

# **Kin Mining N.L.**

ACN 150 597 541

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

## ***Explanatory Statement***

***and***

## ***Proxy Form***

### **Date of Meeting**

3 September 2018

### **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 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) will be held on the 3 September 2018, 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 Placement to Sophisticated and Professional 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 7,664,000 Shares by way of placement to sophisticated and professional investors as set out in the accompanying Explanatory Statement.”*

**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 to Kamjoh Pty Ltd**

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 1,000,000 Options at a nil issue price with an exercise price of \$0.36 and an expiry date of 15 January 2020 to Kamjoh Pty Ltd on the terms set out in the accompanying Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Kamjoh Pty Ltd and any of their Associates. 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 Placement to Kamjoh Pty Ltd**

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 1,000,000 Shares, in partial satisfaction of the transaction fee for arranging the Project Financing Facility and on the terms set out in the accompanying Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Kamjoh Pty Ltd and any of their Associates. 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 Shares to Sprott Private Resource Lending (Collector) LP**

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 3,500,000 Shares, in accordance with the terms of the Project Financing Facility Credit Agreement between the Company and Sprott Private Resource Lending (Collector) LP and on the terms set out in the accompanying Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Sprott Private Resource Lending (Collector) LP and any of their Associates. 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: Ratification of Share 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 20,081,752 Shares by way of private placement to sophisticated and institutional investors as set out in the accompanying Explanatory Statement.”*

**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).

#### **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 General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on the 31 August 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

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

**BY ORDER OF THE BOARD**



**Stephen Jones**  
**Company Secretary**  
1 August 2018

## 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 General Meeting of Shareholders to be held on Monday, the 3 September 2018, 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.

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

### 2. RESOLUTION 1 - RATIFICATION OF SHARE PLACEMENT TO SOPHISTICATED INVESTORS

On 22 December 2017 the Company issued a total of 28,000,000 Shares in a share placement to sophisticated and professional investors (**Placement**). The Placement raised a total of \$7,000,000 (before costs) and was partially completed in accordance with the Company's 15% capacity under Listing Rule 7.1 in respect of 7,664,000 Shares.

Resolution 1 seeks ratification by Shareholders for the issue of 7,664,000 Shares pursuant to the Placement (**Placement Shares**).

The Placement Shares were issued without Shareholder approval and as such Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4.

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 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 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 issue 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 Placement Shares pursuant to Resolution 1.

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

7,664,000 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 22 December 2017.

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

\$0.25 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 sophisticated and professional investors none of which are related parties of the Company. The Company used the funds raised from the Placement for gold exploration at 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 Placement Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

**3. RESOLUTION 2 - RATIFICATION OF OPTION ISSUE TO KAMJOH PTY LTD**

Resolution 2 seeks ratification by Shareholders for the issue of 1,000,000 Options to Kamjoh Pty Ltd. The Options were issued without Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the Options.

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 issue 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.

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

1,000,000 Options were issued.

(b) **Date of Issue**

The Options were issued on 15 January 2018.

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

Nil.

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

The Options are exercisable at \$0.36 on or before 15 January 2020 and on the terms and conditions set out in Schedule 1.

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

The Options were issued as part of a mandate entered into by the Company with Kamjoh Pty Ltd and formed part of a transaction fee for arranging the Project Finance Facility subsequently entered into by the Company for the financing of the development of 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 1,000,000 Options, they will be exempt from being counted towards the portion of the 15% limit that has been used.

#### **4. RESOLUTION 3 – RATIFICATION OF SHARE PLACEMENT TO KAMJOH PTY LTD**

On 15 January 2018, the Company issued a total of 1,000,000 Shares to Kamjoh Pty Ltd as part payment of a transaction fee for arranging the Project Financing Facility for the development of the Leonora Gold Project. The issue was undertaken under an offset deed to the value of \$250,000 completed in accordance with the Company's 15% capacity under Listing Rule 7.1 in respect of 1,000,000 Shares.

Resolution 3 seeks ratification by Shareholders for the issue of 1,000,000 Shares pursuant to the offset deed.

The Shares were issued without Shareholder approval and as such Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4.

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 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 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 issue 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.

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

1,000,000 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 15 January 2018.

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

\$0.25 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 in accordance with an offset deed as part payment of a transaction fee for arranging the Project Financing Facility for the development of the Leonora Gold Project to the value of \$250,000.

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

## **5. RESOLUTION 4 – RATIFICATION OF SHARES TO SPROTT PRIVATE RESOURCE LENDING (COLLECTOR) LP**

On 15 January 2018 the Company issued a total of 3,500,000 Shares to Sprott Private Resource Lending (Collector) LP as part of the Project Finance Facility Credit Agreement for the development of the Leonora Gold Project. The issue was completed in accordance with the Company's 15% capacity under Listing Rule 7.1 in respect of 3,500,000 Shares.

Resolution 4 seeks ratification by Shareholders for the issue of 3,500,000 Shares pursuant to Project Financing Facility Credit Agreement.

The Shares were issued without Shareholder approval and as such Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4.

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 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 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 issue 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.

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

3,500,000 Shares were issued.

**(b) Date of Issue**

The Shares were issued on 15 January 2018.

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

Nil

**(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 in accordance with the terms of the Project Financing Facility Credit Agreement executed between the Company and Sprott Private Resource Lending (Collector) LP for the development of the Leonora Gold Project.

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

## 6. RESOLUTION 5 - RATIFICATION OF SHARE PLACEMENT TO SOPHISTICATED INVESTORS

On 5 June 2018 the Company issued a total of 21,909,586 Shares in a share placement to sophisticated and institutional investors (**Placement**). The Placement raised a total of \$2,410,054 (before costs) and was partially completed in accordance with the Company's 15% capacity under Listing Rule 7.1 in respect of 20,081,752 Shares.

Resolution 5 seeks ratification by Shareholders for the issue of 20,081,752 Shares pursuant to the Placement (**Placement Shares**).

The Placement Shares were issued without Shareholder approval and as such Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4.

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 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 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 issue will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 5 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 Placement Shares pursuant to Resolution 5.

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

20,081,752 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 5 June 2018.

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

\$0.11 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 sophisticated and institutional investors none of which are related parties of the Company.

(f) **Use of Funds**

The Company will use the funds raised from the Placement for further exploration to expand and extend mineral resources at the Leonora Gold Project.

The Board recommends Shareholders vote in favour of Resolution 5 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 Placement Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.



## 7. DEFINITIONS

<b>Associates</b>	has the meaning given to it in the Corporations Act.
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) and, where the context permits the Australian Securities Exchange operated by the ASX.
<b>Board</b>	means the board of Directors of the Company.
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the Corporations Act 2001 ( <i>Cth</i> ).
<b>Credit Agreement</b>	means the Credit Agreement entered into by Kin with Sprott Private Resource Lending (Collector) LP to fund the development of the LGP
<b>Directors</b>	means the current Directors of the Company.
<b>Explanatory Statement</b>	means this Explanatory Statement.
<b>Kin or the Company</b>	means Kin Mining NL (ACN 150 597 541).
<b>LGP or Leonora Gold Project</b>	means the Leonora Gold Project.
<b>Listing Rules</b>	means the official listing rules of the ASX.
<b>Meeting</b>	means the General Meeting convened by this Notice of Meeting.
<b>Notice</b>	means this notice of Meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Optionholder</b>	means a holder of an Option.
<b>Project Finance Facility</b>	means the finance facility provided by Sprott Private Resource Lending (Collector) LP pursuant to the terms of the Credit Agreement
<b>Resolution</b>	means a resolution contained in this Notice.
<b>Schedule</b>	means a Schedule to this Notice.
<b>Securities</b>	means a share, an option, a Performance Right or any combination of these as the context provides.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.

## SCHEDULE 1 – Terms and Conditions of Unlisted Options (Kamjoh Pty Ltd)

<b>Entitlement</b>	Each Unlisted Option will entitle the holder to subscribe for one Share. All Share issued upon the exercise of the Unlisted Options will rank equally in all respects with the Company's existing Shares.
<b>Exercise Price</b>	Each Unlisted Option shall entitle the holder to acquire one share upon payment of the sum of \$0.36 per Unlisted Option to the Company (Exercise Price).
<b>Exercise of Options</b>	<p>The Unlisted Options will expire at 5.00pm WST on 15 January 2020 (Expiry Date). The Unlisted Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of shares in respect of which the Bonus Options are exercised.</p> <p>An Unlisted Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Unlisted Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Unlisted Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Unlisted Options exercised.</p>
<b>Quotation</b>	<p>Application will not be made to ASX for Quotation of the Unlisted Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Unlisted Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
<b>Transfer</b>	The Unlisted Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
<b>Participation and Entitlements</b>	<p>There are no participating rights or entitlements inherent in the Unlisted Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Unlisted Options.</p> <p>However, the Company must give notice to the holders of Unlisted Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules so as to give holders the opportunity to exercise their Unlisted Options before the date for determining entitlements to participate in any issue.</p>
<b>Reorganisation of Share Capital</b>	In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Unlisted Options shall be changed to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.
<b>Bonus Issue</b>	If, from time to time, before the expiry of the Unlisted Options, the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which an Unlisted Option is exercisable will be increased by the number of Shares which the holder would have received if the Unlisted Option had been exercised before the date for calculating entitlements to the pro-rata issue.

**LODGE YOUR VOTE ONLINE**



**ONLINE VOTE**

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



**MOBILE DEVICE VOTE**

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.



**2018 GENERAL MEETING - VOTING/PROXY FORM**

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

**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.

**STEP 1**

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are 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 General Meeting of the Company to be held at 1st Floor, 54 Kings Park Road, West Perth WA 6005 on 3 September 2018 at 11.00am (WST) and at any adjournment or postponement of that Meeting.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:**

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**VOTING DIRECTIONS**

**Agenda Items**

**STEP 2**

		For	Against	Abstain*
1	Ratification of Share Placement to Sophisticated and Professional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of Option Issue to Kamjoh Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of Share Placement to Kamjoh Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Shares to Sprott Private Resource Lending (Collector) LP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Share Placement to Sophisticated Investors	<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.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

**STEP 3**

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 shareholder 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

This form shows 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.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### 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 permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as he sees 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 VOTE

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 1 September 2018, 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 VOTE

[www.advancedshare.com.au/investor-login](http://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](mailto: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