

Kin Mining N.L.

ACN 150 597 541

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

27 November 2017

Time of Meeting

11.00 am (WST)

Place of Meeting

1st Floor, 54 Kings Park Road
West Perth WA 6005

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Kin Mining N.L. (“**Kin**” or “the **Company**”) will be held on Monday, 27 November 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

SPECIAL BUSINESS

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2017, together with the reports by directors and auditors thereon.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company’s 2017 Annual Report for the financial year ended 30 June 2017 be adopted.”

Note: *The vote on this resolution is advisory only and does not bind the directors of the Company.*

Voting Exclusion: Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member (together “prohibited persons”).
- However, the Company will not disregard a vote if:
- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
 - (d) the vote is not cast on behalf of a prohibited person.

Resolution 2: Re-election of Director (Mr Trevor John Dixon)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Dixon, being a Director of the Company who retires by rotation in accordance with Clause 11.3 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.”

Resolution 3: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 3 by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 24 November

2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Proxy and voting entitlement instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "J. Graziano", written in a cursive style.

Joe Graziano
Company Secretary
26 October 2017

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Kin Mining N.L. (“**Kin**” or “the **Company**”) in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held on Monday, 27 November 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

2. 2017 ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2017 Annual Report will be tabled at the Annual General Meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company’s auditors, HLB Mann Judd Corporate (WA) Pty Ltd, will be present to take Shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company’s website at www.kinmining.com.au.

3. ADOPTION OF REMUNERATION REPORT – RESOLUTION 1

3.1 General

The Corporations Act requires that at a listed company’s annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

Pursuant to the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company’s 2018 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (“**Spill Resolution**”).

If more than 50% of the Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (“**Spill Meeting**”) within 90 days of the Company’s 2018 annual general meeting. All of the Directors who were in office when the Company’s 2018 Directors Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors’ report contained in the annual financial report of the Company for the financial year ended 30 June 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

3.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of the Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of the Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

3.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the members spouse;
- (c) a dependent of the member or the members spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2017.

4. RE-ELECTION OF DIRECTORS: RESOLUTION 2

Resolution 2 relates to the re-election of Mr Dixon as a Director of the Company.

In accordance with the requirements of clause 11.3 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this Annual General Meeting of the Company. Mr Dixon retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Dixon is provided in the Annual Report.

5. APPROVAL OF 10% PLACEMENT CAPACITY: RESOLUTION 3

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting ("**10% Placement Capacity**").

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 5.2 below).

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (at the date of this Explanatory Statement) of \$44,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: KIN).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 6.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities currently on issue.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.1325 (50% decrease in issue price)	Funds raised based on issue price of \$0.265 (issue price)	Funds raised based on issue price of \$0.53 (100% increase in issue price)
175,711,398 (Current)	17,571,139	\$2,328,175	\$4,656,351	\$ 9,312,703
263,567,097 (50% increase)	26,356,709	\$3,492,263	\$6,984,527	\$13,969,055
351,422,796 (100% increase)	35,142,279	\$4,656,351	\$9,312,703	\$18,625,407

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 20 October 2017.
2. The issue price set out above is the last closing price of the Shares on the ASX prior to the date of this Notice.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (iii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for exploration, evaluation and development of the Company's existing projects including the Leonora Gold Project and general working capital; or
- (b) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors, including:

- (A) the purpose of the issue;
- (B) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (C) the effect of the issue of the Equity Securities on the control of the Company;
- (D) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and

(E) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

At its AGM held in November 2016, the Company obtained approval under ASX Listing Rule 7.1A.

The Company has issued no Shares in the 12 months preceding the date of the Meeting pursuant to this approval.

The Company issued a total of 61,651,089 Shares which represent approximately 54% of the total diluted number of Equity Securities on issue in the company on 30 November 2016, which was 114,060,309.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

5.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

6. DEFINITIONS

ASX	means ASX Limited (ABN 98 008 624 691).
Constitution	means the Company's constitution.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Explanatory Statement	means this Explanatory Statement.
KIN or the Company	means Kin Mining NL (ACN 150 597 541).
Listing Rules	means the official listing rules of ASX.
Meeting	means the annual general meeting convened by this Notice of Meeting.
Notice of Meeting	means the notice of annual general meeting which forms part of this Explanatory Statement.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.

SCHEDULE 1- ISSUE OF EQUITY SECURITIES SINCE 20 NOVEMBER 2016

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
21 November 2016	415,000	Shares ²	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (20% discount)	Cash. Amount raised: \$83,000 Amount spent: \$83,000
21 November 2016	201,695	Shares ²	Subscriber pursuant to consideration for the purchase of Classic Mining ERP Solution	\$0.2479 (1% discount)	Cash offset against invoice Amount raised: \$50,000 Amount Spent: \$50,000
21 November 2016	100,000	Shares ²	Subscriber pursuant to Consultancy Agreement Incentive for Intuitive Pty Ltd	No Issue Price	Nil Consideration Current value \$26,500 ¹¹
21 November 2016	100,000	Unlisted Options ³	Subscriber pursuant to Consultancy Agreement Incentive for Intuitive Pty Ltd	No issue price	Free option pursuant to the Intuitive Consultancy Agreement Value at issue \$13,269 ¹²
25 November 2016	15,000	Shares ²	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (13% discount)	Amount raised: \$3,000 Amount spent: \$3,000
22 December 2016	300,000	Shares ²	Consideration for Corporate Advisory Services rendered by Taipan Capital Pty Ltd	\$0.185 (8% premium)	Cash Offset against invoice Amount raised: \$55,500 Amount spent: \$55,500
28 February 2017	3,750,000	Shares ²	Subscribers pursuant to placement to Sophisticated Investors pursuant to s708 of the Corporations Act	\$0.20 (N/A)	Amount raised: \$750,000 Amount spent: \$750,000
10 April 2017	1,875,000	Unlisted Options ⁴	Subscribers pursuant to the Placement made to Sophisticated Investors under s708 of the Corporations Act	No Issue Price	Free 1:2 Option for subscribers to the placement. Current value \$123,785 ¹²
11 April 2017	6,610,000	Shares ²	Subscribers pursuant to the Share Purchase Plan (SPP).	\$0.20 (5% discount)	Amount raised: \$1,322,000 Amount spent: \$1,322,000
11 April 2017	3,305,000	Unlisted Options ⁴	Subscribers pursuant to the SPP.	No Issue Price	Free 1:2 Option for subscribers to the SPP in accordance with Prospectus dated 13 March 2017 Current value \$218,193 ¹²
13 April 2017	5,000,000	Unlisted Options ⁵	Subscriber pursuant to settlement of a dispute as announced on 12 April 2017	No Issue Price	Nil Consideration Received Current value \$330,095 ¹²
10 May 2017	14,111,500	Shares ²	Subscribers pursuant to the shortfall to the Share Purchase Plan (SPP)	\$0.20 (49% discount)	Amount raised: \$2,822,300 Amount spent: \$2,822,300
10 May 2017	7,055,750	Unlisted Options ⁴	Subscribers pursuant to the SPP shortfall	No Issue Price	Nil Consideration Received Current value \$465,813 ¹²
10 May 2017	20,049,375	Shares ²	Subscribers pursuant to placement to sophisticated and professional Investors in accordance with s708 of the Corporations Act	\$0.32 (18% discount)	Amount raised: \$6,415,800 Amount spent: \$4,784,100 ¹⁰
10 May 2017	425,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (49% discount)	Amount raised: \$85,000 Amount spent: \$0 ¹⁰
23 May 2017	50,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (47% discount)	Amount raised: \$10,000 Amount spent: \$0 ¹⁰
6 June 2017	220,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (51% discount)	Amount raised: \$44,000 Amount spent: \$0 ¹⁰
27 June 2017	1,120,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (45% discount)	Amount raised: \$224,000 Amount spent: \$0 ¹⁰
27 June 2017	1,000,000	Shares ²	Settlement with Jindalee Resources Ltd for the acquisition of 11% interest in tenements	\$0.33 (9% discount)	Nil Consideration received. Current value \$265,000 ¹¹

20 July 2017	523,500	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (33% discount)	Amount raised: \$104,700 Amount spent: \$0 ¹⁰
18 August 2017	2,195,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (48% discount)	Amount raised: \$439,000 Amount spent: \$0 ¹⁰
21 August 2017	500,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (44% discount)	Amount raised: \$100,000 Amount spent: \$0 ¹⁰
25 August 2017	2,398,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (42% discount)	Amount raised: \$479,600 Amount spent: \$0 ¹⁰
1 September 2017	5,613,000	Shares ²	Subscribers pursuant to the exercise of unlisted options	\$0.20 (35% discount)	Amount raised: \$1,122,600 Amount spent: \$0 ¹⁰
12 October 2017	1,785,714	Shares ²	Part repayment of loan to Mr Marvyn John Fitton	\$0.28 (6% premium)	Nil Consideration received Current value \$473,214 ¹¹
12 October 2017	1,000,000	Shares ²	Issue of Bonus shares to former Directors	No Issue Price	Nil Consideration received Current value \$265,000 ¹¹
12 October 2017	4,000,000	Performance Rights ⁶	Issue of Performance Rights to Managing Director	No Issue Price	Nil Consideration received Current value \$400,000
12 October 2017	9,000,000	Unlisted Options ⁷	Issue of Directors Options and Bonus Options	No Issue Price	Nil Consideration received Current value \$711,000 ¹²
12 October 2017	6,000,000	Unlisted Options ⁸	Issue of Directors Options	No Issue Price	Nil Consideration received Current value \$530,400 ¹²
12 October 2017	4,000,000	Unlisted Options ⁹	Issue of Directors Options	No Issue Price	Nil Consideration received Current value \$392,000 ¹²

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purpose of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: KIN (terms set out in the Constitution)
3. In respect of the unquoted Equity Securities are exercisable at \$0.332 on or before 21 November 2018.
4. In respect of the unquoted Equity Securities are exercisable at \$0.40 on or before 31 March 2019.
5. In respect of the unquoted Equity Securities are exercisable at \$0.27 on or before 10 April 2020.
6. In respect of the unquoted Performance Rights vesting on the achievement of certain conditions within a period of 3 years from the 15 September 2017 as approved by shareholders.
7. In respect of the unquoted Equity Securities are exercisable at \$0.75 on or before 15 September 2020.
8. In respect of the unquoted Equity Securities are exercisable at \$1.00 on or before 15 September 2021.
9. In respect of the unquoted Equity Securities are exercisable at \$1.25 on or before 15 September 2022.
10. All the funds from the above capital raisings have been used to maintain existing projects, for the development of the Leonora Gold Project and for general working capital requirements. Any remaining funds will also be utilised to maintain existing projects, for the development of the Leonora Gold Project and for general working capital requirements
11. The Company has calculated a value of shares issued based off the last closing price of the Shares on the ASX prior to the date of this Notice.
12. In respect to the current values of options issued the Company has used a Black and Scholes calculation based off the last closing price of the Shares on the ASX prior to the date of this Notice.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode. It is a fast, convenient and a secure way to lodge your vote.

2017 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Kin Mining NL and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

The Chairman of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **1st Floor, 54 Kings Park Road, West Perth WA 6005 on Monday, 27 November 2017 at 11:00am (WST)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. The Chairman of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

STEP 2

VOTING DIRECTIONS

Agenda Items

		For	Against	Abstain*
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as they see fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (WST) on Saturday, 25 November 2017, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033