

# **Kin Mining N.L.**

ACN 150 597 541

## ***Notice of Annual General Meeting***

### ***Explanatory Statement***

***and***

### ***Proxy Form***

**Date of Meeting**

28 November 2016

**Time of Meeting**

11.00 am (WST)

**Place of Meeting**

1<sup>st</sup> 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, 28 November 2016, commencing at 11.00am (WST) at 1<sup>st</sup> 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

##### **Resolution 1: Ratification of Share Issue – Placement in accordance with the Share Purchase Plan**

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 1,738,000 Shares by way of the Share Purchase Plan dated 31 July 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 Option Issue – Placement in accordance with Share Purchase Plan**

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 3,219,000 Options exercisable at \$0.20 on or before 31 August 2017 by way of the Share Purchase Plan dated 31 July 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 3: Ratification of Share Issue – Placement in accordance with 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 3,244,200 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 4: Ratification of Share Issue – Placement in accordance with 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 12,000,001 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 5: 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 5 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 2016, together with the reports by directors and auditors thereon.*

#### **Resolution 6: 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 2016 Annual Report for the financial year ended 30 June 2016 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 6 (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 7: Re-election of Director (Terrence Ronald Grammer)**

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

*“That Mr Grammer, 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 8: 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 8 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 26 November 2016. 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**



**Joe Graziano**  
**Company Secretary**  
28 October 2016

## 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, 28 November 2016, commencing at 11.00am (WST) at 1<sup>st</sup> 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. RATIFICATION OF SHARE ISSUE PURSUANT TO SHARE PURCHASE PLAN - RESOLUTION 1

Resolution 1 seeks ratification by Shareholders for the issue of 1,738,000 Shares pursuant to the Share Purchase Plan. 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 Share Purchase Plan.

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**

1,738,000 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 2 December 2015.

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

\$0.10 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 subscribers of the Share Purchase Plan none of which are related parties of the Company. The Company used the funds raised from the Share Purchase Plan towards existing projects, for the development of the Leonora Gold Project and for general working capital.

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 1,738,000 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

### **3. RATIFICATION OF OPTION ISSUE PURSUANT TO SHARE PURCHASE PLAN - RESOLUTION 2**

Resolution 2 seeks ratification by Shareholders for the issue of 3,219,000 Options pursuant to the Share Purchase Plan Prospectus. These Options were issued without Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Options issued under the Share Purchase Plan.

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 Options 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 Options pursuant to Resolution 2.

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

3,219,000 Options were issued.

(g) **Date of Issue**

The Options were issued on 2 December 2015.

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

\$Nil.

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

The unlisted Options are exercisable at \$0.20 on or before 31 August 2017.

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

The Options were allotted as free attaching Options pursuant to the Share Purchase Plan dated 31 July 2015.

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 3,219,000 Options, they will be exempt from being counted towards the portion of the 15% limit that has been used.

#### **4. RATIFICATION OF SHARE ISSUE TO SOPHISTICATED INVESTORS - RESOLUTION 3**

Resolution 3 seeks ratification by Shareholders for the issue of 3,244,200 Shares pursuant to the Placement. These Shares were issued without Shareholder approval. Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the December 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 3 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 3.

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

3,244,200 Shares were issued.

(l) **Date of Issue**

The Shares were issued on 21 December 2015.

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

\$0.10 per Share.

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

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

(o) **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 December Placement towards existing projects, for the development of the Leonora Gold Project and for general working capital.

The Board recommends Shareholders vote in favour of Resolution 3 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 3,244,200 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

#### **5. RATIFICATION OF SHARE ISSUE TO SOPHISTICATED INVESTORS - RESOLUTION 4**

Resolution 4 seeks ratification by Shareholders for the issue of 12,000,001 Shares pursuant to the Placement. These Shares were issued without Shareholder approval. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the June 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 4 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 4.

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

12,000,001 Shares were issued.

(q) **Date of Issue**

The Shares were issued on 1 June 2016.

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

\$0.14 per Share.

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

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

(t) **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 June Placement towards existing projects, for the development of the Leonora Gold Project and for general working capital.

The Board recommends Shareholders vote in favour of Resolution 4 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 12,000,001 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

## **6. APPROVAL FOR FUTURE ISSUE OF SHARES - RESOLUTION 5**

### **2.1 General**

Resolution 5 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 5 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.

## 2.2 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.

## 3 2016 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2016 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](http://www.kinmining.com.au).

## 4 ADOPTION OF REMUNERATION REPORT – RESOLUTION 6

### 4.1 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 6 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 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 2017 annual general meeting. All of the Directors who were in office when the Company's 2017 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 2016.

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

#### **4.2 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 6, ***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 6, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 6.

#### **4.3 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 2016.

### **5 RE-ELECTION OF DIRECTORS: RESOLUTION 7**

Resolution 7 relates to the re-election of Mr Grammer 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 Grammer retires by rotation and, being eligible, offers himself for re-election.

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

### **6 APPROVAL OF 10% PLACEMENT CAPACITY: RESOLUTION 8**

#### **6.1 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 8, 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 6.2 below).

The effect of Resolution 8 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 8 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 8 for it to be passed.

## 6.2 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 \$33,998,584.

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.

### 6.3 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 8:

#### (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 8 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 \$0.115 (50% decrease in issue price)	Funds raised based on issue price of \$0.23 (issue price)	Funds raised based on issue price of \$0.46 (100% increase in issue price)
<b>60,830,690 (Current)</b>	11,332,861	\$1,699,929	\$3,399,858	\$6,799,717
<b>91,246,035 (50% increase)</b>	16,999,292	\$2,549,894	\$5,099,788	\$10,199,575
<b>121,661,380 (100% increase)</b>	22,665,723	\$3,399,858	\$6,799,717	\$13,599,434

\*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 14 October 2016.
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 2015, the Company obtained approval under ASX Listing Rule 7.1A.

The Company has issued 7,278,987 Shares in the 12 months preceding the date of the Meeting pursuant to this approval.

The Company issued a total of 40,822,924 fully paid ordinary shares which represent approximately 56.3% of the total diluted number of Equity Securities on issue in the company on 30 November 2015, which was 72,530,690.

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

**6.4 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 8.

## **7 DEFINITIONS**

<b>ASX</b>	means ASX Limited (ABN 98 008 624 691).
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>December Placement</b>	means the placement of Shares made on the 21 <sup>st</sup> of December 2015 at \$0.10 cents per Share and described in Section 4 of the Explanatory Memorandum.
<b>Directors</b>	means the current directors of the Company.
<b>Explanatory Statement</b>	means this Explanatory Statement.
<b>June Placement</b>	means the placement of Shares made on the 1 <sup>st</sup> of June 2016 at \$0.14 cents per Share and described in Section 5 of the Explanatory Memorandum.
<b>KIN or the Company</b>	means Kin Mining NL (ACN 150 597 541).
<b>Listing Rules</b>	means the official listing rules of ASX.
<b>Meeting</b>	means the annual general meeting convened by this Notice of Meeting.
<b>Notice of Meeting</b>	means the notice of annual general meeting which forms part of this Explanatory Statement.
<b>Option</b>	means an option to acquire a Share.
<b>Optionholder</b>	means a holder of an Option.
<b>Rights Issue</b>	means the non-renounceable pro rata entitlement issue dated 22 August 2016.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Purchase Plan</b>	means the share purchase plan in accordance with the prospectus lodged on 31 July 2015 and approved at the AGM held in November 2015.
<b>Shareholder</b>	means a holder of a Share.

**SCHEDULE 1- ISSUE OF EQUITY SECURITIES SINCE 30 NOVEMBER 2015**

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
27 November 2015	11,700,000	Shares <sup>2</sup>	Subscribers pursuant to the Share Purchase Plan dated 31 July 2015 ( <b>SPP</b> )	\$0.10 (6% premium)	Cash. Amount raised: \$1,170,000 Amount spent: \$1,170,000
27 November 2015	5,850,000	Unlisted Options <sup>3</sup>	Subscribers pursuant to the Share Purchase Plan dated 31 July 2015 ( <b>SPP</b> )	No issue price	Free attaching option pursuant to the SPP
2 December 2015	1,738,000	Shares <sup>2</sup>	Subscribers pursuant to the Prospectus dated 31 July 2015 ( <b>Prospectus</b> )	\$0.10 (6% premium)	Cash. Amount raised: \$173,800 Amount spent: \$173,800
2 December 2015	3,219,000	Unlisted Options <sup>3</sup>	Subscribers pursuant to the Prospectus dated 31 July 2015 ( <b>Prospectus</b> )	No issue price	Free attaching option pursuant to the SPP
21 December 2015	3,244,200	Shares <sup>2</sup>	Sophisticated investors under section 708 of the Corporations Act (2001)	\$0.10 (1% premium)	Amount raised: \$324,420 Amount spent: \$324,420
1 June 2016	12,000,001	Shares <sup>2</sup>	Sophisticated investors under section 708 of the Corporations Act (2001)	\$0.14 (no discount)	Amount raised: \$1,680,000 Amount spent: \$1,680,000
11 July 2016	450,000	Shares <sup>2</sup>	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (31% discount)	Amount raised: \$90,000 Amount spent: \$90,000
15 July 2016	445,000	Shares <sup>2</sup>	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (33% discount)	Amount raised: \$89,000 Amount spent: \$89,000
26 July 2016	100,000	Shares <sup>2</sup>	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (17% discount)	Amount raised: \$20,000 Amount spent: \$20,000
19 August 2016	180,000	Shares <sup>2</sup>	Subscribers pursuant to the exercise of unlisted options.	\$0.20 (17% discount)	Amount raised: \$36,000 Amount spent: \$36,000
5 October 2016	22,665,723	Shares <sup>2</sup>	Subscribers pursuant to the Rights Issue.	\$0.22 (2% discount)	Amount raised: \$4,986,459 Amount spent: \$1,850,233

**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 \$0.20 on or before 31 August 2017.
4. All the funds from the above capital raisings are planned to be used to maintain existing projects, for the development of the Leonora Gold Project and for general working capital requirements.

## 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 Annual General Meeting of the Company to be held at 11.00am on Monday, 28 November 2016 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 – Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Option Issue – Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Share Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Share Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 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                      2016.

#### 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                      2016.

## **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 26 November 2016. 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](mailto:info@kinmining.com.au)