

Kin Mining N.L.

ACN 150 597 541

Notice of General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

15th September 2017

Time of Meeting

11.00 am (WST)

Place of Meeting

1st Floor, 54 Kings Park Road
West Perth WA 6005

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) will be held on the 15th of September 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

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

AGENDA

SPECIAL BUSINESS

Resolution 1: Ratification of Share Placement to Sophisticated 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 15,049,375 Shares by way of private placement to sophisticated and professional investors as set out in the accompanying Explanatory Memorandum.”

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

Resolution 2: Ratification of Option Issue to ACN 112 940 057 Pty Ltd

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 5,000,000 options at a nil issue price with an exercise price of \$0.27 and an expiry date of 10 April 2020 to ACN 112 940 057 Pty Ltd on the terms set out in the accompanying Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by ACN 112 940 057 Pty Ltd and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Resolution 3: Approval to Issue Shares to Mr Marvyn (Fritz) Fitton for Partial Repayment of Loan

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval be given to allot and issue such number of Shares to Mr Marvyn (Fritz) Fitton, a related party of the Company, in partial satisfaction of the repayment of the \$1,000,000 loan facility provided to the Company by Mr Fitton on the terms set out in the accompanying Explanatory Statement.”

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Marvyn Fitton and his Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Voting Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 4: Approval of Kin Mining Performance Rights Plan

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

"That for the purposes of Listing Rule 7.2 Exception 9(b) as an Exception to Listing Rule 7.1 and for all other purposes, approval is given for the establishment of the Kin Mining Performance Rights Plan and the grant of Performance Rights (and the issue of Shares on conversion of such Performance Rights) thereunder on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who is eligible to participate in the Kin Mining Performance Rights Plan and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Resolution 5: Approval to grant Performance Rights to Mr Don Harper

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

"That, subject to Resolution 4 being passed, 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 Don Harper (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 on this Resolution by Don Harper, his nominees and any of his 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).

Resolution 6: Approval to grant Director Options to Mr David Sproule

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Director Options to Mr David Sproule (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by David Sproule and any of his 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)

Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (c) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 7: Approval to grant Director Options to Mr Don Harper

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Director Options to Mr Don Harper (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Don Harper and any of his 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).

Voting Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 8: Approval to grant Director Options to Mr Trevor Dixon

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 6,000,000 Director Options to Mr Trevor Dixon (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Trevor Dixon and any of his 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).

Voting Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (e) the proxy is the Chair; and
- (f) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 9: Approval to grant Director Options to Mr Giuseppe (Joe) Graziano

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 5,000,000 Director Options to Mr Giuseppe (Joe) Graziano (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Giuseppe Graziano and any of his 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).

Voting Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 10: Approval for Future Issue of Shares

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 15,000,000 Shares on the terms and conditions set out in the accompanying Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Resolution 11: Approval for Issue of Shares and Options to Mr Terrance Grammer

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given to issue up to 500,000 Bonus Shares and 1,000,000 Bonus Options to Mr Terrance Grammer (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Terrence Grammer and any of his 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).

Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (e) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (f) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (g) the proxy is the Chair; and
- (h) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 12: Approval for Issue of Shares and Options to Mr Marvyn (Fritz) Fitton

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given to issue up to 500,000 Bonus Shares and 1,000,000 Bonus Options to Mr Marvyn (Fritz) Fitton (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Marvyn Fitton and any of his 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).

Voting Prohibition Statement for the Purpose of Chapter 2E of the Corporations Act:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises and directs how the Chair is to vote on the Resolution.

Resolution 13: Ratification of Share Issue for Acquisition of Tenement Interests

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 for the allotment and issue of 1,000,000 Shares to Jindalee Resources Ltd in accordance with the Letter Agreement as set out in the accompanying Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Jindalee Resources Ltd and any Associates of Jindalee Resources Ltd. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (*Cth*) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on the 13th of September 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

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

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'J. Graziano', written in a cursive style.

Joe Graziano
Company Secretary
15th of August 2017

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) in connection with the business to be conducted at the General Meeting of Shareholders to be held on Friday, the 15th of September 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

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

2. RESOLUTION 1 - RATIFICATION OF SHARE ISSUE TO SOPHISTICATED INVESTORS

On 10 May 2017, the Company issued a total of 20,049,375 Shares in a share placement to sophisticated and professional investors (**Placement**). The Placement raised a total of \$6,415,800 (before costs) and was completed in accordance with the Company's 15% capacity under Listing Rule 7.1 in respect of 15,049,375 Shares and pursuant to the Shareholder approval received at a General Meeting of the Company held on 10 April 2017 for the issue of 5,000,000 Shares.

Resolution 1 seeks ratification by Shareholders for the issue of 15,049,375 Shares pursuant to the Placement (**Placement Shares**).

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

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

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

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

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

15,049,375 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 10 May 2017.

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

\$0.32 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 the development of the Leonora Gold Project and for general working capital.

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

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

3. RESOLUTION 2 - RATIFICATION OF OPTION ISSUE TO ACN 112 940 057 PTY LTD

Resolution 2 seeks ratification by Shareholders for the issue of 5,000,000 Incentive Options to ACN 112 940 057 Pty Ltd (**ACN**) as announced to the ASX on 12 April 2017. The Incentive Options were issued without Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the Incentive Options.

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

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

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

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

5,000,000 Incentive Options were issued.

(b) **Date of Issue**

The Incentive Options were issued on 13 April 2017.

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

Nil.

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

The Incentive Options are exercisable at \$0.27 on or before 10 April 2020 and on the terms and conditions set out in Schedule 3.

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

The Incentive Options were issued as part of a Subscription and Settlement Deed entered into by the Company in full and final settlement of a dispute with ACN arising out of previous agreements as announced to the ASX on 12 April 2017.

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

If Shareholders ratify the issue of the 5,000,000 Incentive Options, they will be exempt from being counted towards the portion of the 15% limit that has been used.

4. RESOLUTION 3 - APPROVAL OF ISSUE OF SHARES TO MARVYN (FRITZ) FITTON

Resolution 3 seeks Shareholder approval for the proposed issue of Shares to Mr Marvyn (Fritz) Fitton. Mr Fitton advanced \$1,000,000 to the Company in November 2014 to permit the Company to complete the acquisition of the Leonora Gold Project (**Fitton Loan**). Mr Fitton was a former Director of the Company. He resigned on 13 February 2017.

The Company and Mr Fitton have agreed to repay \$500,000 of the outstanding principal of the Fitton Loan in Shares. The Company will repay the balance of the Fitton Loan and accrued interest in cash.

The number of Shares to be issued to Mr Fitton in satisfaction of the repayment of \$500,000 of principal is to be calculated on the basis of a 15 day volume weighted average price (**VWAP**) for Shares prior to the date of issue. For example, if the 15 day VWAP on the date of issue is \$0.40, Mr Fitton will be issued 1,250,000 Shares. Due to the 15 day VWAP not being known at the date of this Notice, it is not possible to determine the exact number of Shares to be issued to Mr Fitton at this time.

Completion is scheduled to take place 10 business days after Shareholder approval is received.

Resolution 3 seeks Shareholder approval for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act.

As at the date of this Notice, Mr Fitton currently holds 2,617,500 Shares and 37,500 Unlisted Options exercisable at \$0.40 on or before 31 March 2019.

If this Resolution 3 is passed, Mr Fitton's interest in the Company will increase.

Specific Information Required under Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the Directors of the Company, and any entities that the Directors control.

For the purpose of section 228(5) of the Corporations Act, a person who has been a director of a public company at any time during the previous six months is a related party. For that reason Marvyn Fitton is a related party of the Company.

The Company therefore seeks Shareholder approval to issue Shares to Mr Fitton pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:

- (a) The Shares the subject of this Resolution 3 will be issued to Marvyn Fitton.
- (b) If this Resolution 3 is passed, the Company will issue to Marvyn Fitton an amount of Shares that will be determined by dividing \$500,000 by the VWAP of the Company's shares traded on the ASX in the 15 days prior to the date of issue. Due to the price of the Shares to be issued not being known at the date of this Notice, the maximum number of Shares which the Company proposes to issue to Mr Fitton under this Resolution 3 is not able to be calculated. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company and will be quoted on the ASX.
- (c) All of the Shares will be issued to Marvyn Fitton not more than one month after the date of this Meeting (it is intended that they will be issued no later than 10 business days after the date of the Meeting).
- (d) For the purpose of determining the number of Shares to be issued to Marvyn Fitton to convert his outstanding loan into equity, the issue price for the Shares has been fixed at the VWAP of the Shares traded on the ASX in the 15 days prior to the date of issue.

- (e) No funds will be raised from the proposed issue of the Shares. The Shares are being issued in partial satisfaction and repayment of the principal of the Fitton Loan.
- (f) An appropriate voting exclusion statement is included in the Notice.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of Exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1.

Chapter 2E of the Corporations Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company. By section 208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act. For the purposes of the Act, a "related party" of the Company includes the Directors of the Company, and entities which they control.

The Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain Shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. The Directors consider that the debt-equity conversion in accordance with the proposed conversion formula, and consequential issue of the Shares, is being made on arms' length terms. Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve Resolution 3:

- (a) The proposed financial benefit is to be given to Mr Fitton.
- (b) The nature of the financial benefit is the issue to Mr Fitton of a number of Shares calculated by dividing \$500,000 by the 15 day VWAP for the period immediately prior to the date of issue. The Shares are being issued in partial satisfaction and repayment of the Fitton Loan.
- (c) Mr Fitton is no longer a Director of the Company and as such cannot make any recommendation to Shareholders about this Resolution. The current Directors recommend that Shareholders vote for this Resolution.
- (d) Mr Fitton has an interest in the outcome of this Resolution.
- (e) Save for the following information as to the value of the financial benefit which will be given to Mr Fitton if this Resolution is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution:
 - (i) The Shares which will be issued to Mr Fitton if this Resolution is passed are listed on the ASX.
 - (ii) On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.40. If the Shares the subject of this Resolution had of been issued on the day immediately preceding the date of this Notice, the loan amount being repaid using shares of \$500,000 would have been converted into 1,250,000 Shares.

The Company will disregard any votes cast on this Resolution 3 by Mr Fitton (being a related party of the Company to whom this Resolution would permit the financial benefit to be given) and his associates (who are all prohibited from voting).

5. RESOLUTION 4 - APPROVAL OF KIN MINING PERFORMANCE RIGHTS PLAN

Resolution 4 seeks Shareholder approval for the Company's Performance Rights Plan for employees (including Directors) to be known as the "Kin Mining Performance Rights Plan" (**Plan** or **Performance Rights Plan**) for the purposes of the Listing Rules and all other purposes. Resolution 4 is an ordinary resolution.

Listing Rule 7.2 Exception 9 provides that Shareholders may approve in advance the issue of securities made under the Plan as an exception to the limit imposed by Listing Rule 7.1. However, Listing Rule 7.2, Exception 9 also requires that Shareholder approval must have been given within the three years prior to the date on which the relevant securities are issued. The Company is therefore seeking Shareholder approval for the purposes of Listing Rule 7.2, Exception 9.

The Board believes that the Plan is necessary in order to ensure that the Company maintains its ability to attract and retain key staff and to reward employees for their performance and loyalty to the Company. In addition, grants made to eligible employees under the Plan provide a powerful tool to underpin the Company's employment strategy. The Plan also:

- enables the Company to recruit and retain the talented people needed to achieve the Company's business objectives;
- links the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- aligns the financial interest of employees with those of Shareholders; and
- provides incentives to employees to strive to achieve performance markers that in turn creates Shareholder value.

Overview of the Plan

The Plan allows the Company to issue Performance Rights to eligible persons under the Plan. A Performance Right is a right to acquire one Share in the Company (subject to the determination by the Board that the relevant vesting conditions attaching to the Performance Right have been met). If the relevant vesting conditions are not met, then the Performance Right will lapse unless waived in whole or in part by the Board.

Performance Rights issued under the Plan do not confer an entitlement to attend or vote at general meetings of the Company.

The key features of the Plan are as follows:

- enables the Company to recruit and retain the talented people needed to achieve the Company's business objectives;
- the Board will determine (in its sole discretion) the number of Performance Rights to be granted to eligible persons under the plan (or their nominees) and the performance milestones, vesting conditions (if any) and expiry date of such Performance Rights;
- 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;
- Subject to the Corporations Act and the Listing Rules and restrictions on reducing the rights of a holder of Performance Rights, the Board will have the power to amend the Plan as it sees fit.

A detailed overview of the terms of the Plan is set out in Schedule 1. A copy of the Plan can be obtained by contacting the Company.

Specific Information Required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 Exception 9(b) the following information is provided in relation to the Plan:

- (a) The material terms of the Plan are summarised in Schedule 1.
- (b) This is the first approval sought under Listing Rule 7.2 Exception 9 with respect to the Plan.
- (c) No Securities have been issued under the Plan.
- (d) A voting exclusion statement has been included for the purposes of Resolution 4.

6. RESOLUTION 5 - APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DON HARPER

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

The Performance Rights will each convert into a Share for no consideration on exercise by Mr Harper once they have vested. The Performance Rights expire three years from the date of grant.

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 and have regard to gold production, cost management, business sustainability, safety, divestment and acquisition initiatives, as well as other proposals endorsed by the Board as part of its ongoing review of strategy.

Tranche	Vesting conditions	Weighting
\$100,000 ¹	Completion of Definitive Feasibility Study and Project Funding	25%
\$100,000 ¹	Capital Expenditure on the LGP is within 10% of budget	25%
\$100,000 ¹	First month of gold production exceeding 4,000 fine ounces output at LGP	25%
\$100,000 ¹	Steady state production at design throughput of the LGP mill	25%

¹⁾ The number of Performance Rights to be granted is calculated by dividing each \$100,000 tranche by the VWAP of the Company's Shares over the 5 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 Harper could receive, based on the VWAP of KIN's shares of the 10 business days preceding the date within this notice, of \$0.40, the maximum number of Performance Rights that KIN would grant Mr Harper would be 250,000 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:

- (a) Mr Harper 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, to approve vesting of Performance Rights where deemed appropriate. This is intended to cover the permanent disablement, incapacity or death of Mr Harper.
- (e) Performance rights will vest on a Change of Control of the Company, subject to Mr Harper being in the employment of the Company at the time of the Change of Control.
- (f) 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 5 by Mr Harper (being a related party of the Company to whom this Resolution 5 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 5 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 short term incentives for Mr Harper. 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) No Performance Rights have been granted under the Plan to date.
- (f) Under Plan, only eligible persons or their permitted nominees, are entitled to participate in the Plan. Mr Harper will be an eligible person for the purposes of the Plan.
- (g) Mr Harper is a related party of the Company as he is the Managing Director.
- (h) 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).
- (i) A voting exclusion statement is included in the Notice.

- (j) 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.

7. RESOLUTIONS 6, 7, 8 AND 9 - APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS

The Company has agreed, subject to obtaining Shareholder approval, to issue the following Director Options to the Directors:

- (a) 3,000,000 Director Options to Mr David Sproule;
- (b) 3,000,000 Director Options to Mr Don Harper;
- (c) 6,000,000 Director Options to Mr Trevor Dixon; and
- (d) 5,000,000 Director Options to Mr Joe Graziano.

Requirement for shareholder approval

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company.

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given be disregarded, even if the consideration is adequate.

Messrs Sproule, Harper, Dixon and Graziano are Directors, and therefore related parties of the Company, and the issue of the securities to them or their nominees constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will be included in 15% annual limit permitted by Listing Rule 7.1.

Specific Information Required under Listing Rule 10.11

Pursuant to listing rule 10.13, the following information is provided in respect of Resolutions 6, 7, 8 and 9:

- (a) the related parties to whom securities are to be issued under these Resolutions are:
 - i. David Sproule;
 - ii. Don Harper;
 - iii. Trevor Dixon; and
 - iv. Giuseppe (Joe) Graziano.

- (b) the maximum number of Director Options to be issued to Mr Sproule is:
 - i. 1,000,000 Tranche 1 Director Options;
 - ii. 1,000,000 Tranche 2 Director Options; and
 - iii. 1,000,000 Tranche 3 Director Options.
- (c) the maximum number of Director Options to be issued to Mr Harper is:
 - i. 1,000,000 Tranche 1 Director Options;
 - ii. 1,000,000 Tranche 2 Director Options; and
 - iii. 1,000,000 Tranche 3 Director Options.
- (d) the maximum number of Director Options to be issued to Mr Dixon is:
 - i. 3,000,000 Tranche 1 Director Options;
 - ii. 2,000,000 Tranche 2 Director Options; and
 - iii. 1,000,000 Tranche 3 Director Options.
- (e) the maximum number of Director Options to be issued to Mr Graziano is:
 - i. 2,000,000 Tranche 1 Director Options;
 - ii. 2,000,000 Tranche 2 Director Options; and
 - iii. 1,000,000 Tranche 3 Director Options.
- (f) the Director Options will be issued no later than 1 month after the date of the meeting (or such later date permitted by any ASX waiver or modification of the listing rules) and it is intended to issue all Director Options on the same date;
- (g) the Director Options to be issued will be issued for nil cash consideration;
- (h) the exercise price of the Director Options are:
 - i. Tranche 1 Director Options - \$0.75 with an expiry date set out in Schedule 4;
 - ii. Tranche 2 Director Options - \$1.00 with an expiry date set out in Schedule 5; and
 - iii. Tranche 3 Director Options - \$1.25 with an expiry date set out in Schedule 6.
- (i) the Shares to be issued on exercise of the Director Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (j) the Director Options will be issued on the terms set out in Schedules 4, 5 and 6;
- (k) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of Resolutions 6, 7, 8 and 9; and
- (l) no funds will be raised by the issue of Director Options. However, if all Director Options to be issued to all of the Directors are exercised, the Company will receive \$16,750,000, being 17,000,000 multiplied by the relevant exercise price of the Director Options.

Specific Information Required under the Corporations Act

In accordance with section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve Resolutions 6, 7, 8 and 9:

Issue of Director Options to David Sproule

- (a) The proposed financial benefit is to be given to Mr Sproule.
- (b) The nature of the financial benefit is the issue to Mr Sproule of a number of Director Options. These Director Options will be issued for nil cash consideration.
- (c) Mr Sproule currently holds 4,909,091 Shares (equal to approximately 3.04% of the Company's issued share capital) and 2,000,000 unlisted options exercisable at \$0.40 on or before 31 March 2019.
- (d) As a non-executive director, Mr Sproule is paid a remuneration package of \$36,000 including superannuation (where applicable) per annum. This package does not include any security based incentive component. Mr Sproule is also engaged on an as required basis as a technical consultant at a rate of \$1,500 per day.
- (e) The Company's issued share capital will not change as a result of the issue of Director Options to Mr Sproule, however if all of Mr Sproule's Director Options are exercised, the Company's issued capital will increase by 3,000,000 to 165,219,684.
- (f) It is a requirement of the ASIC that a dollar value be placed on the Director Options to be issued. The Company has engaged Catalyst Corporate to value the Director Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Director Options cannot be readily valued by some other means. A range of values for the Director Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Director Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75, \$1.00 and \$1.25
Term	3, 4 and 5 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Tranche 1 Director Options with an exercise of \$0.75 at \$0.1133 and the Tranche 2 Director Options with an exercise of \$1.00 at \$0.1241 and the Tranche 3 Director Options with an exercise of \$1.25 at \$0.1353. Catalyst Corporate has discounted the value of the Director Options by 30% due to the non-transferability of the Director Options.

Therefore, the implied "value" being received by Mr Sproule through the issue of the Director Options is \$372,700.

- (g) Mr Sproule does not wish to make a recommendation to Shareholders about Resolution 6.
- (h) Mr Sproule has an interest in the outcome of Resolution 6.
- (i) Save for the information as to the value of the financial benefit which will be given to Mr Sproule if Resolution 6 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by

Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 6.

Issue of Director Options to Mr Don Harper

- (a) The proposed financial benefit is to be given to Mr Harper.
- (b) The nature of the financial benefit is the issue to Mr Harper of a number of Director Options. These Director Options will be issued for nil cash consideration.
- (c) Mr Harper currently holds 250,000 Shares (equal to approximately 0.16% of the Company's issued share capital) and 125,000 unlisted options exercisable at \$0.40 on or before 31 March 2019.
- (d) As Kin's Managing Director, Mr Harper is paid a remuneration package of \$295,650 including superannuation per annum plus the short term incentive benefits discussed in Resolution 7 above.
- (e) The Company's issued Share capital will not change as a result of the issue of Director Options to Mr Harper, however if all of Mr Harper's Director Options are exercised, the Company's issued capital will increase by 3,000,000 to 165,219,684.
- (f) It is a requirement of the ASIC that a dollar value be placed on the Director Options to be issued. The Company has engaged Catalyst Corporate to value the Director Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Director Options cannot be readily valued by some other means. A range of values for the Director Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Director Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75, \$1.00 and \$1.25
Term	3, 4 and 5 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Tranche 1 Director Options with an exercise of \$0.75 at \$0.1133 and the Tranche 2 Director Options with an exercise of \$1.00 at \$0.1241 and the Tranche 3 Director Options with an exercise of \$1.25 at \$0.1353. Catalyst Corporate has discounted the value of the Director Options by 30% due to the non-transferability of the Director Options.

Therefore, the implied "value" being received by Mr Harper through the issue of the Director Options is \$372,700.

- (g) Mr Harper does not wish to make a recommendation to Shareholders about this Resolution 7.
- (h) Mr Harper has an interest in the outcome of this Resolution 7.
- (i) Save for the information as to the value of the financial benefit which will be given to Mr Harper if this Resolution 7 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 7.

Issue of Director Options to Mr Trevor Dixon

- (a) The proposed financial benefit is to be given to Mr Dixon.

- (b) The nature of the financial benefit is the issue to Mr Dixon of a number of Director Options. These Director Options will be issued for nil cash consideration.
- (c) Mr Dixon currently holds 10,582,660 Shares (equal to approximately 6.54% of the Company's issued share capital), 1,050,000 unlisted options exercisable at \$0.20 on or before 31 August 2017 and 37,500 unlisted options exercisable at \$0.40 on or before 31 March 2019.
- (d) As Kin's non-executive chairman, Mr Dixon is paid a remuneration package of \$50,000 including superannuation (where applicable) per annum. This package does not include any security based incentive component. In addition Mr Dixon is employed by the Company as Tenement Land and Business Development Manager reporting to the Managing Director. In this role Mr Dixon is paid an annual salary of \$190,000.
- (e) The Company's issued Share capital will not change as a result of the issue of Director Options to Mr Dixon, however if all of Mr Dixon's Director Options are exercised, the Company's issued capital will increase by 6,000,000 to 168,219,684.
- (f) It is a requirement of the ASIC that a dollar value be placed on the Director Options to be issued. The Company has engaged Catalyst Corporate to value the Director Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Director Options cannot be readily valued by some other means. A range of values for the Director Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Director Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75, \$1.00 and \$1.25
Term	3, 4 and 5 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Tranche 1 Director Options with an exercise of \$0.75 at \$0.1133 and the Tranche 2 Director Options with an exercise of \$1.00 at \$0.1241 and the Tranche 3 Director Options with an exercise of \$1.25 at \$0.1353. Catalyst Corporate has discounted the value of the Director Options by 30% due to the non-transferability of the Director Options.

Therefore, the implied "value" being received by Mr Dixon through the issue of the Director Options is \$723,400.

- (g) Mr Dixon does not wish to make a recommendation to Shareholders about this Resolution 8.
- (h) Mr Dixon has an interest in the outcome of this Resolution 8.
- (i) Save for the information as to the value of the financial benefit which will be given to Mr Dixon if this Resolution 8 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 8.

Issue of Director Options to Mr Giuseppe Graziano

- (a) The proposed financial benefit is to be given to Mr Graziano.

- (b) The nature of the financial benefit is the issue to Mr Graziano of a number of Director Options. These Director Options will be issued for nil cash consideration.
- (c) Mr Graziano currently holds 7,605,418 Shares (equal to approximately 4.77% of the Company's issued Share capital), 500,000 unlisted options exercisable at \$0.20 on or before 31 August 2017 and 75,000 unlisted options exercisable at \$0.40 on or before 31 March 2019.
- (d) As Kin's non-executive director and company secretary, Mr Graziano is paid a remuneration package of \$36,000 including superannuation (where applicable) per annum. This package does not include any security based incentive component. In addition Mr Graziano provides company secretarial services to the Company on a consulting basis and is paid \$10,000 per month for these services.
- (e) The Company's issued Share capital will not change as a result of the issue of Director Options to Mr Graziano, however if all of Mr Graziano's Director Options are exercised, the Company's issued capital will increase by 5,000,000 to 167,219,684.
- (f) It is a requirement of the ASIC that a dollar value be placed on the Director Options to be issued. The Company has engaged Catalyst Corporate to value the Director Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Director Options cannot be readily valued by some other means. A range of values for the Director Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Director Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75, \$1.00 and \$1.25
Term	3, 4 and 5 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Tranche 1 Director Options with an exercise of \$0.75 at \$0.1133 and the Tranche 2 Director Options with an exercise of \$1.00 at \$0.1241 and the Tranche 3 Director Options with an exercise of \$1.25 at \$0.1353. Catalyst Corporate has discounted the value of the Director Options by 30% due to the non-transferability of the Director Options.

Therefore, the implied "value" being received by Mr Graziano through the issue of the Director Options is \$610,100.

- (g) Mr Graziano does not wish to make a recommendation to Shareholders about this Resolution 9.
- (h) Mr Graziano has an interest in the outcome of this Resolution 9.
- (i) Save for the information as to the value of the financial benefit which will be given to Mr Graziano if this Resolution 9 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 9.

The Company will disregard any votes cast on Resolutions 6, 7, 8 and 9 by Messrs Sproule, Harper, Dixon and Graziano (being related parties of the Company to whom these Resolutions would permit the financial benefit to be given) and their Associates (who are all prohibited from voting).

8. RESOLUTION 10 - APPROVAL FOR FUTURE ISSUE OF SHARES

General

Resolution 10 seeks Shareholder approval for the issue of up to 15,000,000 Shares. The capital raising will be undertaken via the issue of Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act.

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

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

The effect of Resolution 10 will be to allow the Directors to issue the Shares comprising the capital raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 15,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur progressively;
- (c) the Shares will be issued at a price of at least 80% of the VWAP of the Company's Shares as traded on ASX over the 5 day period on which sales in the Company's Shares are recorded preceding the date of issue of the Shares or, if the Shares are offered pursuant to a prospectus, at least 80% of the average market price of the Company's Shares as traded on the ASX over the 5 day period on which sales in the Company's Shares are recorded preceding the date of issue;
- (d) the issue of Shares will be made at the discretion of the Directors. It is intended that the allottees will be sophisticated and professional investors pursuant to section 708 of the Corporations Act.
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the capital raising towards ongoing exploration expenditure on the Company's existing projects including the Leonora Gold Project and for additional working capital.

9. RESOLUTION 11 - APPROVAL FOR ISSUE OF SHARES AND OPTIONS TO TERRANCE GRAMMER

Pursuant to Resolution 11, the Company is seeking approval for the issue of 500,000 Bonus Shares and 1,000,000 Bonus Options to Mr Terrance Grammer, a former director, in consideration for his past services to the Company.

During his five and half years of service Mr Grammer supported the Company with his time, his resources and his perseverance. In his previous role as Non-Executive Chairman of the Company his experience and guidance to the advancement and support of the Managing Director in negotiations and financially assisting the business during difficult periods was integral to the growth and development of the Company. Without the support of Mr Grammer the Company may well have not reached its current level of recognition in the market. The Board have sought to recognise this support (often given without any promise of an eventual return) with the proposed Bonus Share and Option issue to Mr Grammer.

Requirement for shareholder approval

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company.

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given be disregarded, even if the consideration is adequate.

Mr Grammar was a director of the Company in the last six months, and therefore is a related party of the Company, and the issue of the securities to him or his nominees constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will be included in 15% annual limit permitted by Listing Rule 7.1.

Specific Information Required Under Listing Rule 10.13

Pursuant to Listing Rule 10.13, the following information is provided in respect of Resolution 11:

- (a) the related party to whom securities are to be issued under this resolution is Mr Terrance Grammer (or his nominee);
- (b) the maximum number of Bonus Options to be issued to Mr Grammer is 1,000,000 and the maximum number of Bonus Shares is 500,000;
- (c) the Bonus Options and Bonus Shares will be issued no later than 1 month after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules) and it is intended to issue all Bonus Options and Bonus Shares on the same date;
- (d) the Bonus Options and Bonus Shares will be issued for nil cash consideration;
- (e) the exercise price of the Bonus Options is \$0.75 with an expiry date set out in Schedule 7;
- (f) the shares to be issued on exercise of the Bonus Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the company's existing Shares;
- (g) the Bonus Options will be issued on the terms set out in Schedule 7;
- (h) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of Resolution 11; and
- (i) no funds will be raised by the issue of Bonus Shares or the Bonus Options, however if all Bonus Options to be issued to Mr Grammer are exercised, the company will receive \$750,000, being 1,000,000 multiplied by the exercise price of the Bonus Options.

Specific Information Required under the Corporations Act

In accordance with section 219 of the Corporations Act and ASIC Regulations Guide 76, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 11:

- (a) The proposed financial benefit is to be given to Mr Grammer.
- (b) The nature of the financial benefit is the issue to Mr Grammer 1,000,000 Bonus Options and 500,000 Bonus Shares. The Bonus Shares and the Bonus Options will be issued for nil cash consideration.
- (c) Mr Grammer currently holds 2,270,141 Shares (equal to approximately 1.40% of the Company's issued share capital).
- (d) The Company's issued share capital will increase by 500,000 as a result of the issue of Bonus Shares but will not change as a result of the issue of Bonus Options to Mr Grammer. However, if all of Mr Grammer's Bonus Options are exercised combined with the Bonus Shares, the Company's issued capital will increase by 1,500,000 to 163,719,684.
- (e) It is a requirement of ASIC that a dollar value be placed on the Bonus Shares and the Bonus Options to be issued. As at the date of this Notice Kin Shares were trading at \$0.33. Accordingly, the 500,000 Bonus Shares are valued at \$165,000.
- (f) The Company has engaged Catalyst Corporate to value the Bonus Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Bonus Options cannot be readily valued by some other means. A range of values for the Bonus Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Bonus Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75,
Term	3 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Bonus Options with an exercise of \$0.75 at \$0.1133. Catalyst Corporate has discounted the value of the Bonus Options by 30% due to the non-transferability of the Bonus Options.

Therefore, the implied "value" being received by Mr Grammer through the issue of the Bonus Options is \$113,300.

- (g) Mr Grammer has an interest in the outcome of this Resolution 11.
- (h) Save for the information as to the value of the financial benefit which will be given to Mr Grammer if this Resolution 11 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 11.

Directors' Recommendation

The Directors recommend that shareholders vote in favour of Resolution 11.

The Company will disregard any votes cast on this Resolution 11 by Mr Grammer (being a related party of the Company to whom this Resolution 11 would permit the financial benefit to be given) and his Associates (who are all prohibited from voting).

10. APPROVAL FOR ISSUE OF SHARES AND OPTIONS – MARVYN (FRITZ) FITTON - RESOLUTION 12

Pursuant to Resolution 12, the Company is seeking approval for issue 500,000 Bonus Shares and 1,000,000 Bonus Options to Mr Marvyn Fitton, a former director, in consideration for his past services to the Company.

During his five and half years of service Mr Fitton supported the Company with his time, his resources and his perseverance. In his previous role as Technical Director of the Company his experience and guidance to the advancement of the projects, including his knowledge of the Eastern Goldfields Geology, was integral to the growth and development of the Company. Without the support of Mr Fitton the Company may well have not reached its current level of recognition in the market and the current Board of Directors have sought to recognise this support (often given without any promise of an eventual return), with this Bonus Share and Option issue.

Requirement for shareholder approval

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company.

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given be disregarded, even if the consideration is adequate.

Mr Fitton was a director of the Company in the last six months, and therefore is a related party of the Company, and the issue of the Securities to him or his nominees constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will be included in 15% annual limit permitted by Listing Rule 7.1.

Specific Information Required Under Listing Rule 10.13

Pursuant to listing rule 10.13, the following information is provided in respect of Resolution 12:

- (a) the related party to whom securities are to be issued under this resolution is Mr Marvyn Fitton (or his nominee);
- (b) the maximum number of Bonus Options to be issued to Mr Fitton is 1,000,000 and the maximum number of Bonus Shares is 500,000;
- (c) the Bonus Options and Bonus Shares will be issued no later than 1 month after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the listing rules) and it is intended to issue all Bonus Shares and Bonus Options on the same date;
- (d) the Bonus Options and the Bonus Shares to be issued will be issued for nil cash consideration;
- (e) the exercise price of the Bonus Option is \$0.75 with an expiry date set out in Schedule 7;

- (f) the shares to be issued on exercise of the Bonus Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the company's existing Shares;
- (g) the Bonus Options will be issued on the terms set out in Schedule 7.
- (i) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of Resolution 12;
- (j) no funds will be raised by the issue of Bonus Shares and the Bonus Options, however if all Bonus Options to be issued to Mr Fitton are exercised, the Company will receive \$750,000, being 1,000,000 multiplied by the exercise price of the Bonus Options.

Specific Information Required under the Corporations Act

In accordance with section 219 of the Corporations Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 12:

- (a) The proposed financial benefit is to be given to Mr Fitton.
- (b) The nature of the financial benefit is the issue to Mr Fitton of a number of Bonus Options and Bonus Shares. These Bonus Options and Bonus Shares will be issued for nil cash consideration.
- (c) Mr Fitton currently holds 2,617,500 Shares (equal to approximately 1.62% of the Company's issued share capital), and 37,500 unlisted options exercisable at \$0.40 on or before 31 March 2019.
- (d) The Company's issued share capital will increase by 500,000 as a result of the issue of Bonus Shares but will not change as a result of the issue of Bonus Options to Mr Fitton. However, if all of Mr Fitton's Bonus Options are exercised combined with the Bonus Shares, the Company's issued capital will increase by 1,500,000 to 163,719,684.
- (e) It is a requirement of the ASIC that a dollar value be placed on the Bonus Shares and the Bonus Options to be issued. As at the date of this Notice Kin Shares were trading at \$0.33. Accordingly, the 500,000 Bonus Shares are valued at \$165,000.
- (f) The Company has engaged Catalyst Corporate to value the Bonus Options.

ASIC has indicated that the Black Scholes option price calculation method is acceptable where the Bonus Options cannot be readily valued by some other means. A range of values for the Bonus Options has been provided by Catalyst Corporate using the Black Scholes method.

In valuing the Bonus Options using the Black Scholes method Catalyst Corporate adopted the following key assumptions:

Assumptions	Value
Stock asset price	\$0.355
Option strike prices	\$0.75
Term	3 years
Volatility based on 1 year price history	102 %
Risk free interest rate based on a 5 year Australian Bond yield per Bloomberg	1.96%

Catalyst Corporate have valued the Bonus Options with an exercise of \$0.75 at \$0.1133. Catalyst Corporate has discounted the value of the Bonus Options by 30% due to the non-transferability of the Bonus Options.

Therefore, the implied "value" being received by Mr Fitton through the issue of the Bonus Options is \$113,300.

- (g) Mr Fitton has an interest in the outcome of this Resolution 12.
- (h) Save for the information as to the value of the financial benefit which will be given to Mr Fitton if this Resolution 12 is passed, the Directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 12.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 12. The Company will disregard any votes cast on this Resolution 12 by Mr Fitton (being a related party of the Company to whom this Resolution 12 would permit the financial benefit to be given) and his Associates (who are all prohibited from voting).

14. RESOLUTION 13 - RATIFICATION OF SHARE ISSUE FOR ACQUISITION OF TENEMENTS

On 21 June 2017, the Company announced that it had entered into a Letter Agreement to purchase a 11% interest in four tenements forming part of the Leonora Gold Project from Jindalee Resources Ltd (**Letter Agreement**). The purchase price for the purchase was settled with the issue of 1,000,000 Shares which have been issued in accordance with ASX Listing Rule 7.1.

Resolution 13 seeks ratification by Shareholders for the issue of 1,000,000 Shares pursuant to the Letter Agreement. The 7.1 Shares were issued without Shareholder approval. Resolution 13 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the Shares issued.

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 equity securities over the previous 12 month period and not subject to an exception to ASX Listing Rule 7.1, the number of equity securities to be issued or agreed to be issued exceeds 15% of the number of fully paid ordinary securities of the company on issue at the commencement of that 12 month period. Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 13 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 7.1 Shares pursuant to Resolution 13.

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

1,000,000 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 27 June 2017.

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

\$0.33 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 issued the shares as consideration for the purchase of an interest in tenements.

The Board recommends Shareholders vote in favour of Resolution 13 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval.

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

15. 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.
Bonus Options	means Options on the terms and conditions set out in Schedule 7.
Bonus Shares	means Shares proposed to be issued to Mr Terrance Grammer and Mr Marvyn Fitton pursuant to Resolutions 11 and 12.
Change of Control	means: <ul style="list-style-type: none">(a) the offeror 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;(b) the announcement by the Company that Shareholders have, at a Court convened meeting of shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement (other than to effect a restructure or redomicile) under which all securities of the Company are to be either:<ul style="list-style-type: none">i. cancelled; orii. transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or(c) 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 (other than as a result of the transactions contemplated pursuant to the agreement to which these terms and conditions are attached).
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependant of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;(e) a company the member controls; or

- (f) a person prescribed by the Corporations Regulations 2001 (*Cth*) for the purposes of the definition of 'closely related party' in the Corporations Act.

Constitution	means the Company's constitution.
Corporations Act	means the Corporations Act 2001 (<i>Cth</i>).
Directors	means the current Directors of the Company.
Director Options	means the Tranche 1, Tranche 2 and Tranche 3 Options.
Explanatory Statement	means this Explanatory Statement.
Fitton Loan	has the meaning given to it in section 4.
Incentive Options	means the options issued to ACN 112 940 057 on the terms and conditions set out in Schedule 3.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Kin or the Company	means Kin Mining NL (ACN 150 597 541).
LGP or Leonora Gold Project	means the Leonora Gold Project.
Letter Agreement	means a letter agreement dated 26 May 2017 between Kin and Jindalee Resources Ltd for the acquisition of a 11% interest in M37/1304, M37/646, P37/7275 and P37/7276.
Listing Rules	means the official listing rules of the ASX.
Meeting	means the General meeting convened by this Notice of Meeting.
Notice	means this notice of Meeting.
Option	means an option to acquire a Share.
Optionholder	means a holder of an Option.
Performance Rights	means a performance right granted under the Performance Rights Plan which converts into a Share on satisfaction of a specified performance hurdle.
Performance Rights Plan	means the Kin Mining Performance Right Plan.
Resolution	means a resolution contained in this Notice.
Schedule	means a Schedule to 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.
Takeover Bid	has the meaning given to it in the Corporations Act.
Tranche 1 Director Options	means options to be granted to Directors on the terms and conditions set out in Schedule 4.
Tranche 2 Director Options	means options to be granted to Directors on the terms and conditions set out in Schedule 5.
Tranche 3 Director Options	means options to be granted to Directors on the terms and conditions set out in Schedule 6.

Schedule 1 – 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 will lapse.
- (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 2 – 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	Vesting conditions	Weighting
\$100,000 ¹	Completion of Definitive Feasibility Study and Project Funding	25%
\$100,000 ¹	Capital Expenditure on the LGP is within 10% of budget	25%
\$100,000 ¹	First month of gold production exceeding 4,000 fine ounces output at LGP	25%
\$100,000 ¹	Steady state production at design throughput of the LGP mill	25%

¹⁾ The number of Performance Rights to be granted is calculated by dividing \$400,000 by the VWAP of the Company's Shares over the 5 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 potential number of Shares Mr Harper could receive, based on the VWAP of KIN's shares of the 10 business days preceding • July 2017, of \$0.40, the number of Performance Rights that KIN would grant Mr Harper would be 250,000.

²⁾

The **Expiry Date** for each Performance Right will be the date which is 3 years from the date of grant.

1. 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).

2. 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 an average price greater than \$0.15 per Share (post-Consolidation). For these purposes, **Change of Control** means one or more of the following events occurring (subject to the applicable service condition set out in the table in 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.

3. Plan

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

4. Notice of Exercise

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

5. Shares issued on exercise

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

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. Quotation of Performance Rights

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

12. 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.

13. Deferred Taxation

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

SCHEDULE 3 – Terms and Conditions of Incentive Options

Entitlement	<p>Each Incentive Options will entitle the holder to subscribe for one Share.</p> <p>All Share issued upon the exercise of the Incentive Options will rank equally in all respects with the Company's existing Shares.</p>
Exercise Price	<p>Each Incentive Option shall entitle the holder to acquire one share upon payment of the sum of \$0.27 per Incentive Option to the Company (Exercise Price).</p>
Exercise of Options	<p>The Incentive Options will expire at 5.00pm WST on 10 April 2020 (Expiry Date).</p> <p>The Incentive Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of shares in respect of which the Incentive Options are exercised.</p> <p>An Incentive Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Incentive Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Incentive Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Incentive Options exercised.</p>
Quotation	<p>Application will not be made to ASX for Quotation of the Incentive Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Incentive Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Transfer	<p>The Incentive Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>
Participation and Entitlements	<p>There are no participating rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Incentive Options.</p> <p>However, the Company must give notice to the holders of Incentive Options of any new issue before the record date for determining entitlements to the issue in accordance with the listing rules so as to give holders the opportunity to exercise their Incentive Options before the date for determining entitlements to participate in any issue.</p>
Reorganisation of Share Capital	<p>In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Incentive Options shall be changed</p>

to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Bonus Issue

If, from time to time, before the expiry of the Incentive Options, the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which an Incentive Option is exercisable will be increased by the number of Shares which the holder would have received if the Incentive Option had been exercised before the date for calculating entitlements to the pro-rata issue.

SCHEDULE 4 – Terms and Conditions of Tranche 1 Director Options

Entitlement	<p>Each Tranche 1 Director Option will entitle the holder to subscribe for one Share.</p> <p>All Shares issued upon the exercise of the Tranche 1 Director Option will rank equally in all respects with the Company's existing Shares.</p>
Exercise Price	<p>Each Tranche 1 Director Option shall entitle the holder to acquire one share upon payment of the sum of \$0.75 per Tranche 1 Director Option to the Company (Exercise Price).</p>
Exercise of Options	<p>The Tranche 1 Director Options will expire at 5.00pm WST on the day that is 3 years after the date that those options are approved by shareholders and granted (Expiry Date).</p> <p>The Tranche 1 Director Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of shares in respect of which the Tranche 1 Director Options are exercised.</p> <p>A Tranche 1 Director Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Tranche 1 Director Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Tranche 1 Director Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Tranche 1 Director Options exercised.</p>
Quotation	<p>Application will not be made to ASX for quotation of the Tranche 1 Director Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Tranche 1 Director Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Transfer	<p>The Tranche 1 Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>
Participation and Entitlements	<p>There are no participating rights or entitlements inherent in the Tranche 1 Director Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Tranche 1 Director Options.</p> <p>However, the Company must give notice to the holders of Tranche 1 Director Options of any new issue before the record date for determining entitlements to the issue in accordance with the listing rules so as to give holders the opportunity to exercise their Tranche 1 Director Options before the date for determining entitlements to participate in any issue.</p>

Reorganisation of Share Capital In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Tranche 1 Director Options shall be changed to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Bonus Issue If, from time to time, before the expiry of the Tranche 1 Director Options the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which a Tranche 1 Director Option is exercisable will be increased by the number of Shares which the holder would have received if the Tranche 1 Director Option had been exercised before the date for calculating entitlements to the pro-rata issue.

SCHEDULE 5 – Terms and Conditions of Tranche 2 Director Options

Entitlement	<p>Each Tranche 2 Director Option will entitle the holder to subscribe for one Share.</p> <p>All Shares issued upon the exercise of the Tranche 2 Director Option will rank equally in all respects with the Company's existing Shares.</p>
Exercise Price	<p>Each Tranche 2 Director Option shall entitle the holder to acquire one share upon payment of the sum of \$1.00 per Tranche 2 Director Option to the Company (Exercise Price).</p>
Exercise of Options	<p>The Tranche 2 Director Options will expire at 5.00pm WST on the day that is 4 years after the date that those options are approved by shareholders and granted (Expiry Date).</p> <p>The Tranche 2 Director Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of shares in respect of which the Tranche 2 Director Options are exercised.</p> <p>A Tranche 2 Director Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Tranche 2 Director Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Tranche 2 Director Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Tranche 2 Director Options exercised.</p>
Quotation	<p>Application will not be made to ASX for quotation of the Tranche 2 Director Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Tranche 2 Director Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Transfer	<p>The Tranche 2 Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>
Participation and Entitlements	<p>There are no participating rights or entitlements inherent in the Tranche 2 Director Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Tranche 2 Director Options.</p> <p>However, the Company must give notice to the holders of Tranche 2 Director Options of any new issue before the record date for determining entitlements to the issue in accordance with the listing rules so as to give holders the opportunity to exercise their Tranche 2 Director Options before the date for determining entitlements to participate in any issue.</p>

Reorganisation of Share Capital In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Tranche 2 Director Options shall be changed to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Bonus Issue If, from time to time, before the expiry of the Tranche 2 Director Options the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which a Tranche 2 Director Option is exercisable will be increased by the number of Shares which the holder would have received if the Tranche 2 Director Option had been exercised before the date for calculating entitlements to the pro-rata issue.

SCHEDULE 6 – Terms and Conditions of Tranche 3 Director Options

Entitlement	<p>Each Tranche 3 Director Option will entitle the holder to subscribe for one Share.</p> <p>All Shares issued upon the exercise of the Tranche 3 Director Option will rank equally in all respects with the Company's existing Shares.</p>
Exercise price	<p>Each Tranche 3 Director Option shall entitle the holder to acquire one share upon payment of the sum of \$1.25 per Tranche 3 Director Option to the Company (Exercise Price).</p>
Exercise of Options	<p>The Tranche 3 Director Options will expire at 5.00pm WST on the day that is 5 years after the date that those options are approved by shareholders and granted (Expiry Date).</p> <p>The Tranche 3 Director Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the exercise price in immediately available funds for the number of shares in respect of which the Tranche 3 Director Options are exercised.</p> <p>A Tranche 3 Director Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Tranche 3 Director Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Tranche 3 Director Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Tranche 3 Director Options exercised.</p>
Quotation	<p>Application will not be made to ASX for quotation of the Tranche 3 Director Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Tranche 3 Director Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Transfer	<p>The Tranche 3 Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>
Participation and Entitlements	<p>There are no participating rights or entitlements inherent in the Tranche 3 Director Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Tranche 3 Director Options.</p> <p>However, the Company must give notice to the holders of Tranche 3 Director Options of any new issue before the record date for determining entitlements to the issue in accordance with the listing rules so as to give holders the opportunity to exercise their Tranche 3 Director Options before the date for determining entitlements to participate in any issue.</p>

Reorganisation of Share Capital In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Tranche 3 Director Options shall be changed to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Bonus Issue If, from time to time, before the expiry of the Tranche 3 Director Options the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which a Tranche 3 Director Option is exercisable will be increased by the number of Shares which the holder would have received if the Tranche 3 Director Option had been exercised before the date for calculating entitlements to the pro-rata issue.

SCHEDULE 7 – Terms And Conditions Of Bonus Options

Entitlement	<p>Each Bonus Option will entitle the holder to subscribe for one Share.</p> <p>All Shares issued upon the exercise of the Bonus Options will rank equally in all respects with the Company's existing Shares.</p>
Exercise Price	<p>Each Bonus Option shall entitle the holder to acquire one share upon payment of the sum of \$0.75 per Bonus Option to the Company (Exercise Price).</p>
Exercise of Options	<p>The Bonus Options will expire at 5.00pm WST on the day that is 3 years after the date that those options are approved by shareholders and granted (Expiry Date).</p> <p>The Bonus Options may be exercised, in whole or in part, at any time prior to the Expiry Date, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the exercise price in immediately available funds for the number of shares in respect of which the Bonus Options are exercised.</p> <p>A Bonus Option not exercised on or before the Expiry Date will lapse.</p> <p>Shares allotted and issued pursuant to the exercise of Bonus Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Bonus Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly completed form of notice of exercise and the exercise price in immediately available funds in Australian dollars in respect of the Bonus Options exercised.</p>
Quotation	<p>Application will not be made to ASX for quotation of the Bonus Options.</p> <p>Provided the Company is listed on ASX at the time, application will be made for Quotation of the Shares issued upon exercise of Bonus Options not later than 15 business days after the date of allotment.</p> <p>If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Transfer	<p>The Bonus Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>
Participation and Entitlements	<p>There are no participating rights or entitlements inherent in the Bonus Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Bonus Options.</p> <p>However, the Company must give notice to the holders of Bonus Options of any new issue before the record date for determining entitlements to the issue in accordance with the listing rules so as to give holders the opportunity to exercise their Bonus Options before the date for determining entitlements to participate in any issue.</p>
Reorganisation of Share Capital	<p>In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Bonus Options shall be changed to the extent necessary to comply with the Corporations Act and the listing rules applying to a reorganisation of capital at the time of the reorganisation.</p>

Bonus Issue

If, from time to time, before the expiry of the Bonus Options the Company makes a pro-rata issue of Shares to Shareholders for no consideration, the number of Shares over which a Bonus 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 date for calculating entitlements to the pro-rata issue.

PROXY FORM

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

I/We (full name) _____
of _____
being a member(s) of Kin Mining NL, hereby appoint as my/our proxy

_____ of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the General Meeting of the Company to be held at 11.00am on Friday, the 15th of September 2017 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Ratification of Share Placement to Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Option Issue to ACN 112 940 057 Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Shares to Marvyn (Fritz) Fitton for Partial Repayment of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Kin Mining Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to grant Performance Rights to Don Harper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to grant Director Options to Mr David Sproule	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to grant Director Options to Mr Don Harper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to grant Director Options to Mr Trevor Dixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Issue of Director Options to Mr Giuseppe (Joe) Graziano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval for Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval for Issue of Shares and Options to Terrance Grammer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Approval for Issue of Shares and Options to Marvyn (Fritz) Fitton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ratification of Share Issue for Acquisition of Tenement Interests	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If the member is an individual or joint holder:

Usual Signature _____
Usual Signature

Dated this _____ day of _____ 2017.

If the member is a Company:

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

Director/Sole Director _____ _____
Director/Secretary Sole Director and Sole Secretary

Dated this _____ day of _____ 2017.

INSTRUCTIONS FOR COMPLETING PROXY FORM

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

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 5.00pm (WST) on the 13th of September 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

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

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

By email: info@kinmining.com.au