

SBH
STEPHEN BROCKHURST
DIRECTOR
DATED: 27/7/18

KINGWEST RESOURCES LIMITED

ACN 624 972 185

SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus and is dated 27 July 2018 (**Supplementary Prospectus**).

This Supplementary Prospectus supplements the prospectus dated 24 May 2018 (**Prospectus**) issued by Kingwest Resources Limited ACN 624 972 185 (**Company**). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 27 July 2018. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. Validus Advisory Group Pty Ltd

Validus Advisory Group Pty Ltd are named in the Prospectus as Corporate Advisers to the Company. By mutual agreement the mandate for Validus Advisory Group Pty Ltd has been terminated one month early. This will save the Company in the order of \$16,500.

The following consequential changes are therefore made to the Prospectus:

- Cover Page – Removal of the reference to:
"Corporate Advisor
Validus Advisory Group Pty Ltd
ACN 111 594 355"

- Page 181 - Amending Section 10.9 headed Validus Advisory Group by the insertion of the following sentence at the end of the paragraph:
"The engagement was terminated by mutual consent on 27 July 2018."
- Page 187 – Amending Section 11.10 by inserting the following sentence at the end of the second last paragraph:
"The engagement was terminated by mutual consent on 27 July 2018."
- Page 188 – Amending paragraph 6 of section 11.12 by the insertion of the words "a former adviser" in place of the words "an adviser" where they appear in the first line.
- Page 202 Amending Section 14 by deleting the reference to:

"Corporate Adviser
Validus Advisory Group Pty Ltd
Level 17, 115 Pitt Street
Sydney NSW 2000
T: (612) 9231 2161"

3. Voluntary Escrow

The Company has now agreed with various seed investors that the portion of their shares not subject to ASX imposed escrow will be subject to a voluntary escrow for 12 months from the date of listing. The voluntary escrow will apply to 3,068,300 shares in the Company.

The following consequential changes are therefore made to the Prospectus:

- Page 182 - Amending Section 10.11 by the insertion of the following sentence at the end of the paragraph:

"In addition voluntary escrow agreements have been entered with various seed investors in the Company and shareholders of Roman Kings Limited which will see 3,068,300 shares that would have been tradeable from listing subject to voluntary escrow for a period of 12 months from listing.
- Page 187- Amending Section 11.9 by the insertion of the words "or be subject to voluntary escrow arrangements for 12 months from listing" at the end of the first sentence.

4. Extension of the Closing Date

The Closing Date of the Offer has been extended to 5.00pm (AEST) on 13 August 2018. Accordingly, the Key Dates as set out in the Key Offer Information section on page 6 of

the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Key Dates	
Lodgement date of the Prospectus	24 May 2018
Opening Date of the Offer	31 May 2018
Offer closes	13 August 2018
Issue and allotment of Shares under the Offer	15 August 2018
Settlement of Transactions	15 August 2018
Expected date of despatch of holding statements	17 August 2018
Expected date of quotation of Shares on the ASX	23 August 2018

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are in AEST. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

5. Applications

All new applications for Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

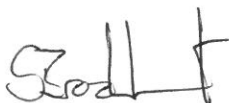
The Supplementary Application Form contains detailed instructions on how it is to be completed.

6. Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Mr Stephen Brockhurst.



Stephen Brockhurst

Director

Dated: 27 July 2018

SUPPLEMENTARY APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

All Correspondence to:

Security Transfer Australia Pty Ltd

PO Box 52

Collins Street West VIC 8007

T: +1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

KINGWEST RESOURCES LIMITED

ACN: 624 972 185

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

This application relates to the offer of Fully Paid Ordinary Shares at the price of \$0.20 per Share.

No share will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

Before completing this Application Form you should read the accompanying Prospectus and the Supplementary Prospectus and the instructions overleaf. Please print in BLOCK LETTERS.

I / We apply for:

 , ,

shares at AUD \$0.20 per share

or such lesser number of shares which may be allocated to me/us by the Directors.



www.securitytransfer.com.au

BPAY® this payment via internet or phone banking.

Please visit our share registry's website: www.securitytransfer.com.au and complete the online application form.

If electronic payment cannot be made then cheque(s) or bank draft(s) can be used.

See reverse for further payment instructions.

I/We lodge full application of monies of:

A \$, , .

Full Name of Applicant / Company

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (for example: THE SMITH SUPERFUND A/C)

< >

Postal Address

Unit Street Number Street Name or PO BOX

Suburb / Town / City

State

Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (for example, an incorrect number as registration details do not match those registered) any securities issued will be held on the Issuer Sponsored sub-register.

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

Contact Name

Contact Number

()

Email Address

@

Declaration and Statements:

- (1) I/We declare that all details and statements made by me/us are complete and accurate.
- (2) I/We agree to be bound by the Terms & Conditions set out in the Prospectus and Supplementary Prospectus and by the Constitution of the Company.
- (3) I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Securities to me/us.
- (4) I/We have received personally a copy of the Prospectus and Supplementary Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
- (5) I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and the Supplementary Prospectus free of charge if I/we request so during the currency of the Prospectus.
- (6) I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 24 May 2018 issued by Kingwest Resources Limited ACN 624 972 185

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and Supplementary Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT



www.securitytransfer.com.au

BPAY® your payment via internet or phone banking. Please visit our share registry's website:

www.securitytransfer.com.au and complete the online application form. All online applicants can BPAY their payments via internet or phone banking. A unique reference number will be quoted upon completion of the application.

® Registered to BPAY Pty Ltd ABN 69 079 137 518

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer.

BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return any documents if you have made payment via BPAY.

Your BPAY reference number will process your payment to your application electronically and you will be deemed to have applied for such securities for which you have paid.

All cheques should be made payable to **KINGWEST RESOURCES LIMITED** and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:
KINGWEST RESOURCES LIMITED
C/- Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007

OR

Delivered to:
KINGWEST RESOURCES LIMITED
C/- Security Transfer Australia Pty Ltd
Suite 913, 530 Little Collins Street
Melbourne, VIC, 3000

Applications must be received by no later than 5pm AEST on the 13 August 2018 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

CHESS HIN/BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS sub-register, enter your CHESS HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to KINGWEST RESOURCES LIMITED. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR

Individual

Use given names in full, not initials.

Company

Use the company's full title, not abbreviations.

Joint Holdings

Use full and complete names.

Trusts

Use trustee(s) personal name(s). Do not use the name of the trust.

Deceased Estates

Use the executor(s) personal name(s).

Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

Partnerships

Use the partners' personal names. Do not use the name of the partnership.

Superannuation Funds

Use the name of the trustee(s) of the super fund.

CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &
Ms Louise Susan Williams

Mrs Susan Jane Smith
<Sue Smith Family A/C>

Ms Jane Mary Smith &
Mr Frank William Smith
<Estate John Smith A/C>

Mr John Alfred Smith
<Peter Smith A/C>

Mr John Robert Smith &
Mr Michael John Smith
<John Smith and Son A/C>

Jane Smith Pty Ltd
<JSuper Fund A/C>

INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith
or
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd
Superannuation Fund

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 24 May 2018 issued by Kingwest Resources Limited ACN 624 972