

# **Kin Mining N.L.**

ACN 150 597 541

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

### ***Explanatory Statement and Proxy Form***

**Date of Meeting**

21 November 2019

**Time of Meeting**

11.00 am (WST)

**Place of Meeting**

Quest East Perth  
176 Adelaide Terrace, East Perth, WA

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matters prior to the Meeting please contact the Company Secretary by telephone on +61 8 9242 2227.***

**Shareholders are urged to vote either online, or by lodging the proxy form attached to the Notice, or by attending the meeting.**

## NOTICE OF GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) will be held on Thursday 21 November 2019, commencing at 11.00am (WST) at 176 Adelaide Terrace, East Perth, Western Australia.

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

### AGENDA

#### ORDINARY BUSINESS

##### Accounts and Reports

*To receive and consider the annual financial report for the financial year ended 30 June 2019, together with the reports by directors and auditors thereon.*

---

#### 1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company’s 2019 Annual Report for the financial year ended 30 June 2019 be adopted.”*

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

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

- (a) member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together “prohibited persons”).

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

---

#### 2. RESOLUTION 2: ELECTION OF DIRECTOR (MR NICHOLAS ANDERSON)

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

*“That, for the purpose of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Mr Nicholas Anderson, a Director who was appointed on 31 July 2019, retires, and being eligible, is elected as a Director.”*

---

#### 3. RESOLUTION 3: ELECTION OF DIRECTOR (MR HANSJOERG PLAGGEMARS)

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

*“That, for the purpose of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Mr Hansjoerg Plaggemars, a Director who was appointed on 31 July 2019, retires, and being eligible, is elected as a Director.”*

---

#### 4. RESOLUTION 4: RE-ELECTION OF DIRECTOR (MR BRIAN DAWES)

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

*"That Mr Dawes, 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."*

---

#### 5. RESOLUTION 5: 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 42,000,000 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 in favour of this Resolution by or on behalf of 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).

---

#### 6. RESOLUTION 6: 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 24,205,701 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 in favour of this Resolution by or on behalf of 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).

---

#### 7. RESOLUTION 7: APPROVAL TO GRANT PERFORMANCE RIGHTS TO MR ANDREW MUNCKTON

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 10.14 and for all other purposes, Shareholders approve and authorise the Directors to grant up to 4,000,000 Performance Rights (and issue up to 4,000,000 Shares on conversion of such Performance Rights) to Mr Andrew Munckton (or his nominee) subject to the terms of the Performance Rights Plan and on the terms and conditions summarised in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Andrew Munckton, who is excluded from voting, and any associate of Mr Andrew Munckton as well as any Director of the Company who is entitled to participate in the Performance Rights Plan or their Associates. However, the Company will not disregard a vote unless 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 by the Chairman 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).

In addition, in accordance with the Corporations Act, a vote may not be cast in favour of this Resolution 7 by any member of the Key Management Personnel or a closely related party of any such member of the Key Management Personnel that is appointed as proxy if the appointment does not specify the way in which the proxy is to vote unless:

- (a) the proxy is the Chairman of the meeting at which Resolution 7 is voted on; and
- (b) the proxy appointed expressly authorised the Chairman to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of a member of the Key Management Personnel.

---

## 8. 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 in favour of this Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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 19 November 2019. 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**



**Stephen Jones**  
**Company Secretary**  
21 October 2019

---

## 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 Thursday 21 November 2019, commencing at 11.00am (WST) at 176 Adelaide Terrace, East 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.

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2019 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.

---

### 2. 2019 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2019 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).

---

### 3. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

#### 3.1 General

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

Pursuant to the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2020 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 2020 annual general meeting. All of the Directors who were in office when the Company's 2020 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 2019.

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

### **3.2 Proxy Restrictions**

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

---

## **4 RESOLUTION 2: ELECTION OF DIRECTOR (MR NICHOLAS ANDERSON)**

Resolution 2 relates to the election of Mr Anderson as a Director of the Company.

Mr Anderson is a chemical engineer and finance executive with extensive experience in the resources sector. For more than 15 years he has provided financial/corporate advisory services, capital raising solutions and completed asset purchases across the mining, infrastructure and renewables sectors.

Mr Anderson is currently Chief Financial Officer of Rivet Group which provides transport, logistics, equipment hire and maintenance services to a number of industries including mining. Mr Anderson is also a Non-Executive Director of Adaman Resources Ltd and is a graduate of the Australian Institute of Company Directors.

Clauses 11.11 and 11.12 of the Constitution provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clauses 11.11 and 11.12 of the Constitution any Director so appointed holds office only until the next annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Anderson, having been appointed on 31 July 2019 will retire from office in accordance with the requirements of clause 11.11 and 11.12 of the Constitution and being eligible submits himself for election by Shareholders in accordance with clauses 11.11 and 11.12 of the Constitution.

The Chairperson intends to vote all undirected proxies in favour of Resolution 2.

---

## **5 RESOLUTION 3: ELECTION OF DIRECTOR (MR HANSJOERG PLAGGEMARS)**

Resolution 3 relates to the election of Mr Plaggemars as a Director of the Company.

Mr Plaggemars is an experienced company director with a deep background in corporate finance, corporate strategy and governance. He has served on the Board of Directors of many listed and unlisted companies in a variety of industries including mining, agriculture, shipping, construction and investments. This includes the Board of Delphi Unternehmensberatung AG.

Mr Plaggemars has qualifications in Business Administration and is fluent in English and German.

Clauses 11.11 and 11.12 of the Constitution provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clauses 11.11 and 11.12 of the Constitution any Director so appointed holds office only until the next annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Plaggemars, having been appointed on 31 July 2019 will retire from office in accordance with the requirements of clause 11.11 and 11.12 of the Constitution and being eligible submits himself for election by Shareholders in accordance with clauses 11.11 and 11.12 of the Constitution.

The Chairperson intends to vote all undirected proxies in favour of Resolution 3.

---

## 6 RESOLUTION 4: RE-ELECTION OF DIRECTOR (MR BRIAN DAWES)

Resolution 4 relates to the re-election of Mr Dawes as a Director of the Company.

Mr Dawes is a mining engineer with extensive international mining industry experience. He holds a BSc in Mining from the University of Leeds UK, and is Member of the Australasian Institute of Mining and Metallurgy.

Mr Dawes has worked in the UK, Africa, the Middle East and across Australia and holds several First Class Mine Managers' Certificates of Competency. Brian's diverse expertise covers all key industry aspects from exploration through the discovery, feasibility, funding, approvals, project construction, commissioning, operations, optimisation, logistics, marketing, and closure phases. This includes site management and corporate responsibilities in a diversity of challenging and successful underground and open pit operations across many commodities and geographies; mainly in copper, nickel, gold, zinc and lead, with iron ore, graphite, and coal.

Brian is a Non-Executive Director of Talisman Mining, and has previously held a number of executive positions with Jubilee Mines NL, Western Areas, LionOre Australia, WMC, Normandy Mining and Aberfoyle.

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 Dawes retires by rotation and, being eligible, offers himself for re-election.

The Chairperson intends to vote all undirected proxies in favour of Resolution 4.

---

## 7 RESOLUTION 5: RATIFICATION OF SHARE PLACEMENT TO SOPHISTICATED AND PROFESSIONAL INVESTORS

### General

On 18 June 2019 the Company issued a total of 42,000,000 Shares in a share placement to sophisticated and professional investors (**Placement**). The Placement raised a total of \$2,100,000 (before costs) and was completed in accordance with the Company's 15% capacity under Listing Rule 7.1.

Resolution 5 seeks ratification by Shareholders for the issue of 42,000,000 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**

42,000,000 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 18 June 2019.

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

\$0.05 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 to complete the Prefeasibility study on the Cardinia Gold Project and for general working capital.

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.

---

## **8 RESOLUTION 6: RATIFICATION OF SHARE PLACEMENT TO SOPHISTICATED AND PROFESSIONAL INVESTORS**

### **General**

On 18 October 2019 the Company announced the issue of a total of 24,205,701 Shares in a share placement to sophisticated and professional investors (**Placement**). The Placement raised a total of \$847,000 (before costs) and was completed in accordance with the Company's 15% capacity under Listing Rule 7.1.

Resolution 6 seeks ratification by Shareholders for the issue of 24,205,701 Shares pursuant to the Placement (**Placement Shares**).

The Placement Shares were issued without Shareholder approval and as such Resolution 6 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 6 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 6.

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

24,205,701 Shares were issued.



(b) **Date of Issue**

The Shares were issued on 22 October 2019.

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

\$0.035 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 general working capital.

The Board recommends Shareholders vote in favour of Resolution 6 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.

---

**9 RESOLUTION 7 - APPROVAL TO GRANT PERFORMANCE RIGHTS TO ANDREW MUNCKTON**

The Company proposes to grant up to 4,000,000 Performance Rights to the Managing Director, Mr Andrew Munckton (or his nominee) as a long term incentive.

The Performance Rights will each convert into a Share for no consideration on exercise by Mr Munckton once the vesting conditions have been satisfied. The Performance Rights expire three years from the date of grant.

The Performance Rights are to be issued in accordance with the terms of the Executive Employment Agreement with Mr Munckton that includes the provision of long term incentives with the maximum value to be an amount equal to 30% of the total fixed remuneration. The amount and terms of the long term incentives is completely within the discretion of the Board and will be determined annually.

The Performance Rights will be issued in three tranches as follows:

Tranche	Performance Period	Maximum allocation of long term incentives
Tranche 1	1 July 2019 – 30 June 2020	\$32,500
Tranche 2	1 July 2020 – 30 June 2021	\$32,500
Tranche 3	1 July 2021 – 30 June 2022	\$32,500

Performance Rights will, subject to meeting the Performance Measures, vest into shares in the Company in accordance with the following formula.

Number of shares =	\$ value of the Performance Rights
	Volume Weighted Average Price (VWAP) of the Company's shares over the 10 days on which trading in the Employer's shares occurred leading up to and including the day prior to the vesting date

The Performance Rights will vest on satisfaction of the following vesting conditions.

***Vesting conditions***

The vesting of the Performance Rights are subject to the satisfaction of the following performance conditions.

The Board will have the unfettered and absolute right to determine and confirm whether vesting conditions have been met in respect of each and all tranches. In making its determination the Board will recognise the relevant tranche objective at the end of the applicable vesting period and have regard to implementation of the Business Plan, as well as other proposals endorsed by the Board as part of its ongoing review of strategy.

Vesting conditions will be a shareholder aligned measure (Total Shareholder Return – TSR).

Vesting of each Tranche will be measured in absolute terms and relative terms against a defined peer group approved by the Board which is reflective of companies in the same industry with similar issues in respect of organisational size, market capitalisation, geography, life cycle and project complexity as shown in the table below.

Tranche <sup>1</sup>	Vesting conditions (Tranche Objective)	Weighting
Tranche 1	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%
Tranche 2	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%
Tranche 3	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%

<sup>1)</sup> The number of Performance Rights to be granted is calculated by dividing each \$32,500 tranche by the VWAP of the Company's Shares over the 10 days on which trading in the Company's Shares occurred leading up to and including the day prior to the vesting date. To give Shareholders a better understanding of the total potential number of Shares Mr Munckton could receive, based on the VWAP of KIN's shares of the 10 business days preceding the date within this notice, of \$0.045, the maximum number of Performance Rights that KIN would grant Mr Munckton would be 2,166,666 Performance Rights.

#### **General terms and conditions applying to the vesting of all tranches of Performance Rights**

The vesting of the Performance Rights are also subject to the following terms:

- (a) Mr Munckton remaining in the employment of the Company at the relevant vesting date unless otherwise agreed by the Board.
- (b) Performance Rights in each tranche will be issued within one month following the vesting of each vesting condition.
- (c) The Board has unfettered and absolute discretion in confirming if a particular vesting condition has been met.
- (d) The Board will retain the unfettered and absolute discretion, on the specific recommendation of the Remuneration and Nomination Committee (where applicable), to approve vesting of Performance Rights where deemed appropriate. This is intended to cover the permanent disablement, incapacity or death of Mr Munckton.
- (e) Performance Rights in relation to each tranche may be exercised at any time after the relevant vesting conditions are deemed to have been met up until the date being 3 years from the date of the Meeting.

The Company will disregard any votes cast on this Resolution 7 by Mr Munckton (being a related party of the Company to whom this Resolution 7 would permit the financial benefit to be given) and his Associates (who are all prohibited from voting).

#### **Specific Information Required by Listing Rule 10.15A**

The following information is provided for the purposes of Listing Rule 10.15A:

- (a) The maximum number of Securities to be issued pursuant to Resolution 7 is 4,000,000. The exact number of Performance Rights to be granted is to be determined in accordance with the formula set out in the table above.
- (b) The vesting conditions and expiry date of the Performance Rights to be granted under the Performance Plan are set out above.
- (c) The principal terms of the Plan are set out in Schedule 1. Further terms and conditions of the New Performance Rights are set out in Schedule 2.

- (d) The Performance Rights will be granted for nil consideration as long term incentives for Mr Munckton. Accordingly, no funds will be raised from the grant of the Performance Rights. Upon conversion of the Performance Rights, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (e) Performance Rights granted under the Plan to date include:
- 4,000,000 granted to the previous Managing Director (Don Harper) of which 380,083 have been issued at \$0.2631 per performance right following vesting conditions being met and the remainder of 3,619,917 that have since been cancelled; and
  - 291,149 granted to employees of which 291,149 have been issued at \$0.2576 per performance right following vesting conditions being met.
- (f) Under the Plan only eligible persons or their permitted nominees are entitled to participate in the Plan. Mr Munckton will be an eligible person for the purposes of the Plan.
- (g) Mr Munckton is a related party of the Company as he is the Managing Director.
- (h) Mr Munckton is the only Listing Rule 10.14 party of the Company that is entitled to participate in the Plan.
- (i) The Company will grant the Performance Rights no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (j) A voting exclusion statement is included in the Notice.
- (k) In each annual report of the Company details of any Performance Rights used under the Plan will be published relating to the period in which the Performance Rights have been issued, and that approval for the issue of the Performance Rights was obtained under Listing Rule 10.14. In addition any additional persons who may become entitled to the issue of Performance Rights after the date of the Meeting and who are not named in this Notice may not be issued any Performance Rights until approval is obtained under Listing Rule 10.14.
- (l) There are no loans provided by the Company in relation to the issue of the Performance Rights.

---

## **10 Resolution 8: Approval of Additional 10% Placement Capacity**

### **10.1 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 10.2 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.

### **10.2 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 \$20,000,000.

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

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

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
  - i. plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - ii. plus the number of partly paid shares that became fully paid in the previous 12 months;
  - iii. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4; 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.

### 10.3 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 10.3(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 \$0.0200 (50% decrease in issue price)	Funds raised based on issue price of \$0.0400 (issue price)	Funds raised based on issue price of \$0.0800 (100% increase in issue price)
483,371,337 (Current)	48,337,134	\$966,743	\$1,933,485	\$3,866,971
725,057,006 (50% increase)	72,505,701	\$1,450,114	\$2,900,228	\$5,800,456
966,742,674 (100% increase)	96,674,267	\$1,933,485	\$3,866,971	\$7,733,941

\*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 17 October 2019.
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
- (ii) 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:

- (i) as cash consideration in which case the Company intends to use funds raised for exploration, evaluation and development of the Company's existing projects including the Cardinia Gold Project and general working capital; or
- (ii) 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:

- (i) the purpose of the issue;
- (ii) 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;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) 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 2018, the Company did not obtain 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 ASX Listing Rule 7.1A.

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

#### 10.4 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.

The Chairperson intends to vote all undirected proxies in favour of Resolution 8.

---

## 11 DEFINITIONS

**Associates** has the meaning given to it in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691) and, where the context permits the Australian Securities Exchange operated by the ASX.

**Board** means the board of Directors of the Company.

**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 the ASX.

**Meeting** means the annual general meeting convened by this Notice of Meeting.

**Notice** means this notice of Meeting.

**Performance Rights** means rights to receive Shares issued to eligible employees pursuant to their employment agreement and the Company performance rights plan where rights, subject to meeting the certain performance hurdles, vest into shares in the Company

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section of this Notice.

**Securities** means a share, an option, a Performance Right or any combination of these as the context provides.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**SCHEDULE 1 - ISSUE OF EQUITY SECURITIES SINCE 29 NOVEMBER 2018**

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
4 December 2018	66,289,610	Shares <sup>2</sup>	Subscribers pursuant to a Pro-rata Rights Issue	\$0.08 (3.6% discount)	Amount raised: \$5,303,169 Amount spent: \$5,303,169 <sup>3</sup>
19 December 2018	1,489,000	Shares <sup>2</sup>	Subscribers pursuant to a Pro-rata Rights Issue	\$0.08 (Nil discount)	Amount raised: \$119,120 Amount spent: \$119,120 <sup>3</sup>
18 June 2019	42,000,000	Shares <sup>2</sup>	Subscribers pursuant to placement to Sophisticated Investors pursuant to s708 of the Corporations Act	\$0.05 (17% discount)	Amount raised: \$2,100,000 Amount spent: Nil <sup>4</sup>
18 October 2019	24,205,701	Shares <sup>2</sup>	Subscribers pursuant to placement to Sophisticated Investors pursuant to s708 of the Corporations Act	\$0.035, (12.5% discount)	Amount raised: \$847,200, Amount spent: Nil <sup>4</sup>

**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. All the funds from the above capital raisings have been used to maintain existing projects, for the development of the Cardinia Gold Project and for general working capital requirements. Funds were also used for the repayment of the Sprott credit facility. Any remaining funds will also be utilised to maintain existing projects, for the development of the Cardinia Gold Project and for general working capital requirements.
4. All the funds from the above capital raisings have been used to maintain existing projects, for the completion of the PFS of the Cardinia Gold Project and for general working capital requirements. Any remaining funds will also be utilised to maintain existing projects, for the assessment of exploration opportunities and for general working capital requirements.



## Schedule 2 – Overview of Performance Rights Plan

Summary of the Performance Rights Plan and terms on which offers may be made:

- (a) The directors of the Company from time to time, at their discretion, may at any time invite eligible employees to participate in the grant of Performance Rights.
- (b) The eligible employees under the Plan are full time and part time employees (including a director) of the Company and its related bodies corporate or any other person who is declared by the Board to be eligible to receive a grant of Performance Rights under the Plan (**Eligible Employees**). Subject to the Board approval, an Eligible Employee may nominate a nominee to receive the Performance Rights to be granted to the Eligible Employee.

The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

- (c) The Plan is administered by the Directors of the Company, who have the power to:
  - (i) determine appropriate procedures for administration of the Plan consistent with its terms;
  - (ii) resolve conclusively all questions of fact or interpretation in connection with the Plan;
  - (iii) delegate the exercise of any of its powers or discretions arising under the Plan to any one or more persons for such period and on such conditions as the Board may determine; and
  - (iv) suspend, amend or terminate the Plan (subject to restrictions on amendments to the Plan which reduce the rights of a participant of the Plan in respect of any Performance Rights or Shares already granted).
- (d) Performance Rights will be granted for nil cash consideration, unless the Board determines otherwise (which will be no more than a nominal amount).
- (e) No amount will be payable on the exercise of Performance Rights under the Plan.
- (f) The Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.
- (g) The Company must have reasonable grounds to believe that the number of Shares to be issued on exercise of the Performance Rights when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three years under:
  - (i) an employee incentive plan of the Company covered by ASIC Class Order 14/1000; or
  - (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,does not exceed 5% of the total number of issued Shares at the time the invitation to acquire Performance Rights is made (but disregarding any securities issued as the result of an offer that can be disregarded in accordance with ASIC Class Order 14/1000).
- (h) The Shares to be issued on exercise of the Performance Rights will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.
- (i) The Performance Rights granted under the Plan will be subject to vesting conditions determined by the Board from time to time and expressed in a written offer made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The vesting conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant in the Plan and/or by the Company or (iii) such other performance conditions as the Board may determine and set out in the offer. The Board determines whether vesting conditions have been met.
- (j) Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the offer to the Eligible Employee.
- (k) Performance Rights will be exercisable by the holder from the date the applicable vesting conditions are satisfied or waived by the Board up to and including the applicable expiry date.

- (l) The vesting conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the offer to the Eligible Employee. Performance Rights will not be listed for quotation. However, the Company will make an application to ASX for official quotation of all Shares issued on exercise of the Performance Rights within the period required by the Listing Rules.
- (m) The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- (n) If a vesting condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Right will lapse. Unless the Board determines otherwise, an unvested Performance Right will lapse if the holder ceases to be an Eligible Employee for the purposes of the Plan by reason of resignation, termination for poor performance or termination for cause.
- (o) Unless the Board determines otherwise, if the holder of Performance Rights granted under the Plan ceases to be an employee for any other reason other than those reasons set out in paragraph (n), including but not limited to retirement, total and permanent disablement, death, redundancy or termination by agreement, then any Performance Rights which have not lapsed will continue to be held by the holder as if it was still an Eligible Employee, except that any continuous service condition will be deemed to have been waived.
- (p) If, in the opinion of the Board, a holder of Performance rights granted under the Plan acts fraudulently or dishonestly, is in breach of his or her obligations to the Company and its related bodies corporate, has done an act which has brought the Company or any of its related bodies corporate into disrepute, or if the Company becomes aware of a material misstatement or omission in the financial statements in relation to the Company or any of its related bodies corporate, or a holder is convicted of an offence in connection with the affairs of the Company or any of its related bodies corporate, or has judgment entered against him or her in any civil proceedings in respect of the contravention of his or her duties at law in his capacity as an employee, consultant or officer of the Company or any of its related bodies corporate, the Board will have the discretion to deem any Performance Rights lapsed.
- (q) If in the opinion of the Board, Performance Rights vested as a result of the fraud, dishonesty or breach of obligations of either the holder or any other person and in the opinion of the Board, the Performance Rights would not have otherwise vested, or the Company is required by, or entitled under, law to reclaim an overpaid bonus or other amount from a holder, then the Board may determine (subject to applicable law) any treatment in relation to the Performance Rights or Shares issued upon exercise of Performance Rights to comply with the law or to ensure no unfair benefit is obtained by the Participant.
- (r) Where there is a transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change of control of the Company (**Change of Control Event**), the Board may in its discretion determine that all or a specified number of the holder's Performance Rights vest and become exercisable or cease to be subject to restrictions (as applicable), although the Board may specify in an offer to a Participant that any additional or different treatment will apply if a Change of Control Event occurs.
- (s) Unless the Board determines otherwise, if a Change of Control Event occurs, any restrictions on dealing imposed on vested Performance Rights will cease to have effect.
- (t) There are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (u) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the number of Shares which must be allocated on the exercise of a Performance Right.
- (v) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be allocated on the exercise of a Performance Right will be increased by the number of Shares which the participant would have received if the Performance Right had vested before the record date for the bonus issue.
- (w) If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.
- (x) Subdivision 83A-C of the *Income Tax Assessment Act 1997 (Cth)* applies to Performance Rights issued under the Plan.

### Schedule 3 – Terms and Conditions of Performance Rights

#### 1. Entitlement

Each New Performance Right (**Performance Right**) will convert into a Share for no consideration upon exercise of the Performance Right by the holder.

#### 2. Vesting Date and Expiry Date

Each Performance Right will vest on the date on which both of the following are satisfied (**Vesting Date**):

Tranche <sup>1</sup>	Vesting conditions (Tranche Objective)	Weighting
Tranche 1	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%
Tranche 2	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%
Tranche 3	Company's Absolute TSR	50%
	Company's TSR relative to Peers	50%

<sup>1)</sup> The number of Performance Rights to be granted is calculated by dividing each \$32,500 tranche by the VWAP of the Company's Shares over the 10 days on which trading in the Company's Shares occurred leading up to and including the day prior to the vesting date. To give Shareholders a better understanding of the total potential number of Shares Mr Munckton could receive, based on the VWAP of KIN's shares of the 10 business days preceding the date within this notice, of \$0.06, the maximum number of Performance Rights that KIN would grant Mr Munckton would be 1,625,000 Performance Rights.

<sup>2)</sup> The Expiry Date for each Performance Right will be the date which is 3 years from the date of grant.

#### 3. Exercise Period

Subject to item 3, a Performance Right may only be exercised at any time after the Vesting Date, and prior to the Expiry Date (subject to satisfaction of the applicable service condition set out in that table).

#### 4. Vesting on Change of Control

Notwithstanding the provisions of the Plan, any Performance Rights that have not yet vested will automatically vest upon a Change of Control at the VWAP of the Company's Shares over the 10 days on which trading in the Company's Shares occurred leading up to and including the day prior to the vesting date (Change of Control date). For these purposes, **Change of Control** means one or more of the following events occurring (subject to the applicable service condition set out in Schedule 2 item (b) being satisfied up until the date of the relevant event):

- (i) the bidder under a takeover bid in respect of all Shares has achieved acceptances in respect of more than 50.01% of Shares and that takeover bid has become unconditional;
- (ii) the announcement by the Company that its Shareholders have, at a court convened meeting of Shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all securities of the Company are to be either:
  - (A) cancelled; or
  - (B) transferred to a third party,and the court, by order, approves the proposed scheme of arrangement; or
- (iii) any person, individually or together with their associates, acquires a relevant interest in 50.01% or more of the total number of Shares on issue by any other means.

**5. Plan**

The Performance Rights are granted in accordance with, and subject to, the Plan.

**6. Notice of Exercise**

The Performance Rights may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of a Performance Right received by the Company will be deemed to be a notice of exercise of that Performance Right as at the date of receipt

**7. Shares issued on exercise**

Shares issued on exercise of the Performance Rights rank equally with the then Shares of the Company.

**8. Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options within the period required by the ASX Listing Rules.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

**10. Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of a Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

**11. Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the number of Shares which must be issued on the exercise of the Performance Rights.

**12. Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

**13. Quotation of Performance Rights**

No application for quotation of the Performance Rights will be made by the Company.

**14. Performance Rights not transferable**

Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.

**15. Deferred Taxation**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to the Performance Rights.