



19 November 2021

Notice is given that the Annual General Meeting ("AGM") of Kingston Resources Limited ("Kingston" or "the Company") will now be held on:

**Date:** Tuesday, 14 December 2021

**Time:** 11.00am (AEDT)

**Venue:** Virtual only, register in advance for this webinar here:

[https://us02web.zoom.us/webinar/register/WN\\_e8C4KOv9QNCBSLkG1iyS0A](https://us02web.zoom.us/webinar/register/WN_e8C4KOv9QNCBSLkG1iyS0A)

Dear Shareholder,

Kingston Resources Limited (ASX: **KSN**) (**Kingston** or **the Company**) advises that the Company has today released an Addendum to the Notice of Annual General Meeting (**Addendum**) to **DEFER ITS AGM** until 11am (AEDT) Tuesday, 14 December 2021 and to and to propose two new Resolutions. The AGM will be held virtually via webcast.

On 18 November 2021, Kingston announced that it has entered into a binding agreement with US-based Quintana MH Holding Co. LLC (**Quintana**) to acquire a 100% interest in the Mineral Hill Mine (**Mineral Hill**), located in central NSW (the **Transaction**).

The Addendum serves to now include two new Resolutions in the AGM namely, Resolution 12 and Resolution 13 to:

- a) approve the proposed issue of shares to Quintana under the transaction terms summarised in the ASX announcement,
- b) ratify of the prior issue of placement shares associated with the transaction.

Further details on why the additional Resolutions (being Resolution 12 and Resolution 13) have been put forward can be found in today's ASX announcement which includes the Addendum and an Explanatory Statement for the new Resolutions.

As with the original Notice of Meeting and in accordance with the Treasury Laws Amendment (2021 Measures No.1) Act 2021, the Company will not be dispatching physical copies of the Addendum to Shareholders. The Addendum is available to Shareholders electronically and can be viewed and downloaded online from either the Company's website: <https://kingstonresources.com.au/investor-centre/asx-announcements/> or the Company's ASX market announcements page (ASX:KSN).

I look forward to your virtual attendance and the opportunity to engage with you at our 2021 AGM on **Tuesday, 14 December 2021 at 11am (AEDT)**.

Yours Faithfully,

Mick Wilkes  
Non-Exec Chair



ACN 009 148 529

## **AGM DEFERRED TO 14 DECEMBER 2021**

SUPPLEMENTARY DOCUMENT – PLEASE READ IN CONJUNCTION WITH NOTICE  
2021 ANNUAL GENERAL MEETING

### Supplementary Notice of Annual General Meeting

14 December 2021

**This is an important document. Please read it carefully.**

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

#### **IMPORTANT INFORMATION REGARDING COVID-19**

Due to current and potential COVID-19 restrictions the Annual General Meeting will be held by webcast only. This is to assist in compliance with Government regulations on gatherings and travel, and to ensure the health and safety of shareholders. Details on attending the Annual General Meeting will be available on the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au)

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The Annual General Meeting of the Company will be held virtually by webcast at 11 am (AEDT Time) on Tuesday, 14 December 2021.

# Kingston Resources Limited

## SUPPLEMENTARY NOTICE REGARDING 2021 ANNUAL GENERAL MEETING

**The 2021 Annual General Meeting is deferred until 11am (AEDT) Tuesday 14 December 2021.**

This Supplementary Notice is supplementary to the Notice of Annual General Meeting dated 25 October 2021. A copy of the Notice of Annual General Meeting can be found on the Company's ASX announcements page at <https://www2.asx.com.au/markets/trade-our-cash-market/announcements.ksn>.

The purpose of this Supplementary Notice is to defer the AGM until 11 am (AEDT) Tuesday, 14 December 2021, and propose two new resolutions. The AGM will be held virtually via webcast. The Supplementary Explanatory Statement to this Supplementary Notice provides additional information on the Additional Resolutions to be considered at the AGM. Also attached is a revised Proxy Form.

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00 pm (AEDT) on Sunday, 12 December 2021.

The terms and abbreviations used in this Supplementary Notice and Supplementary Explanatory Statement are defined in the attached Glossary.

### IMPORTANT INFORMATION REGARDING NOTICE OF MEETING

The contents of the Notice of Meeting dated 25 October 2021 remain true and correct, other than the date of the AGM. You are encouraged to read the Notice of Meeting in conjunction with this document.

### IMPORTANT: Virtual Meeting Only

There will not be physical attendance at the AGM. The AGM will be held virtually via a webinar conferencing facility. If you are a shareholder that wishes to attend and participate in the meeting, please **pre-register** in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_e8C4KOv9QNCBSLkG1iyS0A](https://us02web.zoom.us/webinar/register/WN_e8C4KOv9QNCBSLkG1iyS0A)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the meeting to the Company.

Questions must be submitted in writing to **info@kingstonresources.com.au** at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Shareholders are strongly encouraged to lodge a completed proxy form with the Company prior to the AGM in accordance with the instructions in the Supplementary Explanatory Statement to lodge their vote prior to the AGM.

### Voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the meeting** to avoid any delays on the day of the meeting.

### *How do I create an account with Automic?*

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### *I have an account with Automic, what are the next steps?*

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.

2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

## ADDITIONAL RESOLUTIONS

Below are the Additional Resolutions to be considered at the 2021 AGM. The two Additional Resolutions will be **Resolution 12** and **Resolution 13** on the Agenda.

### Resolution 12 – Ratification of Prior Issues of Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 70,000,000 fully paid ordinary Shares (Placement Shares) on terms and conditions all of which are described in the Supplementary Explanatory Statement which accompanies and forms part of this Supplementary Notice."*

### Resolution 13 – Approval to issue Consideration Shares to Quintana under Listing Rule 7.1

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 54,914,882 fully paid ordinary Shares (**Consideration Shares**) to Quintana MH Holding Co. LLC at an issue price of A\$0.20 per share, having an aggregate value of USD\$8,000,000, on the terms and conditions set out in the Supplementary Explanatory Statement which accompanies and forms part of this Supplementary Notice."*

### Supplementary Voting Exclusion Statement

The following voting exclusion statement applies to the Additional Resolutions under the Listing Rules or, where applicable, the provisions of the *Corporations Act*, to the following persons.

The Company will disregard any votes cast in favour of the following Additional Resolutions by or on behalf of:

- the following (named) person (or class of persons) excluded from voting; or
- an Associate of that person (or those persons):

| Resolution No. | Title                                                                         | Excluded Persons                                                                                                                                                                                                                   |
|----------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12             | Approval to ratify the prior issue of Placement Shares under Listing Rule 7.4 | Any person who participated in the issue of Placement Shares.                                                                                                                                                                      |
| 13             | Approval to issue Consideration Shares to Quintana under Listing Rule 7.1     | Any person or entity who is expected to participate in, or who will obtain a material benefit as a result of (except a benefit solely by reason of being a holder of ordinary securities in the Company) the Consideration Shares. |

However, this does not apply to a vote cast in favour of a resolution by:

1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to on the proxy or attorney to vote on the resolution in that way; or
2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
3. a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

- the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

The Chair of the meeting intends to vote available proxies in favour of the Additional Resolutions.

Dated this 19 November 2021

By Order of the Board

**Mick Wilkes**  
Non-Executive Chairman

## SUPPLEMENTARY EXPLANATORY STATEMENT

This Supplementary Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting (**AGM**) to be held virtually via webcast at 11 am (AEDT) on Tuesday, 14 December 2021.

The purpose of this Supplementary Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to vote to approve the Resolutions set out in the Supplementary Notice. The Directors recommend Shareholders read the Supplementary Notice and this Supplementary Explanatory Memorandum in full before making any decision in relation to the Resolutions. Shareholders should also read the Notice of Meeting in full.

If you are in any doubt about what to do in relation to the Additional Resolutions contemplated in this Supplementary Notice and Supplementary Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

### IMPORTANT: Attendance

There will not be physical attendance at the AGM. The AGM will be held virtually via a webinar conferencing facility. If you are a shareholder that wishes to attend and participate in the meeting, please register in advance to attend the meeting. Details on how to attend the meeting will be available on the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au). Shareholders are strongly encouraged to lodge a completed proxy form with the Company in accordance with the instructions in the Notice of Meeting to lodge their vote prior to the AGM. Shareholders will be able to ask questions and electronically record their vote at the AGM.

### IMPORTANT: Proxys

Attached to this Supplementary Explanatory Statement is an updated Proxy Form for the AGM. The updated Proxy Form is identical to the original Proxy Form attached to the Notice of Meeting, other than containing the two Additional Resolutions described in the Supplementary Notice. Below are instructions on what to do depending on whether you have lodged a Proxy Form prior to the date of the Supplementary Notice.

#### ***I have lodged a Proxy Form already, how do I vote for the Additional Resolutions via proxy?***

You will need to submit proxy voting again for ALL resolutions.

#### ***I have not yet lodged a Proxy Form?***

Please use replacement proxy form to vote.

#### ***What if I lodge the Proxy Form attached to the Notice of Meeting after the date of this Supplementary Notice?***

Votes cast for original resolutions will remain valid, and shareholder will be deemed to have abstained from additional resolutions.

#### ***What if I lodged the Proxy Form already, but don't lodge a Proxy Form in respect of the Additional Resolutions?***

Votes cast for original resolutions will remain valid, and no voting instruction will be recorded for the additional resolutions.

Full details of the Additional Resolutions are set out below.

### Proposed Acquisition– Background

On 18 November 2021, Kingston announced it had entered into a share purchase agreement to acquire 100% of the shares in Mineral Hill Pty Ltd ACN 626 082 255 (**Mineral Hill**) from Quintana MH Holding Co. LLC (the **Proposed Acquisition**), in exchange for US\$1m cash (**Cash Consideration**), US\$8m of consideration shares in Kingston (**Consideration Shares**), and up to US\$8m in deferred consideration payable as follows:

- US\$1.5m cash payment upon production of 15,000oz of gold
- US\$2.0m cash payment upon production of 22,500oz of gold
- US\$3.5m cash payment upon production of 30,000oz of gold
- US\$1.0m cash payment upon the earlier of production of 37,500oz of gold or the 31 December 2023

and a 2% NSR royalty grant in the Mineral Hill Gold Mine tenements near Condobolin, New South Wales (the **Project**).

In order to fund the Cash Consideration, transaction costs, environmental bond and future exploration and development at Mineral Hill and the Misima Gold Project, Kingston is undertaking the **Equity Raise**. The Equity Raise is a single tranche placement, utilising the Company's existing placement capacity under ASX Listing Rule 7.1 and 7.1A. Under the placement, Kingston intends to issue 70,000,000 ordinary shares (**Placement Shares**), at a price of A\$0.20 per share. In

conjunction with the Equity Raise, the Company intends to conduct a share purchase plan (SPP) to raise approximately \$4 million from existing Shareholders.

The Proposed Acquisition is conditional on:

1. The Minister approving the change of Control with respect to exploration licences held by Mineral Hill.
2. Kingston shareholder approval to issue Quintana the Consideration Shares.

On 26 November 2020, the Shareholders passed a resolution to add the Additional Placement Capacity. Following this resolution, Shareholders also ratified the issue of placement shares in December 2020 at the meeting of Shareholders on 29 January 2021, to refresh the placement capacity of Kingston. The Placement will be conducted wholly within Placement Capacity and Additional Placement Capacity of Kingston as approved by Shareholders in November 2020.

Kingston seeks shareholder approval under Listing Rule 7.4 (see **Resolution 12**) to ratify the issue of the Placement Shares in order to refresh Kingston's Placement Capacity and Additional Placement Capacity going forward. Importantly, although at the date of this Supplementary Notice and Supplementary Explanatory Statement, the Placement Shares have not been issued, the board expects that they will be issued by the date of the AGM. If, for whatever reason, the Placement Shares are not issued by the AGM date, Resolution 12 will not be voted upon.

Kingston also seeks shareholder approval under Listing Rule 7.1 (see **Resolution 13**) for the issue of the Consideration Shares to Quintana. The Consideration Shares will be issued at the same price as the Placement and will be subject to a 6 month escrow period.

Please read the following sections carefully.

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## **Resolution 12 – Approval to ratify the issue of Shares**

### **Background**

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid up ordinary securities it had an issue at the commencement of that period (**Placement Capacity**). Listing Rule 7.1A allows an certain entities (of which the Company is one), with approval of its shareholders, to issue an additional 10% of shares for 12 months from the date the resolution is passed by Shareholders (**Additional Placement Capacity**).

On 26 November 2020, the Shareholders of Kingston passed a resolution to add the Additional Placement Capacity. Following this resolution, Kingston shareholders also ratified the issue of placement shares in December 2020 at the meeting of shareholders on 29 January 2021, to refresh the placement capacity of Kingston.

The Company intends to utilise a portion of its placement capacity under Listing Rule 7.1 and 7.1A to issue 70,000,000 ordinary shares in November 2021 (**Placement Shares**).

Kingston seeks Shareholder approval to ratify the allotment and issue of the Placement Shares, at a price of A\$0.20 per Share, to raise approximately A\$14million, of which 41,554,019 Shares will be issued under Kingston's Placement Capacity under ASX Listing Rule 7.1 and 28,445,981 Shares will be issued under Kingston's Additional Placement Capacity under ASX Listing Rule 7.1A.

The Additional Placement Capacity voted for at the 2020 AGM will expire by the 2021 AGM date. As such, there is no practical benefit from the Company obtaining shareholder approval under Listing Rule 7.4 for Shares issued under the Additional Placement Capacity. Despite this, the Company is seeking shareholder approval for the entire amount of the Placement Shares, not just the Placement Shares being issued under Listing Rule 7.1.

### **Regulatory requirements**

Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval is treated as having been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A if the issue of Shares did not breach Listing Rules 7.1 and 7.1A and the Shareholders subsequently approve it.

Kingston is seeking Shareholder approval for the issue of the Placement Shares under Listing Rule 7.4, and for all other purposes, so as to refresh its Placement Capacity and Additional Placement Capacity under ASX Listing Rule 7.1 and 7.1A. Pursuant to Listing Rule 7.5, the information provided in relation to the issue of Placement Shares is set out below:

**Table 1**

| Placement Shares                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Names of the persons to whom shares will be issued | <p>Placement Shares will be issued to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares and to third parties in respect of fees as part of the capital raising announced by the Company on 18 November 2021.</p> <p>For the purpose of Listing Rule 7.5.1 the Company advises that the following Substantial Shareholders were allocated Placement Shares representing more than 1% of the Company's issued capital:<br/>Delphi Unternehmensberatung Aktiengesellschaft.</p>                             |
| Maximum number of shares to be issued and class    | <p>41,554,019 Shares utilising placement capacity under Listing Rule 7.1<br/>28,445,981 Shares utilising placement capacity under Listing Rule 7.1A</p> <p>The Placement Shares will rank equally in all respects with Kingston's existing Shares.</p>                                                                                                                                                                                                                                                                                                    |
| Are the securities fully paid ordinary shares?     | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| The date(s) of issue                               | <p>24 November 2021</p> <p><i>*Note: The exact date may differ from the date given above. As the Placement Shares are expected to be issued between the date of dispatch of this Supplementary Notice and the date of the AGM, the Board can only state an anticipate issue date at this time. The Board will update Shareholders in the event the Placement Shares are issued on a date different to the one stated above. The likely date of issue is 24 November 2021, but otherwise the shares will be issued within 3 months of the meeting.</i></p> |
| The price of issue                                 | A\$0.20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Purpose of issue                                   | <p>Fund the Cash Consideration component of the Proposed Acquisition, certain transaction costs relating to the Proposed Acquisition, fund environmental bonds associated with the Proposed Acquisition, fund the planned exploration and development program of the proposed acquisition project at Mineral Hill. Funds will also be utilised to advance feasibility studies and approvals programs at Kingston's Misima Gold Project in PNG, as well as for general working capital purposes.</p>                                                       |
| Material terms of the agreement                    | N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Voting exclusion statement                         | A voting exclusion statement is included in the Supplementary Notice.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

If Shareholder approval is **not** obtained for Resolution 12, then the Placement Shares will form part of Kingston's Placement Capacity and Additional Placement Capacity, which may result in Kingston being unable to raise additional capital to take advantage of opportunities and/or fund ongoing operations during the period in which Kingston's capacity will be limited. Without Shareholder approval for Resolution 12, the Company will not have any remaining Placement Capacity or Additional Placement Capacity during this period.

If Resolution 12 **is** passed, the issue of the Placement Shares will be ratified for the purposes of Listing Rules 7.1 and 7.1A and Kingston's placement capacity will be refreshed.

#### **Directors' Recommendation**

**The Directors recommend that Shareholders vote in favour of Resolution 12.**

The Chair intends to vote all valid and available, undirected proxies on, and in favour of Resolution 12.

## Resolution 13 – Approval to issue Consideration Shares

### Background

On 18 November 2021, Kingston announced it had entered into a share purchase agreement to acquire 100% of the shares in Mineral Hill Pty Ltd ACN 626 082 255 (**Mineral Hill**) from Quintana MH Holding Co. LLC (**Quintana**) (the **Proposed Acquisition**).

A portion of the Consideration payable for the Proposed Acquisition, is the issue of US\$8 million of consideration shares in Kingston to Quintana.

Kingston seeks Shareholder approval for the issue of 54,914,882 Shares (**Consideration Shares**) to Quintana, at a price of A\$0.20 per Consideration Share. The Consideration Shares will be subject to a 6 month escrow period.

### Regulatory requirements

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 25% of the fully paid ordinary securities it had on issue at the start of that period. However, an entity such as Kingston can seek approval from its members, by way of an ordinary resolution passed at a general meeting of members, to issue shares that will not form part of this cap. The effect of such approval is that the Consideration Shares will be approved by shareholders and not count towards the Placement Capacity or Additional Placement Capacity of Kingston for the purposes of ASX Listing Rules 7.1 and 7.1A.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

**Table 3**

| Consideration Shares                               |                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Names of the persons to whom shares will be issued | Quintana MH Holding Co. LLC                                                                                                                                                                                                                                                                                                                                                                                                   |
| Number of shares to be issued and class            | 54,914,882 ordinary Shares                                                                                                                                                                                                                                                                                                                                                                                                    |
| Are the securities fully paid ordinary shares?     | Yes                                                                                                                                                                                                                                                                                                                                                                                                                           |
| The date(s) of issue                               | At completion of the Proposed Acquisition which will be no later than three months after the date of the AGM, being 14 March 2022.                                                                                                                                                                                                                                                                                            |
| Consideration for the issue                        | The Consideration Shares will be issued at a value of \$0.20 per Share. The Company will acquire Mineral Hill and the Project in consideration for Kingston issuing the Consideration Shares and paying the Cash Consideration.                                                                                                                                                                                               |
| Purpose of Issue                                   | The acquisition of 100% of the securities of Mineral Hill, the owner of the Mineral Hill Gold Mine from Quintana MH Holding Co. LLC.                                                                                                                                                                                                                                                                                          |
| Other material terms of the agreement              | <p>The Proposed Acquisition is conditional on:</p> <ol style="list-style-type: none"><li>1. Kingston shareholder approval for the issue of the Consideration Shares</li><li>2. the Minister approving the change of Control with respect to exploration licences held by Mineral Hill.</li></ol> <p>For further detail on terms, please see the information provided under “Proposed Acquisition – Background” on page 4.</p> |
| Voting exclusion statement                         | A voting exclusion statement is included in the Supplementary Notice.                                                                                                                                                                                                                                                                                                                                                         |

If Shareholder approval is not obtained for Resolution 13, then:

1. The Consideration Shares will not be issued;
2. Kingston will not proceed with the Proposed Acquisition
3. Kingston may be required to pay a 'break fee' of A\$200,000 to Quintana.

If Shareholder Approval is obtained for Resolution 13 then the Consideration Shares will be issued to Quintana at completion of the Proposed Acquisition.

***Directors' Recommendation***

**The Directors recommend that Shareholders vote in favour of Resolution 13.**

The Chair intends to vote all valid and available, undirected proxies on, and in favour of, Resolution 13.

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## KINGSTON RESOURCES LIMITED

ACN 009 148 529

### Instructions for Completing 'Appointment of Proxy' Form

1. Any Proxy appointed pursuant to this part may attend the Annual General Meeting (**AGM**) virtually in the same manner that Shareholders can. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy.
2. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
3. A duly appointed proxy need not be a member of the Company. In the case of joint holders, both holders must sign.
4. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:
  - 4.1. 2 directors of the company;
  - 4.2. a director and a company secretary of the company; or
  - 4.3. for a proprietary company that has a sole director who is also the sole company secretary – that director.For the Company to rely on the assumptions set out in Section 129(5) and (6) of the *Corporations Act*, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who signs the document or witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
5. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as the Proxy Form.
7. You can direct your proxy how to vote on each Resolution by completing **STEP 2** on the Proxy Form.
8. If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on all Resolutions in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form). This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolutions 1 and 3-9 even though these Resolutions are connected with remuneration of a member of KMP. Resolution 1 is a Resolution in respect of which the Chairman of the meeting has an interest.

Votes cast by the Chairman on Resolution 1 other than as authorised proxy holder will be disregarded because of his interest in the outcome of the Resolution.

The Chairman intends to vote available proxies in favour of all Resolutions.
9. If you appoint a KMP other than the Chairman at **STEP 1**, and do not complete **STEP 2**, your vote will not be counted in respect of Resolution 1.
10. To vote by proxy:
  1. please complete and sign the enclosed Proxy Form, and deliver the Proxy Form:
    - (a) by hand to:  
Automic Group  
Level 5, 126 Phillip Street, Sydney NSW 2000; or
    - (b) by post to:  
Automic Group  
GPO Box 5193, Sydney NSW 2001;
  2. please lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the below instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'Meetings' –'Vote'.

To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## GLOSSARY

In this Notice of Meeting:

**\$** means Australian Dollars.

**Additional Placement Capacity** means the Company's ability under Listing Rule 7.1A to issue Equity Securities up to 10% of its issued share capital by way of placements over a 12-month period after the November 2020 Annual General Meeting.

**Additional Resolutions** means the resolutions contained in the Supplementary Notice (Resolution 12 and Resolution 13)

**AEDT** means Australian Eastern Daylight Time

**Agenda** means the Agenda under the Notice of Meeting, supplemented by the Supplementary Notice

**Associate** has the same meaning as in the *Corporations Act*.

**ASX** means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

**Board** or **Board of Directors** means the board of Directors of the Company.

**Chair** or **Chairman** means the person appointed the chair of the Meeting convened by this Notice.

**Company** or **Kingston** means Kingston Resources Limited ACN 009 148 529.

**Consideration Shares** means the Shares to be issued to Quintana in consideration for the acquisition of Mineral Hill Pty Ltd.

**Control** has the same meaning as in the *Corporations Act*.

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

**Director** means a director of the Company.

**Equity Raise** means, together the placement to institutional investors to raise approximately A\$14 million together with the share purchase plan to raise A\$4 million.

**Explanatory Statement** means the Explanatory Statement accompanying the Notice of Meeting.

**Listing Rules** means the Listing Rules of the ASX.

**Notice of Meeting** or **Notice** means the notice convening the Annual General Meeting dated 25 October 2021.

**Placement Capacity** means the Company's ability under Listing Rule 7.1 to issue Equity Securities up to 15% of its issued share capital by way of placements over a 12 month period.

**Placement Shares** means the Shares issued, or to be issued, pursuant to the Equity Raise.

**Proxy Form** means a proxy form accompanying this Notice of Meeting.

**Quintana** means Quintana MH Holding Co. LLC.

**Resolution** means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting and Supplementary Notice.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a person registered as a holder of a Share.

**Substantial Shareholder** means a Shareholder that holds over 5% of the shares in the Company.

**Supplementary Notice** means the supplementary notice regarding the 2021 AGM.

**Supplementary Explanatory Statement** means this document.

**Placement** means the Equity Raise to issue 70,000,000 fully paid Ordinary Shares to institutional and sophisticated investors at an issue price of A\$0.20 per Share to raise approximately A\$14m.

**Placement Shares** means the Shares to be issued to institutional and sophisticated investors under the Placement.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **11.00 am (AEDT) on Sunday, 12<sup>th</sup> December 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### Lodging your Proxy Voting Form:

##### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

