

**KIN MINING N.L.**  
**ACN 150 597 541**

## **PROSPECTUS**

For a pro rata bonus issue of one Bonus Option for every two Existing Shares held to Eligible Shareholders

The Bonus Options are being issued FREE to Eligible Shareholders

Eligible Shareholders are not required to take any action in relation to the issue of Bonus Options pursuant to this Prospectus

### **Important Notice**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Bonus Options offered by this Prospectus should be considered speculative.

An investment in the Company is not risk free and investors should consider the risk factors described below in **section 4**, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Options. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Bonus Options.

## **IMPORTANT NOTES**

This Prospectus is dated 5 February 2014 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus. No Bonus Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will not apply to ASX for the Bonus Options to be granted quotation on ASX.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Refer to **section 1.11** for treatment of overseas shareholders.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 4** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 7**.

## **ELECTRONIC PROSPECTUS**

A copy of the Prospectus can be downloaded from the website of the Company at [www.kinmining.com.au](http://www.kinmining.com.au), or the website of ASX at [www.asx.com.au](http://www.asx.com.au). Any person accessing the electronic version of the Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Company.

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### SUMMARY OF IMPORTANT DATES

Lodgement Date	5 February 2014
Record date to determine Entitlement	18 February 2014
Prospectus with Entitlement Form sent to Shareholders	19 February 2014
Allotment and issue of Bonus Options	28 February 2014
Issue of shareholding statements	28 February 2014

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and Corporations Act.

## LETTER FROM THE CHAIRMAN

5 February 2014

Dear Shareholder

On 17<sup>th</sup> December 2013 the Directors of the Company announced that they proposed to offer shareholders the opportunity to participate in a pro-rata bonus issue of loyalty options as a token of appreciation to shareholders of their continued support in accordance with the commitment made by the company in the IPO prospectus.

The entitlement to Bonus Options will be on the basis of one free attaching Bonus Option for every two Shares held. The exercise price of the Bonus Option will be \$0.30 and the expiry date will be 31 January 2015.

You are encouraged to read this Prospectus fully. If you have any questions about the Offer, you should consult your stockbroker or other professional adviser.

I look forward to your continuing support.

Yours sincerely

Terrence Grammer  
Chairman

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## **1 DETAILS OF THE OFFER**

### **1.1 The Issue**

A pro rata bonus issue to Eligible Shareholders of 19,326,501 Bonus Options on the basis of one Bonus Option for every two Existing Shares held as at the Record Date. The Bonus Options are being issued free of charge to Eligible Shareholders.

As the Bonus Options are being issued for no consideration, no funds will be raised by the Offer. If all of the Bonus Options under the Offer are exercised the Company will receive approximately \$5,797,950. It is currently intended that any funds raised by the exercise of the Bonus Options will be used to fund ongoing exploration operations, to augment the Company's general working capital and to provide funds for appropriate growth opportunities.

### **1.2 What Shareholders are required to do**

As an Eligible Shareholder you do not need to take any action to receive Bonus Options.

Eligible Shareholders will be sent a copy of the Prospectus together with a Bonus Option holding statement that will state the number of Bonus Options that they will receive.

### **1.3 No Minimum Subscription**

There is no minimum subscription for the Offer.

### **1.4 Underwriting**

The Offer is not underwritten.

### **1.5 Entitlement to Rights Issue**

Eligible Shareholders who are on the Company's Share register at the close of business on the Record Date are eligible to participate in the Offer.

Fractional Entitlements will be rounded up to the nearest whole number of Bonus Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

### **1.6 Allotment and Allocation**

The Bonus Options will be allotted and granted as soon as practicable after the Record Date and otherwise in accordance with the Listing Rules. Holding statements in relation to the Bonus Options will be dispatched as soon as practicable after the Record Date.

### **1.7 Rights Trading**

The Offer is a non-renounceable bonus issue. This means that the Rights of Eligible Shareholders to be granted Bonus Options under this Prospectus are not transferable and there will be no trading of Rights on ASX.

### **1.8 Allotment and Application Money**

Eligible Shareholders are not required to pay any Application Money for Bonus Options.

Application will not be made for the Bonus Options to be granted Official Quotation by ASX.

### **1.9 Issue Outside Australia and Bonus Zealand**

This Prospectus does not constitute an offer of Bonus Options in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer.

No action has been taken to register or qualify the Bonus Options or the Issue or otherwise to permit an offering of the Bonus Options in any jurisdiction outside Australia and New Zealand.

#### **1.10 Market Prices of Existing Shares on ASX**

The highest and lowest market sale price of Shares during the three months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	<b>3 months high</b>	<b>3 months low</b>	<b>Last Market Sale Price</b>
<b>Shares</b>	\$0.330 on 25 November 2013	\$0.270 on 29 October 2013	\$0.295 on 4 February 2014

#### **1.11 Rights and Liabilities attaching to the Bonus Options**

A summary of the rights and liabilities attaching to the Bonus Options is set out in **section 3**.

#### **1.12 Taxation Implications**

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Bonus Issue, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Issue. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Issue.

#### **1.13 Enquiries**

Any queries regarding the Offer should be directed to Mr Joe Graziano, Company Secretary on +61 9242 2227.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

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## **2 PURPOSE AND EFFECT OF THE ISSUE**

### **2.1 Purpose of the Issue**

The purpose of the Issue is to reward Eligible Shareholders for their continued loyalty and support of the Company in accordance with the commitment given by the Company in the IPO prospectus.

There will not be any proceeds of the Offer.

The Directors intend to fund Issue expenses from existing cash reserves.

### **2.2 Effect of the Issue and Pro Forma Statement of Financial Position**

The effect of the Issue will be (assuming Entitlements are taken up in full) that:

- (a) cash reserves will decrease by approximately \$15,000; and
- (b) the number of Options on issue will increase from zero to 19,326,501.

### **2.3 Pro Forma Statement of Financial Position**

#### *Basis of Preparation*

The pro-forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005).

The pro-forma statement of financial position has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro-forma statement of financial position is based on the unaudited statement of financial position as at 31 December 2013.

**KIN MINING N.L.**  
**Pro-Forma Statement of Financial Position**

	31 December 2013 Unaudited	Pro-Forma 31 December 2013 Post Offer Unaudited
<b>Current Assets</b>	\$	\$
Cash and cash equivalents	1,325,301	1,310,301
Trade and other receivables	98,519	98,519
Prepayments	139,289	139,289
<b>Total Current Assets</b>	<b>1,563,109</b>	<b>1,548,109</b>
<b>Non Current Assets</b>		
Property, plant and equipment	43,694	43,694
Mineral exploration and development	992,404	992,404
<b>Total Non Current Assets</b>	<b>1,036,098</b>	<b>1,036,098</b>
<b>TOTAL ASSETS</b>	<b>2,599,207</b>	<b>2,584,207</b>
<b>Current Liabilities</b>		
Trade and other payables	132,909	132,909
<b>Total Current Liabilities</b>	<b>132,909</b>	<b>132,909</b>
<b>TOTAL LIABILITIES</b>	<b>132,909</b>	<b>132,909</b>
<b>NET ASSETS</b>	<b>2,466,298</b>	<b>2,451,298</b>
<b>Equity</b>		
Contributed equity	2,788,082	2,773,082
Accumulated losses	(321,784)	(321,784)
<b>TOTAL EQUITY</b>	<b>2,466,298</b>	<b>2,451,298</b>

The Pro-Forma Statement of Financial Position includes the estimated cost of the Issue of \$15,000 Fully Subscribed.

#### 2.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Issue is set out below, assuming that the Issue is fully subscribed.



### Capital Structure after Completion of Issue

Shares	
38,653,003	Shares issued as at the date of this Prospectus
Nil	Shares issued pursuant to this Prospectus
38,653,003	Total issued Shares

Options	
19,326,501	Unlisted Options exercisable at \$0.30 on or before 31 January 2015.

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### **3 RIGHTS AND LIABILITIES ATTACHING TO SHARES AND BONUS OPTIONS**

The following is a summary of the more significant rights and liabilities attaching to Shares and Bonus Options (to be issued pursuant to this Prospectus). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

The rights attaching to the Shares and Bonus Options arise from a combination of the Company's Constitution, the Corporations Act, the ASX Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

#### **3.1 Rights attaching to Shares**

A summary of the rights attaching to the Shares is set out below.

(a) **Voting Rights**

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.

(b) **Dividends**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.

(c) **Winding up**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(d) **Transfer of Shares**

Generally, Shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASTC Settlement Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules, or under the Company's Constitution.

(e) **Further Increases in Capital**

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) **Variation of Rights**

Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) Meetings and Notices

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

### 3.2 Rights attaching to Bonus Options

The Bonus Options issued pursuant to this Prospectus will be issued on the following terms and conditions:

- (a) Each Bonus Option will entitle the holder to subscribe for one Share at an exercise price of \$0.30.
- (b) The Bonus Options are exercisable at any time on or before 31 January 2015 wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (c) All Shares allotted on exercise of the Bonus Options will rank equally in all respects with the Company's then existing Shares.
- (d) The Bonus Options are freely transferable.
- (e) Application will not be made to the ASX for official quotation of the Bonus Options. Application will be made to ASX for official quotation by ASX of all Shares allotted pursuant to the exercise of Bonus Options not later than 10 business days after the date of allotment.
- (f) Holders of Bonus Options may only participate in Bonus issues of securities as holders of Shares if a Bonus Option has been exercised and Shares have been allotted in respect of the Bonus Option before the record date for determining entitlements to the issue. The Company must give at least 7 business days' notice to holders of any Bonus Options before the record date for determining entitlements to the issue in accordance with the Listing Rules of ASX.
- (g) There will be no change to the exercise price of a Bonus Option or the number of Shares over which a Bonus Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).
- (h) If there is a bonus issue ("**Bonus Issue**") to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Bonus Option had been exercised before the record date for the Bonus Issue ("**Bonus Options**"). The Bonus Options must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other Options of that class at the date of issue of the Bonus Options.
- (i) If, prior to the expiry of any Bonus Options, there is a reorganisation of the issued capital of the Company, the Bonus Options shall be reorganised in the manner set out in the Listing Rules.

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## 4 RISK FACTORS

An investment in the Company is not risk free and investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Bonus Options. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Bonus Options.

The following is not intended to be an exhaustive list of the general risk factors relating to an investment in the Company.

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors which the Company believes are most important in the context of the Company's business. It should be noted that this list is not exhaustive and that other risk factors may apply.

### 4.1 Mining industry risks

#### *Exploration and Evaluation Risks*

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

#### *Ability to exploit successful discoveries*

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploration would involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.

#### *Mining and development risk*

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

#### *Resource Estimations*

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore,

resource estimates may change over time as Bonus information becomes available. Should the company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

#### ***Environmental Risks and Regulations***

As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company's attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

#### ***Title Risks***

There can be no assurances that the interest in the Company's properties is free from defects. There can be no assurances that the Company's rights and title interests will not be challenged or impugned by third parties.

#### ***Licences and Permits***

The Company's mining exploration activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining reBonusals, or getting tenements granted, often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be reBonused as and when required. There is no assurance that such reBonusals will be given as a matter of course and there is no assurance that Bonus conditions will not be imposed in connection therewith.

#### ***Joint Venture Parties, Agents and Contractors***

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

#### ***Future capital requirements***

The Company's activities will require substantial expenditures. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

#### ***Potential Acquisitions***

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

### ***Reliance on Key Personnel***

The Company is reliant on key personnel employed or engaged by the Company. Loss of such personnel may have a material adverse impact on the performance of the Company. In addition, the recruiting of qualified personnel is critical to the Company's success. As the Company's business grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations. While the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

### ***Competition***

The Company competes with other companies, including major mining companies in Australia and internationally. Most of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

### ***Insurance and Uninsured Risks***

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### ***Government Regulation***

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that Bonus rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

### ***Fluctuations in Metal Prices***

The price of gold, other precious metals and other minerals fluctuates widely and is affected by numerous factors beyond the control of the Company such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events.

Future serious price declines in the market value of gold, other precious metals or other minerals could cause the continued development of, and eventually the commercial production from the Company's properties to be rendered uneconomic. Depending on the

price of gold, other precious metals and other minerals, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of gold and other precious metals are produced, a profitable market will exist for them.

In addition to adversely affecting the reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

***Mining is inherently dangerous and subject to conditions or events beyond the control of the Company, and any operating hazards could have a material adverse effect on its business***

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including: environmental hazards; industrial accidents; metallurgical and other processing problems; unusual or unexpected rock formations; structure cave-in or slides; flooding; fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.

Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development.

#### ***Commodity Price and Exchange Rate Risks***

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

In addition to adversely affecting the reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

### ***The Company Does Not Have Any Production Revenues***

To date, the Company has not recorded any revenues from its projects nor has the Company commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which are beyond the Company's control.

The Company expects to continue to incur losses unless and until such time as any of its projects enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's projects will require the commitment of substantial resources to conduct the time-consuming exploration and development. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

### ***Native Title Risks***

It is possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Indigenous Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

## **4.2 General investment risks**

### ***Economic risk***

General economic conditions in Australia and internationally, movements in interest, inflation and currency exchange rates, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws and changes to dividend imputation in Australia may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

### ***Market conditions***

The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

### ***Security investments***

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been



unrelated to the operating performances of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.

#### ***Stock Exchange Prices***

The market price of a publicly traded stock is affected by many variables not all of which are directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, has experienced wide fluctuations which have not necessarily been related to the operating performance or underlying asset values of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities.

#### ***Liquidity risk***

There may be relatively few buyers or sellers of securities on ASX at any given time. This may affect the volatility of the market price of the Securities and the prevailing market price at which Shareholders are able to sell their Options. This may result in Shareholders receiving a market price for their Options that is less or more than the price paid under the Offer.

### **4.3 Other risks**

Other risk factors include those normally found in conducting business, including litigation through breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel and other matters that may interfere with the Company's business or trade.

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## 5 ADDITIONAL INFORMATION

### 5.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from the time its securities were admitted to the official list and before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the financial statements of the Company for the financial year ended 30 June 2013 being the last financial statements for a financial year of the Company lodged with the ASIC before the issue of this Prospectus; and
  - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 30 June 2013 financial statements:

Date	Description of Announcement
03/10/2013	Becoming a substantial holder
04/10/2013	Becoming a substantial holder
04/10/2013	Becoming a substantial holder
04/10/2013	Becoming a substantial holder
07/10/2013	Initial Directors Interest Notice
07/10/2013	Initial Directors Interest Notice
07/10/2013	Initial Directors Interest Notice
07/10/2013	Initial Directors Interest Notice
09/10/2013	Amended Initial Directors Interest Notice
14/10/2013	Kin Mining Progress Report
16/10/2013	Change in Substantial holding
16/10/2013	Change in Substantial holding
23/10/2013	Exploration Update
28/10/2013	Notice of Annual General Meeting/Proxy Form
30/10/2013	Ceasing to be a Substantial holder
07/11/2013	Drilling has commenced
29/11/2013	Results of Annual General Meeting
02/12/2013	Presentation – Mines & Money (London)
17/12/2013	Loyalty Options Issue
19/12/2013	Significant Gold Intersections at Murrin Murrin
24/12/2013	Significant High Grade Results From Leonora Projects
14/01/2014	Excellent Gold Grades returned from follow up sampling
30/01/2014	Quarterly Report December 31 2013

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

## 5.2 ASIC Class Order Relief

The Company has taken advantage of ASIC Class Order 00/1092 which exempts it from the requirements that:

- (a) this Prospectus be accompanied by an application form; and

- (b) it may only issue Bonus Options pursuant to this Prospectus to a person who has submitted an application form distributed with this Prospectus.

### 5.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Issue of Securities pursuant to this Prospectus; or
- (c) the Issue of Bonus Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Options or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Issue of Bonus Options pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Name	Securities
Terrence Grammer	35,000 Ordinary Fully Paid shares
Trevor Dixon	6,602,501 Ordinary Fully Paid Shares
Fritz Fitton	1,000,000 Ordinary Fully Paid Shares
Joe Graziano	5,000,001 Ordinary Fully Paid Shares

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal Options.

In the two years preceding lodgement of this Prospectus, \$110,000 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

### 5.4 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named:

- HLB Mann Judd in its capacity as auditor of the Company; and
- Thompson Downey Cooper, in its capacity as solicitors to the Company.

Each of HLB Mann Judd and Thompson Downey Cooper has not:

- authorised or caused the issue of this Prospectus;
- made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
- assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of Securities pursuant to this Prospectus; or
- the offer of Bonus Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Options or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of Bonus Options pursuant to this Prospectus.

Thompson Downey Cooper is entitled to be paid \$5,000 for advice and assistance in relation to certain aspects of this Prospectus.

References to Company's share registrar appear for information purposes only. Advanced Share Registry has not been involved in, authorised or caused the issue of this Prospectus.

#### **5.5 Estimated Expenses of Issue**

The estimated expenses of the Issue are approximately \$15,000 including fees payable for legal, ASIC, ASX and printing costs.

#### **5.6 Litigation**

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

#### **5.7 Privacy Act**

The Company collects, holds and will use that information to service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration. The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your Bonus Options in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the application for Bonus Options, the Company may not be able to accept or process your application.

**5.8 Directors' Consent**

Each Director has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.



**Joe Graziano**

Non-Executive Director

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**6 CORPORATE DIRECTORY**

<b>DIRECTORS</b>	Terrence Grammer (Chairman) Trevor Dixon Giuseppe (Joe) Graziano Marvyn (Fritz) Fitton
<b>COMPANY SECRETARY</b>	Giuseppe (Joe) Graziano
<b>REGISTERED OFFICE</b>	Ground Floor 342 Scarborough Beach Road Osborne Park WA 6017
<b>SHARE REGISTRARS</b>	Advanced Share Registry * 150 Stirling Highway PO Box 1156 Nedlands WA 6009
<b>AUDITORS</b>	HLB Mann Judd Level 4, 130 Stirling Street Perth WA 6000
<b>SOLICITORS</b>	Thompson Downey Cooper Level 15, 251 Adelaide Terrace Perth WA 6000

\*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Its name is included for information purposes only.

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**7 GLOSSARY**

“**A\$**”, “**\$**” and “**dollars**” means Australian dollars, unless otherwise stated.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited (ABN 98 008 624 691).

“**Board**” means the board of Directors.

“**Bonus Options**” means an Option exercisable at \$0.30 on or before 31 January 2015, to be issued at the ratio of one Bonus Option for every two Shares held on the Record Date.

“**Business Day**” means a day on which trading takes place on the stock market of ASX.

“**Company**” means Kin Mining NL ACN 150 597 541.

“**Constitution**” means the Company's Constitution as at the date of this Prospectus.

“**Corporations Act**” means the *Corporations Act 2001* (Commonwealth).

“**Director**” means directors of the Company at the date of this Prospectus.

“**Eligible Shareholders**” means a Shareholder as at the Record Date.

“**Entitlement**” or “**Right**” means a Shareholder's entitlement to be granted Bonus Options offered by this Prospectus.

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

**“Issue”** means the issue of Bonus Options under this Prospectus.

**“Listing Rules”** or **“ASX Listing Rules”** means the Listing Rules of the ASX.

**“Offer”** means the issue of one Bonus Option for every two Shares held at the Record Date at an issue price of nil to Eligible Shareholders.

**“Official Quotation”** means official quotation on ASX.

**“Option”** means an option to subscribe for a Share.

**“Prospectus”** means the prospectus constituted by this document.

**“Record Date”** means 5pm WST on 18 February 2014.

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

**“Shareholder”** means the holder of a Share.

**“WST”** means Western Standard Time.