

Kin Mining N.L.

ACN 150 597 541

Notice of General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

10 April 2017

Time of Meeting

11.00 am (WST)

Place of Meeting

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

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Kin Mining N.L. (“Kin” or “the Company”) will be held on Monday, 10 April 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

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

AGENDA

SPECIAL BUSINESS

Resolution 1: Approval to Complete a Share Purchase Plan Offer

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 34,000,000 Shares and up to 17,000,000 Free Attaching Options pursuant to the SPP Offer to all Eligible Shareholders and Shortfall Offer as set out in the accompanying Explanatory Memorandum.”

Voting exclusion statement: On 10 March 2017, the ASX granted a waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company’s notice of general meeting to approve the issue of up to 34,000,000 fully paid ordinary shares and up to 17,000,000 free attaching options exercisable at \$0.40 each on or before 31 March 2019 under the proposed Share Purchase Plan (“SPP”) not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.

Resolution 2: Ratification of Share and Option Issue – Intuitive Pty Ltd

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 100,000 Shares and 100,000 Intuitive Options to Intuitive Pty Ltd and or its Nominees as set out in the accompanying Explanatory Memorandum.”

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

Resolution 3: Ratification of Share Issue – Classic Information Systems Pty Ltd

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 201,695 Shares to Classic Information Systems Pty Ltd and or its Nominees as set out in the accompanying Explanatory Memorandum.”

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

Resolution 4: Ratification of Share Issue – Taipan Capital Pty Ltd

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, ratification be given in respect of the allotment and issue of 300,000 Shares to Taipan Capital Pty Ltd and or its Nominees as set out in the accompanying Explanatory Memorandum.”

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

Resolution 5: Approval of Option Issue – February Placement to Sophisticated Investors

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given in respect of the allotment and issue of 1,875,000 Free Attaching Options to sophisticated and professional investors pursuant to the February Placement as set out in the accompanying Explanatory Memorandum.”

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

Resolution 6: Approval for Future Issue of Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 5,000,000 Shares on the terms and conditions set out in the accompanying Explanatory Statement.”

Voting Exclusion: In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on this Resolution 6 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

ORDINARY BUSINESS

Resolution 7: Election of Director (Don Harper)

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

“That, for the purpose of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Mr Don Harper, a Director who was appointed on 13 February 2017, retires, and being eligible, is elected as a Director.”

Resolution 8: Election of Director (David Sproule)

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

"That, for the purpose of clauses 11.11 and 11.12 of the Constitution and for all other purposes, Mr David Sproule, a Director who was appointed on 13 February 2017, retires, and being eligible, is elected as a Director."

Resolution 9: Approval for Mr David Sproule to Participate in the Shortfall Offer

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

"That, subject to Resolutions 1 and 8 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for Mr David Sproule (or nominee) to participate in the Shortfall Offer up to a maximum subscription of \$800,000 and for the Company to issue up to 4,000,000 Shares and 2,000,000 Free Attaching Options to Mr David Sproule (or nominee) pursuant to the Shortfall Offer, on the terms and conditions set out in the explanatory statement."

Voting Exclusion: In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on this Resolution 9 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 10: Approval for Mr Don Harper to Participate in the Shortfall Offer

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

"That, subject to Resolutions 1 and 7 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for Mr Don Harper (or nominee) to participate in the Shortfall Offer up to a maximum subscription of \$50,000 and for the Company to issue up to 200,000 Shares and 125,000 Free Attaching Options to Mr Don Harper (or nominee) pursuant to the Shortfall Offer, on the terms and conditions set out in the explanatory statement."

Voting Exclusion: In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on this Resolution 10 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 5 April 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting. Proxy and voting entitlement instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD



Joe Graziano
Company Secretary
10 March 2017

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Kin Mining N.L. (“**Kin**” or “the **Company**”) in connection with the business to be conducted at the General Meeting of Shareholders to be held on Friday, 10 April 2017, commencing at 11.00am (WST) at 1st Floor, 54 Kings Park Road, West Perth, Western Australia.

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

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

2. APPROVAL TO COMPLETE A SHARE PURCHASE PLAN - RESOLUTION 1

Under the SPP Offer, the Company will seek to issue a maximum of 34,000,000 Shares at an issue price of \$0.20 per Share and 17,000,000 Free Attaching Options. The Company will raise up to \$6,800,000 from the issue of the Shares, with the potential for further funds to be raised if the Free Attaching Options are exercised.

Under the SPP Offer, Eligible Shareholders will be able to apply for up to 75,000 Shares (i.e. payment of \$15,000) and in the event more than \$6,800,000 is applied for, applications will be scaled back. In the event less than \$6,800,000 is applied for by Eligible Shareholders, the balance will revert to the Shortfall Offer to continue beyond the SPP Offer Closing Date. Applications under the Shortfall Offer will be dealt with at the Directors’ discretion. Further details of the SPP Offer and the Shortfall Offer will be set out in a Prospectus to be distributed to Eligible Shareholders and made available on the ASX company announcements platform.

It is intended that the proceeds of the SPP Offer and where the SPP Offer is not fully subscribed the proceeds of the Shortfall Offer, will be used by the Company to fast track the Leonora Gold Project Definitive Feasibility Study, secure opportunistic and long lead time infrastructure necessary to commence development of the Leonora Gold Project, retire existing debt and provide additional working capital.

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

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

Resolution 1 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Shares and Free Attaching Options the subject of the SPP Offer and the Shortfall Offer during the three (3) months after the General Meeting (or a longer period of allowed by the ASX), without using the Company’s 15% placement capacity.

On 10 March 2017, the ASX granted a waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company’s notice of general meeting to approve the issue of up to 34,000,000 fully paid ordinary shares and up to 17,000,000 free attaching options exercisable at \$0.40 each on or before 31 March 2019 under the proposed Share Purchase Plan (“SPP”) not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

a) Number of securities to be issued

The maximum number of Shares to be issued is 34,000,000 and the maximum number of Free Attaching Options to be issued is 17,000,000 on the basis of one (1) Option for every two (2) Shares subscribed for and issued under the SPP Offer and the Shortfall Offer.

b) Date of issue

The Shares and Free Attaching Options will be issued no later than three (3) months after the date of the meeting (or such other date as is permitted by an ASX waiver of the Listing Rules). It is intended that the Shares and Free Attaching Options under the SPP Offer will be issued shortly after the SPP Offer Closing Date and that the issue of the Shares and Free Attaching Options will occur on the same date. It is also intended that the Shares and Free Attaching Options under the Shortfall Offer will be issued shortly after the Shortfall Offer Closing Date and that the issue of the Shares and Free Attaching Options will occur on the same date.

c) Price at which securities are allotted and issued

The Shares will be issued at \$0.20 per Share and the Free Attaching Options will be issued for nil consideration as they are free attaching with the Shares on a one for two (1:2) basis.

d) The basis on which allottees will be determined

The Shares and Free Attaching Options will be issued to Eligible Shareholders and applicants under the Shortfall Offer pursuant to the Prospectus. Eligible Shareholders will be able to apply under the SPP Offer and where the SPP Offer is not fully subscribed the balance will revert to the Shortfall Offer which will be a general public offer with applications dealt with at the Directors' discretion. None of these applicants will be related parties of the Company other than Messrs Sproule and Harper who, subject to the passing of Resolutions 9 and 10 and the availability of any Shortfall, intend to participate in the Shortfall Offer.

e) The terms of the securities

The Shares issued will be fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares. The Free Attaching Options will be issued on the terms and conditions as set out in Schedule 1.

f) The intended use of the funds raised

Funds raised from the SPP will be applied to fast track the Leonora Gold Project Definitive Feasibility Study, secure opportunistic and long lead time infrastructure necessary to commence development of the Leonora Gold Project, retire existing debt and provide additional working capital.

The SPP Offer and Shortfall Offer are not underwritten.

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

3. RATIFICATION OF SHARE ISSUE TO INTUITIVE PTY LTD - RESOLUTION 2

Resolution 2 seeks ratification by Shareholders for the issue of 100,000 Shares and 100,000 Intuitive Options pursuant to the Intuitive Consultancy Agreement. Under this agreement Intuitive Pty Ltd provided corporate advisory and capital raising services to the Company. These Shares and Intuitive Options were issued without Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares and Options issued under the Intuitive Consultancy Agreement.

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

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

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

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

100,000 Shares and 100,000 Intuitive Options were issued.

(b) **Date of Issue**

The Shares and Intuitive Options were issued on 21 November 2016.

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

The Shares and Intuitive Options were issued for the provision of services under the Intuitive Consultancy Agreement.

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

The Shares are ordinary fully paid shares which rank equally with existing Shares on issue.
The Intuitive Options are exercisable at \$0.332 on or before 21 November 2018 and on the terms and conditions set out in Schedule 2.

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

The Shares and Intuitive Options were issued to further incentivise Intuitive Pty Ltd's performance as part of the Intuitive Consultancy Agreement.

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

If Shareholders ratify the issue of the 100,000 Shares and 100,000 Intuitive Options, they will be exempt from being counted towards the portion of the 15% limit that has been used.

4. RATIFICATION OF SHARE ISSUE TO CLASSIC INFORMATION SYSTEMS PTY LTD - RESOLUTION 3

Resolution 3 seeks ratification by Shareholders for the issue of 201,695 Shares pursuant to Classic Information Systems Pty Ltd in consideration for the provision of specialist resource and mining development software being the Classic ERP Mining Solution. These Shares were issued without Shareholder approval. Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the Classic Purchase Agreement.

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

Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. Accordingly, if Resolution 3 is approved, the Shares will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares pursuant to Resolution 3.

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

201,695 Shares were issued.

(b) **Date of Issue**

The Shares were issued on 21 November 2016.

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

The Shares were issued at a deemed issue price of \$0.2479 per Share.

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

The Shares are ordinary fully paid shares which rank equally with existing Shares on issue.

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

The Shares were issued as consideration for the purchase and support of the Classic Mining ERP solution.

The Board recommends Shareholders vote in favour of Resolution 3 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval.

If Shareholders ratify the issue of the 201,695 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

5. RATIFICATION OF SHARE ISSUE TO TAIPAN CAPITAL PTY LTD - RESOLUTION 4

Resolution 4 seeks ratification by Shareholders for the issue of 300,000 Shares pursuant to the Taipan Capital Agreement. These Shares were issued without Shareholder approval. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the Shares issued under the Taipan Capital Agreement.

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

Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 4 is approved, the Shares will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares pursuant to Resolution 4.

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

300,000 Shares were issued.

(g) **Date of Issue**

The Shares were issued on 22 December 2016.

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

The Shares were issued at a deemed issue price of \$0.185 per Share.

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

The Shares are ordinary fully paid shares which rank equally with existing Shares on issue.

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

The Shares were issued in consideration for corporate advisory services rendered by Taipan Capital Pty Ltd pursuant to the Taipan Capital Agreement.

The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval.

If Shareholders ratify the issue of the 300,000 Shares, they will be exempt from being counted towards the portion of the 15% limit that has been used.

6. APPROVAL OF OPTION ISSUE IN FEBRUARY PLACEMENT - RESOLUTION 5

Resolution 5 seeks ratification by Shareholders for the issue of 1,875,000 Free Attaching Options pursuant to the February Placement. On the 28th of February the Company announced that it had raised \$750,000 by way of the February Placement to sophisticated and professional investors. Shareholders had previously approved pursuant to Listing Rule 7.1 the issue of up to 5,000,000 Shares at the November 2016 AGM. The February Placement was undertaken pursuant to the approval received at the November 2016 AGM for the purpose of fast tracking the Leonora Gold Project Definitive Feasibility Study and provide working capital.

The terms of the February Placement are the same as the SPP Offer to Shareholders. As such the issue price of Shares under the February Placement is the same price as the SPP Offer, being \$0.20 per Share. The placees are also entitled to one Free Attaching Option for every two Shares subscribed for under the February Placement.

The 1,875,000 Free Attaching Options cannot be issued to the placees without Shareholder approval.

Accordingly, Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 of the Free Attaching Options to be issued to the placees under the February Placement.

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

Under ASX Listing Rule 7.4 it is possible for shareholders to approve an issue of securities which has already taken place, with the effect that the approved issued will be exempt from being counted towards the portion of the 15% limit that has been used. That is, if Resolution 5 is approved, the Shares will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following particulars in relation to the issue of the Free Attaching Options pursuant to Resolution 5.

(a) **Number of securities to be issued**

1,875,000 Free Attaching Options.

(b) **Date of Issue**

The Free Attaching Options will be issued no later than three (3) months after the date of the general Meeting (or such other period as is permitted by an ASX waiver of the Listing Rules).

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

The Free Attaching Options are issued for no consideration.

(d) **The basis upon which allottees will be determined**

The Free Attaching Options will be allotted to places under the February Placement.

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

The Free Attaching Options are exercisable at \$0.40 on or before 31 March 2019 and otherwise on the terms and conditions set out in Schedule 1.

(f) **The intended use of the funds raised**

Although no funds will be raised from the issue of the Free Attaching Options, the funds raised from the February Placement will be used to fast track the Leonora Gold Project Definitive Feasibility Study and provide working capital.

The Board recommends Shareholders vote in favour of Resolution 5.

7. APPROVAL FOR FUTURE ISSUE OF SHARES - RESOLUTION 6

7.1 General

Resolution 6 seeks Shareholder approval for the future issue of up to 5,000,000 Shares. The capital raising will be undertaken via the issue of Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act if the Board determines that the Company requires further capital to meet its funding requirements.

The Company intends to use the funds from any capital raising for exploration on the Company's tenement holding, development of other mineral targets and resources and provide additional working capital as required.

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

The effect of Resolution 6 will be to allow the Directors to issue the Shares comprising the capital raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 5,000,000;

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

8. RE-ELECTION OF DIRECTORS: RESOLUTION 7

Resolution 7 relates to the election of Mr Harper as a Director of the Company.

Clauses 11.11 and 11.12 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to clauses 11.11 and 11.12 of the Constitution any Director so appointed holds office only until the next General meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Harper, having been appointed on 13 February 2017, will retire from office in accordance with the requirements of clause 11.11 and 11.12 of the Constitution and being eligible submits himself for election by Shareholders in accordance with clauses 11.11 and 11.12 of the Constitution.

9. RE-ELECTION OF DIRECTORS: RESOLUTION 8

Resolution 8 relates to the election of Mr Sproule as a Director of the Company.

Clauses 11.11 and 11.12 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to clauses 11.11 and 11.12 of the Constitution any Director so appointed holds office only until the next General meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Sproule, having been appointed on 13 February 2017, will retire from office in accordance with the requirements of clause 11.11 and 11.12 of the Constitution and being eligible submits himself for election by Shareholders in accordance with clauses 11.11 and 11.12 of the Constitution.

10. APPROVAL FOR DIRECTORS TO APPLY FOR SHORTFALL UNDER THE SHORTFALL OFFER: RESOLUTIONS 9 AND 10

Resolutions 9 and 10 seek approval for Messrs Harper and Sproule (or their nominees) to apply for Shares and Free Attaching Options under the Shortfall Offer. As Messrs Sproule and Harper are Directors of the Company they are not permitted under the Listing Rules to apply for any Shortfall under the Shortfall Offer without Shareholder approval.

Resolutions 9 and 10 seek shareholder approval pursuant to Listing Rule 10.11 to entitle Messrs Sproule and Harper to apply for Shares and Free Attaching Options under the Shortfall Offer.

10.1 Requirement for shareholder approval

Messrs Harper and Sproule are directors and consequently related parties of the company within the meaning of section 228(6) of the Corporations Act. The approval of shareholders is required under listing rule 10.11 for the issue of Shares and Free Attaching Options to such related parties. Resolutions 9 and 10 seeks that Shareholder approval.

Approval may also be required under section 208 of the Corporations Act for the provision of a financial benefit (including the issue of securities) to related parties. However, the Company is satisfied in this respect that all related parties and the Company can rely on the exception to section 208 contained in section 210(a) of the Corporations Act, which applies to remove the shareholder approval requirement under the Corporations Act where the terms of the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length. The terms and conditions of any application under the Shortfall Offer by Messrs Sproule and Harper will be on exactly the same terms as the SPP Offer which is available to all Shareholders. Accordingly, the Company is satisfied requirements of the section 210(a) exception are satisfied.

10.2 Required information

Pursuant to listing rule 10.13, the following information is provided in respect of this resolution:

- a) the allottees of the Shares and Free Attaching Options under Resolutions 9 and 10 are Mr Don Harper (or his nominee) and Mr David Sproule (or his nominee);
- b) the maximum number of Shares and Free Attaching Options to be issued to Mr Harper is 250,000 Shares and 125,000 Options and Mr Sproule is 4,000,000 Shares and 2,000,000 Options;
- c) the Shares to be issued under Resolutions 9 and 10 will be issued within one month of the Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all Shares pursuant to the Shortfall Offer will occur on the same date;
- d) approval of Shareholders is required because Messrs Harper and Sproule are related parties by virtue of being directors;
- e) the issue price for the Shares to be issued under Resolutions 9 and 10 will be the same as the issue price for all Shares issued under the SPP Offer;
- f) the Shares to be issued under Resolutions 9 and 10 are fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the Company's existing shares;
- g) the Free Attaching Options to be issued under Resolutions 9 and 10 are Options to buy fully paid ordinary shares in the Company on the same terms and conditions as the Free Attaching Options to be issued under the SPP Offer;
- h) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of Resolutions 9 and 10;
- i) the intended use of funds raised from the SPP Offer will be used to fast track the Leonora Gold Project Definitive Feasibility Study, secure opportunistic and long lead time infrastructure necessary to commence development of the Leonora Gold Project, retire existing debt and provide additional working capital; and
- j) an aggregate of up to \$850,000 will be raised by the issue of Shares and Options to Messrs Harper and Sproule under Resolutions 9 and 10.

The directors unanimously recommend (other than Messrs Sproule and Harper) that Shareholders vote in favour of Resolutions 9 and 10.

3 DEFINITIONS

ASX	means ASX Limited (ABN 98 008 624 691).
Classic Purchase Agreement	means the agreement with Classic Information Systems Pty Ltd.
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i> .
Directors	means the current directors of the Company.
Eligible Shareholders	means a Shareholder on the Record Date with an address in Australia or New Zealand.
Explanatory Statement	means this Explanatory Statement.
February Placement	means the placement to sophisticated investors completed on 28 February 2017 on the same terms as the SPP Offer and pursuant to approval received by Shareholders at the November 2016 AGM.
Free Attaching Option	means an option to acquire a Share to be issued to subscribers of the SPP Offer, the Shortfall Offer and the February Placement on the basis of one free attaching option for every two Shares subscribed for and otherwise on the terms and conditions set out in Schedule 1.
Intuitive Consultancy Agreement	means the consulting agreement with Intuitive Pty Ltd pursuant to which Intuitive Pty Ltd agreed to provide corporate finance services to the Company.
Intuitive Options	means the options issued to Intuitive Pty Ltd on the terms and conditions set out in Schedule 2.
KIN or the Company	means Kin Mining NL (ACN 150 597 541).
Listing Rules	means the official listing rules of ASX.
Meeting	means the General meeting convened by this Notice of Meeting.
Notice of Meeting	means the notice of General meeting which forms part of this Explanatory Statement.
Option	means an option to acquire a Share.
Optionholder	means a holder of an Option.
Prospectus	means the prospectus lodged with the Australian Securities and Investments Commission pursuant to section 713 of the Corporations Act with respect to the SPP Offer, the Shortfall Offer and the issue of Free Attaching Options to subscribers of the February Placement.
Record Date	means •
Share	means a fully paid ordinary share in the capital of the Company.
Shortfall	means any Shares and Free Attaching Options not subscribed for by Eligible Shareholders as at the Shortfall Offer Closing Date.

Shortfall Offer	means an offer to applicants under the Prospectus for any Shortfall arising from the SPP Offer.
Shortfall Offer Closing Date	means •.
Shareholder	means a holder of a Share.
SPP Offer	means the offer to each Eligible Shareholder of up to \$15,000 of Shares at \$0.20 per Share together with one Free Attaching Option for every two Shares subscribed for pursuant to the Prospectus.
SPP Offer Closing Date	means •.
Taipan Capital Agreement	means the agreement with Taipan Capital Pty Ltd.

SCHEDULE 1 – TERMS AND CONDITIONS OF FREE ATTACHING OPTIONS

The terms and conditions of the free attaching options are as follows:

- a) Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.
- b) The Company will not apply for quotation of the Options on the ASX.
- c) The options are exercisable at \$0.40 each.
- d) The options will expire on 31 March 2019 (the “**Expiry Date**”).
- e) The options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the Exercise Price. Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- f) The options are freely transferable.
- g) All shares issued upon exercise of the options will rank pari passu in all respects with the company’s then existing ordinary fully paid shares. The company will apply for Official Quotation by the ASX of all shares issued upon exercise of the options.
- h) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of options at least nine (9) Business Days before the record date referable to that issue. This will give optionholders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- i) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their options, optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options.
- j) There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the options.
- k) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

SCHEDULE 2 – Terms and Conditions of the Intuitive Options

The terms and conditions of the Intuitive Options are as follows:

- a) Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.
- b) The Company will not apply for quotation of the Options on the ASX.
- c) The options are exercisable at \$0.332 each.
- d) The options will expire on 21 November 2018 (the “**Expiry Date**”).
- e) The options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the Exercise Price. Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- f) The options are freely transferable.
- g) All shares issued upon exercise of the options will rank pari passu in all respects with the company’s then existing ordinary fully paid shares. The company will apply for Official Quotation by the ASX of all shares issued upon exercise of the options.
- h) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of options at least nine (9) Business Days before the record date referable to that issue. This will give optionholders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- i) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their options, optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options.
- j) There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the options.
- k) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

PROXY FORM

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

I/We (full name) _____

of _____

being a member(s) of Kin Mining NL, hereby appoint as my/our proxy

of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the General Meeting of the Company to be held at 11.00am on Monday, 10 April 2017 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Approval of Share and Option Issue – Share Purchase Plan	☐	☐	☐
2 Ratification of Share Issue – Intuitive Pty Ltd	☐	☐	☐
3 Ratification of Share Issue – Classic Information Systems Pty Ltd	☐	☐	☐
4 Ratification of Share Issue – Taipan Capital Pty Ltd	☐	☐	☐
5 Ratification of Option Issue – Sophisticated Investors	☐	☐	☐
6 Approval of Future Issue of Shares	☐	☐	☐
7 Re-election of Director – Don Harper	☐	☐	☐
8 Re-election of Director – David Sproule	☐	☐	☐
9 Approval for Director to Participate in SPP Shortfall	☐	☐	☐
10 Approval for Director to Participate in SPP Shortfall	☐	☐	☐

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

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of _____ 2017.

Usual Signature

If the member is a Company:

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

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2017.

INSTRUCTIONS FOR COMPLETING PROXY FORM

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

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (WST) on 7 April 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

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

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

By email: info@kinmining.com.au