

## **KIN MINING N.L.**

**ACN 150 597 541**

# **Prospectus**

**For an offer to Eligible Shareholders of up to 20,000,000 Shares at an issue price of \$0.10 per Share, together with one free attaching Option for every two Shares subscribed for and issued, to raise up to \$2,000,000, with each Eligible Shareholder able to apply for up to \$3,000 (30,000 Shares and 15,000 Options) (“SPP Offer”). Any Securities not subscribed for under the SPP Offer will form a separate public offer (“General Offer”).**

**This Prospectus also contains an offer of 5,000,000 Options to Placement Subscribers (“Options Offer”).**

**The Offers are separately conditional upon Shareholder approval which is being sought at the general meeting of the Company scheduled for 3 September 2015. 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 is a prospectus dated 31 July 2015 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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](http://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.

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## Table of Contents

<b>1</b>	<b>TIMETABLE.....</b>	<b>6</b>
<b>2</b>	<b>DETAILS OF THE OFFERS .....</b>	<b>7</b>
<b>3</b>	<b>PURPOSE AND EFFECT OF THE OFFERS .....</b>	<b>12</b>
<b>4</b>	<b>RIGHTS AND LIABILITIES ATTACHING TO SECURITIES .....</b>	<b>16</b>
<b>5</b>	<b>RISK FACTORS .....</b>	<b>19</b>
<b>6</b>	<b>ADDITIONAL INFORMATION .....</b>	<b>23</b>
<b>7</b>	<b>DIRECTORS' RESPONSIBILITY AND CONSENT.....</b>	<b>30</b>
<b>8</b>	<b>GLOSSARY .....</b>	<b>31</b>

## Corporate Directory

### Directors

Terry Grammer (Chairman)  
Giuseppe Graziano (Non-Executive Director)  
Marvyn (Fritz) Fitton (Non-Executive Director)  
Trevor Dixon (Executive Director)

### Company Secretary

Giuseppe Graziano

### Registered Office and Business Office

Ground Floor  
342 Scarborough Beach Road  
Osborne Park WA 6017

Tel: +61 8 9242 2227

Email: [info@kinmining.com.au](mailto:info@kinmining.com.au)

### Share Registry\*

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

Tel: +61 8 9389 8033

Fax: +61 8 9389 7871

### Auditors\*

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

### Solicitors

Thompson Downey Cooper  
Level 15, 251 Adelaide Terrace  
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

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## 1 TIMETABLE

Record Date to determine Eligible Shareholders	5:00 pm (WST) on 5 June 2015
Lodgement of Prospectus with the ASIC	31 July 2015
Lodgement of Prospectus and Appendix 3B with ASX	31 July 2015
Options Offer Closing Date*	28 August 2015
SPP Offer Closing Date*	2 September 2015
General Meeting	3 September 2015
Options Offer Issue Date*	3 September 2015
SPP Offer Issue Date*	7 September 2015
SPP Offer Quotation Date*	11 September 2015
General Offer Closing Date*	25 September 2015
General Offer Issue Date*	28 September 2015
General Offer Quotation Date*	29 September 2015

*\* 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.*

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## **2 DETAILS OF THE OFFERS**

### **2.1 Introduction**

Pursuant to the SPP Offer, the Company invites Eligible Shareholders to apply for up to \$3,000 in Shares at an issue price of \$0.10 per Share subject to the maximum total of applications being for 20,000,000 Shares to raise a maximum of \$2,000,000. In addition, one 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 5 June 2015).

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 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 General Offer**

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

Shares issued under the General Offer will be issued at the same issue price as under the SPP Offer (\$0.10 per Share) and the Options to be free attaching to those Shares in the same ratio as under the SPP Offer.

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

As with the SPP Offer, all of the Shares offered under the General 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 Options offered under the General 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 5,000,000 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 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 General Offer) is subject to Shareholder approval of resolution 4 as set out in the Notice of Meeting.

Completion of the Options Offer is subject to Shareholder approval of resolution 3 as set out in the Notice of Meeting.

Shareholder approval is being sought at the General Meeting scheduled for 3 September 2015.

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 either of the Offers.

## **2.6 Applications**

### ***SPP Offer***

Applications under the SPP Offer are limited to Eligible Shareholders and must be made using the SPP Application Form with a minimum application of \$1,000 and a maximum application of \$3,000 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 \$3,000 (which may be subject to scale back in the event of oversubscriptions). The Company reserves the right to reject any application for Securities 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 Securities 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 SPP Application 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 6009**

For payment by BPAY®, please follow the instructions on the SPP Application 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 SPP Application 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 \$3,000) 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 Securities (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

### ***General Offer***

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

Payment for the Securities must be made in full by cheque made payable to “Kin Mining N.L.” and crossed “Not Negotiable” in respect of all Securities applied for at the issue price of \$0.10 per Share. The completed General Application Form and accompanying cheque must be mailed or delivered in the manner specified on the General Application Form so it is received no later than the General 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 Securities and will repay all application monies for the Securities 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 Securities 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.

### ***General Offer***

Subject to Shareholder approval being obtained, Securities issued pursuant to the General 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, 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 Securities 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 Application 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 the Shares as a custodian (as defined in ASIC Class Order [CO 09/425]) ("**Custodian**"), you may apply for up to \$3,000 for each beneficiary for whom you act as custodian provided you annex to your SPP Application 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 price 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 \$3,000;
- (f) that a copy of the written offer document 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 Securities 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% (inclusive of goods and services tax) of amounts subscribed under the SPP Offer (and if applicable the General Offer).

### 3 PURPOSE AND EFFECT OF THE OFFERS

#### 3.1 Purpose of the Offers

##### *SPP Offer and General Offer*

The purpose of the SPP Offer (and in the event the SPP Offer is not fully subscribed the General Offer) is to raise up to \$2,000,000.

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

Item	Proceeds of the SPP Offer	\$	%
1.	Expenses of the SPP Offer <sup>1</sup>	92,290	4.6
2.	Completion of Pre-feasibility Study, JORC 2012 resource upgrades and targeted drilling	1,500,000	75.0
3.	Working capital	407,710	20.4
	<b>Total</b>	<b>2,000,000</b>	<b>100</b>

##### **Notes:**

1. Refer to Section 6.8 for further details relating to the estimated expenses of 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 targeted drilling and JORC 2012 resource upgrades 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 General Offer) raises less than the maximum of \$2,000,000, the Company may look to supplement the funds raised with alternative sources of funding. The successful raising of \$396,600 from the placement of Shares completed by the Company as announced to ASX on 14 June 2015 will enable the Company to commence work on the Pre-Feasibility Study 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**

<b>Shares</b>	<b>Number</b>
Shares currently on issue	53,084,690
Shares to be issued to Directors and Consultants subject to Shareholder approval at the General Meeting (Resolutions 1, 5, 6, 7 and 8)	2,950,000
Shares offered pursuant to the SPP Offer (and if relevant the General Offer)	20,000,000
<b>Total Shares on issue after completion of the Offers</b>	<b>76,034,690</b>

### **Options**

<b>Options</b>	<b>Number</b>
Options currently on issue	-
Options offered pursuant to the SPP Offer (and if relevant the General Offer)	10,000,000
Options issued to Directors pursuant to Resolution 5 to 8 subject to shareholder approval at the General Meeting	1,475,000
Options offered pursuant to the Options Offer	6,475,000
<b>Total Options on issue after completion of the Offers</b>	<b>17,950,000</b>

### **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 \$1,907,710 (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 \$10,000 (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 2014 and the unaudited pro-forma balance sheet as at 31 December 2014 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 2014 represents the audit reviewed consolidated balance sheet as at 31 December 2014 based on the following assumptions and adjusted to account for the following:

- (a) The Offers were effective as at 31 December 2014;
- (b) The placement of Shares completed by the Company as announced to ASX on 8 January 2015, 2 April 2015 and 12 June 2015 raising \$647,200 (post-balance date adjustment column);
- (c) Completion of the issue of Shares to Consultants and Directors (or their respective nominees), subject to Shareholder approval at the General Meeting (Resolutions 1, 5, 6, 7 and 8), to raise \$295,000 (post-balance date adjustment column);
- (d) Completion of the SPP Offer to raise \$2,000,000 (effect of Offers column);
- (e) No further Shares are issued (including by way of exercise of Options);
- (f) Expenses of the SPP Offer of approximately \$92,290 (effect of Offers column); and
- (g) Expenses of the Options Offer of approximately \$10,000 (effect of Offers column).

**Pro-Forma Statement of Financial Position**

	<b>Pro-Forma Balance Sheet 31 December 2014 Audit reviewed</b>	<b>Pro-Forma (post-balance Date adjustments Other than the Offers) unaudited 31 December 201</b>	<b>Pro-Forma Effect of Offers unaudited 31 December 2014</b>
<b>Current Assets</b>	\$	\$	\$
Cash and cash equivalents	14,920	662,120	2,559,830
Trade and other receivables	64,224	64,224	64,224
Other	98,347	98,347	98,347
<b>Total Current Assets</b>	<b>177,491</b>	<b>824,691</b>	<b>2,722,401</b>
<b>Non Current Assets</b>			
Property, plant and equipment	36,433	36,433	36,433
Exploration and Evaluation expenditure	6,674,002	6,674,002	6,674,002
<b>Total Non Current Assets</b>	<b>6,710,435</b>	<b>6,710,435</b>	<b>6,710,435</b>
<b>TOTAL ASSETS</b>	<b>6,887,926</b>	<b>7,535,126</b>	<b>9,432,836</b>
<b>Current Liabilities</b>			
Trade and other payables	294,629	294,629	294,629
Accrued expenses	22,348	22,348	22,348
Related party loan	1,069,385	1,069,385	1,069,385
<b>Total Current Liabilities</b>	<b>1,386,362</b>	<b>1,386,362</b>	<b>1,386,362</b>
<b>Non Current Liabilities</b>			
Secured loans	1,372,594	1,372,594	1,372,594
<b>Total Non Current Liabilities</b>	<b>1,372,594</b>	<b>1,372,594</b>	<b>1,372,594</b>
<b>TOTAL LIABILITIES</b>	<b>2,758,956</b>	<b>2,758,956</b>	<b>2,758,956</b>
<b>NET ASSETS</b>	<b>4,128,970</b>	<b>4,776,170</b>	<b>6,673,880</b>
<b>Equity</b>			
Contributed equity	5,424,985	6,072,185	7,787,895
Accumulated losses	(1,296,015)	(1,296,015)	(1,296,015)
<b>TOTAL EQUITY</b>	<b>4,128,970</b>	<b>4,776,170</b>	<b>6,673,880</b>

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## 4 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

### 4.1 Options

The terms and conditions of the 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 \$0.20 each ("**Exercise Price**").
- (c) The Options will expire on 31 August 2017 ("**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.

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## **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**

#### ***Contracts Risk***

The Company currently has contracting arrangements with third party contractors for exploration services conducted on its projects. The Directors are unable to predict the risk of:

- (a) financial failure or default of the contractor or any other third party to a contract for which the Company is a party, or
- (b) insolvency or other managerial failure by any of the operators and contractors used the Company in its mining activities, or
- (c) insolvency or other managerial failure by any of the other service providers used by the Company or operators for any activity, or
- (d) mechanical, other operating or commercial failure by the contractor or of the contractors' equipment or services, which are used by or provided to the Company.

The occurrence of such an event may result in alterations to the exploration plans of the Company which may, in turn, adversely affect the Company's operations.

### **5.3 Industry specific**

#### ***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, technical, sales and marketing 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;
- (b) introduction of tax reform or other new legislation;
- (c) interest rates and inflation rates;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) 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 and generally.

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.

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## **6 ADDITIONAL INFORMATION**

### **6.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened 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.

<b>Date</b>	<b>Description of Announcement</b>
31/07/2015	Quarterly Cashflow Report
31/07/2015	Quarterly Activities Report
08/07/2015	Change of Director's Interest Notice
15/06/2015	Appendix 3B
09/06/2015	Clarification Statement - Funding Strategy
09/06/2015	Funding Strategy for Leonora Gold Project
05/06/2015	Trading Halt
14/05/2015	Investor Presentation - RIU Sydney Resource Round-up
11/05/2015	Leonora Gold Project Resource Update
29/04/2015	Quarterly Activities & Cashflow Reports
21/04/2015	Change of Director's Interest Notice
02/04/2015	Appendix 3B
26/03/2015	Expansive Exploration Target Defined At Leonora Gold Project
20/03/2015	Results of Meeting
16/03/2015	Half Year Accounts
25/02/2015	RIU Conference Presentation
25/02/2015	Kin Secures \$1m in Funding for Lewis Production
24/02/2015	Trading Halt
17/02/2015	Response to ASX Appendix 5B Query
13/02/2015	Tonto Update
06/02/2015	Notice of General Meeting/Proxy Form
04/02/2015	Amended Quarterly Cashflow Report
03/02/2015	Change of Director's Interest Notice
03/02/2015	Change of Director's Interest Notice
03/02/2015	Change of Director's Interest Notice
03/02/2015	Change of Director's Interest Notice
02/02/2015	Expiry of Unlisted Options
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report
27/01/2015	Inside Briefing Interview - January 2015
16/01/2015	Change in substantial holding
16/01/2015	Change in substantial holding
13/01/2015	Change of Director's Interest Notice
13/01/2015	Change of Director's Interest Notice
12/01/2015	Appendix 3B - Shortfall Issue
19/12/2014	Kin Identifies Near Term Production Opportunity
12/12/2014	Appendix 3B - Shortfall Issue
28/11/2014	Interpretation of IP Surveys
27/11/2014	Progress Report - KingFisher Prospect
14/11/2014	Appendix 3B
06/11/2014	Becoming a substantial holder
04/11/2014	Cleansing Notice & Appendix 3B
04/11/2014	Acquisition of Leonora Gold Project
03/11/2014	Results of Annual General Meeting
03/11/2014	Drilling Update – Kingfisher
31/10/2014	Quarterly Cashflow Report
31/10/2014	Quarterly Activities Report
31/10/2014	Annual Report to shareholders
30/10/2014	Change in substantial holding
30/10/2014	Change in substantial holding
22/10/2014	Drilling Commences at Kingfisher Nickel Copper Prospect
21/10/2014	Reinstatement
21/10/2014	Lifting of Voluntary Suspension/Update on Leonora Gold
20/10/2014	Change of Director's Interest Notice
20/10/2014	Change of Director's Interest Notice
20/10/2014	Change of Director's Interest Notice
20/10/2014	Change of Director's Interest Notice
15/10/2014	Appendix 3B Rights Issue Allotment
15/10/2014	Non-Renounceable Rights Issue Shortfall
15/10/2014	Suspension from official quotation
13/10/2014	Trading Halt
08/10/2014	EM Conductors Detected at Kingfisher
06/10/2014	Notice of Annual General Meeting/Proxy Form

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](http://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 and Options 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	0.12	1 May 2015
Lowest	0.085	27 July 2015
Last	0.085	29 July 2015

### 6.4 Substantial Shareholders

Based on publicly available information as at 31 July 2015, the following persons have a relevant interest in 5% or more of the Shares on issue:

Trevor Dixon	14.7%
Giuseppe Graziano	10.9%

### 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<sup>1</sup>:

<b>Director</b>	<b>Shares</b>	<b>Options</b>
Terry Grammer	146,113	-
Giuseppe Graziano	6,001,668	-
Marvyn Fitton	1,124,000	-
Trevor Dixon	7,873,001	-

Notes:

<sup>1</sup> Approval will be sought at the General Meeting to issue Shares and Options to the Directors in lieu of payment for directors' fees, consulting fees and loans provided to the Company. The proposed issue of Shares and Options are proposed to be the same terms as set out in the SPP Offer.

### **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 (and proposed) annual remuneration paid to both executive and non-executive directors.

<b>Director</b>	<b>2015</b>	<b>2016</b>
Terry Grammer	\$50,000	\$50,000
Giuseppe Graziano	\$36,000	\$36,000
Marvyn Fitton	\$36,000	\$36,000
Trevor Dixon	\$150,000	\$150,000

**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.

Thompson Downey Cooper has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Thompson Downey Cooper \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Thompson Downey Cooper has been paid approximately \$100,000 (excluding GST and disbursements) for legal services provided to the Company.

## 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.

Thompson Downey Cooper has given its written consent to being named as the solicitors to the Company in this Prospectus. Thompson Downey Cooper 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 \$92,290 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	2,290
ASX fees	10,000
Legal fees	10,000
Broker fees	60,000
Printing and distribution	10,000
<b>Total</b>	<u>92,290</u>

The additional expenses for the Options Offer relate to ASX fees only and are estimated to be approximately \$10,000 (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](http://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, for free, 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](http://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.

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**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: 31 July 2015



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

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## 8 GLOSSARY

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

<b>\$, A\$ or Dollars</b>	Australian dollars unless otherwise stated.
<b>Applicant</b>	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
<b>Application</b>	a valid application made on an Entitlement and Acceptance Form to subscribe for Shares pursuant to this Prospectus.
<b>Application Monies</b>	means funds advanced to the Company with a valid Application.
<b>ASIC</b>	the Australian Securities & Investments Commission.
<b>ASX</b>	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	the board of Directors.
<b>Closing Date</b>	the closing date for receipt of Entitlement and Acceptance Forms under this Prospectus, estimated to be 5.00pm WST on 2 September 2015 or an amended time as set by the Board.
<b>Company or Kin</b>	Kin Mining N.L. (ACN 150 597 541).
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Eligible Shareholders</b>	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
<b>Entitlement</b>	a Shareholder's entitlement to subscribe for Shares offered by this Prospectus.
<b>Entitlement and Acceptance Form</b>	the personalised entitlement and acceptance application form attached to this Prospectus.
<b>General Meeting</b>	means the general meeting to be held on 3 September 2015.
<b>Ineligible Shareholder</b>	a Shareholder who is not an Eligible Shareholder.
<b>Leonora Gold Project</b>	means 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.
<b>Listing Rules</b>	the listing rules of the ASX.
<b>Shares</b>	Shares issued pursuant to this Prospectus.
<b>Offer</b>	an invitation made in this Prospectus to subscribe for Shares.
<b>Official List</b>	the official list of the ASX.
<b>Official Quotation</b>	Official quotation of the Shares on ASX.

<b>Option</b>	an option to purchase a Share.
<b>Placement Subscribers</b>	means subscribers to the placement announced by the Company on 14 June 2015.
<b>Project</b>	means any project held by the Company and includes the Leonora Gold Project.
<b>Price</b>	\$0.10 per New Share.
<b>Prospectus</b>	this Prospectus and includes the electronic version of this Prospectus.
<b>Record Date</b>	5pm 5 June 2015.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Share Registry</b>	Advanced Share Registry Services.
<b>Shareholder</b>	the registered holder of Shares in the Company.
<b>Shortfall</b>	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.
<b>Shortfall Shares</b>	Shares for which valid Applications have not been received by the Closing Date.
<b>US Person</b>	has the meaning given to that term in Regulation S under the US Securities Act.
<b>US Securities Act</b>	the United States Securities Act of 1933, as amended.
<b>WST</b>	Western Standard Time, Western Australia.