

KILAND LTD
(ACN 091 247 166)

Retail Entitlement Offer

7 for 11 accelerated non-renounceable pro rata entitlement offer of Kiland Ltd ordinary shares at A\$1.10 per New Share

The Entitlement Offer is fully underwritten

Retail Entitlement Offer closes: 5.00pm (Sydney time) on 2 May 2022

If you are an Eligible Retail Shareholder, this is an important document that requires your immediate attention. This document and the accompanying personalised Entitlement and Acceptance Form should be read in their entirety. This document is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with the Australian Securities and Investments Commission. You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

IMPORTANT NOTICES

This Information Booklet is dated 5 April 2022. Capitalised terms in this section have the meaning given to them in this Information Booklet. This Information Booklet has been issued by Kiland Ltd (ACN 091 247 166).

The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). This Information Booklet does not contain all of the information which an investor may require to make an informed investment decision, nor does it contain all the information which would be required to be disclosed in a prospectus. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Information Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By paying for your New Shares through BPAY®¹ or if you are unable to pay using BPAY®, by direct transfer, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and New Zealand unless Kiland, in its discretion, is satisfied that the Retail Entitlement Offer may be made in compliance with all applicable laws.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Information Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Kiland to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Kiland with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States disclaimer

None of the information in this Information Booklet or the Entitlement and Acceptance Form that will accompany this Information Booklet when it is despatched to Eligible Retail Shareholders (as set out in the 'Key dates' section of this Information Booklet) constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this booklet (or any part of it), the accompanying ASX announcement nor the Entitlement and Acceptance Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered under the US Securities Act, as amended or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction in the United States.

The distribution of this Information Booklet in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any

failure to comply with such restrictions may constitute a violation of applicable securities laws

Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 7. All references to time are to the time in Sydney (Australia), unless otherwise indicated.

Foreign exchange

All references to 'A\$' are AUD unless otherwise noted.

Taxation

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 6 of this Information Booklet provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Kiland recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

Privacy

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

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Kiland (directly or through the Share Registry). Kiland collects, holds and will use that information to assess your Application. Kiland collects your personal information to process and administer your shareholding in Kiland and to provide related services to you. Kiland may disclose your personal information for purposes related to your shareholding in Kiland, including to the Share Registry, Kiland's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Kiland holds about you. To make a request for access to your personal information held by (or on behalf of) Kiland, please contact Kiland through the Share Registry.

Governing law

This Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Kiland or any of its officers. Except as required by law, and only to the extent so required, none of Kiland, its related bodies corporate or any of their respective directors, officers, employees, agents, advisers or representatives, or any other person, warrants or guarantees the future performance of Kiland or any return on any investment made pursuant to this Information Booklet.

Past performance

Investors should note that Kiland's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Kiland's future performance including Kiland's future financial position or share price performance.

Future performance and forward looking statements

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Kiland and certain plans and objectives of the management of Kiland.

This Information Booklet contains certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "should", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance", "project", "forecast", "likely", "could", "target" or other similar words or expressions, and include statements in this Information Booklet regarding certain plans, strategies and objectives of management of Kiland and indications of, and guidance or outlook on, expected financial performance or position, future earnings, distributions, the conduct and outcome of the Entitlement Offer and the use of proceeds. These forward-looking statements contained in this Information Booklet involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Kiland, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Kiland. A number of

¹ @ registered to BPAY Pty Ltd ABN 69 079 137 518.

important factors could cause actual results or performance to differ materially from the forward looking statements, including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19 and global economic environment and capital market conditions and other risk factors set out in the "Key Risks" section in Appendix A of the Investor Presentation at section 4 of this Information Booklet.

You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19.

Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures. Except as required by law or regulation (including the Listing Rules), Kiland undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Neither Kiland, nor any other person, gives any representation, warranty, assurance nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement actually occur. Kiland disclaims any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise.

Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Kiland. Kiland does not guarantee any particular rate of return or the performance of Kiland, nor does it guarantee any particular tax treatment.

Shareholders should refer to 'Appendix A – Key Risks' section of the Investor Presentation included in section 4 of this Information Booklet for a summary of general and specific risk factors that may affect Kiland.

Trading New Shares

Kiland, the Underwriter and their respective affiliates and related bodies corporate will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Kiland or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Chairman's letter

5 April 2022

Dear Shareholder

As a valued shareholder of Kiland Ltd (**Kiland**), I am pleased to offer you the opportunity to participate in Kiland's recently announced fully underwritten 7 for 11 accelerated non-renounceable pro rata entitlement offer of new Kiland ordinary shares (**New Shares**) at an offer price of A\$1.10 (**Offer Price**) per New Share to raise approximately A\$32.4 million (**Entitlement Offer**).

Entitlement Offer and Use of Proceeds

On 29 March 2022, Kiland announced its intention to raise approximately A\$32.4 million through a fully underwritten accelerated non-renounceable pro rata entitlement offer.

The Entitlement Offer is fully underwritten and proceeds will be used to fund the reversion of Kiland's estate from forestry to a more traditional agricultural use. This strategy was announced to the market on the 11 August 2021.

The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 30 March 2022 and trading in Kiland's shares recommenced on 31 March 2022. The Institutional Entitlement Offer raised approximately A\$24.7 million.

Attached to this letter is the information booklet (**Information Booklet**) relating to the retail component of the Entitlement Offer (**Retail Entitlement Offer**). The Retail Entitlement Offer is expected to raise approximately A\$7.7 million.

Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the same price as the Eligible Institutional Shareholders who participated in the Institutional Entitlement Offer. The number of New Shares for which you are entitled to subscribe under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that will accompany this Information Booklet when it is despatched to Eligible Retail Shareholders on 5 April 2022.

The Offer Price of A\$1.10 per New Share represents a 4% discount to TERP² and a 6% discount to the closing price of Kiland of A\$1.17 per share on 28 March 2022.

The Offer Price under the Retail Entitlement Offer is the same as under the Institutional Entitlement Offer.

If you take up your full Entitlement, you may also apply for additional New Shares, at the Offer Price subject to a scale back such that no Eligible Retail Shareholder may acquire an interest of more than 20% in the Company upon settlement of the Entitlement Offer (**Top Up Facility**). The allocation of additional New Shares will be subject to the availability of New Shares under the Retail Entitlement Offer. Kiland retains the flexibility to scale back applications for additional New Shares at its discretion, but will not scale back any Entitlement. Any scale back in relation to additional New Shares will be pro-rata to the Entitlement of the Eligible Retail Shareholder (subject to rounding at the discretion of the Company) (refer to section 5 of this Information Booklet for more information).

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX, cannot be sold and is not otherwise transferable. I encourage you to consider the Entitlement Offer carefully.

² The Theoretical Ex-Rights Price (**TERP**) is calculated by reference to Kiland's closing price of A\$1.17 per share on 28 March 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Kiland's shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not approximate TERP.

Sub-underwriting

Samuel Terry Asset Management Pty Ltd in its capacity as trustee of the Samuel Terry Absolute Return Active Fund (**STAM**) and Washington H Soul Pattinson and Company Limited (**WHSP**) have agreed to sub-underwrite any shortfall arising from the Entitlement Offer, up to the value of approximately \$14.4 million, in addition to taking up each of their full pro-rata entitlements in the Institutional Entitlement Offer. The impact of this sub-underwriting on STAM's and WHSP's shareholding in Kiland will depend on the extent to which Eligible Shareholders take up their Entitlements under the Entitlement Offer, and the extent to which any shortfall is able to be allocated to other investors, however STAM's relevant interest in Kiland will not exceed 47.9% and WHSP's relevant interest in Kiland will not exceed 22.1% following completion of the Entitlement Offer. If the underwriting agreement with the Underwriter is terminated, the sub-underwriting arrangements will also be terminated.

Other information

This Information Booklet contains important information, including:

- ASX announcements relating to the Entitlement Offer, including the Investor Presentation released to the ASX on 29 March 2022, which provide information on Kiland, the Entitlement Offer and key risks for you to consider;
- instructions on how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- information regarding the personalised Entitlement and Acceptance Form that will accompany this Information Booklet when it is despatched to Eligible Retail Shareholders, which will detail your Entitlement, to be completed in accordance with the instructions in this Information Booklet and your personalised Entitlement and Acceptance Form; and
- instructions on how to take up all or part of your Entitlement via BPAY®.

You should carefully read this Information Booklet in its entirety and consult your stockbroker, accountant or other professional financial adviser before making your investment decision. In particular, you should read and consider the "Key Risks" section in Appendix A of the Investor Presentation included in section 4 of this Information Booklet, which contains a summary of some of the key risks associated with an investment in Kiland. If you are uncertain about taking up your Entitlement you should consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

For further information on the Entitlement Offer you can call the Kiland Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday, or visit our website at <https://kilandoffer.thereachagency.com>.

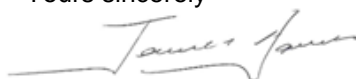
The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 2 May 2022.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

If you decide to take this opportunity to increase your investment in Kiland please ensure that, before 5.00pm (Sydney time) on 2 May 2022, you have paid your Application Monies, via BPAY® pursuant to the instructions that are set out in the personalised Entitlement and Acceptance Form that will accompany this Information Booklet when it is despatched to you, or if you are unable to pay using BPAY®, your Application Monies are sent by direct transfer and received in cleared funds by the Share Registry by the closing date of 2 May 2022.

On behalf of the board of Kiland, I have pleasure in inviting you to consider this investment opportunity and thank you for your ongoing support of Kiland.

Yours sincerely



James Davies
Chairman

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	7 New Shares for every 11 Existing Shares
Offer Price	A\$1.10 per New Share
Size	Approximately 29,447,871 New Shares
Gross proceeds	A\$32.4 million, comprising approximately A\$24.7 million under the Institutional Entitlement Offer and approximately A\$7.7 million under the Retail Entitlement Offer

Key dates

Activity	Date (2022)
Announcement of the Offer	29 March
Record Date (7.00pm Sydney time)	31 March
Allotment of New Shares under the Institutional Entitlement Offer	4 April
New Shares issued under the Institutional Entitlement Offer commence trading	5 April
Information Booklet lodged with the ASX	5 April
Information Booklet and Entitlement and Acceptance Form despatch complete	5 April
Retail Entitlement Offer opens	5 April
Retail Entitlement Offer closes (5.00pm Sydney time)	2 May
Results of Retail Entitlement Offer announced	5 May
Allotment of New Shares issued under the Retail Entitlement Offer	9 May
New Shares issued under the Retail Entitlement Offer commence trading	10 May

The Timetable above (and each reference to or to dates in this Information Booklet) is indicative only and may change. Kiland reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Kiland reserves the right to extend the closing date for the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX.

Kiland also reserves the right not to proceed with the Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

Enquiries

If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other professional adviser before making any investment decision. For further information on the Entitlement Offer, if you have questions on how to complete the Entitlement and Acceptance Form, or have lost your Entitlement and Acceptance Form and would like a replacement form, you can call the Kiland Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday.

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1 Summary of options available to you

If you are an Eligible Retail Shareholder,³ you may take one of the following actions:

- take up all of your Entitlement and if you do so, you may also apply for additional New Shares under the Top Up Facility;
- take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for the lapsed part of your Entitlement; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for the lapsed Entitlement.

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an “**Ineligible Retail Shareholder**”. Ineligible Retail Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations
Option One: Take up all of your Entitlement	<p>You may elect to purchase New Shares at the Offer Price (see section 3 “How to Apply” for instructions on how to take up your Entitlement). The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 2 May 2022.</p> <p>The New Shares will rank equally in all respects with Existing Shares (including rights to dividends and distributions).</p> <p>If you take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility at the Offer Price subject to a scale back which will be pro-rata to the Entitlement of the Eligible Retail Shareholder (subject to rounding at the discretion of the Company), such that no Eligible Retail Shareholder may acquire an interest of more than 20% in the Company upon settlement of the Entitlement Offer. Details of the Top Up Facility are included in section 3.4 of this Information Booklet. There is no guarantee that you will be allocated any additional New Shares under the Top Up Facility.</p>
Option Two: Take up part of your Entitlement	<p>If you only take up part of your Entitlement, the part not taken up will lapse. You will not be entitled to apply for additional New Shares under the Top Up Facility and the New Shares not subscribed for in connection with the Retail Entitlement Offer may be acquired by Eligible Retail Shareholders under the Top Up Facility or by the Underwriter or sub-underwriters.</p> <p>If you do not take up your Entitlement in full the balance not taken up will lapse and you will not receive any payment or value for that part of your Entitlement not taken up.</p> <p>If you do not take up your Entitlement in full, you will have your percentage holding in Kiland reduced as a result of dilution by the shares issued under the Entitlement Offer.</p>
Option Three: Do nothing, in which case your Entitlement will lapse, and you will receive no value for your lapsed Entitlement	<p>If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.</p> <p>If you do not take up your Entitlement you will not receive any payment or value for your Entitlement not taken up.</p> <p>If you do not take up your Entitlement, you will have your percentage holding in Kiland reduced as a result of dilution by the shares issued under the Entitlement Offer.</p>

³ See section 5.2 of this Information Booklet..

2 Overview of the Entitlement Offer

2.1 Overview

Kiland intends to raise approximately A\$32.4 million under the Entitlement Offer via an offer of approximately 29,447,871 New Shares at an Offer Price of A\$1.10 per New Share. Kiland will use the proceeds of the Entitlement Offer to fund the reversion of Kiland's estate from forestry to a more traditional agricultural use. This strategy was announced to the market on the 11 August 2021.

The Entitlement Offer has two components:

- (a) the Institutional Entitlement Offer – Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement, and a bookbuild process to sell Entitlements not taken up by Eligible Institutional Shareholders as well as Entitlements of Ineligible Institutional Shareholders at the Offer Price was carried out, to raise approximately A\$24.7 million; and
- (b) the Retail Entitlement Offer (to which this Information Booklet relates) – Eligible Retail Shareholders will be given the opportunity to take up all or part of their Entitlement to raise approximately A\$7.7 million. Eligible Retail Shareholders who take up their full Entitlement may also participate in the Top Up Facility by applying for additional New Shares in excess of their Entitlement at the Offer Price subject to a scale back which will be pro-rata to the Entitlement of the Eligible Retail Shareholder (subject to rounding at the discretion of the Company), such that no Eligible Retail Shareholder may acquire an interest of more than 20% in the Company upon settlement of the Entitlement Offer.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable. Accordingly, Entitlements do not trade on the ASX nor can they be sold, transferred or otherwise disposed of. New Shares issued under the Retail Entitlement Offer are to be issued at the same price as New Shares issued under the Institutional Entitlement Offer. In addition, Shareholders' Entitlements under the Institutional Entitlement Offer and the Retail Entitlement Offer are calculated based on the same ratio.

The Entitlement Offer is fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement (as summarised in section 5.6 of this Information Booklet).

3 How to apply

3.1 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders, who are invited to apply for 7 New Shares for every 11 Existing Shares held on the Record Date of 7.00pm on 31 March 2022. The Offer Price of A\$1.10 per New Share represents a discount of 6% to Kiland's closing price of A\$1.17 per share on 28 March 2022.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

The Retail Entitlement Offer opens on 5 April 2022. The Information Booklet will be despatched on 5 April 2022, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (Sydney time) on 2 May 2022.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

As a result, the Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on Kiland and the Retail Entitlement Offer made publicly available by Kiland, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in section 4 of this Information Booklet, Kiland's interim and annual reports, other announcements made available at kipt.com.au/shareholders/ or www.asx.com.au (including Kiland's annual report for the year ended 30 June 2021 released to ASX on 23 September 2021) and all other parts of this Information Booklet carefully before making any decisions in relation to your Entitlement.

3.2 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 7 New Shares for every 11 Existing Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Information Booklet when it is despatched to Eligible Retail Shareholders. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding. A copy of your personalised Entitlement and Acceptance Form is also available at: <https://kilandooffer.thereachagency.com>.

3.3 Options available to you

The number of New Shares to which Eligible Retail Shareholders are entitled is shown on the Entitlement and Acceptance Form that will accompany this Information Booklet when it is despatched to you. Eligible Retail Shareholders may:

- (a) take up their Entitlement in full by the Closing Date and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to section 3.4);
- (b) take up part of their Entitlement by the Closing Date, in which case the balance of the Entitlement would lapse (refer to section 3.5); or
- (c) do nothing and allow their Entitlement to lapse (refer to section 3.6).

Ineligible Retail Shareholders may not take up any of their Entitlements.

Kiland reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **5.00pm (Sydney time) on 2 May 2022** (however, that date may be varied by Kiland, in accordance with the Listing Rules, applicable laws and the Underwriting Agreement).

3.4 Taking up all of your Entitlement or taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up all of your Entitlement, payment must be made via BPAY® or, if you are unable to pay using BPAY®, please contact the offer information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) for EFT instructions. Eligible Retail Shareholders based in New Zealand who do not have an Australian bank account will be able to pay by direct transfer.

Payment must be received by no later than 5.00pm (Sydney time) on 2 May 2022. If you apply to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility. Amounts received by Kiland in excess of the Offer Price, may be treated as an Application to apply for as many additional New Shares as your Application Monies will pay for in full. A scale back which will be pro-rata to the Entitlement of the Eligible Retail Shareholder (subject to rounding at the discretion of the Company), will be applied so that no Eligible Retail Shareholder may acquire an interest of more than 20% in the Company upon settlement of the Entitlement Offer.

If you apply for additional New Shares under the Top Up Facility and if your application is successful (in whole or in part), your additional New Shares will be issued to you at the same time that other New Shares are issued under the Retail Entitlement Offer. New Shares will only be allocated to Eligible Retail Shareholders if available as shortfall under the Retail Entitlement Offer. If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares.

Any New Shares referable to Entitlements not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility. There is no guarantee that such Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any New Shares applied for under the Top Up Facility. New Shares referable to Entitlements not taken up in respect of the Retail Entitlement Offer by the Closing Date will only be allocated to Eligible Retail Shareholders if available and then pro-rata to the Entitlement of the Eligible Retail Shareholder (subject to rounding at the discretion of the Company).

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct transfer to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent to your registered address. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to www.computershare.com.au/easyupdate/KIL and updating your banking instructions by 5.00pm (Sydney time) on 2 May 2022.

3.5 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, payment must be made via BPAY® or if you are unable to pay using BPAY®, please contact the offer information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) for EFT instructions <https://kilandoffer.thereachagency.com>. If Kiland receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full. Payment must be received by no later than 5.00pm (Sydney time) on the Closing Date.

3.6 Allowing your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and all or that part of your Entitlement will lapse.

3.7 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares for which you would have otherwise been entitled under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by the Underwriter or any sub-underwriters or by Eligible Retail Shareholders under the Top Up Facility.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any payment or value for all or that part of your Entitlement. Your interest in Kiland will also be diluted.

3.8 Payment

Payment should be made using BPAY®. If you are unable to pay using BPAY®, payments can be made by direct transfer (see below at 3.10).

Cash payments or payments by cheque will not be accepted. Receipts for payment will not be issued.

Kiland will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, Kiland will treat you as applying for your full Entitlement and in respect of any excess amount, applying for as many additional New Shares under the Top Up Facility as it will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

3.9 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form or online at <https://kilandooffer.thereachagency.com>.

You can only make payment via BPAY® if you are the holder of an account with any Australian financial institution.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form or accessed online at <https://kilandooffer.thereachagency.com>.

If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.

Please note that by paying by BPAY®:

- (a) you do not need to send your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties referred to on that Entitlement and Acceptance Form and in section 3.11 of this Information Booklet; and
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on 2 May 2022. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

3.10 If you are unable to pay by BPAY®

Shareholders with a registered address in New Zealand may not have access to pay by BPAY® and may make payment by direct transfer.

For payment by direct transfer, please contact the offer information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) for EFT instructions. Please make sure you use the specific transfer details and your unique Entitlement Number when making a payment.

If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the Entitlement Number specific to that holding. If you do not use the correct Entitlement Number specific to that holding your application will not be recognised as valid.

Your direct transfer must be:

- (a) for an amount equal to A\$1.10 multiplied by the number of New Shares (and additional New Shares under the Top Up Facility, if applicable) that you are applying for; and
- (b) in Australian currency. Payment cannot be made in New Zealand dollars. New Zealand resident shareholders must arrange for payment to be made in Australian dollars.

It is your responsibility to ensure that your payment by direct transfer is received by the Share Registry by no later than 5.00pm (Sydney time) on 2 May 2022. Please note that you should consider direct transfer clearance timeframes in meeting this deadline.

Your Application Payment may incur fees and charges from your bank or any intermediary bank as well as the receiving bank. You may have an option to choose that fees are not deducted from the amount transferred however the receiving bank may still deduct a fee for receiving a foreign transfer. If you are paying from a bank account that is not in Australian dollars you may also incur foreign exchange fees.

3.11 Entitlement and Acceptance Form is binding

A payment made through BPAY® or by a direct transfer constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Information Booklet and, once paid, cannot be withdrawn. Kiland's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by direct transfer, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are (or the person on whose account you are acting is) an Eligible Retail Shareholder(s);
- (b) you acknowledge that you have read and understand this Information Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (c) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Information Booklet (and accompanying Entitlement Acceptance Form), and Kiland's constitution;
- (d) you authorise Kiland to register you as the holder(s) of New Shares allotted to you;
- (e) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (f) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (g) you acknowledge that once Kiland receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY® or direct transfer, you may not withdraw your application or funds provided except as allowed by law;
- (h) you agree to apply for and be issued up to the number of New Shares (and any additional new Shares) specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or direct transfer, at the Offer Price per New Share;

- (i) you authorise Kiland, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (j) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date and you are an Eligible Retail Shareholder;
- (k) you acknowledge that the information contained in this Information Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (l) you acknowledge that this Information Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Kiland and is given in the context of Kiland's past and ongoing continuous disclosure announcements to ASX;
- (m) you acknowledge the statement of risks in the "Key Risks" section in Appendix A of the Investor Presentation included in section 4 of this Information Booklet, and that investments in Kiland are subject to risk;
- (n) you acknowledge that none of Kiland, the Underwriter, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Kiland, nor do they guarantee the repayment of capital;
- (o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (p) you authorise Kiland to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (q) you represent and warrant (for the benefit of Kiland, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (r) you represent and warrant that the law of any place does not prohibit you from being given this Information Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (s) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person) and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (t) the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia;
- (u) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States;

- (v) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States;
- (w) you are eligible under applicable securities laws to exercise Entitlements and acquire New Shares under the Retail Entitlement Offer;
- (x) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person) and you have not sent this Information Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person; and
- (y) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date.

3.12 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer or for additional New Shares under the Top Up Facility on the basis that no Shareholder and associated person will hold an interest of 90% or more in Kiland.

3.13 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Kiland. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States or any person acting for the account or benefit of any person in the United States.

Kiland is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess

whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Kiland is not able to advise on foreign laws.

For the avoidance of doubt, Kiland reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

Kiland also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

3.14 Withdrawal of the Entitlement Offer

Subject to applicable law, Kiland reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case Kiland will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

3.15 Risks

Eligible Retail Shareholders should be aware that an investment in Kiland, including taking up your Entitlement, involves risks. The key risks identified by Kiland are set out in the "Key Risks" section in Appendix A of the Investor Presentation in section 4 of this Information Booklet, but these are not an exhaustive list of the risks associated with an investment in Kiland.

3.16 Further Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Kiland Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday, or you can visit <https://kilandooffer.thereachagency.com>, before the Retail Entitlement Offer closes at 5.00pm (Sydney time) on 2 May 2022. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

29 March 2022

ASX Announcement

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

KILAND LTD ANNOUNCES \$32.4 MILLION ENTITLEMENT OFFER

Key points:

- **7 for 11 accelerated non-renounceable pro rata Entitlement Offer fully underwritten to raise approximately \$32.4 million**
- **Proceeds use to fund a forestry to agriculture development on Kangaroo Island**
- **Entitlement Offer supported by two major shareholders as sub-underwriters**

To strengthen its balance sheet and provide additional flexibility to continue to pursue growth opportunities, Kiland Ltd (**Kiland**) today announces the launch of a \$32.4 million fully underwritten 7 for 11 accelerated non-renounceable entitlement offer at \$1.10 per share (the **Entitlement Offer**).

Kiland Executive Chairman, James Davies, said:

"We are pleased to announce this significant share offer that will finance the development of the Kiland agricultural land portfolio of high rainfall, high production assets into an institutional grade estate."

Reversion Strategy

On 11 August 2021, Kiland announced a new agricultural strategy to remove the treecrop and convert its land for more traditional agricultural use. Also on 11 August 2021, Kiland announced James Davies would transition to the role of executive chair to oversee the new strategy.

Since adopting the agricultural strategy, Kiland has bought-back 10,205,133 ordinary shares at an average cost of approximately \$1.26 per share. The Board is pleased to have provided liquidity to shareholders in light of the change of strategy away from forestry.

Following a public tender process, Kiland appointed AAGIM Investment Management Pty Ltd ("AAGIM") as Property Manager for its Kangaroo Island estate on 7 January 2022. Kiland is delighted to partner with AAGIM and consequently will now develop its Kangaroo Island landholding into a top tier institutional-grade agricultural estate.

Kiland Limited
Unit 3B, Level 3, 60 Hindmarsh Square ADELAIDE SA 5000
T (08) 8227 2482 | F (08) 8312 2020 | www.kiland.com.au
ACN 091 247 166
ASX: KIL

Since appointment, AAGIM and other independent consultants have prepared various options for the development of Kiland's Kangaroo Island estate.

The capital required to implement those various development options varied based on factors including time to reversion, extent of reversion, stocking considerations, farm infrastructure requirements, and the relative value of utilising sub-contractors with leased equipment or purchasing equipment and operating outright.

Upon consideration and consultation with AAGIM, the Board has determined to undertake the more capital intensive reversion strategy focused on high intensity sheep meat production. The Board believes this offers superior economics and a more desirable risk / reward.

Upon completion of the capital raise, the Kiland Board expects Kiland to have sufficient liquidity to fund the anticipated equity component of this strategy. Additional debt funding is also being sought from Australian banks.

Further Details of the Entitlement Offer

Kiland is undertaking a \$32.4 million fully underwritten 7 for 11 accelerated non-renounceable entitlement offer at \$1.10 per share. The offer price represents a: 4% discount to TERP (\$1.143¹) and a 6% discount to Kiland's last closing price of \$1.17².

The Entitlement Offer will result in approximately 29.4 million new shares being issued, representing approximately 64% of Kiland's existing issued capital. New shares issued will rank equally with existing shares.

Eligible Retail shareholders will have the ability to apply for additional new shares up to 50% of their entitlement, up to a maximum of \$5,000,000 worth of new shares, under a 'Top-up Facility' (subject to scale back, at Kiland's discretion).

The Entitlement Offer is fully underwritten by Aitken Murrery Capital Partners. The Entitlement Offer is sub-underwritten by two major shareholders, Samuel Terry Asset Management Pty Ltd as trustee for the Samuel Terry Absolute Return Active Fund and Washington H Soul Pattinson and Company Limited.

Offer timetable

A timetable of key dates in relation to the Entitlement Offer is set out below. The timetable is indicative only and dates and times are subject to change without notice.

Event	Date
Trading halt	Tuesday 29 March 2022
Announcement of details of the Entitlement Offer	Tuesday 29 March 2022

¹ The Theoretical Ex-Rights Price, calculated based on a closing price for Kiland shares of \$1.17 on 28 March 2022, rounded to 2 decimal places.

² The closing price of Kiland on ASX on 28 March 2022.

Event	Date
Institutional Entitlement Offer bookbuild	Wednesday 30 March 2022
Record date for Entitlement Offer	Thursday 31 March 2022
Institutional Entitlement Offer Settlement Date	Friday 1 April 2022
Institutional Entitlement Offer Allotment & Trading Date	Monday 4 April 2022
Retail Entitlement Offer opens	Tuesday, 5 April 2022
Retail Entitlement Offer closes	Monday 2 May 2022
Retail Entitlement Offer Allotment Date	Monday 9 May 2022
Retail Entitlement Offer Trading Date	Tuesday, 10 May 2022

Additional information

Further details on the Entitlement Offer are set out in the Investor Presentation also provided to the ASX today. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer.

Authorised for release by:

The Board of Directors, Kiland Ltd

Further enquiries:

For further enquiries on the Entitlement Offer you can call the Kiland Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday, or visit our website at <https://kilandooffer.thereachagency.com>.

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NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Not investment advice

This announcement does not constitute investment or financial product advice (nor tax, accounting or legal advice) nor any recommendation to acquire new shares. Information in this announcement is not intended to be relied upon as advice to investors or potential investors and has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction.

Forward-looking statements and forecasts

This announcement contains certain "forward-looking statements" looking statements" that are based on management's beliefs, assumptions and expectations and on information currently available to management. Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Such forward looking statements include statements regarding the timetable, conduct and outcome of the Entitlement Offer and the use of proceeds thereof, statements about the plans, objectives and strategies of the management of the Group, statements about the markets in which the Group operates and statements about the future performance of the Group's businesses. .

You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this announcement speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward looking statements are provided as a general guide only. The forward looking statements contained in this announcement are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Group. Refer to the key risks in Appendix A of the Investor Presentation lodged concurrently with this announcement for a non-exhaustive summary of certain key business, offer and general risk factors that may affect the Group.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward looking statement by any person (including Kiland or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward looking statements in this announcement will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward looking statements and the assumptions on which those statements are based. Except as required by law or regulation (including the ASX Listing Rules), Kiland disclaims any obligation or undertaking to update forward looking statements in this announcement to reflect any changes in expectations in relation to any forward looking statement or change in events, circumstances or conditions on which any statement is based.

kiland

Kiland Limited (ASX: KIL)
Non-renounceable rights issue
Investor Presentation

29 March 2022

Important information and disclaimer

This investor presentation (**Presentation**) has been prepared by Kiland Ltd (ACN 091 247 166) (**Kiland**) and is dated 29 March 2022. This Presentation has been prepared in relation to a proposed capital raising comprising a fully underwritten pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in Kiland (**New Shares**). The Entitlement Offer is to be made under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The Entitlement Offer will be made to:

- eligible institutional shareholders of Kiland and other eligible institutional investors (**Institutional Entitlement Offer**); and
- eligible retail shareholders of Kiland (**Retail Entitlement Offer**).

The following notice and disclaimer applies to this Presentation and you are therefore advised to read it carefully before reading or making any other use of this Presentation or any information contained in this Presentation. By accepting this Presentation, you represent and warrant that you are entitled to receive this Presentation in accordance with the restrictions, and agree to be bound by the limitations, contained within it.

Summary Information

This Presentation contains summary information about Kiland and its subsidiaries (the **Group**) and their respective activities which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in Kiland or that would be required in a prospectus, product disclosure statement or other disclosure document prepared in accordance with the requirements of the Corporations Act. This Presentation should be read in conjunction with Kiland's other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au.

Market and industry data

Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. None of Kiland, its representatives or advisers have independently verified any such market or industry data provided by third parties or industry or general publications.

Not an offer

This Presentation is for information purposes only and is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with ASIC). This Presentation is not and should not be considered an invitation or offer to acquire New Shares or any other financial products.

The Retail Entitlement Offer will be made on the basis of the information to be contained in the retail offer booklet to be prepared for eligible retail shareholders in Australia and New Zealand (**Retail Offer Booklet**), and made available following its lodgement with ASX. Any eligible retail shareholder in Australia and New Zealand who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet before deciding whether to apply under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and application form.

This Presentation is not and should not be considered an offer or an invitation to acquire the New Shares or any other financial products and does not and will not form any part of any contract for the acquisition of the New Shares.

Not for release or distribution in the United States

This Presentation may not be released to US wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, nor will be, registered under the US Securities Act of 1933, as amended (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States or to persons that are acting for the account or benefit of persons in the United States, unless the New Shares have been registered under the US Securities Act or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws or any state or other jurisdiction of the United States.

The distribution of this Presentation in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws (see "Selling Restrictions" in Appendix B of this Presentation)]

Important information and disclaimer

Not financial product advice

This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) nor any recommendation to acquire New Shares. Each recipient of the Presentation should make its own enquiries and investigations regarding all information in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Kiland and the impact that different future outcomes might have on the Group. Information in this Presentation is not intended to be relied upon as advice to investors or potential investors and has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction. Kiland is not licensed to provide financial product advice in respect of the New Shares. Cooling off rights do not apply to the acquisition of New Shares under the Entitlement Offer.

Investment risk

An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of the Group. Kiland does not guarantee any particular rate of return or the performance of the Group, nor does it guarantee any particular tax treatment. Persons should have regard to the risk factors outlined in Appendix A of this Presentation.

Financial data

All references to dollar values, cents, \$, AUD, or A\$ in this Presentation are to Australian dollars (**A\$**), unless otherwise stated.

This Presentation contains certain financial information as at 31 December 2021, being:

- the historical consolidated balance sheet as at 31 December 2021 (the **Historical Financial Information**); and
- the pro forma consolidated balance sheet as at 31 December 2021 assuming completion of the Offer (net of Kiland's associated after-tax transaction costs) (the **Pro Forma Historical Financial Information**).

The Historical Financial Information and the Pro Forma Historical Financial Information are collectively referred to as **Financial Information**. The Financial Information has been included in this Presentation in relation to the Entitlement Offer and should not be used for any other purpose.

The Historical Financial Information was derived from the consolidated financial statements of Kiland for the half year ended 31 December 2021, which were reviewed by the Company auditors, Grant Thornton Audit Pty Ltd in accordance with Australian Auditing Standards, and on which an unqualified opinion was issued. The Historical Financial Information has been prepared using the recognition and measurement requirements of Australian Accounting Standards (**AAS**).

The Pro Forma Historical Financial Information has been derived from the historical consolidated balance sheet as at 31 December 2021, and adjusted for pro forma adjustments relating to the Offer less associated after-tax transaction costs as if they had occurred as at 31 December 2021. The Pro Forma Historical Financial Information has been prepared by Kiland in accordance with the measurement and recognition requirements of AAS other than it includes adjustments which have been prepared in a manner consistent with AAS that reflect the impact of certain transactions as if they had occurred as at 31 December 2021.

The Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the AAS, the International Financial Reporting Standards (including the interpretations of the International Financial Reporting Interpretations Committee) (**IFRS**) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. The Pro Forma Historical Financial Information provided in this presentation is for illustrative purposes only and is not represented as being indicative of Kiland's views on its, nor anyone else's, future financial condition and/or performance.

Recipients of this Presentation should also be aware that certain financial information included in this Presentation are (i) "non IFRS financial information" as allowed under ASIC Regulatory Guide 230: "Disclosing non IFRS financial information" and (ii) "non GAAP financial measures" under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. These non IFRS financial measures do not have a prescribed definition under AAS or IFRS and therefore may not be directly comparable to similarly titled measures presented by other entities. These should not be construed as an indication of, or an alternative to, corresponding financial measures determined in accordance with AAS or IFRS. Although Kiland believes these non IFRS financial measures provide useful information for measuring the financial performance and condition of the business, readers are cautioned not to place undue reliance on any non IFRS financial measures included in this Presentation. The disclosure of such non-GAAP financial measure in the manner included in this Presentation may not be permissible in a registration statement under the U.S. Securities Act.

Important information and disclaimer

Effect of rounding

Several figures, amounts, percentages, estimates and calculations of value in this Presentation are subject to the effect of rounding.

Forward-looking statements and forecasts

This Presentation contains certain “forward-looking statements” that are based on management's beliefs, assumptions and expectations and on information currently available to management. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target”, “outlook”, “guidance” and other similar expressions within the meaning of securities laws of applicable jurisdictions. Such forward looking statements include statements regarding the timetable, conduct and outcome of the Entitlement Offer and the use of proceeds thereof, statements about the plans, objectives and strategies of the management of the Group, statements about the markets in which the Group operates and statements about the future performance of the Group's businesses. Indications of, and guidance or outlook on, future earnings or financial position or performance, future earnings and distributions are also forward looking statements.

You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this Presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward looking statements are provided as a general guide only. The forward looking statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Group, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Forward looking statements may also assume the success of Kiland's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond Kiland's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward looking statements may have been prepared or otherwise. Refer to the key risks in Appendix A of this Presentation for a non-exhaustive summary of certain key business, offer and general risk factors that may affect the Group.

There can be no assurance that actual outcomes will not differ materially from these forward looking statements. Several important factors could cause actual results or performance to differ materially from the forward looking statements, including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19, the war in Ukraine and associated global sanctions, the Australian and global economic environment and capital market conditions and other risk factors set out in this Presentation. Other risks may materially affect the future performance of Kiland and the price of Kiland's shares. Additional risks and uncertainties not presently known to management or that management currently believe not to be material may also affect Kiland's business. Accordingly, no assurances or guarantees of future performance, profitability, distributions, or returns of capital are given by Kiland or any other person. Investors should consider the forward looking statements contained in this Presentation in light of those risks and disclosures. The forward looking statements are based on information available to Kiland as at the date of this Presentation.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward looking statement by any person (including Kiland or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward looking statements in this Presentation will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward looking statements and the assumptions on which those statements are based. Except as required by law or regulation (including the ASX Listing Rules), Kiland disclaims any obligation or undertaking to update forward looking statements in this Presentation to reflect any changes in expectations in relation to any forward looking statement or change in events, circumstances or conditions on which any statement is based.

Past performance

This Presentation contains a pro forma consolidated historical balance sheet. Past performance and pro forma historical financial information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Group's views on its future financial performance or condition. Investors should note that past performance, including past share price performance, of Kiland cannot be relied upon as an indicator of (and provides no guidance as to) future Kiland performance including future share price performance. The historical financial information contained in this Presentation is, or is based on, information that has previously been released to the market.

The information in this Presentation has been obtained from or based on sources believed by Kiland to be reliable.

Important information and disclaimer

Disclaimer

Neither Aitken Murray Capital Partners Pty Ltd (the **Underwriter**), nor any of their or Kiland's respective advisers nor any of their respective affiliates, related bodies corporate, directors, officers, partners, employees or agents (together, the **Beneficiaries**), have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and, except to the extent referred to in this Presentation, none of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

To the maximum extent permitted by law, Kiland, the Underwriter and its respective advisers, and its respective Beneficiaries: (i) exclude and disclaim all responsibility and liability, including, without limitation, for negligence or for any expenses, losses, damages or costs incurred by you as a result of the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise; and (ii) make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation, and with regards to the Underwriter, its advisers, and each of their respective Beneficiaries, take no responsibility for any part of this Presentation or the Entitlement Offer.

The Underwriter and its advisers, and their respective Beneficiaries, make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer. You represent, warrant and agree that you have not relied on any statements made by the Underwriter, its advisers, or any of their respective Beneficiaries in relation to the Entitlement Offer. You further expressly disclaim that you are in a fiduciary relationship with any of Kiland, the Underwriter or their advisers or any of their respective Beneficiaries.

To the maximum extent permitted by law, you agree to release and indemnify Kiland, the Underwriter and their respective advisers from and against all claims, actions, damages, remedies or other matters, whether in tort, contract or under law or otherwise, arising from or which may arise from or in connection with the provision of, or any purported reliance on, this Presentation and you covenant that no claim or allegations will be made against any of them in relation to this Presentation.

You acknowledge and agree that determination and eligibility of investors for the purposes of all or any part of the Entitlement Offer is determined by reference to a number of several matters, including legal and regulatory requirements and the discretion of Kiland and the Underwriter. You further acknowledge and agree that Kiland and the Underwriter and their respective Beneficiaries exclude and expressly disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion, to the maximum extent permitted by law.

The Underwriter may have interests in the securities of Kiland, including by providing corporate advisory services to Kiland. Further, the Underwriter may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriter may receive fees for acting in its capacity as underwriter to the Entitlement Offer.

Statements made in this Presentation are made only as at the date of this Presentation. Neither the Underwriter, nor any of its or Kiland's respective advisers nor any of their respective Beneficiaries have any obligation to update statements in this Presentation. The information in this Presentation remains subject to change without notice.

Kiland reserves the right to withdraw the Entitlement Offer or vary the timetable for the Entitlement Offer without notice. All references to time are to AEST, unless otherwise indicated.

Acknowledgement and representation and warranty

By attending or receiving this Presentation you acknowledge and agree that you understand the contents of this notice and that you agree to abide by its terms and conditions. By attending or receiving this Presentation you further agree, irrevocably and unconditionally, to submit to the non-exclusive jurisdiction of the courts of New South Wales, in respect of any disputes, actions, suits or proceedings arising out of, or relating to, this Presentation.

Kiland is undertaking an underwritten equity raising of \$32.4m via an accelerated pro-rata non-renounceable entitlement offer. Proceeds will be used to fund a forestry to agriculture reversion development on Kangaroo Island.

- On 11 August 2021, Kiland announced a new agricultural strategy to remove the treecrop and convert its Kangaroo Island land for more traditional agricultural use. Also on 11 August 2021, Kiland announced James Davies would transition to the role of Executive Chairman to oversee the new strategy.
- Since adopting the agricultural strategy, Kiland has bought-back 10,205,133 ordinary shares and is pleased to have provided liquidity to shareholders in light of the change of strategy away from forestry.
- Following a public tender process, Kiland appointed AAGIM Investment Management Pty Ltd ("AAGIM") as Property Manager for its Kangaroo Island estate on 7 January 2022. Kiland is delighted to partner with AAGIM and consequently will now develop its Kangaroo Island landholding into a top tier institutional-grade agricultural estate.
- Since appointment, AAGIM and other independent consultants have prepared various options for the development of Kiland's Kangaroo Island estate.
- The capital required to implement these options varied based on factors including time to reversion, extent of reversion, stocking considerations, farm infrastructure requirements, and the relative value of utilising sub-contractors with leased equipment or purchasing equipment and operating outright.
- Upon consideration and consultation with AAGIM, the Board has determined to undertake a more capital intensive reversion strategy focused on high intensity sheep meat production. The Board believes this offers superior economics and a more desirable risk / reward.
- Upon completion of the capital raise, the Kiland Board expects Kiland to have sufficient liquidity to fund the anticipated equity component of this strategy. Additional debt funding is also being sought from Australian banks (see slide 14).

Agricultural strategy

Kiland is developing its Kangaroo Island estate into a high rainfall, large-scale agricultural enterprise.

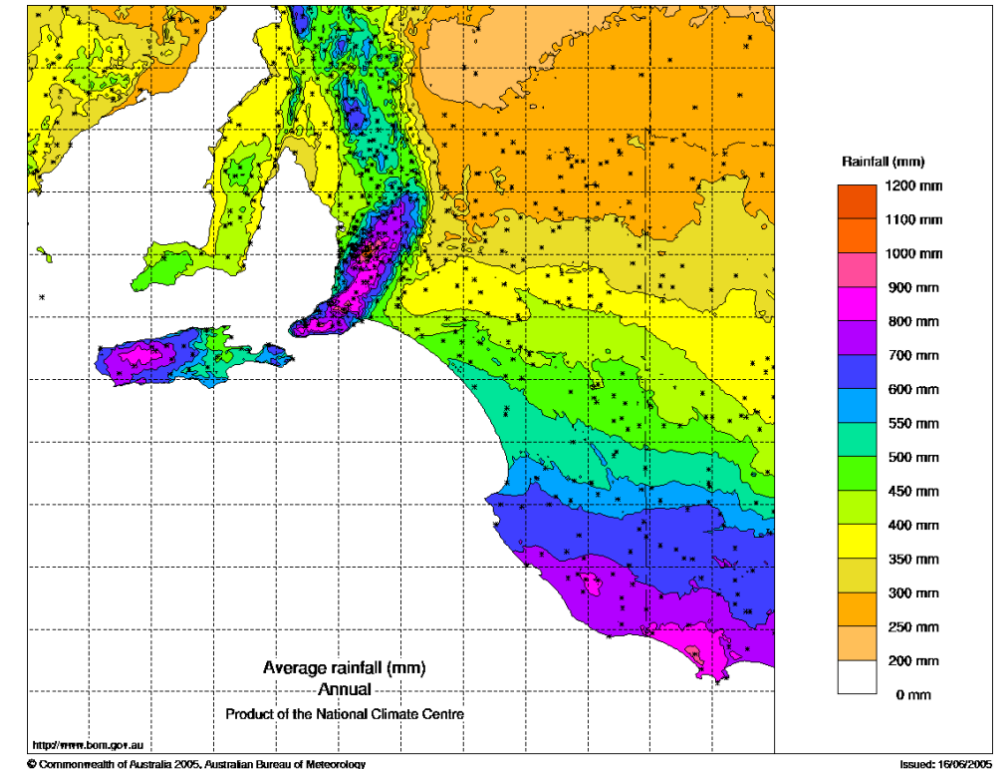
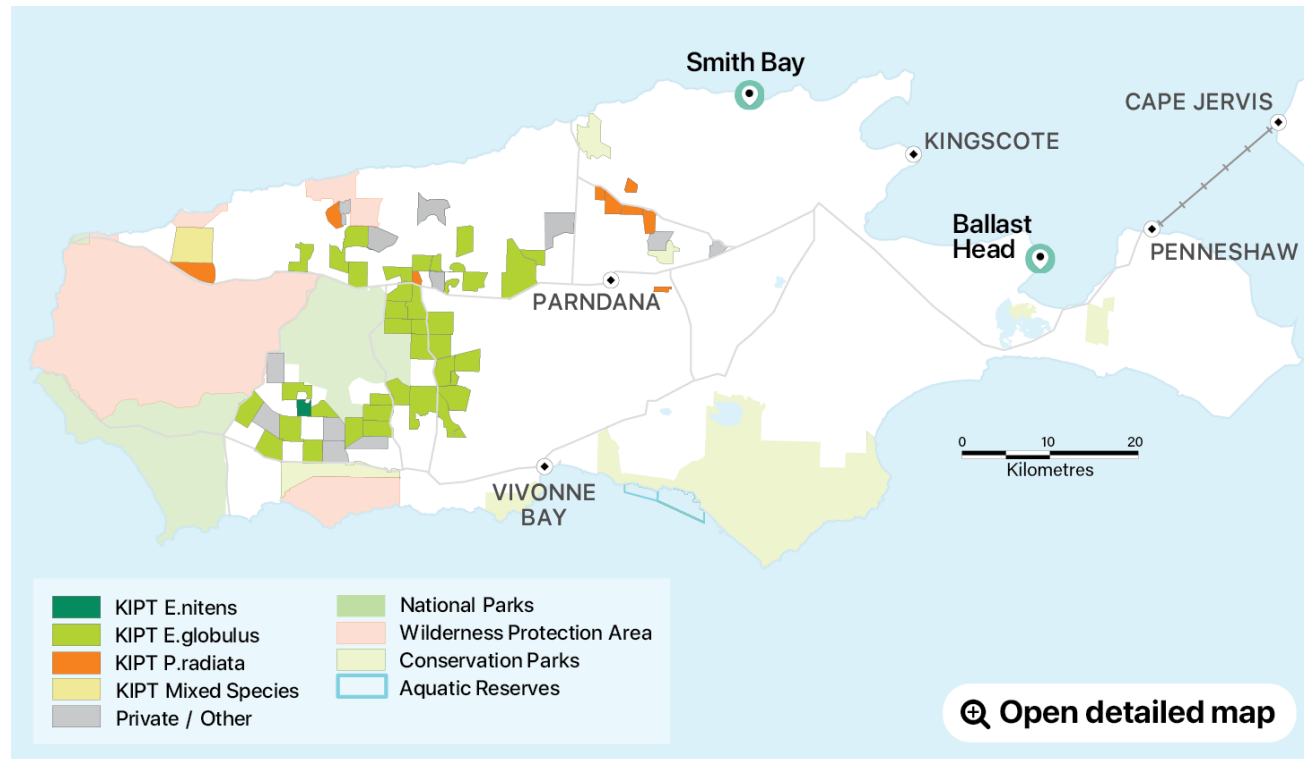
- Following the announcement of this new strategy, Kiland conducted a public tender process to: remove the current tree crop; dispose of biomass; design and develop farm infrastructure; and operate as an agricultural enterprise.
- The Kiland Board considers forestry reversion as tried and tested. Since 2008, an estimated 250,000 Ha of former Australian forestry plantations have been reverted to agriculture.
- Approximately 50 parties responded to the tender, offering a range of capabilities. AAGIM was appointed as manager on 7th January 2022. Key terms of AAGIM's incentive arrangements accompanied that announcement.
- Founded in 1997, AAGIM is a leading private account and direct investment manager focussed on the Australian farmland sector. Over the past 11 years AAGIM have managed the reversion of over 100,000 hectares of forestry-to-agriculture farmland improvement including harvest, land improvement, farm design and management of ongoing agricultural operations.
- Initial reversion preparation is currently underway. Major redevelopment activities are expected commence by July 2022, with the support of funds raised pursuant to this capital raising.



AAG
Investment
Management

Kiland's core asset

Kiland's Kangaroo Island landholding is unique in its scale and rainfall, comprising 18,662 hectares of arable land with >750ml average annual rainfall and significant carrying capacity.



- 14,433 Ha of land currently under plantation forestry, the overwhelming majority of which was severely impacted by fire in early 2020 and is uncommercial. 4,229 hectares of further arable land.
- 6,932 hectares of native vegetation.

Development opportunity

Kiland is proposing to develop the estate into a sheep meat farming enterprise of global significance. Kiland aims to produce a large scale, high rainfall and high productivity farm with unique Kangaroo Island provenance.



Left: mature blue gum plantation.

Right: remediated paddock ready for first sowing, May 2020.
Harvested November 2019, stumps ground March 2020.

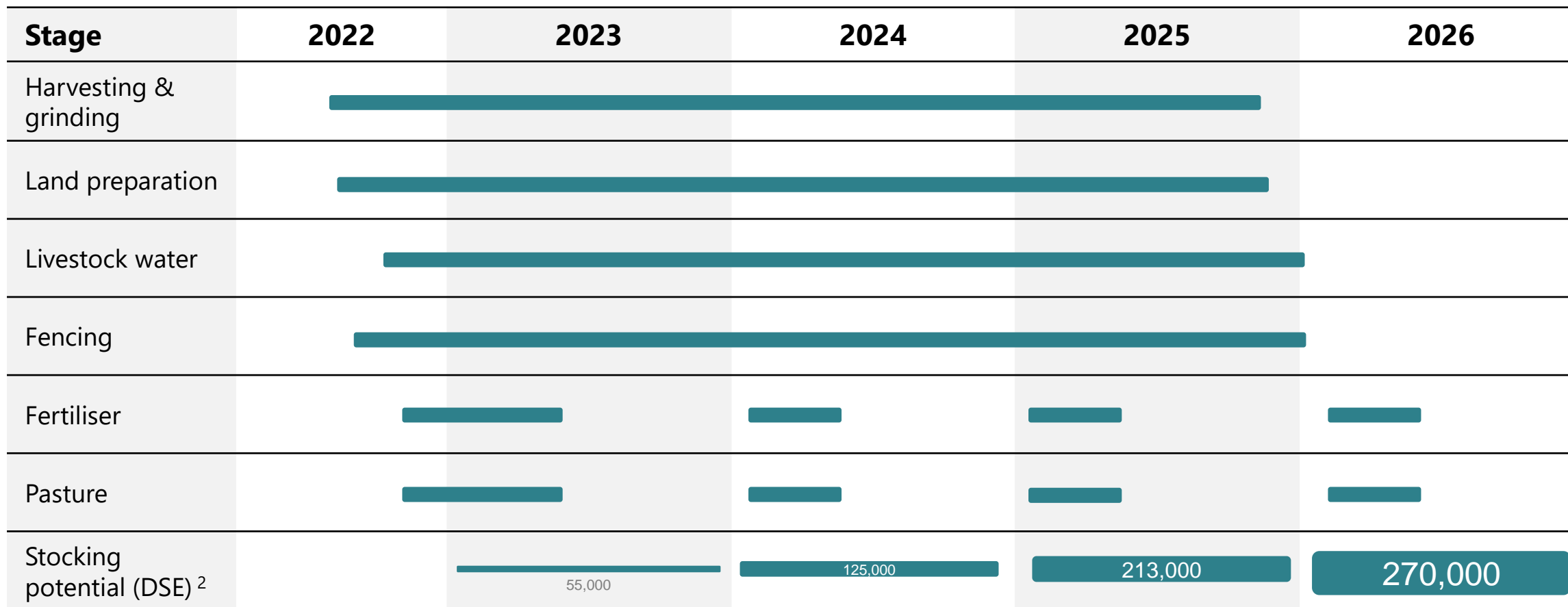
Location: Western Victoria.

This project was developed by
Kiland's Property Manager AAGIM.

Kangaroo Island's historically high rainfall and reliable climate provides for attractive growing conditions. Soil, rain and weather analysis on Kiland's estate indicates an expected average carrying capacity of 13-16 Dry Sheep Equivalent ("DSE") per Ha across the end estate.

Expected remediation timeline¹

Progressive remediation is expected to result in agricultural productivity building over time.



¹ Timetable is indicative only and subject to change.

² Assumes total expected potential DSE capacity of 270,000 or 14.5 DSE/Ha across Kiland's 18,662Ha estate. Actual DSE capacity may vary significantly.

Multi-operational Master Plan

Large scale reversion activities are expected to commence by July 2022 and last for 4-6 years. The redevelopment is expected to create 50 full time employment opportunities on Kangaroo Island.

Major Works Plan	Works Required	Estimate of indicative gross funding requirement ¹	
		\$m	\$/DSE ²
Harvest, biomass removal and land preparation	<ul style="list-style-type: none"> Harvest of damaged tree crop utilising traditional harvesting methods Removal of stumps by stump grinding supported by high-resolution drone mapping and auto-steering grinders Cultivation of land with forestry rakes and discs to create a level seed bed Responsible disposal of biomass 	16	59
Land improvement	<ul style="list-style-type: none"> Site preparation for agricultural activity including additional secondary cultivation Seeding, fertilising for the establishment of crop and pasture 	36	133
Development of going concern sheep meat farm enterprise	<ul style="list-style-type: none"> Develop farm infrastructure including fencing, stock yards, sheds and housing Acquire and operate traditional farm equipment Develop additional water infrastructure and shelterbelts capable of increasing land carrying capacity 	13	50
Indicative Subtotal³		65	242
Initial sheep meat enterprise establishment costs	<ul style="list-style-type: none"> Purchase of heavy equipment Stocking of large scale sheep meat enterprise Initial operating costs for a large scale sheep meat enterprise 	26	
Indicative Total³		91	

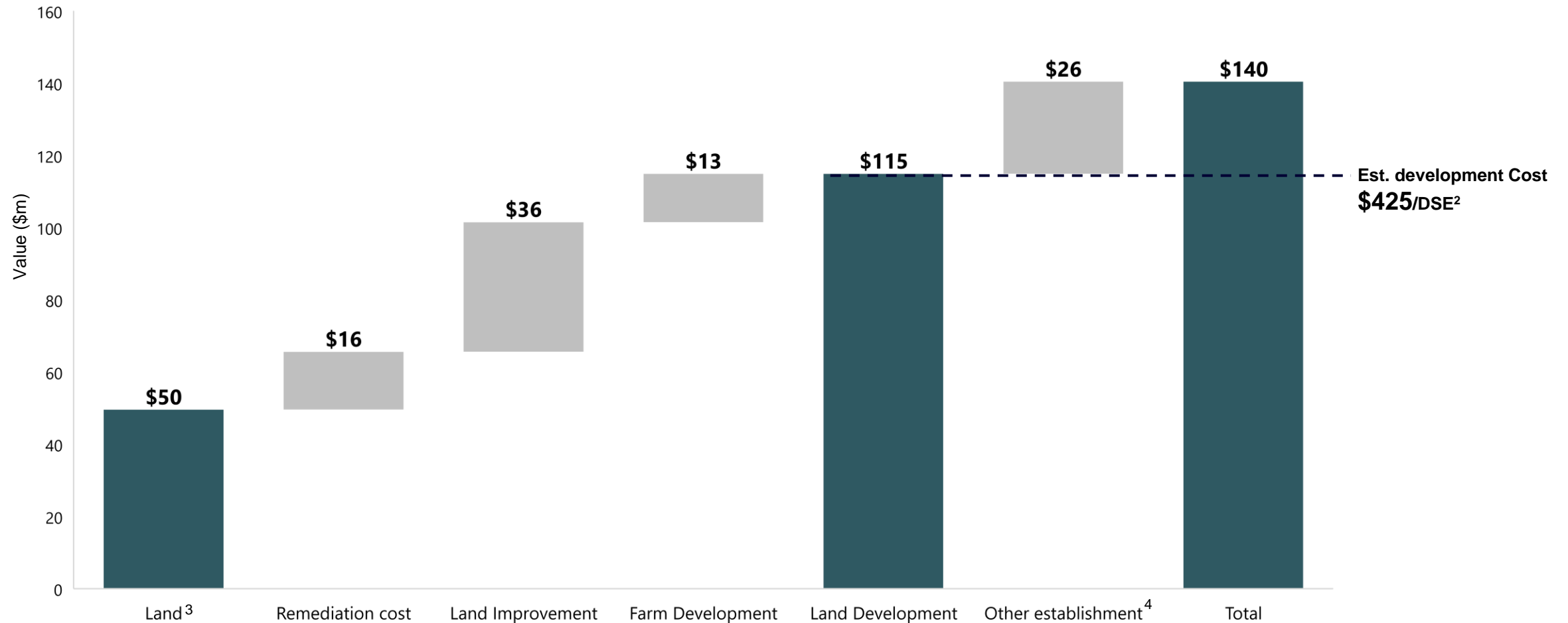
¹ These figures are current indicative estimates only and remain subject to change. Actual gross funding requirements may vary significantly. Assumes no debt or HPR finance. Estimate based on total capital requirement, including anticipated cash outflows from start-up expenses.

² Assumes total DSE capacity of 270,000 or 14.5 DSE/Ha across Kiland's 18,662Ha estate.

³ Excludes AAGIM management and fees and Kiland group overheads.

Kiland estate development - indicative cost waterfall¹

Opportunity to create a world class agricultural estate for less than \$500 per DSE.



¹These figures are indicative estimates only and remain subject to change. Actual costs and charging capacity estimates may vary significantly.

²Assumes total DSE capacity of 270,000 or 14.5 DSE/Ha across Kiland's 18,662Ha estate. Cost and carrying capacity estimates subject to change.

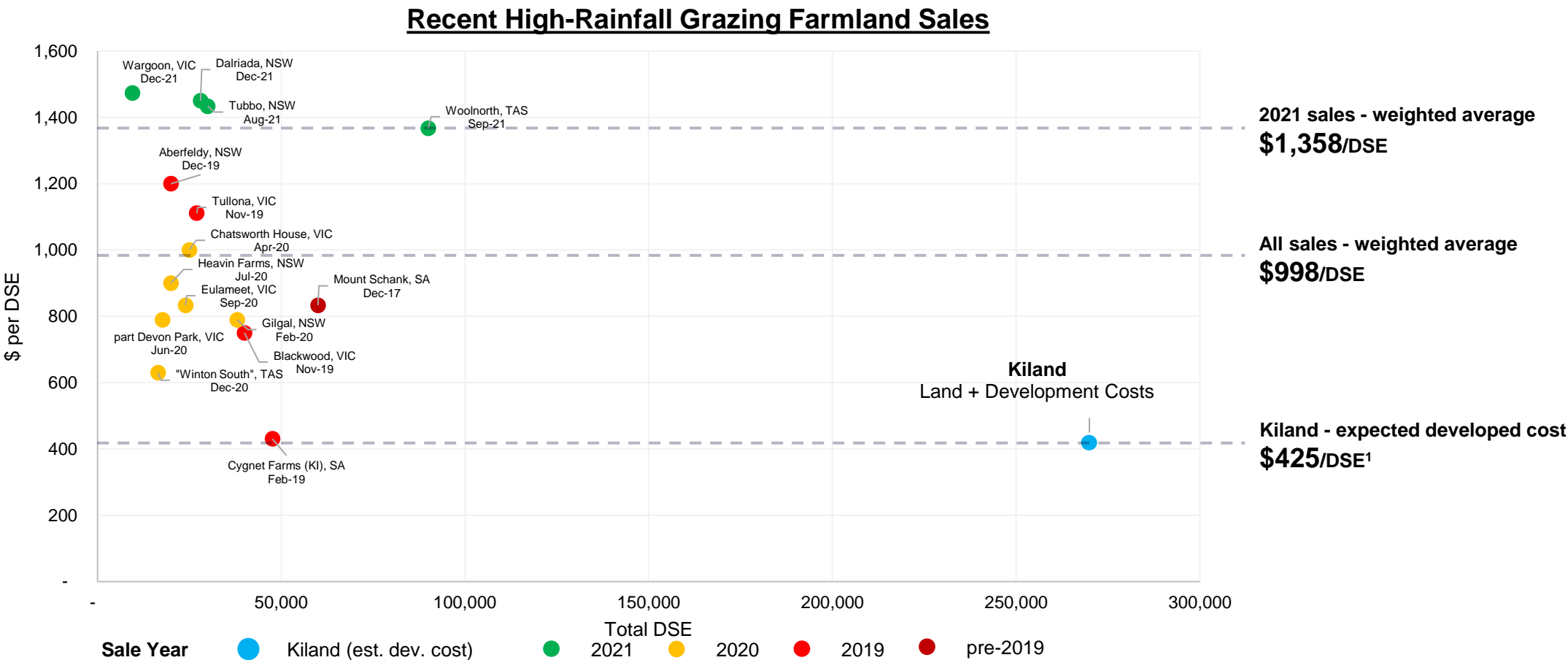
³Book value of Land at 31 Dec 2021

⁴Includes heavy machinery, stocking and initial operating expenses associated with sheep meat enterprise establishment.

Cost estimates are consistent with prior slide and remain subject to the same assumptions and qualification – excludes Kiland overheads and AAGIM fees.

Development cost versus Australian farmland sales

Kiland’s proposed land development has potential for significant scale and places the estate at a lower cost base versus recent farmland sales.



Kanagroo Island farmland traditionally trades at a discount to comparable mainland properties. The agricultural development opportunity is attractive even if this discount persists.

¹Assumes total DSE capacity of 270,000 or 14.5 DSE/Ha across Kiland’s 18,662Ha estate. Cost assumptions consistent with prior slides. These figures are indicative estimates only and remain subject to change. Actual costs and carrying capacity estimates may vary significantly.

Finance, ESG and other considerations

Traditional property development finance is available to partially fund reversion activities. Kiland acknowledges the importance of ESG and is investigating carbon abatement opportunities.

- Discussions are being held with Australian banks regarding term funding to support reversion activities. Kiland currently expects to raise approximately \$50 million in term funding incrementally on an as-needed basis. Initial non-binding indications have been received in respect of expected initial term debt funding of \$25m and equipment finance of \$5m.
- Kiland is conscious of the natural cyclicity of agriculture and risks inherent in property redevelopment. Accordingly, it intends to implement what it considers to be an appropriately conservative capital structure.
- Kiland intends that the reversion activities will incorporate emissions minimisation techniques.
- Kiland is currently investigating additional carbon abatement opportunities as well as farming techniques capable of minimising emissions.
- Kiland has agreed the conditional sale of its pontoon asset (book value \$5.9m). Over time, Kiland expects to explore the sale of non-core properties (book value \$1.8m). Subsequent asset and property sales may impact the total amount of debt required to support reversion activities.
- Kiland may consider other investment opportunities subject to availability of any surplus capital over time.



Intensive sheep meat production on AAGIM remediated land (western Victoria) with standing blue gum on neighbouring property shown in the background

Key details of the Offer

Offer Structure	<p>Underwritten \$32.4m equity raising (Equity raising) consisting of a 7 for 11 pro-rata non-renounceable entitlement offer (Entitlement Offer) to existing shareholders.</p> <ul style="list-style-type: none">• Eligible shareholders will be invited to subscribe for 7 new KIL shares for every 11 KIL shares held as at 7pm on 31 March 2022 (Entitlement Offer Record Date)• The Entitlement Offer is non renounceable and entitlements will not be tradeable or otherwise transferable <p>Approximately 29,447,871 New Shares to be issued under the Offer representing approximately 64% of current issued capital.</p> <p>The Offer will be structured as an Institutional Offer followed by a Retail Offer for eligible KIL shareholders</p>
Offer Pricing	<p>The Equity Raising will be offered at a price of \$1.10 per new share (Offer Price)</p> <ul style="list-style-type: none">• 6% discount to the last close on 28 March 2022• 13% discount to the 3 month volume weighted average price traded on ASX• 10% discount to the 1 month volume weighted average price traded on ASX
Use of proceeds	<p>The proceeds will be used to fund Kiland's forestry to agriculture reversion development on Kangaroo Island</p>
Underwriting	<p>The offer will be underwritten by Aitken Murray Capital Partners Pty Ltd. The Offer is sub-underwritten by two major shareholders – Samuel Terry Asset Management Pty Ltd as trustee for the Samuel Terry Absolute Return Active Fund and Washington H Soul Pattinson and Company Limited</p>
Director participation	<p>Directors will be free to participate in the Entitlement Offer</p>
Other	<p>New Shares will rank equally with existing KIL shares on issue in all aspects</p>

Equity Raising Timetable

Event	Date
Trading halt	Tuesday, 29 March 2022
Institutional Entitlement Offer bookbuild	Tuesday, 29 March 2022
Announcement of details of the Entitlement Offer	Wednesday, 30 March 2022
Shares recommence trading on ASX	Thursday, 31 March 2022
Record date for Entitlement Offer (7:00pm Sydney time)	Thursday, 31 March 2022
Institutional Entitlement Offer Settlement Date	Friday, 1 April 2022
Institutional Entitlement Offer Allotment	Monday, 4 April 2022
Institutional Entitlement Offer Trading Date	Tuesday, 5 April 2022
Retail Entitlement Offer opens	Tuesday, 5 April 2022
Retail Entitlement Offer closes (5:00pm Sydney time)	Monday, 2 May 2022
Retail Entitlement Offer Allotment Date	Monday, 9 May 2022
Retail Entitlement Offer Trading Date	Tuesday, 10 May 2022

Pro forma balance sheet

Kiland Limited pro-forma Consolidated Balance Sheet A\$ 000s	31 Dec 21 ¹	Net impact of the Offer	Pro-forma unaudited
ASSETS			
Cash and cash equivalents	17,238	31,356	48,594
Trade and other receivables	262	-	262
Other current assets	79	-	79
Assets classified as held for sale	5,865	-	5,865
Total current assets	23,444	31,356	54,800
Property, plant and equipment	51,887	-	51,887
Biological assets	-	-	-
Other non-current assets	4	-	4
Total non-current assets	51,891	-	51,891
TOTAL ASSETS	75,335	31,356	106,691
LIABILITIES			
Trade and other payables	3,832	-	3,832
Employee benefits	86	-	86
Total current liabilities	3,918	-	3,918
Deferred tax liabilities	454	-	454
Total non-current liabilities	454	-	454
TOTAL LIABILITIES	4,372	-	4,372
NET ASSETS	70,963	31,356	102,319
Ordinary shares on issue (000s)	46,275	29,448	75,723
Net assets per ordinary share	\$1.53		\$1.35

¹ Reviewed by auditor under AASB 134 Interim Financial Reporting and the Corporations Act 2001.
See disclaimer on slide 3 in relation to this financial information

Sources and uses

Net proceeds from the capital raise will be fully applied to fund Kiland's forestry to agriculture reversion development on Kangaroo Island.

Sources	A\$m	
Cash at bank and in hand	17.2	At 31 December 2021
Net proceeds from capital raise	31.4	Net of \$1m offer costs
Conditional proceeds from Pontoon sale	5.9	Book value at 31 December 21
Subtotal	54.1	Pro-forma cash at commencement of large-scale reversion
Term debt funding facility with local banks	50.0	Indicative non-binding funding offer received for initial debt requirements of \$25 million, additional incremental term debt funding will be sought from banks as and when required
HPR equipment funding	15.9	Indicative non-binding offer received of \$5 million.
Total Sources	120.4	
Uses		
Estimate of total reversion funding requirement	(90.8)	Refer to slide 11 ¹
Return of Forestry Development Fund grant	(2.6)	Legacy grant not applicable to agriculture strategy
Cash interest	(6.2)	Estimated cash interest on term debt and HPR during enterprise development state
AAGIM management fees	(3.9)	Estimated costs during enterprise development phase
Kiland corporate expenses	(5.6)	Estimated costs during enterprise development phase
Legacy matters and other corporate costs	(0.8)	
Contingency	(10.5)	
Total Uses	120.4	

¹Actual funding requirements and carrying capacity estimates may vary significantly.

General

- You should be aware that there are risks involved with participating in the Entitlement Offer and/or holding Kiland shares.
- The risks set out in this section are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Kiland. Other risks may materially affect the future performance of Kiland and the value of Kiland shares. Additional risks and uncertainties not presently known to management or that management currently believe not to be material may also affect Kiland's business. Accordingly, no assurances or guarantees of future performance, profitability, distributions, or returns of capital are given by Kiland or any other person.
- The risks set out in this section may change after the date of this Presentation and other risks relevant to Kiland and Kiland shares may emerge which may have an adverse impact on Kiland and the value of Kiland shares. In particular, investors should note that the unprecedented uncertainties and risks posed by the COVID-19 pandemic could materially change Kiland's risk profile at any point after the date of this Presentation and adversely impact the financial position and prospects of the Group in the future.
- Before investing in Kiland you should be aware that a number of risks and uncertainties involved with participating in the Entitlement Offer and/or holding Kiland shares, which are both specific to an investment in Kiland and of a more general nature, may adversely affect the future operating and financial performance of Kiland and the value of Kiland shares. You should note that the occurrence or consequence of many of the risks described in this section are partially or completely outside of the control of Kiland, its directors and senior management.
- Before investing in Kiland shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on Kiland (such as that available on the ASX website), and consult their stockbroker, solicitor, accountant or other professional advisor before making an investment decision.
- Nothing in this Presentation is financial product advice and this Presentation has been prepared without taking into account your investment objectives or personal circumstances.

Kiland Risks

- **Primary Industry/Agriculture Risk**

- The Australian bushfires of January 2020 had a direct impact on Kiland. The main impact of these bushfires was on the trees that Kiland owned directly which were destroyed. The potential ongoing impact on Kiland from a weakening of Australia's economic growth and consumer demand as a result of the bushfires more generally is difficult to reliably forecast.
- Kiland's land is a key asset and is subject to many risks including seasonality risk, fire, frost, drought, other acts of God, disease, pests, technological advances, government imposts and regulations and general economic and international issues.
- Implementation of the reversion strategy is also dependent upon the price and availability (on commercially and economically reasonable terms) of various inputs including machinery, farm supplies, livestock and other raw materials.

- **Construction and development risk**

- The ability of Kiland to benefit from development of its strategic development assets will depend on, among other things, receipt of necessary planning and other third party approvals including approvals from relevant planning authorities. There can be no certainty that these approvals will be received in a time frame or form acceptable to Kiland which could result in a reduction in the value of the strategic development assets. These risks in respect of the reversion strategy will be managed with AAGIM.

- **Early Stage projects**

- Kiland is currently pursuing a reversion strategy which is at an early stage of its development and implementation. Any prospective development opportunities in which Kiland is, or may become, involved are subject to risks. This early stage project is subject to additional risks, including that the reversion strategy will not be completed within budget, within the agreed timeframe and specifications or that amendments may be required to respond to changes in domestic or global demand, conditions or government regulation. There is no guarantee that the reversion strategy will be economically viable as for example, unanticipated financial, operational or political events, cost overruns, equipment and labour shortages, technical concerns, extended delays, environmental impacts including climatic conditions, increases in operating cost structures, community or industrial actions and any other circumstances which results in the delay, suspension or termination of the reversion strategy. Each of these risks may adversely affect the commerciality and economics of a prospective development opportunity.

- **Low Liquidity**

- Given the fact that a small number of shareholders hold a large proportion of Kiland's shares, there may be relatively few potential buyers or sellers of Kiland's Shares. This may increase the volatility of the market price of Kiland's Shares.

Kiland Risks

- **Competitive Position and Market Trends**

- Kiland operates in a competitive market. There can be no assurance that the actions of competitors or changes in customers will not adversely affect Kiland's performance. Increased competition could result in changes in the carrying value of assets, the value of agricultural land, under-utilisation of personnel, reduced profit margins and loss of market share. Any of these could adversely affect Kiland's operating and financial performance.

- **Actual and potential acquisitions**

- As part of its business strategy, Kiland may contemplate making further acquisitions of, or significant investments in complementary assets, companies, products or technologies. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of assets, companies, products and technologies.

- **Key personnel**

- Kiland is exposed to the risk of non-availability of key staff and contractors. If there were a material or prolonged dispute between Kiland's businesses and its workforce (including in relation to decisions made by Kiland and its contractors as a result of the COVID-19 pandemic), this could disrupt operations which may have a material adverse effect on future financial performance and position.

- **Stock market fluctuations**

- Further, share market conditions in Australia and around the world may affect the value of Kiland's quoted securities regardless of Kiland's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) interest rates and inflation rates; (c) currency fluctuations; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; (f) political developments and global sanctions; (g) terrorism, war or other hostilities; and (h) pandemics or other events which have profound impacts on a local or global scale.

- **Regulatory effects**

- Kiland's operations and profitability are likely to be affected by regulatory decisions, by changes in applicable regulation or standards or by the application of, or changes to, environmental legislation, regulation and standards.

- **Litigation**

- From time to time, Kiland may become involved in litigation and disputes. If Kiland becomes involved in material protracted litigation, this could adversely affect Kiland's expenditures against budget and there is a further risk that liability could be imposed in respect of any such litigation.

Kiland Risks

- **General economic conditions**
 - Both Australian and world economic conditions may negatively affect Kiland's performance. Any protracted slow-down in economic conditions or factors such as the level of production in the relevant economy, inflation, currency fluctuation, interest rates supply and demand and industrial disruption may have a negative impact on Kiland's costs and revenue. These changes could adversely affect Kiland's operations and earnings.
- **Impact of commodity cycles on business growth**
 - Kiland's businesses are exposed, through their customers, to global demand for commodities including (historically) forestry products and on an ongoing basis, agricultural products.
 - Commodity prices may be adversely affected by slower than expected levels of GDP growth in key export markets for Kiland, as well as by the ongoing trade tensions. Factors which may contribute to slower levels of growth in demand for commodities might include slower or flattened economic growth, the COVID-19 pandemic, unsuccessful economic reforms, government policies that affect commodities markets, reduced urbanisation or industrialisation and a slowing expansion of the middle class.
- **Taxation**
 - There is a risk that changes in tax law (including goods and services taxes and stamp duties), or changes in the way tax laws are interpreted in the various jurisdictions in which Kiland operates, may impact the tax liabilities of Kiland. In addition, the ability of Kiland to obtain the benefit of existing tax losses and claim other beneficial tax attributes will depend on future circumstances and may be adversely affected by changes in ownership, business activities, levels of taxable income and any other conditions relating to the use of the tax losses or other attributes in the jurisdictions in which Kiland operates. There is a possibility that the increased government expenditure in response to the COVID-19 could result in increased taxes in the future.
- **Occupational health and safety**
 - If there were to be a failure by Kiland to comply with the applicable occupational health and safety legislative requirements across the jurisdictions in which Kiland operates, or a failure by Kiland to take adequate steps to protect its workforce, including from sustained harm caused by the COVID-19 pandemic, there is a risk that non-compliance may result in fines, penalties and/or compensation for damages as well as reputational damage. Kiland's ability to mitigate these risks and effectively respond to health and safety incidents may be also impaired by restrictions on the movement of products and personnel relating to the COVID-19 pandemic.

Kiland Risks

- **Environmental risk**
 - National and local environmental laws and regulations may affect the operation of Kiland's businesses. Standards are set by these laws and regulations regarding certain aspects of health and environmental quality, and they provide for penalties and other liabilities if such standards are breached, and establish, in certain circumstances, obligations to remediate and rehabilitate current and former facilities and locations where operations are, or were, conducted. Kiland's businesses incur costs to comply with these environmental laws and regulations and in respect of violations of them, and changes to such laws and regulations, including changes to operating licence conditions, could result in penalties and other liabilities, which may have a material adverse effect on future financial performance and position.
 - Kiland's ability to mitigate these risks and effectively respond to any environmental incidents may be also impaired by restrictions on the movement of products and personnel relating to the COVID-19 pandemic.
- **Cyber risk**
 - The failure of Kiland's information technology systems and/or security could result in financial loss, disruption or damage to the reputation of the business. This risk may be escalated as a result of COVID-19 and the increase in remote working by our staff and contractors, notwithstanding Kiland's efforts to mitigate this threat.
- **Government policy and regulation**
 - The operations of Kiland's businesses depend on access to infrastructure including ports, terminals and associated infrastructure which is subject to government policy and legal and regulatory oversight including: access, accreditation, operational, security, tax (direct and indirect), environmental and industrial (including occupational health and safety) regulation. Changes in government policy and legal and regulatory oversight may have a material adverse effect on future financial performance and position.
- **Implementation of the reversion strategy by AAGIM**
 - Kiland has engaged a contractor, AAGIM, to manage the implementation of the reversion strategy. While this remains subject to oversight by Kiland Board, AAGIM is responsible for the implementation of the reversion strategy and may be subject to unanticipated financial, operational or political events, cost overruns, equipment and labour shortages, technical concerns, extended delays and environmental impacts.

Offer Risks

- **Risk of dilution**

- You should also note that if you do not take up all of your entitlement under the Entitlement Offer, then your percentage security holding in Kiland will be diluted by not participating to the full extent in the Entitlement Offer. Investors may also have their investment diluted by future capital raisings by Kiland. Kiland may issue new securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest.

- **Trading price of Kiland shares and general risks associated with investments in equity capital**

- There are risks associated with any share market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the operating and financial performance of Kiland and the ASX trading price of Kiland shares include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions, the impact of COVID-19, including on health of the workforce, the industry, customers, supply chains and travel and/or other conditions including market conditions which are specific to a particular industry, all of which could be unrelated to the financial and operating performance of Kiland, and over which Kiland and its directors have limited or no control.
- There have been significant fluctuations and volatility in the prices of equity securities in recent months, which may have been caused by general rather than company-specific factors, including the general state of the economy, the response to the COVID-19 pandemic, investor uncertainty, geo-political matters, and global hostilities and tensions. In particular, the COVID-19 pandemic has resulted in significant market falls and volatility both in Australia, China, the US and elsewhere overseas, including in the prices of equity securities. As detailed above, there continues to exist considerable uncertainty as to the further impact of COVID-19 on the Australian and global economy and share markets including in relation to governmental action, work stoppages, university and school stoppages, lockdowns, quarantines, travel restrictions and the impact on the economy and share markets. Any of these events and resulting fluctuations may materially adversely impact the market price of Kiland shares.
- Investors should also note that the historic share price performance of Kiland shares provide no guidance as to its future share price performance.

Offer Risks – Underwriting Risks

- The Entitlement Offer is subject to a range of conditions and termination events set out in the underwriting agreement entered into by Kiland and the Underwriter on 29 March 2022 (**Underwriting Agreement**).
- If certain conditions are not satisfied or certain events occur, then the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement may have an adverse impact on the ability of Kiland to proceed with the Entitlement Offer and the quantum of funds raised as part of the Entitlement Offer. If the Underwriting Agreement is terminated by the Underwriter, there is no guarantee that the Entitlement Offer will continue in its current form or continue at all. Failure to raise sufficient funds under the Entitlement Offer (as a result of it not proceeding or otherwise) could materially adversely affect Kiland's business, cash flow, financial condition and results of operations.
- **Key Terms of Underwriting Agreement**
 - Kiland and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer;
 - Kiland has agreed, subject to certain carve-outs, to indemnify the Underwriter, its related bodies corporate, and its respective directors, officers, employees, agents, advisors and contractors against certain loss in applicable circumstances;
 - the Underwriter may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events. A summary of these termination events is to be set out in the Retail Offer Booklet;
 - the Underwriter will receive an underwriting fee of 2.4% and a management fee of 0.8% of the gross proceeds of the Entitlement Offer;
 - the Underwriter may appoint sub-underwriters in its absolute discretion and on whatever terms it thinks fit, provided that any fees payable to sub-underwriters are paid by the Underwriter, and any sub-underwriter is an Institutional Investor; and
 - the Underwriter will also be reimbursed for certain expenses.

Appendix B – International Selling Restrictions

Offer – International Selling Restrictions

This document does not constitute an offer of new ordinary shares (New Shares) of the Company in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

- **New Zealand**

- This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.
- Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:
 - is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
 - meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
 - is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
 - is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
 - is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

31 March 2022

ASX Announcement

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

KILAND LTD \$32.4 MILLION ENTITLEMENT OFFER UPDATE – SUCCESSFUL COMPLETION OF INSTITUTIONAL ENTITLEMENT OFFER

On 29 March 2022, Kiland Ltd (**Kiland**) announced the launch of a \$32.4 million fully underwritten 7 for 11 accelerated non-renounceable entitlement offer at \$1.10 per share (the **Entitlement Offer**), to fund the reversion of Kiland's estate from forestry to a more traditional agricultural use. This strategy was announced to the market on the 11 August 2021.

Today, Kiland is pleased to announce that the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) has been completed and the Kiland shares are expected to recommence trading today.

The Institutional Entitlement Offer was successfully completed on 30 March 2022 and raised approximately \$24.7 million. The Retail Entitlement Offer is expected to raise approximately \$7.7 million. The Institutional Entitlement Offer was well supported by existing institutional shareholders with approximately 77% take-up by eligible institutional shareholders.

New shares issued under the Institutional Entitlement Offer will be allotted on 4 April 2022 and are expected to commence trading on 5 April 2022.

Retail Entitlement Offer

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is anticipated to open on 5 April 2022, at which time the Offer Information Booklet will be lodged on the ASX and despatched to eligible shareholders.

If an Eligible Retail Shareholder takes up their full Entitlement, they may also apply for additional new shares at the offer price, subject to a scale back such that no Eligible Retail Shareholder may acquire an interest of more than 20% in Kiland upon settlement of the Entitlement Offer (**Top Up Facility**). Any scale back in relation to additional new shares will be pro-rata to the Entitlement of the Eligible Retail Shareholder.

Kiland Limited
Unit 3B, Level 3, 60 Hindmarsh Square ADELAIDE SA 5000
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ACN 091 247 166
ASX: KIL

The Entitlement Offer is fully underwritten by Aitken Murrery Capital Partners. The Entitlement Offer is sub-underwritten by two major shareholders, Samuel Terry Asset Management Pty Ltd as trustee for the Samuel Terry Absolute Return Active Fund and Washington H Soul Pattinson and Company Limited.

Additional information

Further details on the Entitlement Offer are set out in the Investor Presentation which was provided to the ASX on 29 March 2022 and will be provided in the Offer Information Booklet. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer.

Authorised for release by **The Board of Directors, Kiland Ltd**

Further enquiries:

For further enquiries on the Entitlement Offer you can call the Kiland Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday, or visit our website at <https://kilandooffer.thereachagency.com>.

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NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Not investment advice

This announcement does not constitute investment or financial product advice (nor tax, accounting or legal advice) nor any recommendation to acquire New Shares. Each person reviewing this announcement should make their own enquiries and investigations regarding all information in this announcement including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Kiland and the impact that different future outcomes might have on the Group. Information in this announcement is not intended to be relied upon as advice to investors or potential investors and has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction. Kiland is not licensed to provide financial product advice in respect of the New Shares. Cooling off rights do not apply to the acquisition of New Shares under the Entitlement Offer.

Forward-looking statements and forecasts

This announcement contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Kiland and certain plans and objectives of the management of Kiland.

This announcement contains certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "should", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance", "project", "forecast", "likely", "could", "target" or other similar words or expressions, and include statements in this announcement regarding certain plans, strategies and objectives of management of Kiland and indications of, and guidance or outlook on, expected financial performance or position, future earnings, distributions, the conduct and outcome of the Entitlement Offer and the use of proceeds. These forward-looking statements contained in this announcement involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Kiland, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Kiland. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19 and global economic environment and capital market conditions and other risk factors set.

You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this announcement speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. The forward looking statements contained in this announcement are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Group. Refer to the key risks in Appendix A of the Investor Presentation lodged concurrently with this announcement for a non-exhaustive summary of certain key business, offer and general risk factors that may affect the Group.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward looking statement by any person (including Kiland or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward looking statements in this announcement will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward looking statements and the assumptions on which those statements are based. Except as required by law or regulation (including the ASX Listing Rules), Kiland disclaims any obligation or undertaking to update forward looking statements in this announcement to reflect any changes in expectations in relation to any forward looking statement or change in events, circumstances or conditions on which any statement is based.

5 Additional information

5.1 Date of this Information Booklet

This Information Booklet is dated 5 April 2022. Subject to the following paragraph, statements in this Information Booklet are made only as of the date of this Information Booklet unless otherwise stated and the information in this Information Booklet remains subject to change without notice. Kiland is not responsible for updating this Information Booklet.

The ASX announcements and Investor Presentation set out in section 4 of this Information Booklet are current as at the date on which they were released. There may be additional announcements that are made by Kiland (including after the date of this Information Booklet) that may be relevant to your consideration of whether to take up your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Kiland to the ASX before submitting an Application.

5.2 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders on the Record Date who:

- (a) are registered as holders of Existing Shares as at 7:00pm (Sydney time);
- (b) have a registered address in Australia or New Zealand as noted on Kiland's share register or are a Shareholder that Kiland has otherwise determined is eligible to participate in the Retail Entitlement Offer;
- (c) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (to the extent such person holds Existing Shares for the account or benefit of such person in the United States);
- (d) were not invited to participate in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer (other than as nominee or custodian, in each case in respect of other underlying holdings); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY® or direct transfer, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Kiland has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand, but reserves its right to do so (subject to compliance with relevant laws).

5.3 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares. The rights attaching to the New Shares are set out in Kiland's constitution and are regulated by the Corporations Act, Listing Rules and general law.

5.4 Allotment, trading and quotation

Kiland has applied for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, Kiland will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on 9 May 2022. Application Monies will be held by Kiland on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

Subject to approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on 10 May 2022.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. Kiland and the Underwriter disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by Kiland or the Share Registry or otherwise.

5.5 Reconciliation

In any entitlement offer, investors may believe that they own more Existing Shares on the record date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.

Kiland may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Kiland also reserves the right to reduce the Entitlement or the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees/custodians fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

5.6 Underwriting

The Entitlement Offer is fully underwritten by the Underwriter. It is sub-underwritten by Samuel Terry Asset Management Pty Ltd in its capacity as trustee of the Samuel Terry Absolute Return Active Fund (**STAM**) and Washington H Soul Pattinson and Company Limited (**WHSP**).

Kiland and the Underwriter have entered into an Underwriting Agreement. As is customary with these types of arrangements:

- (a) Kiland and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer;
- (b) Kiland has agreed, subject to certain carve-outs, to indemnify the Underwriter, its related bodies corporate, and its respective directors, officers, employees, agents, advisors and contractors against any allegation, debt, cause of action, liability, claim, proceeding, suit or demand of any nature howsoever and wherever arising and whether present or future, fixed or unascertained, actual or contingent whether at law, in equity, under statute or otherwise, arising out of or in connection with the Entitlement Offer, the Offer Materials or the appointment of the Underwriter;
- (c) the Underwriter may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including (but not limited to) where:

- (i) Kiland ceases to be admitted to the official list of the ASX or its Shares cease trading or are suspended from official quotation or cease to be quoted on ASX (other than with the written consent of the Underwriter) or ASX makes an indication that it will not grant permission for the official quotation of New Shares;
- (ii) there is a general moratorium on commercial banking activities in certain jurisdictions or a suspension or material limitation in trading in securities on certain securities exchanges;
- (iii) there is an escalation in major hostilities involving Australia, New Zealand, the United States and/or the United Kingdom or national emergency declared, or a major terrorist attack is perpetrated anywhere in the world;
- (iv) there are certain delays in the timetable for the Entitlement Offer without the Underwriter's consent;
- (v) a statement contained in the offer materials (including but not limited to this Information Booklet and all ASX announcements made in connection with the Entitlement Offer) is or becomes misleading or deceptive, or likely to mislead or deceive, or a material matter required to be included is omitted;
- (vi) Kiland withdraws all or part of the Entitlement Offer; or
- (vii) Kiland or a Kiland group member becomes insolvent or involved in legal proceedings against Kiland, any other group member or director of Kiland;
- (d) the Underwriter will receive an underwriting fee of 2.4% and a management fee of 0.8% of the gross proceeds of the Entitlement Offer; and
- (e) the Underwriter may appoint sub-underwriters in its absolute discretion and on whatever terms it thinks fit, provided that any fees payable to sub-underwriters are paid by the Underwriter, and any sub-underwriter is an Institutional Investor.

The Underwriter will also be reimbursed for certain expenses.

STAM and WHSP have agreed to sub-underwrite any shortfall arising from the Entitlement Offer, up to the value of approximately \$14.4 million, in addition to taking up each of their full pro-rata entitlements in the Institutional Entitlement Offer.

As at the date of this Information Booklet, STAM holds 34.4% and WHSP holds 16.5% of the issued share capital in Kiland. The potential effect of the issue of New Shares to STAM and WHSP as sub-underwriters is dependent in part on the number of New Shares allocated under any shortfall. If there is a shortfall, and STAM and WHSP are required to subscribe for the full amount under their sub-underwriting arrangements, then STAM may be in a position to hold up to 47.9% of Kiland's issued capital and WHSP may be in a position to hold up to 22.1% of Kiland's issued capital.

Neither the Underwriter nor any of their respective related bodies corporate and affiliates, nor any of its directors, officers, partners, employees, representatives, agents or advisers (**Underwriter Parties**) have authorised or caused the issue of the Information Booklet and they do not take responsibility for any statements made in this Information Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, each Underwriter Party excludes and disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties make any representations or warranties as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

5.7 Continuous Disclosure

Kiland is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

Kiland is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Kiland has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Kiland Shares. That information is available to the public from ASX and can be accessed at www.asx.com.au. Some documents are required to be lodged with ASIC in relation to Kiland. These documents may be obtained from, or inspected at, an ASIC office.

5.8 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

5.9 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

5.10 Not investment advice

This Information Booklet and the accompanying Entitlement and Acceptance Form is for information purposes only, is not a prospectus, disclosure document or other offering document under the Corporations Act or any other law and has not been lodged with ASIC. It is also not financial product or investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Information Booklet should not be considered comprehensive and Kiland is not licensed to provide financial product advice in respect of the New Shares. The information contained in this Information Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Kiland's other periodic statements and continuous disclosure announcements lodged with ASX. Before making an investment decision, you should consider the appropriateness of the information in this Information Booklet having regard to your own objectives, financial situation and needs and seek legal and taxation advice appropriate to your jurisdiction. If you have any questions about whether you should participate in the Entitlement Offer, you should seek professional financial advice before making any investment decision.

5.11 Governing law

This Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

5.12 Withdrawal of the Entitlement Offer

Kiland reserves the right to withdraw all or part of the Entitlement Offer and this Information Booklet at any time, subject to applicable laws, in which case Kiland will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Kiland may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Kiland will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Kiland.

5.13 Privacy

As a shareholder, Kiland and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Kiland and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Kiland and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Kiland share register for ongoing administration of that register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

5.14 Ineligible Shareholders

All Shareholders who do not satisfy the criteria to be Eligible Retail Shareholders or Eligible Institutional Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless Kiland otherwise determines.

The restrictions upon eligibility to participate in the Entitlement Offer arise because Kiland has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the number of non-residents in Australia and New Zealand on the Kiland register, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located in relation to the Entitlement Offer.

Kiland, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. Kiland, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder, Eligible Institutional Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, Kiland disclaims all liability in respect of such determination.

Kiland has appointed a nominee approved by ASIC under section 615 of the Act to seek to sell or procure buyers for New Shares that would otherwise have been offered to Ineligible Retail Shareholders. Kiland will distribute to Ineligible Retail Shareholders their proportion of any net proceeds of the sale of those New Shares (after deducting payment of the Offer Price to Kiland). Ineligible Retail Shareholders should note that neither of Kiland or the nominee is acting as their agent and that there is no guarantee that any net proceeds will be realised from the sale of New Shares. Accordingly, while Ineligible Shareholders will not receive any payment or value as a result of the issue of any of those New Shares they would have been entitled to subscribe for had they been eligible to participate in the Entitlement Offer, they may receive a payment if the nominee can sell or procure the sale of those New Shares at a premium to the Offer Price.

6 Australian taxation consequences

Below is a general guide to the Australian income tax, goods and services tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders that hold their New Shares or additional New Shares acquired under the Top Up Facility on capital account. In addition, the guide below applies only to Eligible Retail Shareholders who are Australian resident individuals, companies or complying superannuation entities who do not calculate gains and losses from Shares under the taxation of financial arrangement provisions.

The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Retail Entitlement Offer and is intended as a general guide to the Australian tax implications. Eligible Retail Shareholders should seek advice from an appropriately qualified professional advisor in relation to the tax implications of the Retail Entitlement Offer based on their own individual circumstances.

The comments below are based on the Australian tax law as it applies as at 9.00am (Sydney time) on 28 March 2022. Other than as expressly discussed, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time unless otherwise specified. The comments also do not take into account tax legislation of any country other than Australia.

6.1 Issue of Entitlement

The issue of the Entitlement will not in itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

6.2 Exercise of Entitlement and applying for additional New Shares

An Eligible Retail Shareholder will not derive any assessable income, or make any capital gain or capital loss at the time of exercising their Entitlement under the Retail Entitlement Offer or acquiring additional New Shares under the Top Up Facility.

For Australian capital gains tax (**CGT**) purposes, New Shares will be taken to have been acquired on the day that an Eligible Retail Shareholder exercises their Entitlement and additional New Shares will be taken to have been acquired on the date the additional New Shares were issued to the Eligible Retail Shareholder. The cost base of each New Share and additional New Share will be equal to the Offer Price payable for each New Share and additional New Share respectively (plus any non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring the New Shares and additional New Shares).

6.3 Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions set out above, then that Entitlement will lapse and the Eligible Retail Shareholder will not receive any consideration for their Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

6.4 Taxation in respect of dividends on New Shares

Where dividends on a New Share are paid by Kiland, those dividends will constitute assessable income of an Australian tax resident Eligible Retail Shareholder.

An Australian tax resident Eligible Retail Shareholder who is an individual or complying superannuation entity should include the dividend in their assessable income in the year the dividend is paid, together with any franking credit attached to that dividend. Such Eligible Retail Shareholder should be entitled to a tax offset equal to the franking credit attached to the dividend subject to being a 'qualified person' (refer to comments below). The tax offset can be applied to reduce the tax payable on the Eligible Retail Shareholder's taxable income. Where the tax offset exceeds the tax payable on the Eligible Retail Shareholder's taxable income, such Eligible Retail Shareholder should be entitled to a refund of the excess franking offsets.

An Eligible Retail Shareholder who is a trustee of an Australian trust should also include the dividend in trust net income in the year the dividend is paid, together with any franking credit attached to that dividend. If such Eligible Retail Shareholder makes an Australian resident beneficiary presently entitled to the net income of the trust comprising franked or unfranked income, the tax consequences to that beneficiary will depend on the tax profile of that beneficiary, eg whether the beneficiary is an Australian tax resident individual, company or complying superannuation entity, or a non-resident, as discussed elsewhere in this section.

A corporate Eligible Retail Shareholder is also required to include both the dividend and the associated franking credit as assessable income. A tax offset is then available up to the amount of the franking credit on the dividend. Excess franking credits received cannot give rise to a refund, but may be able to be converted into carry forward tax losses

Where a dividend paid by Kiland is unfranked, the Eligible Retail Shareholder will be required to include the unfranked amount in their assessable income and there will be no franking offset entitlement.

The tax outcomes described above do not apply in the case of an Eligible Retail Shareholder who is not a tax resident of Australia. Non-resident shareholders will need to separately consider the tax implications of receiving dividends, franked or unfranked, on the New Shares.

6.5 New Shares and additional New Shares held at risk

The benefit of franking credits can be denied where an Eligible Retail Shareholder is not a 'qualified person' in which case the Eligible Retail Shareholder will not be able to include an amount for the franking credits in their assessable income and will not be entitled to a tax offset.

Broadly, to be a qualified person, an Eligible Retail Shareholder must satisfy the holding period rule and, if necessary, the related payment rule. The holding period rule requires an Eligible Retail Shareholder to hold the New Shares and additional New Shares 'at risk' for at least 45 days during the qualification period – starting from the day after acquisition of the shares and ending 45 days after the share becomes ex-dividend. The holding period rule only need to be satisfied once in respect of a particular share.

The dates the New Shares and additional New Shares are acquired and disposed of are ignored for the purposes of determining the 45 day period. In determining the length of time for which a particular share has been held the holding period rule applies on a 'last in, first out basis. Any day on which an Eligible Retail Shareholder has a materially diminished risk of loss or opportunity for gain in respect of the New Shares or additional New Shares (e.g. entering into a contract to sell the New Shares or additional New Shares) will not be counted as a day on which the Eligible Retail Shareholder held the New Shares or additional New Shares 'at risk'.

This holding period rule is subject to certain exceptions, including where the total franking offsets of an individual in a year of income do not exceed A\$5,000.

The related payment rule applies where the Eligible Retail Shareholder has made, or is under an obligation to make, a payment that passes on the benefit of a dividend paid by Kiland to another party. For each such dividend, the related payment rule requires the Eligible Retail Shareholder to have held the New Shares and additional New Shares at risk for a period commencing on the 45th day before, and ending on the 45th day after, the day the New Shares and additional New Shares become ex-dividend in respect of that dividend. Practically, this should not impact Eligible Retail Shareholders who continue to hold New Shares and additional New Shares and also do not pass the benefit of the dividend to another person. Eligible Retail Shareholders should obtain their own tax advice to determine if these requirements have been satisfied.

A specific integrity rule prevents taxpayers from obtaining a tax benefit from additional franking credits where dividends are received as a result of "dividend washing". That is, selling shares on an ex-dividend basis (retaining the dividend entitlement) and then repurchasing the same parcel of shares on a cum-dividend basis. Eligible Retail Shareholders should consider the impact of this measure given their own personal circumstances.

6.6 Disposal of New Shares or additional New Shares

The disposal of New Shares or additional New Shares will constitute a disposal for CGT purposes.

On disposal of New Shares or additional New Shares, an Eligible Retail Shareholder will make a capital gain if the capital proceeds received on disposal exceed the total cost base of the New Shares or additional New Shares. An Eligible Retail Shareholder will make a capital loss if the capital proceeds are less than the total reduced cost base of the New Shares or additional New Shares.

Eligible Retail Shareholders that are Australian tax resident individuals, trustees or complying superannuation entities and that have held their New Shares or additional New Shares for 12 months or more (excluding the date of acquisition and the date of disposal) at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses) on disposal of these New Shares or additional New Shares. The CGT discount factor is 50% for individuals and resident trustees, and 33.33% for complying superannuation entities.

For the purpose of determining whether the New Shares have been held for 12 months or more (excluding the date of acquisition and the date of disposal), Eligible Retail Shareholders will be taken to have acquired them when they exercise their Entitlement under the Retail Entitlement Offer. For the purpose of determining whether the additional New Shares acquired under the Top Up Facility have been held for 12 months or more (excluding the date of acquisition and the date of disposal), Eligible Retail Shareholders will be taken to have acquired them at the date the additional New Shares were issued.

Eligible Retail Shareholders that make a capital loss can only use that loss to offset other capital gains from other sources i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, provided certain loss utilisation tests are satisfied.

The CGT outcomes described above do not apply in the case of an Eligible Retail Shareholder who is not a tax resident of Australia. Such non-resident Eligible Retail Shareholders must separately consider the tax implications of their disposal of the New Shares.

6.7 GST

The taking up of the New Shares and additional New Shares will be classified as a “financial supply” for Australian GST purposes. Accordingly, Australian GST will not be payable in respect of amounts paid for the acquisition of the New Shares or additional New Shares. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares or additional New Shares acquired under the Top Up Facility.

6.8 Stamp duty

Stamp duty will not be payable in respect of the taking up of New Shares or additional New Shares on the assumption no shareholder and associated person will hold an interest of 90% or more in Kiland.

7 Definitions

Applicant means an Eligible Retail Shareholder who has submitted a valid Application.

Application means the arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form or online at <https://kilandooffer.thereachagency.com>.

Application Monies means the aggregate amount payable for the New Shares applied for through BPAY® or direct transfer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the securities exchange operated by it on which Shares are quoted.

Closing Date means the day the Retail Entitlement Offer closes, expected to be 5.00pm (Sydney time) on 2 May 2022.

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

Eligible Institutional Shareholder means, an Institutional Shareholder on the Record Date to whom each of the Underwriter determine in their discretion:

- (a) is eligible to participate in the Institutional Entitlement Offer; and
- (b) successfully receives an invitation from the Underwriter on behalf of Kiland to participate in the Institutional Entitlement Offer (either directly or through a nominee),

(and who, for the avoidance of doubt, is not an excluded institutional shareholder under the Underwriting Agreement).

Eligible Retail Shareholder has the meaning given in section 5.2 of this Information Booklet.

Eligible Shareholders means Eligible Institutional Shareholders and Eligible Retail Shareholders.

Entitlement means the right to subscribe for 7 New Shares for every 11 Existing Shares held by Eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form that will accompany this Information Booklet when it is despatched to Eligible Retail Shareholders.

Entitlement Offer means the Institutional Entitlement Offer and the Retail Entitlement Offer.

Existing Shares means the Shares already on issue on the Record Date.

GST means goods and services tax.

Ineligible Institutional Shareholder means an Institutional Shareholder who is not an Eligible Institutional Shareholder.

Ineligible Retail Shareholder means a Shareholder who is not an Eligible Retail Shareholder, Eligible Institutional Shareholder or Ineligible Institutional Shareholder.

Ineligible Shareholders means Ineligible Institutional Shareholders and Ineligible Retail Shareholders

Information Booklet means this document.

Institutional Entitlement Offer means the accelerated non-renounceable pro rata entitlement offer to Eligible Institutional Shareholders.

Institutional Investor means a person:

- (a) in Australia, to whom an offer of securities in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an "exempt investor" as defined in section 9A(5) of the Corporations Act (as inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84); or
- (b) in selected jurisdictions outside Australia, to whom an offer of New Shares may lawfully be made without registration, lodgement, filing or approval in accordance with the laws of that foreign jurisdiction (except to the extent to which Kiland is willing to comply with such requirements).

Institutional Shareholder means a Shareholder who is an Institutional Investor.

Investor Presentation means the presentation to investors released to the ASX on 29 March 2022, incorporated in section 4 of this Information Booklet.

Listing Rules means the official listing rules of ASX.

New Shares means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Retail Entitlement Offer issued under the Top Up Facility or to the Underwriter or any sub-underwriters.

Offer Price means A\$1.10 per New Share.

Kiland or Company means Kiland Ltd (ACN 091 247 166).

Record Date means 7.00pm (Sydney time) on 31 March 2022.

Retail Entitlement Offer means the pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for 7 New Shares for every 11 Shares of which the Shareholder is the registered holder on the Record Date, at an Offer Price of A\$1.10 per New Share pursuant to this Information Booklet.

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

Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

Shareholder means a holder of Shares.

Sub-underwriters means STAM and WSHP.

STAM means Samuel Terry Asset Management Pty Ltd (ACN 108 611 785) in its capacity as trustee of the Samuel Terry Absolute Return Active Fund.

TERP means the theoretical ex-rights price at which Kiland shares should trade immediately after the ex-date of the Entitlement Offer.

Timetable means the indicative table set out in the 'Key dates' section of this Information Booklet.

Top Up Facility means the facility described in section 3.4 of this Information Booklet under which Eligible Retail Shareholders may apply for New Shares in excess of their Entitlement in respect of the shortfall from the Retail Entitlement Offer.

Underwriter means Aitken Murray Capital Partners Pty Ltd (ACN 169 972 436).

Underwriting Agreement means the underwriting agreement dated 29 March 2022 between Kiland and the Underwriter.

US Securities Act means the US Securities Act of 1933, as amended.

WHSP means Washington H Soul Pattinson and Company Limited (ACN 000 002 728).

Company

Kiland Ltd
ACN 091 247 166
Unit 3B Level 3
60 Hindmarsh Square
Adelaide SA 5000

kiland.com.au

Underwriter

Aitken Murray Capital Partners Pty Ltd
ACN 169 972 436
Level 3, 87-95 Pitt Street
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
Level 5 115 Grenfell Street
Adelaide SA 5000

Legal Adviser

Allens
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126 Phillip Street, Sydney NSW 2000

Kiland Entitlement Offer Information Line and Website

Australia: 1300 850 505
International: +61 3 9415 4000
Open 8.30am to 5.00pm (Sydney time) Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (Sydney time) on 2 May 2022

<https://kilandooffer.thereachagency.com>