Offer, Shortfall Offer and Options Offer.
Official List	the official list of the ASX.
Official Quotation	Official quotation of the Shares on ASX.
Option	an option to purchase a Share.
Placement	means the placement of Shares and Free Attaching Options to sophisticated and professional investors announced by the Company on 28 February 2017 and undertaken pursuant to section 708 of the Corporations Act.
Placement Subscribers	means subscribers to the Placement.
Price	\$0.20 per New Share.
Prospectus	this Prospectus and includes the electronic version of this Prospectus.
Record Date	5pm, 10 February 2017.
Share	a fully paid ordinary share in the Company.
Share Registry	Advanced Share Registry Services.
Shareholder	the registered holder of Shares in the Company.
Shortfall	will occur if the Company does not hold successful valid Applications for all the Shares offered by the Company under this Prospectus by the Closing Date.
Shortfall Shares	Shares for which valid Applications have not been received by the Closing Date.
US Person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the United States Securities Act of 1933, as amended.
WST	Western Standard Time, Western Australia.