

KINETIKO ENERGY LTD
(ACN 141 647 529)

Prospectus

ENTITLEMENT OFFER

For a renounceable pro-rata entitlement offer of New Shares on the basis of 1 New Share for every 15 Shares held on the Record Date, at an issue price of \$0.075 each to raise approximately \$3.13 million before costs, with a minimum subscription of \$1,500,000 ("**Entitlement Offer**").

The Entitlement Offer opens on 5 May 2022 and closes at 5:00pm (AWST) on 20 May 2022. Valid acceptances must be received by the Closing Date.

CLEANSING

In addition to the Entitlement Offer, this Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

THE ENTITLEMENT OFFER CLOSSES AT 5:00PM (AWST) ON 20 MAY 2022.

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Acceptance Form regarding the acceptance of your Entitlement.

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IMPORTANT INFORMATION

GENERAL

This Prospectus is issued by Kinetiko Energy Ltd (ACN 141 647 529) (“**Company**”).

The Prospectus is dated 27 April 2022 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC or ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the New Shares offered pursuant to this Prospectus to be admitted for quotation on ASX. No securities will be issued pursuant to this Prospectus later than thirteen (13) months after the date of this Prospectus.

ELECTRONIC PROSPECTUS

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company’s website at www.kinetiko.com.au. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

APPLICATIONS FOR NEW SHARES

Please read the instructions in Section 2 and on the accompanying Acceptance Forms regarding acceptance of the Entitlement Offer.

By returning a completed Acceptance Form, making a payment for New Shares by BPAY®, or otherwise applying for New Shares in accordance

with the instructions on the Acceptance Form, the applicant acknowledges that it has received and read this Prospectus, has acted in accordance with the terms of the Entitlement Offer, agrees to all of the terms and conditions set out in this Prospectus and makes the statements set out in the Acceptance Form.

RISK FACTORS

Before deciding to invest in the Company, Eligible Shareholders should read the entire Prospectus. In considering the prospects for the Company, Eligible Shareholders should consider the assumptions underlying the prospective financial information and the risk factors set out in Section 4 that could affect the performance of the Company. Eligible Shareholders should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

PUBLICLY AVAILABLE INFORMATION

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX’s website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Entitlement Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in the Company.

OFFER RESTRICTIONS

The Entitlement Offer of New Shares made pursuant to this Prospectus are not made to persons to which, or in places in which, it would not be lawful to make such an offer of New Shares. No action has been taken to register the Entitlement Offer under this Prospectus or otherwise permit the Entitlement Offer to be made in any jurisdiction outside Australia. The distribution of

this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

REPRESENTATIONS

No person is authorised to give any information or to make any representation in relation to the Entitlement Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Entitlement Offer.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are

expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

INTERPRETATION

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to **\$**, **AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

DIRECTORS

Adam Sierakowski
Executive Chairman

Thomas Fontaine
Non-Executive Director

Agapitos Marcus Geoffrey Michael
Non-Executive Director

COMPANY SECRETARY

Simon Whybrow

REGISTERED OFFICE

283 Rokeby Road
SUBIACO WA 6008

Telephone: (+61 8) 6315 3500

Facsimile: (+61 8) 8481 1947

SHARE REGISTRY*

Automic Registry Services Pty Ltd
Level 5, 191 St Georges Terrace
PERTH WA 6000

Telephone: (+61) 1300 288 664

Facsimile: (+61 2) 9698 5414

LEGAL ADVISER

Palisade Corporate Law
Level 24, 44 St Georges Terrace
PERTH WA 6000

Telephone: (+61 8) 6211 5000

Facsimile: (+61 8) 6211 5055

AUDITOR*

BDO Audit (WA) Pty Ltd
38 Station Street
SUBIACO WA 6008

LEAD MANAGER

Mahe Capital Pty Ltd
Level 8, 99 St Georges Terrace
PERTH WA 6000

WEBSITE

www.kinetiko.com.au

ASX CODE

KKO

* This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

TIMETABLE

The timetable for the Entitlement Offer is as follows:

Event	Date ²
Announcement of Entitlement Offer	Wednesday, 20 April 2022
Release of Prospectus and Appendix 3B with ASX (after market close)	Wednesday, 27 April 2022
Ex-date Rights trading commences on a deferred settlement basis	Monday, 2 May 2022
Record Date (date for determining Eligible Shareholders to participate in the Entitlement Offer)	Tuesday, 3 May 2022
Opening Date Prospectus and personalised Acceptance Forms sent to Shareholders	Thursday, 5 May 2022
Rights trading ends at close of trading	Friday, 13 May 2022
New Shares quoted on a deferred settlement basis	Monday, 16 May 2022
Last day to extend the Closing Date ¹	Tuesday, 17 May 2022
Closing Date (Entitlement Offer closes 5:00pm (AWST))	Friday, 20 May 2022
Announcement of results of issue	Wednesday, 25 May 2022
Issue date of New Shares and lodgement of Appendix 2A with ASX applying for quotation of the securities	Friday, 27 May 2022

Notes:

1. Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.
2. These dates are indicative only and are subject to change.

LETTER FROM THE EXECUTIVE CHAIRMAN

Dear Shareholders

On behalf of Kinetiko Energy Ltd, I am pleased to invite you to participate in a renounceable pro rata offer available to Eligible Shareholders on the basis of one New Share for every fifteen (15) Shares held at an issue price of \$0.075 per new Share, to raise approximately \$3.13 million, with a minimum subscription of \$1,500,000 (“**Entitlement Offer**”).

As a result of strong indications of support by many of the Company’s Shareholders the Board has determined to apply a minimum subscription threshold of \$1.5 million but holds expectations for greater Shareholder rights participation. To assist in managing the Shortfall Shares and act as nominee to arrange for the sale of the Entitlements that would have been given to Ineligible Shareholders, the Company has appointed MaHe Capital to act as Lead Manager.

Funds raised will be used to aggressively advance the Company’s onshore gas exploration activities including the drilling of further wells to compliment the three wells recently completed at the Korhaan project. In addition, the funding will provide the Company with capacity to undertake more sophisticated completions on wells drilled to optimise gas production outcomes as part of completing its first stage gas production ambitions. New funding will also complement the first South African institutional investment recently secured from the Industrial Development Corporation of South Africa as part of the announced joint venture to develop of a pilot production field of up to 20 wells in the Amersfoort region.

Each of the Company’s Directors intend to participate in the Entitlement Offer in full or in part. The Entitlement Offer is open to all Eligible Shareholders, being those who have a registered address in Australia or New Zealand and who hold Shares on the Record Date. Notwithstanding the above, the Company may (in its absolute discretion) extend the Entitlement to certain Shareholders who have registered addresses outside the eligible countries in accordance with applicable law.

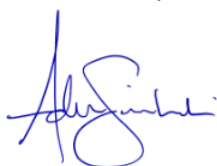
The Company is subject to a range of risks, both those relating to the success of its gas exploration operations in South Africa, as well as those which apply to the gas and energy sector such as a loss of key personnel and commodity price fluctuations. These risks and others are discussed in more detail in Section 4.

Eligible Shareholders may apply for some or all of their Entitlement under the Entitlement Offer and may also apply for additional New Shares in excess of their Entitlement pursuant to the Shortfall Offer (for further details see Section 1.3). The Entitlement Offer is scheduled to close at 5:00pm (AEWT) on 20 May 2022.

Details of how to accept the Entitlement Offer are provided on the Acceptance Form accompanying this Prospectus and to participate you will need to ensure that you have completed and unless paying by BPAY or EFT, return the Acceptance Form and paid all Application Monies before the scheduled Closing Date.

The Directors are very appreciative of the long-term support and loyalty of the Company’s Shareholders and invite you to consider this opportunity to further support the Company’s ambitions and vision to become a major on shore gas producer in energy starved South Africa.

Yours sincerely



Adam Sierakowski
Executive Chairman

1 DETAILS OF THE OFFER

1.1. ENTITLEMENT OFFER

The Company is making a renounceable pro-rata offer to Eligible Shareholders of one (1) New Share (“**New Share**”) for every 15 Shares held on the Record Date at an issue price of \$0.075 to raise approximately \$3.13 million before costs, with a minimum subscription of \$1,500,000 (“**Entitlement Offer**”).

Any New Shares not taken up by Eligible Shareholders will form the Shortfall Shares and will be placed by the Lead Manager in pursuant to the Lead Manager Mandate (refer to Section 5.1 for a summary of the terms of the Lead Manager Mandate).

Eligible Shareholders are being sent this Prospectus together with a personalised Acceptance Form and are invited to apply for New Shares. The number of New Shares to which you are entitled is shown on your personalised Acceptance Form (“**Entitlement**”). The Entitlement Offer opens on 5 May 2022 and closes at 5:00pm (AWST) on 20 May 2022.

Entitlements under the Entitlement Offer will be rounded down to the nearest whole number. Entitlements of Shareholders that round down to zero will not have any entitlement under the Entitlement Offer.

Based on the current capital structure of the Company as at the date of this Prospectus, a maximum of 41,748,635 New Shares will be issued pursuant to this Entitlement Offer to raise approximately \$3.13 million.

1.2. CLEANSING

In addition to the Entitlement Offer, this Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

On 9 February 2022, the Company issued 9,578,831 Shares upon the exercise of convertible securities, raising a total of \$287,364 which was used towards general working capital expenses. By the issue of this Prospectus, the Company intends to remove any trading restrictions on the sale of these Shares issued by the Company prior to the Closing Date.

1.3. SHORTFALL OFFER

Any Shares which are offered to Eligible Shareholders as part of their Entitlement but are not taken up will form the Shortfall Shares. The Directors reserve the right, in conjunction with the Lead Manager, to issue any Shortfall Shares at their discretion within 3 months after the Closing Date (“**Shortfall Offer**”).

Eligible Shareholders who have subscribed for their Entitlements in full may apply for Shortfall Shares by completing the relevant section of their Acceptance Form and returning it to the Company together with the relevant Application Monies.

Shortfall Shares will be allocated to Eligible Shareholders who apply for Shortfall Shares in accordance with the following policy (subject to availability):

- the additional Entitlements will only be issued to the extent there is a sufficient number of available Entitlements;

- applications may be scaled back by the Company in accordance with the policy and discretions set out in this Prospectus; and
- the additional Entitlements will be issued at the Entitlement Offer price of \$0.075 per Share.

Therefore, applications under the Shortfall Offer may not be successful (whether wholly or partially) and the Company does not guarantee the allocation of Shortfall Shares to any applicant. The decision of the Company on the number of Shortfall Shares to be allocated (if any) will be final. Any Application Monies received for more than an applicant's final allocation of Shortfall Shares will be refunded (without interest) by the Company in accordance with the Corporations Act.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and Shortfall Shares will be issued within three months after the Closing Date.

The Lead Manager, in conjunction with the Directors, reserve the right to issue Shortfall Shares at their absolute discretion and subject to the Corporations Act and Listing Rules to issue Shortfall Shares in a manner that is in the Company's best interests, however, no Shortfall Shares will be placed to any person if it would cause that person or any of their associates to breach the takeover prohibition in section 606 of the Corporations Act. Similarly, no New Shares will be issued via the Shortfall Offer to any related parties of the Company without prior shareholder approval.

1.4. CONDITIONAL OFFER

The Entitlement Offer under this Prospectus is conditional upon the Company raising the Minimum Subscription pursuant to the Entitlement Offer.

If this condition is not satisfied, then the Entitlement Offer will not proceed and the Company will repay all Application Monies received under the Entitlement Offer in accordance with the Corporations Act.

1.5. ELIGIBLE SHAREHOLDERS

Eligible Shareholders for the purposes of the Entitlement Offer are those persons who:

- are registered as a holder of Shares as at 5:00pm (AWST) on the Record Date; and
- have a registered address in Australia or New Zealand.

The Entitlements Offer made to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand)*.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Entitlement to certain Shareholders who have registered addresses outside the eligible countries in accordance with applicable law.

1.6. INELIGIBLE SHAREHOLDERS

Shareholders who are not Eligible Shareholders are **Ineligible Shareholders**.

The Company has determined, in reliance on ASX Listing Rule 7.7.1, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;

- the small number and value of the New Shares which would be offered to Ineligible Shareholders if they were Eligible Shareholders; and
- the cost of complying with the legal and regulatory requirements in the respective overseas jurisdictions.

Accordingly, this Entitlement Offer is not being extended to any Shareholders outside Australia or New Zealand. The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders.

For the purposes of Listing Rule 7.7.1(c), the Company has appointed the Lead Manager as nominee to arrange for the sale of the Ineligible Shareholder's Entitlements and to account to them for the net proceeds of the sale (if any). The net proceeds of sale (in Australian dollars) will be distributed to the Ineligible Shareholder for whose benefits the Entitlements have been sold in proportion to their shareholding as at the Record Date (after deducting the costs of the sale).

Ineligible Shareholders who wish to apply for Shortfall Shares and where it is lawful to do so should contact the Company Secretary on (+61 8) 6315 3500.

1.7. FOREIGN SHAREHOLDER RESTRICTIONS

The Prospectus does not constitute an offer in any jurisdiction where, or to any person to whom, it would not be lawful to issue this Prospectus or make such an offer. No action has been taken to register or qualify the Shares or the Entitlements Offer or otherwise to permit an offering of the Shares in any jurisdiction outside of Australia and New Zealand.

Where the Prospectus has been dispatched to Shareholders domiciled outside Australia or New Zealand and where that country's securities code or legislation prohibits or restricts in any way the making of the Entitlements Offer contemplated by this Prospectus, then the Prospectus and accompanying Acceptance Form are provided for information purposes only. It is the responsibility of any applicant to ensure compliance with any laws of a country relevant to their application. The return of a duly completed Acceptance Form will be taken by the Company as a representation and warranty by the Applicant that there has been no breach of such laws and that the Applicant is an Eligible Shareholder.

1.8. MINIMUM SUBSCRIPTION

The minimum subscription requirement for the Entitlement Offer is \$1,500,000 ("**Minimum Subscription**"), representing the issue of 20,000,000 New Shares at an issue price of \$0.075 each. No New Shares will be issued until the Entitlement Offer has reached the Minimum Subscription.

Subject to any extension, if the Minimum Subscription has not been achieved within 4 months of the date of this Prospectus, all Application Monies will be refunded without interest in accordance with the Corporations Act.

1.9. RANKING OF NEW SHARES

New Shares to be issued pursuant to the Entitlement Offer will be issued on a fully paid basis and will rank equally in all respect with existing Shares.

A summary of the rights and liabilities attaching to the New Shares is set out in Section 6.3.

1.10. UNDERWRITING

The Entitlement Offer is not underwritten.

1.11. ISSUE OF NEW SHARES

The issue of New Shares under this Prospectus will occur in accordance with the timetable. Upon New Shares being issued under the Entitlement Offer, holding statements will be issued to applicants as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the New Shares. Applicants who sell their New Shares before they receive their holding statement will do so at their own risk.

1.12. ASX QUOTATION

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered under this Prospectus.

If approval for quotation of the New Shares to be issued under the Entitlement Offer is not granted within 3 months after the date of this Prospectus, the Company will not issue any New Shares and will repay all Application Monies without interest as soon as practicable.

1.13. APPLICATION MONIES HELD IN TRUST

All Application Monies will be held in a separate trust account on behalf of applicants until the New Shares are issued pursuant to the Entitlement Offer. If the Minimum Subscription is not achieved within a period of 4 months of the date of this Prospectus, all Application Monies will be refunded in full without interest, and no Shares will be issued under the Entitlement Offer. Any interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

1.14. CHESS

The Company participates in the Clearing House Electronic Subregister System (“**CHESS**”). ASX Settlement Pty Ltd (“**ASX Settlement**”), a wholly-owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

ASX Settlement will send a CHESS statement to Shareholders who are broker sponsored following the completion of each Entitlement Offer. Each CHESS statement will set out the number of New Shares issued to the Shareholder under this Prospectus, and provide details of the Shareholder’s holder identification number and the participant identification number of the sponsor. CHESS allotment advices will be sent by the Share Registry.

The Share Registry will send a statement to Shareholders who are registered on the Issuer Sponsored sub-register following the completion of each Entitlement Offer. Each statement will contain the number of New Shares issued to the Shareholder under this Prospectus and the Shareholder’s security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes.

1.15. PRIVACY DISCLOSURE

Persons who apply for New Shares under this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications, to provide facilities and services to security holders and to carry out various administrative functions. Access to the information collected may be provided to the Company’s agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications may not

be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.16. TAXATION

It is the responsibility of all Shareholders to satisfy themselves of the particular taxation treatment that applies to them in relation to the Entitlement Offer by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences for Shareholders as a result of the matters referred to in this Prospectus.

2 HOW TO APPLY

This Section 2 sets out the choices for an Eligible Shareholder with respect to applying for New Shares under the Entitlement Offer.

Please refer to Section 1.4 to determine who is an Eligible Shareholder.

2.1. CHOICES AVAILABLE

Eligible Shareholders may do any of the following:

- take up all or part of their Entitlement (refer to Section 2.1.1);
- take up all of their Entitlement and apply for shares under the Shortfall Offer (refer to Section 2.1.2);
- sell all of their Entitlement on ASX (refer to Section 2.1.3);
- take up a proportion of their Entitlement and sell the balance on ASX (refer to Section 2.1.4);
- take up a proportion of their Entitlement and allow the balance to lapse (refer to Section 2.1.5);
- sell all or a proportion of their Entitlement other than on ASX (refer to Section 2.1.6); or
- allow all or part of their Entitlement to lapse (refer to Section 2.1.7).

No.	CHOICES AVAILABLE	SUMMARY
2.1.1	Taking up all of your Entitlement	<p>Should you wish to accept all of your Entitlement, then Applications for New Shares under this Prospectus must be made on the Acceptance Form which accompanies this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Acceptance Form. Please read the instructions carefully.</p> <p>Payment can be made by the methods set out in Section 2.2. As set out in Section 2.2, if you pay by BPAY® or EFT, you do not need to return the Entitlement and Acceptance Form.</p>
2.1.2	Taking up all of your Entitlement and applying for Shares under the Shortfall Offer	<p>Should you wish to accept all of your Entitlement and apply for Shares under the Shortfall Offer, then Applications for Shares under this Prospectus must be made on the personalised Acceptance Form which accompanies this Prospectus or by completing a BPAY® or EFT payment, in accordance with the instructions referred to in this Prospectus and on the Acceptance Form. Please read the instructions carefully.</p>
2.1.3	Selling all of your Entitlement on the ASX	<p>The Entitlements under the Entitlement Offer are renounceable which means that all or part of an Eligible Shareholder's rights to subscribe for New Shares under the Entitlement Offer may be traded on ASX. If you wish to sell all of your Entitlement on ASX,</p>

No.	CHOICES AVAILABLE	SUMMARY
		<p>provide instructions to your stockbroker regarding the Entitlement you wish to sell on ASX. Trading of Entitlements will commence on ASX on 2 May 2022 and will cease on 13 May 2022.</p> <p>There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on ASX or that any particular price will be paid for the Entitlements sold on ASX.</p>
2.1.4	Taking up a proportion of your Entitlement and selling the balance on the ASX	<p>If you wish to take up only part of your Entitlement, complete the accompanying personalised Acceptance Form for the number of New Shares you wish to take up, or make a payment by BPAY® or EFT, in accordance with the instructions referred to in Section 2.2 and on the Acceptance Form.</p> <p>Subsequently, provide instructions to your stockbroker regarding the proportion of your Entitlement you wish to sell on ASX.</p>
2.1.5	Taking up a proportion of your Entitlement and allowing the balance to lapse	<p>If you wish to take up only part of your Entitlement and allow the balance to lapse, complete the accompanying personalised Acceptance Form for the number of New Shares you wish to take up and follow the steps in Section 2.2. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from taking up or selling that part of your Entitlement.</p>
2.1.6	Selling all or a proportion of your Entitlement other than on the ASX	<p>You may elect to transfer all or a proportion of your Entitlement to another person other than on ASX. If the purchaser of your Entitlement is an Ineligible Shareholder or a person that would be an Ineligible Shareholder if they were a registered holder of Shares, that purchaser will not be able to take up the Entitlement they have purchased.</p> <p>If you are a Shareholder on the issuer sponsored subregister and you wish to transfer all or a proportion of your Entitlement to another person other than on ASX, forward a completed standard renunciation and transfer form (obtainable from the Share Registry) and the applicable transferee's cheque for the Shares they wish to subscribe for payable to:</p> <p style="text-align: center;">Kinetiko Energy Ltd C/- Automic Registry Services Pty Ltd Level 5, 191 St Georges Terrace, PERTH WA 6000</p> <p>(by delivery or by post at any time after the issue of this Prospectus and on or before the Closing Date).</p> <p>If you wish to transfer all or a proportion of your Entitlement to or from another person on the CHESSE subregister you must engage your CHESSE controlling participant (usually your</p>

No.	CHOICES AVAILABLE	SUMMARY
		stockbroker). If the transferee wants to exercise some or all of the Entitlement, you should follow your stockbroker's instructions as to the most appropriate way to take up the Entitlement on their behalf. The Application Monies for New Shares the transferee of the Entitlement wants to acquire must be received by Share Registry in accordance with Section 2.2.
2.1.7	Allow all or part of your Entitlement to lapse	Shareholders should be aware that their Entitlement may have value. Entitlements are renounceable, which enables Eligible Shareholders who do not wish to take up part or all of their Entitlement to seek to sell or trade all or some of their Entitlement on ASX. If you do not wish to accept or trade any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement or dispose of your Entitlement by the Closing Date, the Entitlement Offer to you will lapse.

2.2. PAYMENT OPTIONS

Eligible Shareholders have two payment options in order to take up their Entitlement under the Entitlement Offer.

2.2.1 BPAY® PAYMENT

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies; and
- if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00 pm (AWST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those

Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings.** This can result in your Application Monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application Form in respect of your remaining Shareholdings will not be valid).

2.2.2 BY ELECTRONIC FUNDS TRANSFER (EFT)

For payment by Electronic Funds Transfer (EFT), please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies; and
- if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

2.3. EFFECT OF MAKING AN APPLICATION

Returning a completed Acceptance Form or making a BPAY® payment will be taken to constitute a representation by the applicant that it:

- has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- agrees to be bound by the terms of this Prospectus and the Constitution;
- makes the representations and warranties in this Section 2.3 and confirms its eligibility in respect of an offer of New Shares under the Entitlement Offer;
- declares that all details and statements in the Acceptance Form are complete and accurate;
- declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Acceptance Form;
- acknowledges that once the Acceptance Form is returned or a BPAY® payment is made its acceptance may not be withdrawn;
- agrees to being issued the number of New Shares it applies for at the Entitlement Offer price (or a lower number issued in a way described in this Prospectus);
- authorises the Company to register it as the holder(s) of the New Shares issued to it;
- acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the New Shares are suitable for it, given its investment objectives, financial situation or particular needs; and

- authorises the Company and its officers or agents to do anything on its behalf necessary for New Shares to be issued to it, including correcting any errors in its Acceptance Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Acceptance Form.

2.4. ENQUIRIES

This Prospectus is important and should be read in its entirety. Shareholders who are in any doubt as to the course to follow should consult their stockbroker, lawyer, accountant or other professional adviser without delay.

Questions relating to the Entitlement Offer and completion of the Acceptance Forms can be directed to the Share Registry on 1300 288 664.

3 PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

3.1. PURPOSE OF THE ENTITLEMENT OFFER

The funds raised from the Entitlement Offer are planned to be used in accordance with the table set out below:

Allocation of funds	Upon Completion of the Entitlement Offer	
	Minimum Subscription	Full Subscription
Exploration Costs	\$1,200,000	\$2,200,000
M&A budget for complementary assets/opportunities	\$50,000	\$300,000
General working capital	\$82,262	\$427,912
Costs of the Entitlement Offer	\$167,736	\$203,236
Total Use of Funds	\$1,500,000	\$3,131,148

Notes:

Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and cash reserves which may be used in connection with the Company's activities, as determined by the Board at the relevant time.

The above table is a statement of the Board's current intention as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

If Entitlements under the Entitlement Offer are not fully taken up by the Shareholders then this may have an effect on the rate at which any plans are undertaken by the Company, such as exploration programs. Additional funding through debt or equity may be considered by the Board where it is appropriate to accelerate a specific project or transaction.

If the Company decides to make any significant acquisitions of, or significant investments in, companies or other assets that are complimentary to its business, then it is possible that such acquisitions would be funded by additional financing through debt or equity (subject to any necessary Shareholder approvals).

3.2. PRINCIPAL EFFECT OF THE ENTITLEMENT OFFER ON THE COMPANY

The principal effect of the Entitlement Offer will be to increase:

- cash reserves by approximately \$3.13 million (before costs); and
- the number of Shares on issue from 626,229,536 to approximately 667,978,171.

3.3. CAPITAL STRUCTURE

The table below provides a summary of the capital structure of the Company at the date of this Prospectus and upon completion of the Entitlement Offer.

Security	Minimum Subscription	Full Subscription
Existing Shares	626,229,536	626,229,536
Entitlement Offer	20,000,000	41,748,635
Phefo Power Shares ¹	-	30,000,000
Total Shares on issue following completion of the Entitlement Offer	646,342,036	697,978,171
Options currently on issue ²	3,000,000	3,000,000
Lead Manager Options ³	3,000,000	6,262,295
Fully diluted capital structure	632,342,036	707,240,466

Notes:

1. As announced on 20 April 2022, the Company entered into a subscription agreement with Phefo Power whereby Phefo Power subscribed for 30,000,000 Shares at an issue price of \$0.03 per Share to raise ZAR10m (approximately \$900,000). As at the date of this Prospectus, no Shares have been issued to Phefo Power pursuant to the subscription agreement. However, these Shares will be issued to Phefo Power prior to completion of the Entitlement Offer. Refer to ASX Announcement dated 20 April 2022 for further information.
2. 3,000,000 Options currently on issue exercisable at \$0.13 per Option and an expiry date of 7 July 2023.
3. The Company will also issue the Lead Manager two Lead Manager Options for every \$1 raised under the Entitlement Offer. The Lead Manager Options are exercisable at \$0.15 per Lead Manager Option and an expiry date of 3 years from their date of issue. Refer to Section 6.4 for a summary of the terms of the Lead Manager Mandate.

3.4. PRO FORMA STATEMENT OF FINANCIAL POSITION

Set out on the following page is the audit reviewed statement of financial position for the Company at 31 December 2021. The audited pro forma statement of financial position has been prepared on the basis and assumption that there have been no material movements in the assets and liabilities of the Company between 31 December 2021 and completion of the Entitlement Offer other than:

- the issue of up to approximately 41,748,635 New Shares at an issue price of \$0.075 through the Entitlement Offer to raise up to approximately \$3.13 million before costs; and
- the estimated expenses of the Entitlement Offer are \$203,236, which amounts are shown as a deduction against issued capital.

3.5. ACTUAL AND PROPOSED TRANSACTIONS TO ARRIVE AT THE PRO-FORMA FINANCIAL INFORMATION

The pro-forma financial information has been included for illustrative purposes to reflect the position of the Company on the assumption that the following transactions had occurred as at 31 December 2021:

	Reviewed 31 Dec 2021	1. Pro Forma Adjustments 31 Dec 2021	2. Effect of Entitlement Offer		Consolidated Pro Forma 31 December 2021	
			Minimum	Maximum	Minimum	Maximum
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
CURRENT ASSETS						
Cash and cash equivalents	1,013		1,333	2,927	2,346	3,940
Receivables	762	900			1,662	1,662
Other assets	228				228	228
TOTAL CURRENT ASSETS	2,003	900	1,333	2,927	4,236	5,830
NON CURRENT ASSETS						
Property, plant & equipment	107				107	107
Exploration and evaluation assets	-				-	-
Investment in associate	6,418				6,418	6,418
TOTAL NON CURRENT ASSETS	6,525	0	0	0	6,525	6,525
TOTAL ASSETS	8,528	900	1,333	2,927	10,761	12,355
CURRENT LIABILITIES						
Trade and other payables	735				735	735
TOTAL CURRENT LIABILITIES	735	0	0	0	735	735
TOTAL LIABILITIES	735	-	-	-	735	735
NET ASSETS	7,793	900	1,333	2,927	10,026	11,620
EQUITY						
Contributed equity	27,143	900	1,333	2,927	29,376	30,970
Reserves	299				299	299
Accumulated losses	(19,649)				(19,649)	(19,649)
TOTAL EQUITY	7,793	900	1,333	2,927	10,026	11,620

Proforma adjustments:

1. An amount of share capital of \$900,000 was raised in March 2022, which was invested in a receivable. Due to the size of this transaction a pro-forma adjustment has been incorporated into to the consolidated adjustments.
2. The pro-forma financial information has been calculated based on financial statements as at 31 December 2021.

3.6. DETAILS OF SUBSTANTIAL SHAREHOLDERS

The Company currently has the following substantial Shareholders, being a Shareholder with a relevant interest of 5% or more of the Shares on issue.

Shareholder Name	Number of Shares	Percentage
Brendan D Gore and associated entities	102,163,650	16.31%
Adam Sierakowski and associated entities	87,774,556	14.02%
Ageus Pty Ltd ATF M&A Trust ¹	42,474,954	6.78%

Notes:

1. Director Geoffrey Michael is the beneficiary of this trust.
2. The substantial Shareholders listed above have indicated to the Company that they intend to take up all of their Entitlements under the Entitlement Offer.

3.7. EFFECT OF THE ENTITLEMENT OFFER ON CONTROL

3.7.1 GENERAL

There will be no effect on the control of the Company if all Shareholders take up their Entitlement.

As the Entitlement Offer is renounceable and for the purposes of Listing Rule 7.7.1(c), the Company has appointed Mahe Capital to act as Lead Manager to complete the Shortfall Offer and as nominee to arrange for the sale of the entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the Sale.

Given the structure of the Entitlement Offer, the Directors do not believe that there will be any material effect on the control of the Company as a result of the Entitlement Offer.

The issue of Shares under the Entitlement Offer will provide funds for the purposes set out in Section 3.1.

3.8. POTENTIAL DILUTION

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings will be diluted. Examples of how the dilution from the Entitlement Offer may impact Shareholders are set out in the table below:

Holder	Holding as at the Record Date	% at Record Date	Entitlements under the Entitlement Offer	Holdings if Entitlement not taken up ¹	% holding if Entitlement not taken up ²
Shareholder 1	20,000,000	3.19	1,333,333	20,000,000	2.98%
Shareholder 2	10,000,000	1.59	666,667	10,000,000	1.49%

Holder	Holding as at the Record Date	% at Record Date	Entitlements under the Entitlement Offer	Holdings if Entitlement not taken up ¹	% holding if Entitlement not taken up ²
Shareholder 3	5,000,000	0.79	333,333	5,000,000	0.75%
Shareholder 4	1,000,000	0.16	66,667	1,000,000	0.15%
Shareholder 5	500,000	0.08	33,333	500,000	0.07%

Notes:

1. This is based on a share capital of 626,229,536 Shares on issue at the date of this Prospectus and assumes no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue.
2. The dilution effect shown in the table is the maximum percentage dilution on the assumption that the Entitlement Offer is fully subscribed.

The dilution effect shown in the table above is the maximum percentage on the assumption that those Entitlements not accepted are subscribed for under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall is not subsequently taken up, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

4 RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 4 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their stockbroker, lawyer, accountant or other professional adviser before deciding whether to apply for New Shares.

4.1. SPECIFIC RISKS

4.1.1 EXPLORATION, GEOLOGICAL AND DEVELOPMENT RISKS

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves (amongst other things):

- discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- access to adequate capital throughout the acquisition/discovery and project development phases;
- securing and maintaining title to mineral exploration projects;
- obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that exploration will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

The exploration activities of the Company may be adversely affected by a range of factors including geological conditions, operational risks (as outlined in the next paragraph) and changing government laws and regulations. Further, whether positive income flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary metallurgical and mining processes to develop and exploit any mineral reserves identified. There is no assurance that the Company will have sufficient working capital or resources available to do this.

4.1.2 FUTURE PROFITABILITY

The Company's profitability will be impacted by, among other things, the success of its exploration and mining activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

4.1.3 OPERATIONAL RISKS

The operations of the Company may be affected by various factors, including:

- failure to locate or identify mineral deposits;
- failure to achieve predicted grades in exploration and mining;
- operational and technical difficulties encountered in mining;
- insufficient or unreliable infrastructure, such as power, water and transport;
- political or civil unrest, including outbreaks of violence or other hostilities;
- difficulties in commissioning and operating plant and equipment;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect extraction costs;
- adverse weather conditions;
- industrial and environmental accidents and disputes; and
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.

4.1.4 ACCESS TO TENEMENTS

The right of the holder of an exploration license to enter onto the license to explore for minerals is subject to the consent of the occupier of the land and, where the land is proximate to certain specified locations, the ministry responsible for the protection of such locations. Immediate access to tenements cannot in all cases be guaranteed.

The Company currently has the relevant licenses and approvals required to access and mine, however these licenses and approvals are subject to change.

4.1.5 GOVERNMENT AND REGULATORY RISK

Operations by the Company may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company.

Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming, the Company cannot guarantee that those required approvals will be obtained.

Failure to obtain any such approvals could mean the ability of the Company to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.

4.1.6 COMMODITY PRICE AND CURRENCY EXCHANGE RISKS

As the Company's potential earnings will be largely derived from the sale of oil and gas, the Company's future revenues and cash flows will be impacted by changes in the prices and available markets of these commodities. Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on the Company and the value of its Shares.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company cost base will be in Australian dollars. Consequently, changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including international markets, interest rates, inflation and the general economic outlook.

4.1.7 RESOURCE AND RESERVE ESTIMATES

Estimates which were valid when originally made may change appreciably when further information becomes available. Such resource estimates are by nature imprecise, depending on interpretations which may, with further exploration, prove to be inaccurate. Moreover, should the Company encounter ore bodies or formations which differ from those suggested by past sampling and analysis, resource estimates may have to be adjusted and any production plans altered accordingly which may adversely impact the Company's plans.

4.1.8 RESULT OF STUDIES

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine economic feasibility within certain limits. There can be no guarantee that any of the studies will confirm economic viability or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

4.1.9 AGENTS AND CONTRACTORS

The Directors are unable to predict the risk of financial failure or default or the insolvency of any of the contractors which will be used by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity. Any default or insolvency is outside the Company's control and may have an adverse effect on the Company's operations.

4.1.10 INSURANCE

The Company intends to adequately insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available. Further, where coverage is available, the costs may be prohibitive.

4.1.11 ENVIRONMENTAL

The Company's activities are subject to the environmental laws inherent in the mining industry and those specific to South Africa. The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

In addition, environmental approvals may be required from relevant government or regulatory authorities before activities may be undertaken which are likely to impact the environment. Failure or delay in obtaining such approvals will prevent the Company from undertaking its planned activities. Further, the Company is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

4.1.12 REHABILITATION OF TENEMENTS

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

4.1.13 CLIMATE CHANGE REGULATION

Mining of gas and methane is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

The efforts of the South African government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaptation requirements related to climate change that could significantly impact the Company. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company.

Furthermore, the physical risks to the Company resulting from climate change can be event driven (acute) or longer-term shifts (chronic) in climate patterns. These physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from supply chain disruption.

4.1.14 CONTRACT RISK

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;

- insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or
- insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

4.2. GENERAL RISKS

4.2.1 CREDIT RISK

There is the credit risk that the other party to a financial instrument will fail to discharge their obligation, resulting in the Company incurring a financial loss. Credit risk arises from cash and cash equivalents (e.g. deposits and investments held with banks and financial institutions), favourable derivative contracts (derivative assets), and receivables, guarantees given on behalf of others and commitments granted but not drawn down at the end of the reporting period.

4.2.2 ACQUISITIONS

The Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

4.2.3 SAFETY

Safety is a fundamental risk for any exploration and production company in regards to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

4.2.4 LITIGATION

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

4.2.5 SHARE MARKET

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- general economic outlook;

- interest rates and inflation rates;
- currency fluctuations;
- mineral/commodity price fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

4.2.6 COMMERCIALISATION RISK

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport any minerals extracted from its operations at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. There is also a risk that necessary regulatory approvals may not be obtained.

The mineral resources industry is competitive and there is no assurance that, even if commercial quantities are discovered, a profitable market will exist for sales of such commodities. There can be no assurance that the quality of the commodity will be such that the properties in which the Company holds and interest can be mined at a profit.

4.2.7 FUTURE CAPITAL NEEDS

Additional funding beyond the funds raised under the Capital Raisings may be required by the Company to support its ongoing operations. There can be no assurance that such funding will be available on satisfactory terms to the Company or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance and ability to take advantage of opportunities to develop projects.

Further, any additional funding raised by issue of equity will be dilutive to the then current Shareholders. Equally, debt funding, if available in the future, may involve restrictions on financing and operating activities of the Company and its subsidiaries.

4.2.8 CHANGES TO LAWS AND REGULATIONS

The Company may be affected by changes to laws and regulations (in Australia, South Africa and other countries in which the Company may operate) concerning property, the environment, superannuation, taxation trade practices and competition, government grants, incentive schemes, accounting standards and other matters. Such changes could have adverse impacts on the Company from a financial and operational perspective.

4.2.9 CYBER SECURITY

Cyber security and the potential for attacks on the Company's hardware and software systems, networks, and data represents a potential risk to the Company's operations and could result in serious adverse impacts to its financial and other performance.

Exploitation or hacking of any of the Company's systems or networks could lead to corruption, theft or loss of the data which could have a material adverse effect on the Company's business, financial

condition and results. Any cyber or related attacks and theft of this information could seriously impact on the Company's business and is a risk to the Company's future performance.

4.2.10 ECONOMIC RISKS

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector;
- movement in, or outlook on, interest rates and inflation rates; and
- natural disasters, social upheaval, pandemic or war.

4.2.11 FORCE MAJEURE RISK

Events may occur within or outside the markets in which the Company operates that could impact upon the global, South African and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease such as pandemics, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

4.2.12 COVID-19 RISK

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The price of Shares may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19.

Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company's ability to freely move people and equipment to and from exploration projects may cause delays or cost increases. The effects of COVID-19 on the Share price may also impede the Company's ability to raise capital, or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

4.2.13 CLIMATE CHANGE REGULATION

Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

The efforts of the Australian government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change that could significantly impact the Company. Depending on

the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company.

Furthermore, the physical risks to the Company resulting from climate change can be event driven (acute) or longer-term shifts (chronic) in climate patterns. These physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from supply chain disruption.

4.3. OTHER RISKS

This list of risk factors above is not an exhaustive list of the risks faced by the Company or by investors in the Company. The risk factors described in this Section 4 as well as risk factors not specifically referred to above may in the future materially affect the financial performance of the Company and the value of its Shares. Therefore, the Shares offered under this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or their market value.

Investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under this Prospectus.

5 MATERIAL CONTRACTS

5.1. LEAD MANAGER MANDATE

The Company has entered into a mandate appointing Mahe Capital as the Lead Manager to the Entitlement Offer (“**Lead Manager Mandate**”). The key terms of the Lead Manager Mandate are set out below.

Under the Lead Manager Mandate, the Company has agreed to pay the Lead Manager the following fees:

- two Lead Manager Options for every \$1 raised under the Entitlement Offer;
- a fee of \$50,000;
- a management fee of 1% of the total amount raised under the Entitlement Offer; and
- a placement fee of 5% of any Shortfall Shares placed by the Lead Manager.

The Lead Manager will, in the event the Lead Manager Mandate is terminated in certain circumstances be entitled to a termination fee of \$8,000.

The Company will also be required to reimburse the Lead Manager for all of the reasonable costs incurred by the Lead Manager in relation to the Entitlement Offer, provided that the aggregate of all costs does not exceed \$1,500.

Mahe Capital acting as the Lead Manager to the Entitlement Offer is conditional upon the satisfaction or waiver by the Lead Manager the following conditions:

- the Lead Manager being satisfied with the due diligence investigations by the Company in relation to the Entitlement Offer; and
- the Company’s solicitors providing the Lead Manager with a legal sign off letter in relation to the due diligence investigations.

In accordance with the Lead Manager Mandate and as is customary with these types of arrangements:

- the Company and the Lead Manager have given representations, warranties, and undertakings in connection with (among other things) the conduct of the Entitlement Offer;
- the Lead Manager may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Lead Manager Mandate and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:
 - the Company defaults in relation to any term of the Lead Manager Mandate;
 - any information provided to the Lead Manager contains a false or misleading statement;

- the S&P ASX 200 Index is at any time after the date of the Lead Manager Mandate 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Lead Manager Mandate;
- the price of COMEX gold or NYMEX WTI crude is at any time after the date of the Lead Manager Mandate 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Lead Manager Mandate; or
- any representations or warranties made by the Company are or become untrue.

The Lead Manager Mandate is otherwise on terms and conditions standard for agreements of this nature.

6 ADDITIONAL INFORMATION

6.1. CONTINUOUS DISCLOSURE

The Company is a “listed disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Entitlement Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- it is subject to regular reporting and disclosure obligations;
- copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- it will provide a copy of each of the following documents, free of charge, to any person on request between the Opening Date and the Closing Date:
 - the financial report of the Company for the year ended 30 June 2021;
 - any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report but before the lodgement of this Prospectus with ASIC; and
 - all continuous disclosure notices given by the Company after the lodgement of the annual financial report but before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities the subject of this Prospectus; and
- would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Entitlement Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the lodgement of the financial report for the year ended 30 June 2021 on 30 September 2021:

Date	Title
30 September 2021	Appendix 4G and Corporate Governance Statement
20 October 2021	Significant New Exploration Underway
29 October 2021	Quarterly Activities / Appendix 5G Cash Flow Report
4 November 2021	Postponement of Annual General Meeting
9 November 2021	First Well Spudded at Korhaan Project
9 November 2021	Notice of Annual General Meeting / Proxy Form
16 November 2021	Second Well on Korhaan Project Spudded
25 November 2021	Third Well on Korhaan Project Spudded
7 December 2021	Operations Update
8 December 2021	Results of Annual General Meeting
10 December 2021	Change of Director's Interest Notice
20 December 2021	Korhaan-4 Well Intersects Significant Gas
20 December 2021	Change of Registry Address
23 December 2021	Kinetiko executes first Off Take Agreement
24 December 2021	Kinetiko executes binding Agreements to acquire Afro Energy
12 January 2022	Operations Update
24 January 2022	Korhaan Project Wells all intersecting Gas
27 January 2022	New Aeromagnetic Survey Interpretation Update
1 February 2022	Quarterly Activities / Appendix 5B Cash Flow Report
4 February 2022	Korhaan Wells Update
11 February 2022	Notification regarding unquoted securities – KKO
15 February 2022	Application for quotation of securities – KKO

Date	Title
17 February 2022	Korhaan 3 Drilled and Logged preparing for Flow Testing
8 March 2022	Korhaan 4 Well Flow Testing Commencing
14 March 2022	Half Yearly Report and Accounts
17 March 2022	Ministerial Approval obtained for Afro Energy Acquisition
24 March 2022	Investor Webinar Presentation
4 April 2022	IDC to Co-Invest in Gas Field Development
20 April 2022	Secures Strategic Investor and Rights Issue to Raise \$4.1m

6.2. MARKET PRICE OF SHARES ON ASX

The highest and lowest sale price of Shares on ASX during the three (3) months preceding the date of this Prospectus, and the sale price on the Trading Day before this Prospectus was lodged with ASIC, are set out below.

3-month high (31 January 2022 and 10 March 2022)	3-month low (9 February 2022 and 16 March 2022)	Last sale price (26 April 2022)
\$0.08	\$0.097	\$0.085

6.3. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the New Shares to be issued pursuant to this Prospectus. The New Shares issued under the Entitlement Offer will rank equally in all respects with existing fully paid ordinary shares in the capital of the Company on issue. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.3.1 GENERAL MEETINGS

Security holders are entitled to be present in person, or by proxy, attorney or representative, to attend and vote at general meetings of the Company.

Security holders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

6.3.2 VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes of securities, at general meetings of security holders or classes of security holders:

- each security holder entitled to vote may vote in person or by proxy, attorney or representative;

- on a show of hands, every person present who is a security holder or a proxy, attorney or representative of a security holder has one vote, and
- on a poll, every person present who is a security holder or a proxy, attorney or representative of a security holder shall, in respect of each fully paid security held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the security, but in respect of partly paid securities shall have such number of votes as bears the same proportion to the total of such securities registered in the security holder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

6.3.3 DIVIDEND RIGHTS

Subject to the rights of persons (if any) entitled to securities with special rights to dividend, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the security holders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. The Company may not pay interest in respect of any dividend, whether final or interim.

6.3.4 WINDING UP

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the security holders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the security holders or different classes of security holders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any securities or other securities in respect of which there is any liability. Where an order is made for the winding-up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any securities classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other securities.

6.3.5 TRANSFER OF SECURITIES

Generally, securities in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act.

6.3.6 VARIATION OF RIGHTS

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders, vary or abrogate the rights attaching to securities.

If at any time the share capital is divided into different classes of securities, the rights attached to any class (unless otherwise provided by the terms of issue of the securities of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued securities of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the securities of that class.

6.4. TERMS OF LEAD MANAGER OPTIONS

6.4.1 ENTITLEMENT

Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.

6.4.2 EXPIRY DATE

Each Lead Manager Option will expire at 5:00pm (AWST) on 3 years from their date of issue (“**Expiry Date**”).

6.4.3 EXERCISE PRICE

Each Lead Manager Option will have an exercise price equal to \$0.15 (“**Exercise Price**”).

6.4.4 EXERCISE NOTICE AND PAYMENT

Lead Manager Options may be exercised by notice in writing to the Company (“**Exercise Notice**”) together with payment of the Exercise Price for each Lead Manager Option being exercised. Any Exercise Notice for a Lead Manager Option received by the Company will be deemed to be a notice of the exercise of that Lead Manager Option as at the date of receipt. Payment in connection with the exercise of Lead Manager Options must be in Australian currency, and made payable to the Company in cleared funds.

6.4.5 SHARES ISSUED ON EXERCISE

Shares issued on exercise of Lead Manager Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

6.4.6 QUOTATION OF SHARES

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Lead Manager Options.

6.4.7 TIMING OF ISSUE OF SHARES

Subject to Section 6.4.8, within 5 business days after the later of the following:

- receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price in cleared funds for each Lead Manager Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- the date that the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Exercise Price in cleared funds for each Lead Manager Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Lead Manager Options and, to the extent that it is legally able to do so:

- give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Lead Manager Options.

If the Company is unable to lodge a notice that complies with section 708A(5)(e) of the Corporations Act then the Company may, in its absolute discretion, issue the Shares after the lodgement of a disclosure document issued by the Company complying with Part 6D.2 of the Corporations Act in respect of an offer of Shares (“**Cleansing Prospectus**”) or, if agreed by the holder, issue the Shares after the holder signs an undertaking not to deal in the Shares until the earlier of:

- the Company issuing a Cleansing Prospectus; and
- 12 months from issue, and agrees to a holding lock being placed on the Shares for this period.

6.4.8 SHAREHOLDER AND REGULATORY APPROVALS

Despite any other provision of these terms and conditions, exercise of Lead Manager Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Lead Manager Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Lead Manager Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Lead Manager Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Lead Manager Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

6.4.9 PARTICIPATION IN NEW ISSUES

There are no participation rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.

6.4.10 ADJUSTMENT FOR BONUS ISSUES OF SHARES

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of a Lead Manager Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Lead Manager Option before the record date for the bonus issue; and
- no change will be made to the Exercise Price.

6.4.11 ADJUSTMENT FOR RIGHTS ISSUE

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

6.4.12 ADJUSTMENTS FOR REORGANISATION

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

6.4.13 QUOTATION

The Company will not apply for quotation of the Lead Manager Options on ASX.

6.4.14 TRANSFERABILITY

The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

6.5. CONSENTS

Each of the parties referred to as consenting parties who are named below:

- does not make the Entitlement Offer;
- has not authorised, and has not caused, the issue of this Prospectus;
- has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus; and
- has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

Role	Consenting party
Legal adviser	Palisade Corporate
Lead Manager	Mahe Capital

6.6. INTERESTS OF DIRECTORS, EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- promoter of the Company,

holds at the date of this Prospectus or held at any time during the last two years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion; or
- the Entitlement Offer.

Other than as set out below or elsewhere in this Prospectus, no amount has been paid or agreed to be paid, and no benefit has been given or agreed to be given, to any Director or proposed Director either to induce them to become, or to qualify as, a Director of the Company, or otherwise for services rendered by them in connection with the formation or promotion of the Company or the Entitlement Offer.

6.6.1 DIRECTORS' RELEVANT INTERESTS IN SECURITIES

The Directors have the following relevant interests in Securities:

Director	Number of Shares held ¹	Entitlement to subscribe for New Shares	Number of New Shares held post-Entitlement Offer ²
Adam Sierakowski	87,614,556	5,840,970	93,455,526
Agapitos Marcus Geoffrey Michael	42,474,954	2,831,664	45,306,618
Thomas Fontaine	200,000	13,333	213,333

Notes:

1. Assumes that the Directors do not exercise any Options over ordinary Shares prior to the completion of the Entitlement Offer.
2. Assumes all Directors take up their Entitlements.

6.6.2 DIRECTORS' REMUNERATION

The Constitution provides that the Non-Executive Directors may be paid for their services as non-executive directors a maximum total amount (excluding salaries) determined by the Company in general meeting (currently set at \$250,000). Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their employment agreements. The table below sets out the remuneration (including cash, leave and superannuation) paid or payable to the Directors for the two financial years prior to the date of this Prospectus and for the current financial year until the date of this Prospectus:

Director	Remuneration 2020 financial year	Remuneration 2021 financial year	Remuneration 2022 financial year
Adam Sierakowski	\$72,000	\$130,950	\$189,000
Agapitos Marcus Geoffrey Michael	\$60,000	\$60,000	\$60,000
Thomas Fontaine	-	\$23,571	\$60,000

6.6.3 EXPERTS AND ADVISERS

Palisade Corporate has acted as legal adviser to the Company. Palisade Corporate's fees for work in relation to the Entitlement Offer (which includes services in connection with the Entitlement Offer) up to the date of lodgement of this Prospectus will be approximately \$20,000 (plus GST and disbursements). Palisade Corporate may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates. Adam Sierakowski, the Executive Chairman of the Company, is a director and shareholder of both Palisade Corporate, which he holds a beneficial interest in, and the Company. As such, Mr Sierakowski may obtain an indirect benefit from this transaction.

6.7. EXPENSES OF THE ENTITLEMENT OFFER

The estimated expenses of the Entitlement Offer (exclusive of GST) are as follows:

Expense	Amount	
	Minimum Subscription	Full Subscription
Accounting fees	\$1,500	\$1,500
Legal fees	\$20,000	\$20,000
Lead Manager fees	\$125,000	\$156,000
Postage, printing & Share Registry fees	\$11,500	\$11,500
ASIC & ASX fees	\$9,736	\$14,236
Total	\$167,736	\$203,236

6.8. LITIGATION

The Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

7 DIRECTORS' AUTHORISATION

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

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

Signed for and on behalf of the Company on 27 April 2022.



Adam Sierakowski
Executive Chairman
Kinetiko Energy Ltd

8 DEFINITIONS

“**Acceptance Form**” means an acceptance form in the form accompanying this Prospectus pursuant to which Eligible Shareholders may apply for New Shares under the Entitlement Offer.

“**Application Monies**” means the monies received from persons applying for New Shares under the Entitlement Offer.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX Settlement**” means ASX Settlement Pty Limited (ACN 008 504 532).

“**ASX**” means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

“**AWST**” means Australian Western Standard Time.

“**Board**” means the board of Directors.

“**Business Day**” means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

“**CHESS**” means the Clearing House Electronic Subregister System operated by ASX Settlement.

“**Closing Date**” means the date that the Entitlement Offer closes which is 5:00pm (AWST) on 20 May 2022 or such other time and date as the Company determines.

“**Company**” means Kinetiko Energy Ltd (ACN 141 647 529).

“**Constitution**” means the constitution of the Company from time to time.

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

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

“**Eligible Shareholder**” has the meaning given in Section 1.4.

“**Entitlement Offer**” means a renounceable entitlement offer of New Shares on the basis of 1 New Share for every 15 Shares held on the Record Date, at an issue price of \$0.075 each to raise approximately \$3.13 million with a minimum subscription of \$1,500,000 (before costs), made pursuant to this Prospectus.

“**Entitlement**” means an Eligible Shareholder’s entitlement to New Shares under the Entitlement Offer.

“**Ineligible Shareholder**” means a Shareholder who is not an Eligible Shareholder.

“**Listing Rules**” means the official Listing Rules of the ASX.

“**Lodgement Date**” means 27 April 2022.

“**Minimum Subscription**” means the subscription of 20,000,000 New Shares at an issue price of \$0.075 each to raise \$1,500,000 under the Entitlement Offer.

“New Share” means a Share offered under the Entitlement Offer.

“Official List” means the official list of ASX.

“Opening Date” means the first date for receipt of acceptances under the Entitlement Offer which is 9:00am (AWST) on 5 May 2022 or such other time and date as the Company determines.

“Option” means the right to acquire one Share in the capital of the Company.

“Prospectus” means this prospectus dated 27 April 2022.

“Record Date” means the date for determining the entitlement of Shareholders under the Entitlement Offer, being 5:00pm (AWST) on 3 May 2022.

“Section” means a section of this Prospectus.

“Share Registry” means Automic Registry Services Pty Ltd.

“Share” means a fully paid ordinary share in the capital of the Company.

“Shareholder” means the registered holder of one or more Shares.

“Shortfall Offer” means the offer to Eligible Shareholders who subscribe for their full Entitlements to subscribe for the Shortfall.

“Shortfall” means those New Shares not validly applied for by Eligible Shareholders pursuant to their entitlement under the Entitlement Offer.

“Trading Day” has the meaning given in the Listing Rules.

“Lead Manager Options” means an Option on the terms set out in Section 6.4 to be issued to the Lead Manager (or their nominee) pursuant to the Lead Manager Mandate.

“Mahe Capital” or **“Lead Manager”** means Mahe Capital Pty Ltd (AFSL 517246).