

Kin Mining N.L.

ACN 150 597 541

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting

29 November 2018

Time of Meeting

11.00 am (WST)

Place of Meeting

Quest East Perth
176 Adelaide Terrace, East Perth, WA

The Board recommends that Shareholders

VOTE FOR RESOLUTIONS 1, 2 AND 3

VOTE AGAINST RESOLUTIONS 4, 5, 6, 7 AND 8

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser 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.

Shareholders are urged to vote either online, or by lodging the proxy form attached to the Notice, or by attending the meeting.

CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Kin Mining shareholder

On behalf of the Board of Directors of Kin Mining NL (ASX:KIN), I bring to your attention the matters outlined in the attached Notice of Meeting and Explanatory Memorandum. These are important matters and I ask that you consider this document carefully and in its entirety.

In summary, this Notice of Meeting brings together the aspects of a regular Annual General Meeting and the additional resolutions requested by a select group of shareholders who collectively hold over 5% of the shares of your company.

Resolutions 1 to 8 address the structure of your company's board moving forward. These resolutions address the statutory obligations to re-elect standing directors in accordance with the company's constitution, either because they were a casual appointment throughout the year or are retiring by rotation, and the resolutions to remove directors and resolutions to appoint new directors.

Resolutions 9 and 10 deal with regular matters of governance and affairs of the company.

Your Board believes in the importance of involving all shareholders in the voting process and we encourage you to exercise your shareholder rights and express your views on the resolutions in this important Notice of Meeting.

I look forward to meeting those of you who can make it to the meeting and thank you for your ongoing support of your company.

Yours sincerely



Jeremy Kirkwood,
Chairman
Kin Mining

NOTICE OF GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Kin Mining N.L. (**Kin** or the **Company**) will be held on Thursday 29 November 2018, commencing at 11.00am (WST) at 176 Adelaide Terrace, East Perth, Western Australia.

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

AGENDA

1. RESOLUTION 1: ELECTION OF DIRECTOR (MR BRIAN DAWES)

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 Brian Dawes, a Director who was appointed on 20 February 2018, retires, and being eligible, is elected as a Director.”

Your Board (excluding Mr Brian Dawes) unanimously supports the election of Mr Brian Dawes as a Director and recommends that Shareholders vote **FOR** this Resolution 1. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 1.

2. RESOLUTION 2: ELECTION OF DIRECTOR (MR JEREMY KIRKWOOD)

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 Jeremy Kirkwood, a Director who was appointed on 26 February 2018, retires, and being eligible, is elected as a Director.”

Your Board (excluding Mr Jeremy Kirkwood) unanimously supports the election of Mr Jeremy Kirkwood and recommends that Shareholders vote **FOR** this Resolution 2. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 2.

3. RESOLUTION 3: RE-ELECTION OF DIRECTOR (MR GIUSEPPE GRAZIANO)

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

“That Mr Graziano, being a Director of the Company who retires by rotation in accordance with Clause 11.3 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.”

Your Board (excluding Mr Giuseppe Graziano) unanimously supports the election of Mr Giuseppe Graziano and recommends that Shareholders vote **FOR** this Resolution 3. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 3.

4. RESOLUTION 4: REMOVAL OF DIRECTOR (MR TREVOR DIXON)

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

“That Mr Trevor Dixon be removed as a director of the Company.”

Your Board is not proposing or supporting Resolution 4. The Company is required to put Resolution 4 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board (excluding Mr Trevor Dixon) recommends Shareholders vote **AGAINST** this Resolution 4 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 4.

5. RESOLUTION 5: REMOVAL OF DIRECTOR (MR ANDREW MUNCKTON)

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

“That Mr Andrew Munckton be removed as a director of the Company.”

Your Board is not proposing or supporting Resolution 5. The Company is required to put Resolution 5 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board (excluding Mr Andrew Munckton) recommends Shareholders vote **AGAINST** this Resolution 5 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 5.

6. RESOLUTION 6: ELECTION OF DIRECTOR (MR DAVID WILLIAM SPROULE)

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

“That Mr David William Sproule be appointed as a director of the Company.”

Your Board is not proposing or supporting Resolution 6. The Company is required to put Resolution 6 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends Shareholders vote **AGAINST** this Resolution 6 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 6.

7. RESOLUTION 7: ELECTION OF DIRECTOR (DR CHRISTOPHER JOHNSTON)

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

“That Dr Christopher Johnston be appointed as a director of the Company.”

Your Board is not proposing or supporting Resolution 7. The Company is required to put Resolution 7 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends Shareholders vote **AGAINST** this Resolution 7 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 7.

8. RESOLUTION 8: ELECTION OF DIRECTOR (MR JOHN KAMARA)

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

“That Mr John Kamara be appointed as a director of the Company.”

Your Board is not proposing or supporting Resolution 8. The Company is required to put Resolution 8 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends Shareholders vote **AGAINST** this Resolution 8 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 8.

9. RESOLUTION 9: ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company’s 2018 Annual Report for the financial year ended 30 June 2018 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the directors of the Company.

Voting Exclusion: Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 9 (in any capacity) by or on behalf of any of the following persons:

- (a) member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together “prohibited persons”).

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

10. RESOLUTION 10: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 10 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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 the 27 November 2018. 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



Stephen Jones
Company Secretary
26 October 2018

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 Annual General Meeting of Shareholders to be held on Thursday 29 November 2018, commencing at 11.00am (WST) at 176 Adelaide Terrace, East 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 Annual General Meeting.

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

2. NOTICE RECEIVED FROM REQUISITIONING SHAREHOLDERS

On 17 October 2018, the Company received notice under sections 203D and 249D of the Corporations Act from Kamjoh Pty Limited, Meadowhead Investments Pty Ltd, Windsong Valley Pty Ltd, Polymetals Group Pty Ltd, Steven Lionel Tate and Sharlene Norma Tate, Stephen Charles Stuart Watts, Donald Charles Gray and Robyn Shirley Gray and Emily Grace Sproule (together, the **Requisitioning Shareholders**) (**Requisition Notice**).

The purpose of the Requisition Notice is to require the Company to put to Shareholders resolutions for the removal of Mr Brian Dawes, Mr Jeremy Kirkwood, Mr Giuseppe Graziano, Mr Trevor Dixon and Mr Andrew Munckton as Directors of the Company and the appointment of Mr David William Sproule, Dr Christopher Johnston and Mr John Kamara as Directors of the Company (**Proposed Resolutions**). The effect of the Requisition Notice is to require the Company to call and arrange to hold a general meeting to consider the Proposed Resolutions.

Directors who are up for re-election at this Meeting pursuant to the Constitution are Mr Brian Dawes, Mr Jeremy Kirkwood and Mr Giuseppe Graziano. If these Directors are not re-elected then they will retire and there will be no need to pass a resolution removing them. Therefore, the Proposed Resolutions in relation to the removal of Mr Brian Dawes, Mr Jeremy Kirkwood and Mr Giuseppe Graziano are replaced with Resolutions 1 to 3 of this Notice (with the agreement of the Requisitioning Shareholders).

Any shareholder (or group of shareholders) holding more than 5% of the votes that may be cast at a general meeting is entitled to requisition the Directors to call a general meeting pursuant to section 249D of the Corporations Act and to have their written statements distributed to all members under section 249P of the Corporations Act.

In accordance with the section 203D of the Corporations Act, Mr Brian Dawes, Mr Jeremy Kirkwood, Mr Giuseppe Graziano, Mr Trevor Dixon and Mr Andrew Munckton are entitled to submit a written statement putting the case against their removal to Shareholders. Notwithstanding that no such written statement is included in this Notice, each Director may still request that the Company circulate to all its members a written statement pursuant to section 203D of the Corporation Act if there is time to do so before the Meeting. If there is not enough time to do so prior to the meeting, the written statement may be distributed to members attending the Meeting and read out at the Meeting before the resolution is voted on.

The Corporations Act also requires the Company to distribute a written statement of the Requisitioning Shareholders. The Company has requested but did not receive a written statement from the Requisitioning Shareholders pursuant to section 249P of the Corporations Act prior to the date of this Notice. Notwithstanding that no such written statement is included in this Notice, the Requisitioning Shareholders may still request that the Company give all its members a written statement pursuant to section 249P of the Corporation Act (with the Requisitioning Shareholders being liable for the expenses reasonably incurred by the Company in making the distribution).

3. RESOLUTION 1: ELECTION OF DIRECTOR - MR BRIAN DAWES

Resolution 1 relates to the election of Mr Dawes as a Director of the Company.

Brian is a mining engineer with extensive international mining industry experience. He holds a BSc in Mining from the University of Leeds UK, and is Member of the Australasian Institute of Mining and Metallurgy.

He has worked in the UK, Africa, the Middle East and across Australia and holds several First Class Mine Managers' Certificates of Competency. Brian's diverse expertise covers all key industry aspects from exploration through the discovery, feasibility, funding, approvals, project construction, commissioning, operations, optimisation, logistics, marketing, and closure phases. This includes site management and corporate responsibilities in a diversity of challenging and successful underground and open pit operations across many commodities and geographies; mainly in copper, nickel, gold, zinc and lead, with iron ore, graphite, and coal.

Brian is a Non-Executive Director of Talisman Mining, and has previously held a number of Executive positions with Jubilee Mines NL, Western Areas, LionOre Australia, WMC, Normandy Mining and Aberfoyle.

Clauses 11.11 and 11.12 of the Constitution provide 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 annual 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 Dawes, having been appointed on 20 February 2018 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.

Your Board (excluding Mr Brian Dawes) unanimously supports the election of Mr Brian Dawes and recommends that Shareholders vote **FOR** this Resolution 1. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 1.

The Chairperson intends to vote all undirected proxies in favour of Resolution 1.

4. RESOLUTION 2: ELECTION OF DIRECTOR - MR JEREMY KIRKWOOD

Resolution 2 relates to the election of Mr Kirkwood as a Director of the Company.

Jeremy Kirkwood has extensive experience in corporate strategy, investment banking and global capital markets and provides strategic leadership and guidance to the Company's board and management team.

Jeremy is a principal of Pilot Advisory Group and was previously a Managing Director at Credit Suisse, Morgan Stanley and Austock. He has primarily worked in public markets, undertaking merger and acquisitions and capital raisings for companies principally in the metals and mining, energy and infrastructure sectors.

Jeremy is currently the Chairman of Talisman Mining and previously served as a Director of ASX listed Zenitas Ltd (formerly BGD Corporation). He is also the Chair of Geelong Grammar School and a Director of Independent Schools Victoria.

Clauses 11.11 and 11.12 of the Constitution provide 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 annual 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 Kirkwood, having been appointed on 26 February 2018 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.

Your Board (excluding Mr Jeremy Kirkwood) unanimously supports the election of Mr Jeremy Kirkwood and recommends that Shareholders vote **FOR** this Resolution 2. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 2.

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

5. RESOLUTION 3: RE-ELECTION OF DIRECTOR - MR GIUSEPPE GRAZIANO

Resolution 3 relates to the re-election of Mr Graziano as a Director of the Company.

Mr Graziano is a Chartered Accountant with corporate and company secretarial experience. Mr Graziano has over 28 years' experience providing a wide range of business, financial and strategic advice to small cap unlisted and listed public companies and privately owned businesses in Western Australia's resource-driven industries. Since 2014 he has been focused on corporate advisory, company secretarial and strategic planning with listed corporations including Mergers & Acquisitions, Capital Raisings, Corporate Governance, ASX compliance and structuring.

In accordance with the requirements of clause 11.3 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this Annual General Meeting of the Company. Mr Graziano retires by rotation and, being eligible, offers himself for re-election.

Your Board (excluding Mr Giuseppe Graziano) unanimously supports the election of Mr Giuseppe Graziano and recommends that Shareholders vote **FOR** this Resolution 3. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 3.

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

6. RESOLUTION 4: REMOVAL OF DIRECTOR - MR TREVOR DIXON

Resolution 4 relates to the removal of Mr Dixon as a Director of the Company.

Trevor Dixon is a businessman with more than 30 years of experience in the mining and exploration sector in Western Australia. Starting out as an earthmoving contractor to the industry, Trevor developed a strong interest in mining and the identification of prospective mineral areas and acquisition of project areas of interest. He was a founding vendor to a number of companies including Jubilee Mines NL (Glencore PLC), Terrain Minerals Ltd (ASX: TMX) and Nzuri Copper Ltd (ASX: NZC), Kin Mining NL (ASX: KIN) and Torian (ASX: TNR).

During his time in the industry, he has had joint venture partners including Newcrest Mining Ltd, Independence Group NL, St Barbara Ltd, Normandy Poseidon, Ashton Mining, Regal Resources Ltd, Glencore PLC and currently holds Joint Venture/Royalty agreements with Stone Resources Limited, Kin Mining NL, Torian and Syndicated Metals.

Trevor's management experience spans the areas of contractual outcomes, Mining Act regulatory procedures and standards, tenement management and a long history of Native Title negotiations and resolutions.

This resolution has been proposed by the Requisitioning Shareholders. Mr Dixon was not up for re-election at this Annual General Meeting of the Company. However, the Company is required to put this resolution to Shareholders pursuant to the Requisition Notice.

Your Board (excluding Mr Trevor Dixon) recommends Shareholders vote **AGAINST** this Resolution 4 and each Director will be voting all Shares that he or she holds or controls **AGAINST** this Resolution 4.

The Chairperson intends to vote all undirected proxies against Resolution 4.

7. RESOLUTION 5: REMOVAL OF DIRECTOR - MR ANDREW MUNCKTON

Resolution 5 relates to the removal of Mr Munckton as a Director of the Company.

Andrew Munckton is an experienced geologist who has held senior management roles of both ASX-listed companies and gold operations in a career spanning more than 30 years.

Most recently, Andrew was Managing Director of a junior gold and base metals exploration and development company, Syndicated Metals Limited. His focus at Syndicated was on leading the acquisition and exploration of the Monument Gold Project in Western Australia which is adjacent to Dacian Gold's Mount Morgans gold mine.

In this role he had responsibility for overseeing exploration programs, feasibility studies, project assessments and acquisition, project divestments, joint ventures, capital raisings and general corporate strategy.

Andrew has also held the roles of Managing Director of Avalon Minerals, General Manager – Operations for Gindalbie Metals, General Manager Strategic Development of Placer Dome Asia Pacific and General Manager Operations of the Kanowna Belle, Paddington and Kundana gold mines over a period of 10 years.

He holds a Bachelor of Science (Geology) from the University of Western Australia and is currently a Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Company Directors.

This resolution has been proposed by the Requisitioning Shareholders. Mr Munckton was not up for re-election at this Annual General Meeting of the Company. However, the Company is required to put this resolution to Shareholders pursuant to the Requisition Notice.

Your Board (excluding Mr Andrew Munckton) recommends Shareholders vote AGAINST this Resolution 5 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 5.

The Chairperson intends to vote all undirected proxies against Resolution 5.

8. RESOLUTION 6: ELECTION OF DIRECTOR - MR DAVID WILLIAM SPOULE

Resolution 6 relates to the election of Mr Sproule as a Director of the Company.

The Company requested that the Requisitioning Shareholders provide a brief CV for Mr Sproule to include with this resolution proposing Mr Sproule's election as a Director. Below is a copy of Mr Sproule's CV as given to the Company by the Requisitioning Shareholders. The Board makes no comment on the suitability of Mr Sproule to act as a Director nor the skills and experience he would bring to the Board.

David Sproule, is a metallurgical engineer and entrepreneur. He has 35 years of experience in the mining industry. He has been managing his private mining venture, Polymetals Mining Limited for the past 25 years and is responsible for the overall management of the successful organisation. His projects have had a return of 2000% in fully franked dividends on initial shareholder investment.

Key project successes include:

- o 1997–1999 - Magellan Lead Project, West Australia – 8.0x (ROIC).
- o 2001-2005 - Mt. Boppy Gold Mine Mt Boppy Gold Mine, NSW, Australia – 6.0x (ROIC).
- o 2004-2006 - Nimbus Silver Mine – 2.0x (ROIC), West Australia.
- o 2006-2008 - Hellyer Tailings Retreatment, Tasmania – 2.0x (ROIC).
- o 2008-2011 - White Dam Gold Mine, South Australia, – 5.8x (Return on Invested Capital).

This resolution has been proposed by the Requisitioning Shareholders. The Company is required to put this resolution to Shareholders pursuant to the Requisition Notice.

Your Board recommends Shareholders vote AGAINST this Resolution 6 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 6.

The Chairperson intends to vote all undirected proxies against Resolution 6.

9. RESOLUTION 7: ELECTION OF DIRECTOR - DR CHRISTOPHER JOHNSTON

Resolution 7 relates to the election of Dr Johnston as a Director of the Company.

The Company requested that the Requisitioning Shareholders provide a brief CV for Dr Johnston to include with this resolution proposing Dr Johnston's election as a Director. Below is a copy of Dr Johnston's CV as given to the Company by the Requisitioning Shareholders. The Board makes no comment on the suitability of Dr Johnston to act as a Director nor the skills and experience he would bring to the Board.

Christopher Johnston is a first class honours graduate in geology from Auckland University. He received his industry training in Australia with BH South Limited and the Electrolytic Zinc Co of Australasia Limited. He completed his doctoral studies at James Cook university of NQld where he studied the geochemistry of highly fractionated and mineralised granites in NQld. Subsequently, Dr Johnston has explored in most states of Australia for small and medium sized mining companies including Burdekin Resources NL, St Francis Mining Limited, and Tritton Resources Limited where the target elements were Au, Ag, and base metals. He is thus very experienced in geological mapping, regional geochemical and geophysical surveys and the planning and execution of RC and core drilling programs. Dr Johnston also has a sound grasp of engineering geology having provided geological and structural mapping for an open cut slope stability study in SA, and for a major tunneling project in Sydney NSW. Dr Johnston gained valuable experience in commerce, when he worked for a Chartered Accountancy firm specialising in forensic and insolvency matters. During this period he completed his Master of Accountancy degree from CSU and became familiar with the Australian Corporations Act 2001 and with issues surrounding corporate governance.

This resolution has been proposed by the Requisitioning Shareholders. The Company is required to put this resolution to Shareholders pursuant to the Requisition Notice.

Your Board recommends Shareholders vote AGAINST this Resolution 7 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 7.

The Chairperson intends to vote all undirected proxies against Resolution 7.

10. RESOLUTION 8: ELECTION OF DIRECTOR - MR JOHN KAMARA

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

The Company requested that the Requisitioning Shareholders provide a brief CV for Mr Kamara to include with this resolution proposing Mr Kamara's election as a Director. Below is a copy of Mr Kamara's CV as given to the Company by the Requisitioning Shareholders. The Board makes no comment on the suitability of Mr Kamara to act as a Director nor the skills and experience he would bring to the Board.

John is currently a CEO and founder of Kamara Group (KG). In the last 36 months KG has been successfully mandated as lead debt arranger for close to \$1 billion in high yield and debt private placements. John has served as an Investment Banker for Tier 1 investment bank and financial adviser to Endowment funds, wealthy families, institutional investors and private equity firms for over 17 years. He spent close to 10 years based in London at Lehman Brothers and Morgan Stanley in Merchant Banking, Global Equity Capital Markets covering plain vanilla equities, hybrids, Distress debt and convertible bonds. Over his career John has overseen US\$10 billion in equity and debt private placements and initial public offerings and has closed close to US\$2 billion in private equity transactions and debt transaction.

He holds a degree (with honours) in Biomedical Science from Kingston University and an MSc in Banking and International Finance from CASS Business School London. Kamara Group was the arranger for the KIN Debt financing.

This resolution has been proposed by the Requisitioning Shareholders. The Company is required to put this resolution to Shareholders pursuant to the Requisition Notice.

Your Board recommends Shareholders vote AGAINST this Resolution 8 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 8.

The Chairperson intends to vote all undirected proxies against Resolution 8.

11. 2018 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2018 Annual Report will be tabled at the Annual General Meeting. 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.

12. RESOLUTION 9: ADOPTION OF REMUNERATION REPORT

12.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

Pursuant to the Corporations Act, if at least 25% of the votes cast on Resolution 9 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2019 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company ("**Spill Resolution**").

If more than 50% of the Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("**Spill Meeting**") within 90 days of the Company's 2019 annual general meeting. All of the Directors who were in office when the Company's 2019 Directors Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

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 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

12.2 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 9, **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 9, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 9.

13. RESOLUTION 10: APPROVAL OF 10% PLACEMENT CAPACITY

13.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting ("**10% Placement Capacity**").

The Company is an Eligible Entity.

If Shareholders approve Resolution 10, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 13.2 below).

The effect of Resolution 10 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 10 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 10 for it to be passed.

13.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (at the date of this Explanatory Statement) of \$26,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: KIN).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- i. plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - ii. plus the number of partly paid shares that became fully paid in the previous 12 months;
 - iii. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4; and
 - iv. less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

13.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 10:

- (a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 13.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 10 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities currently on issue.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue *	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.0400 (50% decrease in issue price)	Funds raised based on issue price of \$0.0800 (issue price)	Funds raised based on issue price of \$0.1600 (100% increase in issue price)
324,730,577 (Current)	32,473,058	1,298,922	2,597,845	5,195,689
487,095,866 (50% increase)	48,709,587	1,948,383	3,896,767	7,793,534
649,461,154 (100% increase)	64,946,115	2,597,845	5,195,689	10,391,378

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 25 October 2018.
2. The issue price set out above is the last closing price of the Shares on the ASX prior to the date of this Notice.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for exploration, evaluation and development of the Company's existing projects including the Leonora Gold Project and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors, including:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

At its AGM held in November 2017, the Company obtained approval under ASX Listing Rule 7.1A.

The Company has issued 22,163,834 Shares in the 12 months preceding the date of the Meeting pursuant to this approval.

The Company issued a total of 149,019,179 Shares which represent approximately 85% of the total diluted number of Equity Securities on issue in the company on 27 November 2017, which was 175,711,398.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

13.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 10.

Your Board recommends that Shareholders vote **FOR** this Resolution 10. Each Director will be voting all Shares that he or she holds or controls **FOR** this Resolution 10.

The Chairperson intends to vote all undirected proxies in favour of Resolution 10.

14. DEFINITIONS

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

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits the Australian Securities Exchange operated by the ASX.

Board means the board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the members spouse;
- (c) a dependent of the member or the members spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means this Explanatory Statement.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Kin or the Company means Kin Mining NL (ACN 150 597 541).

Listing Rules means the official listing rules of the ASX.

Meeting means the general meeting convened by this Notice of Meeting.

Notice means this notice of Meeting.

Performance Rights means rights to receive shares in the Company issued to employees pursuant to their employment agreement where rights, subject to meeting the certain performance hurdles, vest into shares in the Employer in based on the formula \$ value of performance rights / volume weighted average price of the Employer's shares over the 5 days on which trading in the Employer's shares occurred leading up to and including the day prior to the vesting date.

Project Finance Facility means the finance facility provided by Sprott Private Resource Lending (Collector) LP pursuant to the terms of the Credit Agreement

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2018.

Requisitioning Shareholders has the meaning given in Section 2 of this Notice.

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.

SCHEDULE 1- ISSUE OF EQUITY SECURITIES SINCE 27 NOVEMBER 2017

Issue Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
22 December 2017	28,000,000	Shares ²	Subscribers pursuant to placement to Sophisticated Investors pursuant to s708 of the Corporations Act	\$0.25 (7% discount)	Amount raised: \$7,000,000 Amount spent: \$7,000,000 ⁴
29 December 2017	380,083	Shares ²	Subscribers pursuant to Performance Rights issued to employees	No Issue Price (N/A)	Nil Consideration Current value \$100,000 ⁷
8 January 2018	12,755,717	Shares ²	Subscribers pursuant to a Prorata Rights Issue	\$0.25 (14% discount)	Amount raised: \$3,188,929 Amount spent: \$3,188,929 ⁴
15 January 2018	1,000,000	Options ³	Subscribers pursuant to a mandate as part of a transaction fee for arranging the Project Finance Facility	No Issue Price (N/A)	Nil Consideration Current value \$82,460 ⁵
15 January 2018	3,500,000	Shares ²	Subscribers pursuant to Project Finance Facility	No Issue Price (100% discount)	Nil Consideration Current value \$875,000 ⁶
15 January 2018	1,000,000	Shares ²	Subscribers pursuant to a mandate as part of a transaction fee for arranging the Project Finance Facility	No Issue Price (100% discount)	Nil Consideration Current value \$250,000 ⁶
21 March 2018	291,149	Shares ²	Subscribers pursuant to Performance Rights issued to employees	No Issue Price (N/A)	Nil Consideration Current value \$75,000 ⁷
4 June 2018	21,909,586	Shares ²	Subscribers pursuant to placement to Sophisticated Investors pursuant to s708 of the Corporations Act	\$0.11 (19% discount)	Amount raised: \$2,410,054 Amount spent: \$2,410,054 ⁴
4 July 2018	81,182,644	Shares ²	Subscribers pursuant to a Prorata Rights Issue	\$0.11 (19% discount)	Amount raised: \$8,930,091 Amount spent: \$8,930,091 ⁴

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purpose of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: KIN (terms set out in the Constitution)
3. In respect of the unquoted Equity Securities are exercisable at \$0.36 on or before 15 January 2020.
4. All the funds from the above capital raisings have been used to maintain existing projects, for the development of the Leonora Gold Project and for general working capital requirements. Any remaining funds will also be utilised to maintain existing projects, for the development of the Leonora Gold Project and for general working capital requirements
5. In respect to the current values of options issued the Company has used a Black and Scholes calculation based off the last closing price of the Shares on the ASX prior to the date of this Notice.
6. In respect of shares issued pursuant to agreements the current value is the closing price of the equivalent securities on the day the shares were issued.
7. In respect of shares issued pursuant to Performance Rights issued to employees the current value is the value of performance rights converted to shares.