



PRE – QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of CHESS Depositary Interests (**CDIs**) over fully paid ordinary shares (**Shares**) in Kincora Copper Limited (ARBN 645 457 763, British Columbia company incorporation number C0694911) (**Company**). One Share is equivalent to one CDI.

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by the Company with the Australian Securities and Investments Commission (**ASIC**) on 1 March 2021.

1. Close of offer

The initial public offering of 40,000,000 to 50,000,000 CDIs at an offer price of A\$0.20 per CDI to raise between A\$8,000,000 and A\$10,000,000 closed on 19 March 2021 (**Offer**).

The offer raised A\$10,000,000 and the issue of 50,000,000 CDIs under the Offer was completed on 26 March 2021.

There are no other issues of any unquoted securities that had not been issued prior to the application for admission but to be issued prior to the commencement of official quotation.

2. Dispatch date

The Company's share registry despatched CHESS holding statements and allotment confirmation advices on 29 March 2021.

3. Restricted securities and escrow

The Company confirms that none of the CDIs pursuant to the Offer or other securities will be classified by ASX as restricted securities as at the date of quotation.

The number of securities subject to voluntary escrow and the escrow period applied to those securities is as follows:

Class of security	Number of securities	Escrow period
Common shares	4,983,333	Voluntary lock up of 12 months from 27 March 2020 to 27 March 2021, extended on its terms.

The common shares above held by RareX are proposed to remain in contractual escrow under their current terms until the exploration licences which were acquired from RareX (Company acquired at least a 51% ownership interest in such licences) are re-registered in the name of the Company as the legal owner on the relevant Government registers.

As described in Section 10.6 of the Prospectus, Morgans Corporate Limited and Bridge Street Partners Pty Ltd are entitled to receive options in connection with the Offer (**Lead Manager Options**). The Lead Manager Options will not be issued until the Company has adopted the provisions of Listing Rule 15.12 into its Articles of Association. The Lead Manager Options will be subject to a 24-month escrow from the date the CDIs are quoted on the ASX.

4. Capital structure

The Company's current capital structure at the date of admission is as follows:

Class of security	Number of securities
Shares / CDIs	120,712,026
Options (see summary below)	6,672,153
Warrants (see summary below)	38,602,283

Options summary

Exercise Price (C\$)	Expiry Date	Number of securities
\$1.58	13-Sep-21	200,007
\$1.13	13-Sep-21	200,006
\$0.33	27-Sep-21	2,181,625
\$0.75	27-Sep-22	1,090,728
\$0.33	30-Apr-22	118,810
\$0.75	30-Apr-23	118,810
\$0.26	30-Apr-23	757,661
\$0.48	8-Jan-24*	2,004,506
Total		6,672,153

*The options issued on 8 Jan 2021 with an expiry date of 8 Jan 2024 are exercisable at C\$0.445 per share within the first two-year period and C\$0.48 per share in the final third year.

Warrants summary

Exercise Price (C\$)	Expiry Date	Number of securities
\$0.75	11-Jun-21	15,264,321
\$0.75	2-Aug-21	5,574,000
\$0.75	26-Aug-22	17,763,962
TOTAL		38,602,283

5. Waivers granted by ASX

ASX has granted the Company the following waivers.

Timely quotation of securities

- A waiver from Listing Rules 1.1, condition 6 and 2.4 to permit the Company to only apply for quotation of such Shares that are represented by CDIs, and Listing Rule 2.8 to allow the Company to apply for ongoing quotation of CDIs on a monthly basis.

Reporting requirements

- A waiver from Listing Rules 4.2A and 4.2B to permit the Company not to lodge a half-year financial report subject to standard market conditions.



- A waiver from Listing Rules 5.3 and 5.5 to permit the Company not to lodge a Quarterly Activity Report and Appendix 5B subject to standard market conditions.
- A waiver from Listing Rule 4.10.9 to allow the Company to not include details of the 20 largest holders of its quoted securities in its annual report.

Articles

- The Company's Articles will be amended to include ASX provisions regarding restricted securities at a shareholder meeting of the Company called after it is admitted to the Official List and prior to the issue of the Lead Manager Options. A waiver from Listing Rule 1.1 Condition 2 subject to standard market conditions.

Meetings

- A waiver from Listing Rule 6.10.3 to permit the Company to set the "specified time" for determining whether a shareholder is entitled to vote at a shareholder meeting in accordance with Canadian law (the Company's home jurisdiction).
- A waiver from Listing Rule 14.2.1 to allow the Company to not provide the ability for holders of CDIs to vote against resolutions relating to election of a director or appointment of an auditor in its proxy form.
- A waiver from Listing Rule 14.3 to enable the Company to comply with the requirements of Canadian securities laws and British Columbia corporate law for the nomination of directors

Market announcements

- A waiver from Listing Rule 15.7 to permit the Company to provide announcements simultaneously to both ASX and TSX-V subject to standard market conditions.

Options

- A waiver from Listing Rules 6.16, 6.19 6.20, 6.21, 6.22, 6.23.3 and 6.23.4 to permit the Company to have existing on-foot options on issue following completion of the IPO with terms inconsistent with the Listing Rules, subject to the Company undertaking not to issue any further options under the existing Share Option Plan.

Termination benefits

- A waiver from Listing Rule 10.18 to permit the Company to, upon a change in control, pay termination benefits to the Company's employees pursuant to the terms of the Company's existing employment contracts.

Issue of shares to directors

- A waiver from Listing Rule 10.14 to permit the Company's directors to participate in future security placements without seeking shareholder approval for such participation, subject to the Company complying with the requirements imposed by its home exchange (the TSX-V).

6. Conversion

The Company confirms that no conversion has been completed in respect of Warrants or Options.

7. Bookbuild

The Company provides the following information in relation to the institutional bookbuild undertaken for the Offer (**Bookbuild**):

- the number of CDIs allocated under the institutional bookbuild was 24,921,000 CDIs at a price of A\$0.20 per CDI;
- no concessionary fees or other arrangements have been entered into which have had the result that the effective transfer price paid by some allottees under the Bookbuild differ to the Bookbuild price of A\$0.20 per CDI;
- no arrangements have been entered into which have had the result that some allottees under the Bookbuild received a material benefit for agreeing to participate in the bookbuild at the Bookbuild price of A\$0.20 per CDI and which have not been received by other allottees;
- no arrangements have been entered into with associates of the Company or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild; and
- LIM Advisors, being an existing substantial shareholder of the Company, acquired 7,000,000 CDI's in the offering at the same price as all other investors.

8. Updated Pro-forma Statement of Financial Position

An updated pro-forma statement of financial position based on the actual amount of funds raised under the Prospectus (\$10,000,000) is set out below.

The pro forma historical statement of financial position of the company as at 30 June 2020 shows the consolidated historical statement of financial position as at 30 June 2020 (reviewed) and pro-forma adjustments as detailed in Section 4.1 of the Prospectus based upon a capital raising of \$10,000,000.

	Kincora Copper as at 30 June 2020	Pro-Forma adjustments (includes significant subsequent events)	Pro-Forma – as at 30 June 2020
	AUD\$ 000's	AUD\$ 000's	AUD\$ 000's
Current Assets			
Cash and cash equivalents	2,294	10,251	12,545
Receivables, prepaids and deposits	223	-	223
Total Current Assets	2,517	10,251	12,768
Non-Current Assets			
Equipment	103	-	103
Exploration and evaluation assets	54,546	(28,356)	26,190
Total Non-Current Assets	54,649	(28,356)	26,293
Total Assets	57,166	(18,105)	39,061
Current Liabilities			
Accounts payable	511	-	511
Total Current Liabilities	511	-	511
Total Liabilities	511	-	511
Net Assets	56,655	(18,105)	38,550
Equity			



Share Capital	184,661	13,701	198,362
Share -based payment reserve	11,555	1,836	13,391
Obligation to issue shares	105	(105)	-
Deficit/Accumulated losses	(139,666)	(33,537)	(173,203)
Total Equity	56,655	(18,105)	38,550

The Accompanying notes related to the Pro-forma Statement of Financial Position can be found at Section 4.1 and 4.2 of the Prospectus.

The Pro forma Statement of Financial Position is to be read in conjunction with the Investigating Accountant's Report as set out in Section 8 of the Prospectus.

9. Use of funds

The following table shows the Company's expected use of funds in the two-year period following Admission based on the actual amount of funds raised under the Prospectus (A\$10,000,000).

The Directors believe that the use of funds raised from the Offer will provide the Company with sufficient working capital to achieve the Company's stated objectives (as set out in the Prospectus).

Source of funds	\$
Existing cash reserves	3,500,000
NSW Co-operative funding grant	120,000
Funds raised from the Offer	10,000,000
Total	13,620,000

Allocation of Funds	\$
Exploration on Trundle Project – NSW	7,125,000
Exploration on Fairholme Project – NSW	1,905,000
Exploration on Northern Junee-Narromine Belt Projects - NSW	920,000
Project Generation, Mongolian & Other Projects	520,000
Administration and Working Capital	2,200,000
Legal, Accounting, Fundraising Costs	950,000
Total	13,620,000

10. Subscription rights

The Company advises that:

- The pro rata subscription right granted to the European Bank for Reconstruction and Development (EBRD) pursuant to a Subscription Agreement dated 21 September 2017 (as further described in Section 10.3 of the Prospectus) has lapsed as EBRD no longer holds at least 2.5% of the total issued common shares in the Company.



- (b) The pro rata subscription right granted LIM Asia Special Situations Master Fund Limited (**LIM Asia**) pursuant to a Subscription Agreement dated June 2019 (as further described in Section 10.4 of the Prospectus) has been varied by mutual agreement between the Company and LIM Asia, such that LIM Asia may participate in private placements at the Company's discretion but will no longer be entitled to participate in subsequent offerings of the Company's securities on a pro rata basis.

11. Regulatory matters

The Company's general corporate activities (aside from offering securities in Australia and ongoing obligations as a foreign registered company) are not regulated by the Corporations Act 2001 (Cth) and are instead regulated under the Business Corporations Act SBC 2002, c 57 (British Columbia) administered by the Registrar established under that Act. The Company's activities as a public company in Canada are primarily regulated by the Securities Act (British Columbia) and the British Columbia Securities Commission and, so long as the Company's securities are listed for trading on the TSX Venture Exchange, the rules and policies of the TSX Venture Exchange.

Authorised on behalf of the Kincora Copper Limited Board by Jonathan (Sam) Spring, Executive Director, President and Chief Executive Officer.

Media enquiries:

Please contact the Company on enquiries@kincoracopper.com