

Kin Mining N.L.

ACN 150 597 541

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

30 November 2015

Time of Meeting

11.00 am (WST)

Place of Meeting

1st Floor, 342 Scarborough Beach Road
Osborne Park WA 6017

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, 30 November 2015, commencing at 11.00am (WST) at 1st Floor, 342 Scarborough Beach Road, Osborne Park, Western Australia.

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

AGENDA

SPECIAL BUSINESS

Resolution 1: Ratification of Share Issue – Placement in accordance with Subscription Agreement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 833,333 Shares by way of private placement to A.C.N 112 940 057 Pty Ltd in accordance with the Subscription Agreement executed on 13 March 2015 as set out in the accompanying Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, 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.

Resolution 2: Ratification of Share Issue – Placement to Sophisticated Investors

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 2,586,000 Shares by way of private placement to sophisticated and professional investors as set out in the accompanying Explanatory Memorandum.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, 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.

Resolution 3: Approval for Future Issue of Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Shares on the terms and conditions set out in the accompanying Explanatory Statement.”

Voting Exclusion: In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on this Resolution 3 by any person who may participate in the proposed issue 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 need 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.

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2015, together with the reports by directors and auditors thereon.

Resolution 4: 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 2015 Annual Report for the financial year ended 30 June 2015 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 4 (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 5: Re-election of Director (Mr Marvyn (Fritz) John Fitton)

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

“That Mr Fitton, 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 6: 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 6 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 25 November 2015. 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 'Joe Graziano', written over a horizontal line.

Joe Graziano
Company Secretary
26 October 2015

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, 30 November 2015, commencing at 11.00am (WST) at 1st Floor, 342 Scarborough Beach Road, Osborne Park, 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. RATIFICATION OF SHARE ISSUE PURSUANT TO SUBSCRIPTION AGREEMENT - RESOLUTION 1

Resolution 1 seeks ratification by Shareholders for the issue of 833,333 Shares pursuant to a Subscription Agreement signed on 13 March 2015. These Shares were issued without Shareholder approval. Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the Placement.

ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities if, when aggregated with other issues or agreements to issue of equity securities over the previous 12 month period and not subject to an exception to ASX Listing Rule 7.1, the number of equity securities to be issued or agreed to be issued exceeds 15% of the number of fully paid ordinary securities of the company on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 1 is approved, the Shares will not be included in the Company’s 15% calculation for the purposes of Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares pursuant to Resolution 1:

(a) **Number of securities allotted and issued**

833,333 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 31 March 2015.

(c) **Price at which securities were allotted and issued**

\$0.12 per Share.

(d) **The terms of the securities**

The Shares are ordinary fully paid shares which rank equally with existing Shares on issue.

(e) **The basis on which allottees were determined**

The Shares were issued to A.C.N 112 940 057 Pty Ltd which is not a related party of the Company. The Company intends to use the funds raised from the Placement towards the completion of preliminary works and approvals at the early stage production opportunity at the “Lewis Prospect” within the Cardinia Project Area as announced to the market on 25 February 2015.

The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval.

If shareholders ratify the issue of the 833,333 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

3. RATIFICATION OF SHARE ISSUE TO SOPHISTICATED INVESTORS - RESOLUTION 2

Resolution 2 seeks ratification by Shareholders for the issue of 2,586,000 Shares pursuant to the Placement. These Shares were issued without Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the Placement.

ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities if, when aggregated with other issues or agreements to issue of equity securities over the previous 12 month period and not subject to an exception to ASX Listing Rule 7.1, the number of equity securities to be issued or agreed to be issued exceeds 15% of the number of fully paid ordinary securities of the company on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 2 is approved, the Shares will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares pursuant to Resolution 2.

(f) **Number of securities allotted and issued**

2,586,000 Shares were issued.

(g) **Date of Issue**

The Shares were issued on 17 August 2015.

(h) **Price at which securities were allotted and issued**

\$0.10 per Share.

(i) **The terms of the securities**

The Shares are ordinary fully paid shares which rank equally with existing Shares on issue.

(j) **The basis on which allottees were determined**

The Shares were issued to sophisticated and professional investors none of which are related parties of the Company. The Company used the funds raised from the Placement towards the completion of a pre-feasibility study over the Leonora Gold Project.

The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval.

If Shareholders ratify the issue of the 2,586,000 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

4. APPROVAL FOR FUTURE ISSUE OF SHARES - RESOLUTION 3

5.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 5,000,000 Shares. The capital raising will be undertaken via the issue of Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act.

The Company intends to use the funds from the capital raising towards ongoing exploration expenditure on the Company's existing projects as well as the Leonora gold project and for additional working capital.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Directors to issue the Shares comprising the capital raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Shares:

- (a) the maximum number of Shares to be issued is 5,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur progressively;
- (c) the Shares will be issued at a price of at least 80% of the volume weighted average price of the Company's Shares as traded on ASX over the 5 day period on which sales in the Company's Shares are recorded preceding the date of issue of the Shares or, if the Shares are offered pursuant to a prospectus, at least 80% of the average market price of the Company's Shares as traded on the ASX over the 5 day period on which sales in the Company's Shares are recorded preceding the date of issue;
- (d) the issue of Shares will be made at the discretion of the Directors. It is intended that the allottees will be sophisticated and professional investors pursuant to section 708 of the Corporations Act.
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the capital raising towards ongoing exploration expenditure on the Company's existing projects including the Leonora gold project and for additional working capital.

6 2015 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2015 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.

7 ADOPTION OF REMUNERATION REPORT – RESOLUTION 4

7.1 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 4 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2016 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 2016 annual general meeting. All of the Directors who were in office when the Company's 2016 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 2015.

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

7.2 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 4, **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 4, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 4.

7.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those person 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 2015.

8 RE-ELECTION OF DIRECTORS: RESOLUTION 5

Resolution 5 relates to the re-election of Mr Fitton as 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 Fitton retires by rotation and, being eligible, offers himself for re-election.

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

9 APPROVAL OF 10% PLACEMENT CAPACITY: RESOLUTION 6

9.1 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 6, 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 9.2 below).

The effect of Resolution 6 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 6 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 6 for it to be passed.

9.2 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 \$5,798,000.

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.

9.3 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 6:

(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 9.3(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 6 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 \$0.06 (50% decrease in issue price)	Funds raised based on issue price of \$0.12 (issue price)	Funds raised based on issue price of \$0.24 (100% increase in issue price)
60,830,690 (Current)	6,083,069	\$364,984	\$ 729,968	\$1,459,937
91,246,035 (50% increase)	9,124,604	\$547,426	\$1,094,952	\$2,189,905
121,661,380 (100% increase)	12,166,138	\$729,968	\$1,459,937	\$2,919,873

*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 2015.
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 and evaluation 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 2014, the Company obtained approval under ASX Listing Rule 7.1A.

The Company has not issued any Shares in the 12 months preceding the date of the Meeting pursuant to this approval. The Company otherwise issued a total of 17,477,840 fully paid ordinary shares which represent approximately 40.3% of the total diluted number of Equity Securities on issue in the company on 3 November 2014, which was 43,352,850

Details are as follows:

3 November 2014 – 2,500,000 fully paid ordinary shares were issued to Waterton Global Value L.P. as part of a Deed of Variation for the extension of the settlement for the acquisition of the Leonora Gold Project from the Deed Administrator of Navigator Resources Ltd (Subject to Deed of Company Arrangement). No consideration was paid for the shares and formed part of the acquisition price of the project. The closing price on the ASX on the date of issue was (\$0.165) valuing the shares at \$412,500.

13 November 2014 – 761,840 fully paid ordinary shares issued as part of the shortfall of the non-renounceable rights issue at a price of \$0.15 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.15).

12 December 2014 – 666,667 fully paid ordinary shares issued as part of the shortfall of the non-renounceable rights issue at a price of \$0.15 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.14).

8 January 2015 – 1,004,000 fully paid ordinary shares issued as part of the shortfall of the non-renounceable rights issue at a price of \$0.15 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.125).

31 March 2015 – 833,333 fully paid ordinary shares issued pursuant to a Subscription Agreement as Tranche 1 of a funding arrangement to assist with the early stage mining opportunity at the Lewis Prospect

at a price of \$0.12 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.12).

12 June 2015 – 3,966,000 fully paid ordinary shares placed to sophisticated investors under section 708 of the Corporations Act (2001) at a price of \$0.10 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.10).

17 August 2015 – 2,586,000 fully paid ordinary shares placed to sophisticated investors under section 708 of the Corporations Act (2001) at a price of \$0.10 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.097).

3 September 2015 – 2,950,000 fully paid ordinary shares issued to directors and related parties for outstanding fees and loans advanced to the company in accordance with shareholder approval received at the General Meeting held on the same date at a price of \$0.10 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.093).

18 September 2015 – 1,890,000 fully paid ordinary shares issued pursuant to the Securities Purchase Plan Prospectus lodged on 31 July 2015 at a price of \$0.10 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.095).

25 September 2015 – 320,000 fully paid ordinary shares issued pursuant to the Securities Purchase Plan shortfall at a price of \$0.10 per share. The shares were not issued at a discount to the market price based on the closing price on the ASX on the date of the issue (\$0.09).

The Company issued 5,856,000 unlisted options with an exercise price of \$0.20 exercisable on or before 31 August 2017 to Shareholders that participated in the Share Purchase Plan in accordance with the prospectus lodged on 31 July 2015. Once exercised the options will rank equally as fully paid ordinary shares in the company.

All the funds from the above capital raisings are planned to be used to maintain existing projects, assist in the development of early stage mining opportunities and for general working capital requirements.

9.4 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 6.

10 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 the Notice of Meeting.

Notice of Meeting	means the notice of annual general meeting which forms part of this Explanatory Statement.
Option	means an option to acquire a Share.
Placement	means the placement of Shares made on the 17 th of August 2015 at \$0.10 cents per Share and described in Section 3 of the Explanatory Memorandum.
Optionholder	means a holder of an Option.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Subscription Agreement	means the Subscription Agreement dated the 13 th of March 2015 between the Company and ACN 112 940 057 Pty Ltd.

PROXY FORM

The Secretary
Kin Mining NL
342 Scarborough Beach Road
Osborne Park WA

I/We (full name) _____

of _____

being a member(s) of Kin Mining NL, hereby appoint as my/our proxy

of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the General Meeting of the Company to be held at 11.00am on Monday, 30 November 2015 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Ratification of Share Issue – Subscription Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Share Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Usual Signature

Dated this _____ day of _____ 2015.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2015.

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (WST) on 27 November 2015. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Kin Mining NL
 342 Scarborough Beach Road
 Osborne Park 6017

By mail: Kin Mining NL
 342 Scarborough Beach Road
 Osborne Park 6017

By email: info@kinmining.com.au