

KIN MINING N.L.

ACN 150 597 541

Prospectus

For a non-renounceable pro-rata offer to Eligible Shareholders of 38,653,003 New Shares at an issue price of \$0.15 per New Share on the basis of 1 New Share for every 1 Share held on the Record Date to raise up to \$5,797,950.

ASX Code: KIN

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

Important Notice

This is a prospectus dated 9 June 2014 and was lodged with the ASIC on that date.

The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares the subject of this Prospectus should be considered highly speculative.

Applications for New Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Prospectus availability

Shareholders with a registered address in Australia and New Zealand can obtain a copy of this Prospectus during the Offer period on the Company's website at www.kinmining.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 6 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe

any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Forward-looking statements

This Prospectus contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as "anticipate", "estimate", "opportunity", "plan", "intend", "aim", "seek", "believe", "should", "will", "may" and similar expressions.

Privacy

Please read the privacy information located in section 6.13 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary. The financial amounts in this Prospectus are expressed in Australian dollars (\$) unless stated otherwise.

Enquiries

If you have any questions please call the Company Secretary on +61 8 9242 2227 or Advanced Share Registry Services (the Company's Share Register) on +61 8 9389 8033 (within Australia) at any time between 8.00am and 5.00pm (WST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.

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Corporate Directory

Directors

Terrence Grammer (Chairman)
Giuseppe Graziano (Non-Executive Director)
Marvyn (Fritz) Fitton (Non-Executive Director)
Trevor Dixon (Executive Director)

Company Secretary

Giuseppe Graziano

Registered Office and Business Office

Ground Floor
342 Scarborough Beach Road
Osborne Park WA 6017

Tel: +61 8 9242 2227
Email: info@kinmining.com.au

Share Registry*

Advanced Share Registry Services
150 Stirling Highway
PO Box 1156
Nedlands WA 6009
Tel: +61 8 9389 8033
Fax: +61 8 9389 7871

Auditors*

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Solicitors

Thompson Downey Cooper
Level 15, 251 Adelaide Terrace
Perth WA 6000

* These entities are included for information purposes only and has not been involved in the preparation of this Prospectus or consented to being named in this Prospectus

1 TIMETABLE AND KEY TERMS TO THE OFFER

Lodgement of Prospectus with the ASIC	9 June 2014
Announcement of Entitlement Issue including Appendix 3B	10 June 2014
Letter to Shareholders and Option holders	11 June 2014
Ex date – Shares trade ex Entitlement	12 June 2014
Record Date for determining Entitlements	16 June 2014
Prospectus and Entitlement and Acceptance Form dispatched	19 June 2014
Offer opens for receipt of Applications	19 June 2014
Closing Date for acceptances ¹	10 July 2014
ASX notified of under-subscriptions	15 July 2014
Dispatch of holding statements	17 July 2014
Trading of New Shares expected to commence	18 July 2014
Last date to issue Shortfall Shares (see section 6.6)	10 October 2014

Note:

- 1 The Directors may extend the Closing Date by giving at least 3 Business Days notice to ASX prior to the Closing Date. As such the date the New Shares are expected to commence trading on ASX may vary.

Key Offer Terms and Capital Structure

Shares currently on issue	38,653,003
Options currently on issue ²	19,362,512
Shares offered under this Prospectus ¹	38,653,003
Amount raised under this Prospectus (before costs) ¹	\$5,797,950
Total Shares on issue following the Offer	77,306,006

Note:

- ¹ This assumes no further Shares are issued (including by way of exercise of Options) prior to the Record Date and the Offer is fully subscribed.
- ² The Options have an exercise price of \$0.30 and may be exercised on or before 31 January 2015.

2 CHAIRMAN'S LETTER

Dear Shareholder

By now you will be well aware that your Board is recommending to you for your approval the transaction that has been negotiated between the Deed Administrator of Navigator Resources Ltd (subject to a deed of company arrangement) to acquire the entire issued share capital of Navigator Mining Pty Ltd.

The proposed acquisition represents a significant opportunity for the Company to increase the scale of its activities in a difficult international financial market for resources. The simple fact is that in any other market the Company would not be in a position to even entertain such an acquisition. The synergies with the existing holdings the Company has in the district was the compelling factor to complement and set the Company on an immediate growth trajectory.

You will know that your management team is not a "steady as you go" type of team. Capital markets have been difficult and opportunities are increasing. The Board and Management are reluctant to sit on their hands and wait for the situation to change. The time to strike and add value for the future is in this exact market.

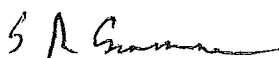
We know that these assets have had significant money spent by their predecessors to the tune of over \$20,000,000 over 7 years. The work performed by them has created an enormous advantage for the Company to leap forward and take the project into production.

The Company has engaged Independent Geological Consultants Optiro Pty Ltd to provide a current Independent Valuation of the Leonora Gold Project. Optiro's opinion of the fair market value of the mineral resources and exploration potential of the Leonora Gold Project is that it lies within the range of \$3.8 million to \$14.5 million, with a preferred value of \$8.5 million.

Based on all the information the Board has reviewed and accessed via the due diligence process we can confirm that the Leonora Gold Project is a valuable asset with an established gold inventory which we can acquire at an extremely attractive price. The Independent Valuation confirms this.

On behalf of Kin Mining N.L., I am pleased to invite you to participate in the 1 for 1 non-renounceable pro-rata entitlement offer at an issue price of \$0.15 per New Share to raise up to approximately \$5.8 million (before costs).

Yours faithfully



Terrence Grammer
Chairman

3 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information
What is being offered?	<p>Under this Prospectus 38,653,003 New Shares are being offered to Eligible Shareholders (assuming no Options are exercised) at an issue price of \$0.15 on the basis of 1 New Share for every 1 Share held.</p> <p>Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.</p>	Section 6.1
What is the issue price?	The issue price is 15 cents per New Share.	Section 6.1
Who is an Eligible Shareholder?	The Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand on the Record Date.	Section 6.2
How many Shares will be issued?	<p>The number of New Shares that will be issued under the Offer at full subscription is 38,653,003 and at the minimum subscription is 20,000,000.</p> <p>In the event that Option holders who reside in Australia or New Zealand exercise their Options before the Record Date, they will be entitled to participate in the Offer. This will increase the maximum number of New Shares that may be issued under this Prospectus.</p>	Section 6.1
What is the amount that will be raised under the Offer?	The maximum amount that may be raised under the Offer is \$5,797,950 before expenses at full subscription and \$3,000,000 before expenses at minimum subscription. If existing Option holders exercise their Options before the Record Date as to participate in the Offer, the amount raised under the Offer may increase.	Section 4.2
How will the proceeds of the Offer be used?	<p>The Company intends to use the funds raised from the Offer broadly as follows:</p> <ul style="list-style-type: none">• to complete the Leonora Gold Project Transaction;• for resource assessment and exploration of the Leonora Gold Project;• for exploration on existing Projects;	Section 4.3

Question	Response	Where to find more information
	<ul style="list-style-type: none"> • to pay the costs of the rights issue process; and • to provide general working capital. <p>A budget on how the Company intends to use the funds raised is set out in section 4.3. As with any budget, new circumstances may change the way the Company applies funds.</p>	
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • Estimates of ore reserves and mineral resources – Navigator Mining previously disclosed mineral resources on some of the tenements the subject of the Leonora Gold Project. The Company will not be in a position to confirm and verify these resources until the Leonora Gold Project Transaction has completed. • Exploration risks – The Company’s Projects are early stage exploration tenements with significant exploration risk. • The Company’s future capital needs and additional funding may be required to develop the Leonora Gold Project. • Gold price – adverse fluctuations in the gold price may detrimentally affect the Company developing the Leonora Gold Project. • As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks. <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	Section 5
Is the Offer underwritten?	The Offer is not underwritten.	Section 4.2
How do I apply for Shares under the Offer?	<p>Applications can be made by Eligible Shareholders completing the personalised Entitlement and Acceptance Form and sending it to the Company’s share registry, Advanced Share Registry Services.</p> <p>Eligible Shareholders may also apply for Shortfall Shares by</p>	Section 7

Question	Response	Where to find more information
	following the instructions in section 6.6.	
How will the Shortfall Shares be allocated?	<p>The Directors will allocate any Shortfall Shares as follows:</p> <ul style="list-style-type: none"> • firstly, to Eligible Shareholders who apply for Shortfall Shares; and then • at the discretion of the Directors. 	Section 6.6
When will I know if my Application was successful?	A holding statement confirming your allocation under the Offer will be sent to you on or about 17 July 2014.	Section 1
How can I obtain further advice?	Contact the Company Secretary on +61 9242 2227 or Advanced Share Registry (the Company's Share Register) on +61 8 9389 8033 at any time between 8.00am and 5.00pm (Perth time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.	

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Introduction

The Company is seeking to raise approximately \$5,797,950 before issue costs under the Offer, a non-renounceable pro rata offer to Eligible Shareholders at a price of \$0.15 per Share on the basis of 1 New Share for every 1 Share held as at the Record Date.

On the 8th of April 2014 the Company announced that it had entered into a binding term sheet with Navigator Resources Ltd (subject to a deed of company arrangement) to acquire the entire issued share capital of Navigator Mining. Navigator Mining is the owner of the Leonora Gold Project.

On the 27th of May 2014 the Company entered into the Share Sale Agreement to more formally document the terms of the Leonora Gold Project Transaction. The key terms of the proposed transaction are as follows:

- (a) The Company agrees to pay cash consideration of \$2,700,000 for the entire issued share capital of Navigator Mining.
- (b) Of the total consideration of \$2,700,000, the Company has paid a \$200,000 non-refundable deposit to the deed administrator (Mr Bryan Hughes of Pitcher Partners).
- (c) Completion of the Leonora Gold Project Transaction is conditional upon the Company obtaining Shareholder approval pursuant to the Listing Rules and raising up to \$5,000,000.
- (d) Subject to the parties agreeing to extend the date for completion to enable satisfaction of the outstanding conditions precedent, the completion date is the 11th of July 2014.
- (e) From the 30th of June 2014 to completion the Company has agreed to pay to the deed administrator all rates, rents and to meet minimum exploration expenditures with respect to the tenements comprising the Leonora Gold Project.
- (f) On and from completion Navigator Mining will be released from all claims and liabilities from Navigator Resources Ltd and other creditors

The Company intends to raise money under the Offer to complete the Leonora Gold Project Transaction.

The Company has called a general meeting of Shareholders to be held on the 4th of July 2014 to consider a resolution approving the Leonora Gold Project Transaction.

Upon completion of the Leonora Gold Project Transaction, the Company will undertake a review of all the mineral resources on the Leonora Gold Project with the view to commencing a feasibility study.

4.2 The Offer

Under this Prospectus up to 38,653,003 New Shares are being offered to Eligible Shareholders (assuming no Options are exercised) at an issue price of \$0.15 on the basis of 1 New Share for every 1 Share held. The Offer is not underwritten.

Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.

As at the date of this Prospectus the Company has 19,326,501 Options on issue. The Options have an exercise price of \$0.30 and may be exercised on or before 31 January 2015. Option holders with an address in Australia and New Zealand may exercise their Options before the Record Date and participate in the Offer. In this event, the number of New Shares to be issued under this Prospectus and the funds raised as a result of the Offer may vary.

4.3 Use of the Offer Proceeds

The Company intends to use the funds raised from the Offer broadly as follows:

- (a) to complete the Leonora Gold Project Transaction;
- (b) provide additional working capital to fund the Company's existing assets and development of the Leonora Gold Project; and
- (c) fund the costs of the Offer.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Funds Available	Amount Minimum Subscription (\$)	Amount Full Subscription (\$)
Cash on hand	\$845,953	\$845,953
Funds raised under this Offer	\$3,000,000	\$5,797,950
Total funds available	\$3,845,953	\$6,643,903
Cash to complete the Leonora Gold Project Transaction	\$2,700,000	\$2,700,000
Stamp duty on the Leonora Gold Project Transaction	\$132,965	\$132,965
Expenses of the Offer ¹	\$23,795	\$27,628
Working capital ²	\$350,000	\$800,000
Total	\$639,193	\$2,983,310

Note:

- ¹ Refer to section 9.5 of this Prospectus for further details relating to the estimated expenses of the Offer.
- ² Working capital includes budgeted expenditure on existing assets as well as general expenses.
- ³ In the event that more than the minimum and less than the full subscription is raised, the Company intends to allocate the funds raised primarily towards the Company's working capital position (after expenses of the Offer).
- ⁴ The table assumes that none of the existing Option holders exercise their Options before the Record Date and participate in the Offer. In the event that more funds are raised, those funds will be allocated to working capital.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

4.4 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$5,797,950 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 38,653,003 as at the date of this Prospectus to 77,306,006 Shares.

4.5 Statement of Financial Position

Set out below is the Consolidated Statement of Financial Position of the Company and the Consolidated Pro-Forma Statements of Financial Position, as at 31 March 2014 and on the basis of the following assumptions:

- (a) the Offer was effective as at 31 March 2014;
- (b) no further Shares are issued (including by way of exercise of Options);
- (c) completion of the Offer to raise \$5,797,950 (full subscription) and \$3,000,000 (minimum subscription), before expenses of the Offer; and
- (d) expenses of the Offer of approximately \$27,628 (full subscription) and \$23,795 (minimum subscription) which have been offset against proceeds of the issue.

The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited financial report for the year ended 30 June 2013.

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

	Pro-Forma Balance Sheet 31 March 2014 Unaudited	Pro-Forma Balance Sheet Minimum Subscription Unaudited	Pro-Forma Balance Sheet Maximum Subscription Unaudited
Current Assets	\$	\$	\$
Cash and cash equivalents	845,953	989,193	3,783,310
Trade and other receivables	13,970	13,970	13,970
Prepayments	113,572	113,572	113,572
Total Current Assets	973,495	1,116,735	3,910,852
Non Current Assets			
Other receivables	-	-	-
Property, plant and equipment	43,794	43,794	43,794
Intangibles	-	-	-
Mineral exploration and development	2,651,624	5,484,589	5,484,589
Total Non Current Assets	2,695,418	5,528,383	5,528,383
TOTAL ASSETS	3,668,913	6,645,118	9,439,235
Current Liabilities			
Trade and other payables	34,561	34,561	34,561
Provisions	-	-	-
Total Current Liabilities	34,561	34,561	34,561
Non Current Liabilities			
Loans	-	-	-
Provisions	-	-	-
Total Non Current Liabilities	-	-	-
TOTAL LIABILITIES	34,561	34,561	34,561
NET ASSETS	3,634,352	6,610,557	9,404,674
Equity			
Contributed equity	4,145,082	7,121,287	9,915,404
Reserves	-	-	-
Accumulated losses	(510,730)	(510,730)	(510,730)
TOTAL EQUITY	3,634,352	6,610,557	9,404,674

The Pro-Forma Statement of Financial Position includes the estimated cost of the Issue of \$27,628 fully subscribed.

4.6 Consolidated capital structure

Assuming no further Shares are issued (including by way of exercise of Options) prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

Shares	Minimum Subscription (Number)	Full Subscription (Number)
Existing Shares	38,653,003	38,653,003
New Shares issued under this Prospectus	20,000,000	38,653,003
Total Shares	58,653,003	77,306,006

Options	Minimum Subscription (Number)	Full Subscription (Number)
Options exercisable at \$0.30 on or before 31 January 2015	19,326,501	19,326,501
Total Options	19,326,501	19,326,501

The capital structure on a fully diluted basis as at the date of this Prospectus would be 57,979,504 Shares and on completion of the offer (assuming all entitlements are accepted and no Options are exercised prior to the Record Date) would be 96,632,507 Shares.

5 RISK FACTORS

An investment in the New Shares the subject of this Prospectus is highly speculative as the Company is a gold exploration company. Please consider the risks described below and the information contained in other sections of this Prospectus. You should also consider consulting with your professional advisers before deciding whether or not to apply for the New Shares.

The following is a list of the material risks that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations.

5.1 Company and Industry Risks

The risks outlined below are specific to the Company's operations and to the gold industry in which the Company operates.

(a) Exploration

The business of gold exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on, amongst other things:

- (a) the discovery and/or acquisition of economically recoverable reserves;
- (b) access to adequate capital for project development;
- (c) design and construction of efficient development and production infrastructure within capital expenditure budgets;
- (d) securing and maintaining title to interests;
- (e) obtaining consents and approvals necessary for the conduct of gold exploration, development and production; and
- (f) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Exploration is a high risk undertaking, The Company does not give any assurance that exploration of its existing Projects or the Leonora Gold Project will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(b) Resource and Reserve Estimates

The Company has previously announced resource estimates in relation to the Leonora Gold Project prepared by Navigator Mining. Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

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

(c) Gold and Other Commodity Prices

As an explorer for gold and potentially other minerals, any earnings of the Company are expected to be closely related to the price of gold and other commodities.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(d) Ability to Exploit Successful Discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. The infrastructure requirements around a successful discovery may also impact on the exploitation of a discovery. Further, the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as the Company. As described above, such work may require the Company to meet or commit to financing obligations for which it may have not planned.

(e) Future capital needs and additional funding

The funds raised by the Offer will primarily be used to fund the acquisition of the Leonora Gold Project. There is a risk that these funds will not be sufficient to provide sufficient working capital to maintain the tenements, complete the proposed exploration program and undertake feasibility studies.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects, the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(f) Environmental

The Company's Projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's Projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's Projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

5.2 General Investment Risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities Investments and Share Market Conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and gold companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity Risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic Risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

6 DETAILS OF THE OFFER

6.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one New Share for every one Share held by Eligible Shareholders registered at the Record Date at an issue price of \$0.15 per New Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus and assuming all Entitlements are accepted, a maximum of 38,653,003 New Shares will be issued pursuant to this Offer.

As at the date of this Prospectus, the Company has 19,326,501 Options on issue, some of which may be exercised prior to the Record Date in order to participate in the Offer. The Options have an exercise price of \$0.30 and may be exercised on or before 31 January 2015.

All of the New Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 8 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of this Offer and the intended use of funds raised are set out in sections 4.1 and 4.3.

6.2 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5pm (WST) on the Record Date;
- (b) have a registered address in Australia or New Zealand;
- (c) subject to certain limited exceptions, are not in the United States or a US Person or acting for the account or benefit of a US Person (to that extent); and
- (d) are eligible under all applicable securities laws to receive an offer under this Prospectus,

or, in the Company's absolute discretion, they are persons resident in any other country who are reasonably able to demonstrate to the Company that they are otherwise eligible to participate in the Offer relying on a relevant exemption from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they are resident or have a registered address.

By returning the accompanying Entitlement and Acceptance Form along with the Application Monies, or by making a payment in respect of an Application by BPay®, you will be taken to have represented and warranted that you satisfy the criteria above to be an Eligible Shareholder. The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

It is the responsibility of each Applicant to ensure compliance with the laws of any country relevant to their Application. The Company, in its absolute discretion, reserves the right to determine whether a person is an Eligible Shareholder and therefore able to participate in the Offer, or an Ineligible Shareholder and therefore unable to participate in the Offer. To the maximum extent permitted by law, the Company disclaims all liability in respect of any determination as to whether a person is an Eligible Shareholder.

However, in limited circumstances, and in the Company's absolute discretion, the Company may elect to treat as Eligible Shareholders certain institutional or sophisticated persons who would otherwise not be Eligible Shareholders because their registered addresses are not in Australia or New Zealand.

6.3 Rights Trading

The Offer is non-renounceable. This means that the rights of Eligible Shareholders to subscribe for New Shares under this Prospectus are not transferable and there will be no trading of rights on ASX. Eligible Shareholders who choose not to take up their rights will receive no benefit and their shareholding in the Company will be diluted as a result.

6.4 Minimum subscription

The minimum subscription under the Offer is \$3,000,000. No Shares will be allotted or issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application Monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application Monies.

6.5 Beneficial holder, Nominees, trustees or custodians

The foreign selling instructions under the Offer summarised in section 6.8 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

6.6 Shortfall Offer

Any Entitlements not taken up may become available as Shortfall Shares. The offer of Shortfall Shares is a separate offer pursuant to this Prospectus. New Shares not taken up by Eligible Shareholders will form part of the Shortfall Offer. The issue price of any New Shares offered pursuant to the Shortfall Offer will be \$0.15 each, which is the issue price at which the Offer has been made to Eligible Shareholders.

The Directors reserve the right at their discretion within 3 months after the Closing Date to offer Shortfall Shares as follows:

- (a) to Eligible Shareholders who apply for New Shares in addition to their Entitlement; and
- (b) others.

Eligible Shareholders

Eligible Shareholders may, in addition to their Entitlement, apply under the Shortfall Offer, regardless of the size of their present holding.

Eligible Shareholders who wish to apply for Shortfall Shares above their Entitlement can complete the appropriate boxes on the Entitlement and Acceptance Form accompanying this Prospectus and return it together with a cheque for the value of those Shortfall Shares (at \$0.15 per Shortfall Share) to the Share Registry or make a BPAY® in excess of the total value of your Entitlement.

It is possible that there will be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Shortfall Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

Other Investors

Other investors identified by the Company can apply for Shortfall Shares by completing the Shortfall Application Form attached to this Prospectus and returning it together with a cheque for the value of those Shortfall Shares (at \$0.15 per Shortfall Share) to the Share Registry.

Shortfall Applications

Allocation of the Shortfall Shares is at the discretion of the Board. There is no guarantee that Eligible Shareholders will receive the Shortfall Shares applied for.

Shortfall Shares will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. The Directors reserve the right to reject any application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shares issued is less than the number applied for in an Entitlement and Acceptance Form or Shortfall Application Form, surplus Application Monies will be refunded in full as soon as practicable after the closing date of the Shortfall Offer. Interest will not be paid on Application Monies refunded.

The Directors reserve the right to pay a commission of up to 8% (excluding GST) of amounts subscribed to any licensed securities dealers or Australian financial services licensee in respect of any valid applications for Shortfall Shares from parties not being Eligible Shareholders. Payments will be subject to the receipt of a proper tax invoice from the licenced securities dealer or Australian financial services licensee.

The Directors reserve the right to place the Shortfall at their discretion within 3 months after the Closing Date of the Offer subject to the Listing Rules and any restrictions under any applicable law. The Company reserves the right to allot to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an Application, or to not proceed with the Shortfall Offer or issue of any Shortfall Shares.

6.7 ASX listing

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

6.8 Allotment

New Shares issued pursuant to the Offer will be allotted in accordance with the Listing Rules and timetable set out at the commencement of this Prospectus.

New Shares issued pursuant to the Shortfall Offer will be allotted on a progressive basis. Where the number of New Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the allotment and issue of the New Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Shares issued under the Offer will be mailed in accordance with the Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Shares as soon as practicable after their issue.

6.9 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended, and Shares will not be issued, to Shareholders with a registered address which is outside Australia or New Zealand.

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002.

6.10 Market Prices of Existing Shares on ASX

The highest and lowest market sale price of the Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the three months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price	27.5 cents	15.0 cents	18.5 cents

6.11 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

6.12 Taxation and duty implications

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

No brokerage or duty is payable by Eligible Shareholders in respect of Applications for New Shares under this Prospectus.

6.13 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

6.14 Enquiries

Any queries regarding the Offer should be directed to Mr Giuseppe Graziano, on +61 8 9242 2227.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on +61 8 9389 8033.

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

7 DETAILS OF THE OFFER

7.1 What Eligible Shareholders may do

The number of New Shares to which Eligible Shareholders are entitled is shown on the accompanying personalised Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up all of their Entitlement (refer to section 7.2);
- (b) take up all of their Entitlement and apply for additional New Shares under the Shortfall Offer (refer to sections 7.2 and 6.6);
- (c) take up a proportion of their Entitlement and allow the balance to lapse (refer to section 7.3);
- (d) allow all or part of their Entitlement to lapse (refer to section 7.4).

7.2 Taking up all of your Entitlement

Should you wish to accept all of your Entitlement, then applications for New Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to on your personalised Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the Application Monies indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Kin Mining N.L." and lodged and received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's Share Registry (by post) at:

Kin Mining N.L.
C/- Advanced Share Registry Services
PO Box 1156
Nedlands WA 6009

If you wish to pay via BPAY® you must follow the instructions in your personalised Entitlement and Acceptance Form. Make sure that you use the specific Biller Code and unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form. You do not need to return a completed Entitlement and Acceptance Form but are taken to have made the declarations in the Entitlement and Acceptance Form and the representations outlined below in section 7.8. If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your Application Monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 3.00pm (WST) on the Closing Date.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

7.3 Taking up a proportion of your Entitlement and allowing the balance to lapse

If you wish to take up only part of your Entitlement and allow the balance to lapse, complete the accompanying personalised Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps in section 7.2. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from taking that part of your Entitlement.

7.4 Allow all or part of your Entitlement to lapse

If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.

7.5 To apply for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying Application Form in accordance with the instructions set out on that form. Refer to section 6.6 for details of the manner in which Shortfall Shares will be allocated.

A single cheque should be used for the Application Monies for your Entitlement and the number of Shortfall Shares you wish to apply for as stated on the Application Form.

Surplus Application Monies will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares.

7.6 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Kin Mining N.L." and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date (by post) at:

Kin Mining N.L.
C/- Advanced Share Registry Services
PO Box 1156
Nedlands WA 6009

7.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry

by no later than 3.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement cut-off times with regards to electronic payment and you should

therefore take this into consideration when making payment. Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be applied toward an application for Shortfall Shares and where such Shortfall Shares are not allotted, shall be refunded. No interest will be paid on any application monies received or refunded.

7.8 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application Monies by BPAY® constitutes a binding application to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite Application Monies, or by making payment in respect of an Application by BPAY®, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person upon whose account you are acting that the law in your place of residence and/or where you have been given this Prospectus does not prohibit you from being given the Prospectus and that you:

- (a) declare that the details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (b) acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law;
- (c) agree to be bound by the terms of the Offer;
- (d) declare that you are over 18 years of age and have full legal capacity to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (e) authorise the Company and its respective officers to do anything on your behalf necessary for the New Shares to be issued to you;
- (f) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (g) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (h) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

8 RIGHTS AND LIABILITIES ATTACHING TO SHARES

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

(c) Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. If the Company has less than 3 Directors, one Director must retire from office together with any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting. These retirement rules do not apply to certain appointments including the managing director.

(g) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the shareholders:

- divide the assets of the Company among the members in kind;
- for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(i) Shareholder Liability

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9 ADDITIONAL INFORMATION

9.1 Continuous Disclosure Obligations

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

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2013 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2013, being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the half-year financial report lodged by the Company with the ASIC for the financial year ended 31 December 2013 after the lodgement of the annual financial report referred to in (i) above and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since the 30 June 2013 audited financial statements: ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

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

05/02/2014	Bonus Option Issue and Appendix 3B
05/02/2014	Prospectus – Bonus Option Issue
10/02/2014	Appendix 3B amended
18/02/2014	Exploration Update
27/02/2014	Presentation to Brokers
27/02/2014	Allotment of Bonus Options and amendment to Appendix 3B
12/03/2014	Change of Director's Interest Notice
12/03/2014	Change of Director's Interest Notice
12/03/2014	Change of Director's Interest Notice
12/03/2014	Change of Director's Interest Notice
14/03/2014	Exploration Update
14/03/2014	Half Year Accounts
20/03/2014	Outstanding RC assay results from current drilling program
01/04/2014	Release of restricted securities from voluntary escrow
03/04/2014	Trading Halt
08/04/2014	Kin Mining to acquire Leonora Gold Project
24/04/2014	Quarterly cashflow Report
24/04/2014	Quarterly activities Report
29/04/2014	Completion of due diligence - Navigator
07/05/2014	Investor presentation May 2014
07/05/2014	Kin embarks on WA Gold production strategy
15/05/2014	Change of Director's Interest notice
03/06/2014	Notice of General Meeting/Proxy form
04/06/2014	Kin advances WA Gold strategy

9.2 Directors' Interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Securities

Director	Shares	Options	Entitlement
Terry Grammer	35,000	17,500	35,000
Giuseppe Graziano	5,000,001	2,500,001	5,000,001
Marvyn Fitton	1,000,000	500,000	1,000,000
Trevor Dixon	6,628,501	3,301,251	6,628,501

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	2013	2014
Terrence Grammer	Nil	\$50,000
Giuseppe Graziano	Nil	\$84,000
Marvyn Fitton	Nil	\$36,000
Trevor Dixon	Nil	\$156,000

Note:

The Chairman and non-executive Directors are entitled to annual directors' fees of \$50,000 and \$36,000 (inclusive of superannuation) respectively.

Other Interests

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

9.3 Interests of advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Thompson Downey Cooper has acted as solicitors to the Company for the purposes of this Prospectus. In respect of this work, the Company will pay approximately \$7,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates.

9.4 Consents

Thompson Downey Cooper has given its written consent to being named as the solicitors to the Company in this Prospectus. Thompson Downey Cooper has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

9.5 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$27,628 assuming that the Offer is fully subscribed (excluding GST) and are expected to be applied towards the items set out in the table below:

Expense	Minimum Subscription \$	Full Subscription \$
ASX Listing Fees	9,295	13,128
ASIC fees	2,500	2,500
Legal fees	7,000	7,000
Printing and distribution	5,000	5,000
Total	\$23,795	\$27,628

9.6 Financial Forecasts

The Directors have considered the matters set out in the ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable estimate forecast or projection.


9.7 Litigation

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

10 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 9th JUNE 2014.


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Signed for and on behalf of

Kin Mining N.L. by Terrence Grammer

11 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
Application Monies	means funds advanced to the Company with a valid Application.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Closing Date	the closing date for receipt of Entitlement and Acceptance Forms under this Prospectus, estimated to be 5.00pm WST on 10 July 2014 or an amended time as set by the Board.
Company or Kin	Kin Mining N.L. (ACN 150 597 541).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance application form attached to this Prospectus.
Ex Date	12 June 2014.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Leonora Gold Project	means the tenements, mining information and data owned by Navigator Mining Pty Ltd (subject to a deed of company arrangement) known as the Leonora Gold Project located in the Leonora District of Western Australia.
Leonora Gold Project Transaction	means the proposed acquisition of Navigator Mining by the Company pursuant to the terms of the Share Sale Agreement.
Listing Rules	the listing rules of the ASX.
Navigator Mining	means Navigator Mining Pty Ltd ACN 109 351 564 (subject to a deed of company arrangement)

New Shares	Shares issued pursuant to this Prospectus.
Offer	an invitation made in this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Official Quotation	Official quotation of the New Shares on ASX.
Option	an option to purchase a Share.
Project	means any project held by the Company and includes the Leonora Gold Project.
Price	\$0.15 per New Share.
Prospectus	this Prospectus and includes the electronic version of this Prospectus.
Record Date	16 June 2014
Share	a fully paid ordinary share in the Company.
Share Registry	Advanced Share Registry Services.
Share Sale Agreement	means the share sale agreement dated the 27 th of May 2014 between Navigator Resources Ltd (subject to a deed of company arrangement) and the Company pursuant to which the Company has agreed to purchase all of the issued share capital of Navigator Mining, the owner of the Leonora Gold Project.
Shareholder	the registered holder of Shares in the Company.
Shortfall	will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under this Prospectus by the Closing Date.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
US Person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the United States Securities Act of 1933, as amended.
WST	Western Standard Time, Western Australia.

