

# **Kin Mining N.L.**

ACN 150 597 541

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

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

**Date of Meeting**

24 November 2023

**Time of Meeting**

11.00 am (AWST)

**Place of Meeting**

The AGM will be conducted as a hybrid meeting with the physical address at Quest East Perth, 176 Adelaide Terrace, East Perth, WA and accessible online.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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

The Meeting will be conducted as a hybrid meeting with Shareholders able to attend the meeting in person or virtually through a webinar conferencing facility.

This Notice of Meeting can be accessed on the Company's website at <https://www.kinmining.com.au>.

Voting on all resolutions will be conducted by poll. Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

# Contents

Venue and Voting Information	2
Notice of AGM – Agenda and Resolutions	4
Notice of AGM– Explanatory Statement	6
Definitions	10
Proxy Form	Attached

## Important Information for Shareholders about the Company’s 2023 AGM

Given the relaxation of the guidelines and restrictions issued by the Australian state and federal governments related to the COVID-19 pandemic, the Company considers that it is appropriate to hold the 2023 AGM as a hybrid meeting. The Company will be happy to welcome shareholders at the meeting and will also ensure that it is possible for Shareholders to attend and participate virtually.

This Notice is given based on the circumstances as at 20 October 2023. By the time this Notice is received by Shareholders, the circumstances may have changed. Accordingly, should the circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://www.kinmining.com.au>. Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates (**Meeting**) will be held at 11:00am (AWST) on Friday 24 November 2023 as a hybrid meeting. The Meeting will be held physically at the Quest East Perth, 176 Adelaide Terrace, East Perth, WA and will also be accessible to all Shareholders via a live webinar, which will allow Shareholders to participate in the Meeting.

If you are a Shareholder and you wish to participate at the Meeting virtually, please use the Meeting ID and Shareholder ID on the Proxy Form to login to the Meeting at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting).

Please contact Advanced Share Registry on +61 (8) 9389 8033 if you have any queries or problems logging into the Meeting portal.

## Voting virtually at the Meeting

To vote at the Meeting, you are encouraged to appoint a proxy, preferably the Chair of the Meeting (**Chair**), to vote on your behalf at the Meeting as this will simplify the voting procedures for the Meeting. Alternatively, you will be able to record your vote during the Meeting through an online poll.

## Voting by poll

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting (such a poll to be taken electronically).

Shareholders who wish to vote by poll during the Meeting will be able to submit their online poll votes immediately after the Chair calls for a vote on the Resolutions. Shareholders can do this by clicking the poll button on their screen. The outcome of each Resolution will not be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to check poll votes.

You may still attend the Meeting via the webinar if you have completed a Proxy Form but the person you have appointed as proxy will cast your vote on your behalf.

**Voting by proxy**

Shareholders can appoint the Chair as their proxy and provide specific instructions on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting.

Completed Proxy Forms should be returned to the address set out below as soon as possible, and in any event, must be received by no later than 11am (AWST) on Wednesday 22 November 2023, being no less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

**Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 to 3 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

**Participation**

Shareholders will be able to participate at the Meeting by using their personalised log-in on the Proxy Form. The Meeting portal will be open to ask questions prior to the Meeting from Friday, 17 November 2022. Shareholders can also submit any questions in advance of the Meeting by emailing questions to the Company Secretary at [s.jones@kinmining.com.au](mailto:s.jones@kinmining.com.au) by no later than 5pm (AWST) on Wednesday, 22 November 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business, however it would be preferable for them to be submitted to the Company in advance of the Meeting. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

There will be a company presentation delivered at the Meeting which will be available on the Company's website at [www.kinmining.com.au](http://www.kinmining.com.au).

**Your vote is important**

The business of the Annual General Meeting affects your shareholding and your vote is important.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) will be held on Friday 24 November 2023, commencing at 11.00am (AWST) and will be held as a hybrid meeting at the Quest East Perth, 176 Adelaide Terrace, East Perth, Western Australia and via an online Meeting platform provided by the Company's share registry, Advanced Share Registry.

The enclosed Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting (**AGM**).

### AGENDA

#### ORDINARY BUSINESS

##### Accounts and Reports

*To receive and consider the annual financial report for the financial year ended 30 June 2023, together with the reports by Directors and auditors thereon.*

---

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

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

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2023 Annual Report for the financial year ended 30 June 2023 be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

---

#### 2. RESOLUTION 2: RE-ELECTION OF DIRECTOR (MR HANSJOERG PLAGGEMARS)

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

*"That for the purpose of Listing Rule 14.4, clauses 11.3 to 11.6 of the Constitution, and for all other purposes, Mr Hansjoerg Plaggemars, being a Director of the Company who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director."*

---

#### 3. RESOLUTION 2: RE-ELECTION OF DIRECTOR (MR ROBERT ROWAN JOHNSTON)

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 14.4, clauses 11.3 to 11.6 of the Constitution, and for all other purposes, Mr Robert Rowan Johnston, being a Director of the Company who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director."*

## Voting by proxy

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy does not need to be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary.***

## Voting at AGM

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (*Cth*) that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 11.00am (AWST) on Wednesday 22 November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

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

**BY ORDER OF THE BOARD**



**Stephen Jones**  
**Company Secretary**  
23 October 2023

---

## EXPLANATORY STATEMENT

---

### 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 AGM of Shareholders to be held on Friday 24 November 2023, commencing at 1100am (AWST) at the Quest East Perth, 176 Adelaide Terrace, East Perth, WA, and will also be accessible to all Shareholders virtually via an online meeting platform provided by the Company share registry, Advanced Share Registry.

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 should be read in conjunction with the Notice of AGM. Capitalised terms in this Explanatory Statement are defined in the Definitions section or otherwise in the Explanatory Statement.

---

### 2023 ANNUAL REPORT

In accordance with the requirements of the Constitution and the Corporations Act, the 2023 Annual Report will be tabled at the AGM. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, HLB Mann Judd Corporate (WA) Pty Ltd, will be present to take Shareholders questions and comments about the conduct of the audit and the preparation and content of the audit report.

#### Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the Company's website at [www.kinmining.com.au](http://www.kinmining.com.au).

---

## 1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

### 1.1. General

Resolution 1 is an ordinary resolution to approve the Remuneration Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2023.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering the remuneration policy of the Company going forward. On that basis, the Company encourages all Shareholders to cast their votes on Resolution 1.

### 1.2. Corporations Act requirements

Section 250R(2) of the Corporations Act requires a listed public company to put a resolution to its shareholders that the remuneration report set out in the directors' report for the preceding financial year be adopted. The resolution is advisory only and does not bind the relevant company or its directors.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that a further meeting be held within 90 days at which all the offices

of the Directors are vacated (other than the office of managing director) and each such office will be put to a vote.

It is noted that at the Company's 2022 annual general meeting, the votes cast against the remuneration report represented less than 25% of the total votes cast and accordingly, a Spill Resolution will not under any circumstances be required for this year's AGM.

A voting exclusion applies to this Resolution on the terms set out in the Notice of AGM.

### **1.3. Directors' recommendation**

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

### **1.4. Proxy Restrictions**

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

---

## **2. RESOLUTION 2: RE-ELECTION OF DIRECTOR (MR HANSJOERG PLAGGEMARS)**

### **2.1. General**

Resolution 2 is an ordinary resolution to approve the re-election of Mr Hansjoerg Plaggemars as a Director.

Mr Plaggemars will retire at the AGM, and being eligible, submits himself for re-election.

If Resolution 2 is passed, Mr Plaggemars will be re-elected as a Director.

If Resolution 2 is not passed, Mr Plaggemars will not be re-elected to his current directorship position. The Resolution will not affect any other office or employment position which he holds with the Company or its Related Bodies Corporate. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

### **2.2. Listing Rule requirements**

Listing Rule 14.4 requires that a director of an entity:

- must not hold office (without re-election) past the third annual general meeting following the director's appointment, or 3 years, whichever is longer; and
- appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

The rule does not apply to the entity's managing director, unless there is more than one managing director, in which case only one is entitled not to be subject to re-election.

### **2.3. Constitution requirements**

In accordance with the requirements of clause 11.3 of the Constitution, one-third of the Directors retire from office at this AGM. Clauses 11.5 and 11.6 of the Constitution require that the directors to retire at any annual general meeting are to be those who have been longest in office since their last election and that no director (except a managing director) shall hold office for longer than 3 years or until the third annual general meeting following their appointment, whichever is longer.

Pursuant to clause 11.4 of the Constitution, a retiring Director is eligible for re-election.

Accordingly, Mr Plaggemars retires by rotation and, being eligible, offers himself for re-election.

#### **2.4. Biography**

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

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

Mr Plaggemars is a member of Kin's Audit Committee and Remuneration and Nomination Committee.

#### **2.5. Directors' recommendation**

The Directors (other than Mr Plaggemars) support the re-election of Mr Plaggemars and recommend that Shareholders vote in favour of Resolution 2. Mr Plaggemars declines to make a voting recommendation noting his interest in the Resolution.

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

---

### **3. RESOLUTION 3: ELECTION OF DIRECTOR (MR ROBERT ROWAN JOHNSTON)**

#### **3.1. General**

Resolution 3 is an ordinary resolution to approve the election of Mr Johnston as a non-executive Director.

Mr Johnston will retire at the AGM, and being eligible, submits himself for re-election.

If Resolution 3 is passed, Mr Johnston will be re-elected as a Director.

If Resolution 3 is not passed, Mr Johnston will not be re-elected to his current directorship position. The Resolution will not affect any other office or employment position which he holds with the Company or its Related Bodies Corporate. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

#### **3.2. Listing Rule requirements**

Listing Rule 14.4 requires that a director of an entity:

- must not hold office (without re-election) past the third annual general meeting following the director's appointment, or 3 years, whichever is longer; and
- appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

The rule does not apply to the entity's managing director, unless there is more than one managing director, in which case only one is entitled not to be subject to re-election.

#### **3.3. Constitution requirements**

In accordance with the requirements of clause 11.3 of the Constitution, one-third of the Directors retire from office at this AGM. Clauses 11.5 and 11.6 of the Constitution require that the directors to retire at any annual general meeting are to be those who have been longest in office since their last election and that no director (except a managing director) shall hold office for longer than 3 years or until the third annual general meeting following their appointment, whichever is longer.

Pursuant to clause 11.4 of the Constitution, a retiring Director is eligible for re-election.

Accordingly, Mr Johnston retires by rotation and, being eligible, offers himself for re-election.



### **3.4. Biography**

Mr Johnston is a mining engineer with over 40 years' resources industry experience, including significant experience as a company director through executive and non-executive directorship roles. Mr Johnston has held various senior executive roles in Australia and internationally, primarily in the gold sector, and has experience in feasibility studies, company formations, construction, expansions and mergers.

Previous roles held by Mr Johnston include Acting Chief Executive Officer and Executive Director of Operations for Mutiny Gold Limited, prior to its takeover by Doray Minerals Limited, and Executive Director of Integra Mining Limited prior to its merger with Silver Lake Resources Limited.

### **3.5. Directors' recommendation**

The Directors (other than Mr Johnston) support the election of Mr Johnston and recommend that Shareholders vote in favour of Resolution 3. Mr Johnston declines to make a voting recommendation noting his interest in the Resolution.

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

---

## 4. DEFINITIONS

**AGM or Meeting** means the annual general meeting of the Company convened by this Notice, including any adjournment of such meeting.

**Annual Report** means the 2023 Annual Report of the Company.

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

**ASIC** means Australian Securities and Investments Commission.

**AWST** means Australian Western Standard Time.

**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.

**Chair** means the Chair of the Meeting.

**Change of Control Event** means 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.

**Closely Related Party** has the meaning given to it in the Corporations Act.

**Company** means Kin Mining N.L. (ACN 150 597 541).

**Company Secretary** means Mr Stephen Jones.

**Constitution** means the constitution of the Company in effect at the commencement of the Meeting.

**Corporations Act** means the Corporations Act 2001 (*Cth*).

**Directors** means the current directors of the Company.

**Equity Securities** has the meaning given to it in the Listing Rules.

**Explanatory Statement** means this Explanatory Statement.

**Key Management Personnel** has the meaning given to it in the Corporations Act.

**Listing Rules** means the Listing Rules of ASX.

**Notice** means this notice of meeting comprising the notice, agenda, Explanatory Statement and Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Related Party** has the meaning given to it in the Listing Rules.

**Remuneration Report** means the Company's 2023 Annual Report for the financial year ended 30 June 2023.

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

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

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

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

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

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

**Spill Resolution** has the meaning given to it in Section 1 of this Explanatory Statement

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY