

KINGSTON RESOURCES LIMITED

ASX:KSN

ACN 009 148 529

4 November 2014
Company Announcements Office
Australian Securities Exchange

LODGEMENT OF RIGHTS ISSUE PROSPECTUS

Kingston Resources Limited ("Company") is pleased to announce the details of a Prospectus lodged with ASIC today for a renounceable pro rata offer of three (3) New Shares for every five (5) Shares held by Shareholders registered at 5.00pm Perth time on the Record Date at an issue price of 1.4 cents per New Share to raise up to approximately \$754,159.

The Offer opens on 13 November 2014 and closes at 5.00pm Perth time on 9 December 2014. Valid Applications must be received by the Closing Date.

INDICATIVE TIMETABLE

The following are indicative dates in respect of the Offer:

Event	Date
Announcement of Offer	4 November 2014
Prospectus lodged with ASIC and ASX (Appendix 3B lodged with ASX)	4 November 2014
Notice of Offer sent to Shareholders	6 November 2014
Ex-date (date from which Shares begin trading without the Rights to participate in the Offer)	7 November 2014
Rights trading commences	7 November 2014
Record Date (to identify Shareholders entitled to participate in the Offer)	11 November 2014
Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders	13 November 2014
Offer opens (Opening Date)	13 November 2014
Rights trading ends	2 December 2014
New Shares quoted on a deferred settlement basis	3 December 2014
Last day to extend the Closing Date	4 December 2014
Offer closes (Closing Date)*	9 December 2014
Notice to ASX of Shortfall	12 December 2014
New Shares issued	16 December 2014
Quotation of New Shares on ASX commences	17 December 2014

* The above dates are indicative only and may be subject to change. The Directors may vary these dates subject to any applicable requirements of the *Corporations Act* or the Listing Rules. The Directors may extend the Closing Date by giving at least three Business Days' notice to ASX before the Closing Date.

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An Appendix 3B New Issue Announcement is attached in relation to the securities to be offered under the Prospectus.

Yours Faithfully
Kingston Resources Limited

Mathew Whyte
Company Secretary

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

KINGSTON RESOURCES LIMITED

ABN

44 009 148 529

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 53,868,497 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid Ordinary Shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
5	Issue price or consideration	<p>\$0.014 per share</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Fund exploration activity, general working capital and Costs of the Offer</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes.</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>31/11/2014</p>
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	<p>N/A</p>
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	<p>N/A</p>

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 - 13,467,124 shares Rule 7.1A - 8,978,082 shares	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	16 December 2014	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number Ordinary Shares 103,307,665 Options 10,302,500	+Class KSN KSNO

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Ordinary Shares 40,341,660 Options 6,000,000 15,400,000	KSNAME KSNAO KSNAQ
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Renounceable
13 Ratio in which the +securities will be offered	3 New Shares for 5 Shares held at Record Date
14 +Class of +securities to which the offer relates	KSN - Fully paid Ordinary Shares
15 +Record date to determine entitlements	11 November 2014
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17 Policy for deciding entitlements in relation to fractions	Rounding up to the nearest whole Share
18 Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Australia and New Zealand (refer section 2.3 of Prospectus dated 4/11/2014)
19 Closing date for receipt of acceptances or renunciations	9 December 2014

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 November 2014
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	4 November 2014
28	Date rights trading will begin (if applicable)	7 November 2014
29	Date rights trading will end (if applicable)	2 December 2014
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	To sell all their Rights Security Holders need to complete the section "Instructions to your Stockbroker" on the Entitlement and Acceptance Form and forward to their stockbroker with sufficient time to sell the Rights before the last day of Rights Trading. (Refer Section 3.7 (a) of the Prospectus dated 4/11/2014)
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a	To sell part of the balance of their Rights Security Holders need to complete the

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

broker and accept for the balance?

Entitlement and Acceptance Form for the number of New Shares they wish to apply for and forward it together with their payment to their stockbroker with sufficient time to sell the Rights before the last day of Rights Trading. Their stockbroker will then lodge their acceptance and cheque with the Share Registry (Refer Section 3.7 (a) of the Prospectus dated 4/11/2014)

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

Security holders may transfer all or part of their Rights to another person provided that the purchaser is not an Excluded Shareholder or would not be an Excluded Shareholder if the purchaser was the registered holder of Shares.

If they wish to transfer some or all of their Rights to another person other than on the ASX, complete a standard renunciation and acceptance form (which can be obtained from the Share Registry or your stockbroker). This form must be completed by them (as seller) and by the purchaser in accordance with the instructions on the form. The completed form must be lodged with the Share Registry (see Section 3.5 of Prospectus) by the Closing Date together with the completed Entitlement and Acceptance Form and a cheque for the Application Monies (from the purchaser). (Refer section 3.7(b) of Prospectus dated 4 November 2014).

33 ⁺Despatch date

16 December 2014

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

To be provided.

- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

To be provided.

- 37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 4/11/2014
(Company secretary)

Print name: Mathew Whyte

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	82,355,828
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7,425,000
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A
“A”	89,780,828

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	13,467,124
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	0
"C"	0
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	13,467,124
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total ["A" x 0.15] – "C"	13,467,124 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	89,780,828
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	8,978,083
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	8,978,083
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	8,978,083 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.