



## Announcement Summary

**Entity name**

KINGSTON RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

27/6/2023

**The Proposed issue is:**☒ An offer of securities under a securities purchase plan☒ A placement or other type of issue**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	OPTION EXPIRING 31 JUL 2025 EX \$0.14	11,764,706
KSN	ORDINARY FULLY PAID	23,529,412

**+Record date**

26/6/2023

**Offer closing date**

7/8/2023

**+Issue date**

14/8/2023

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	OPTIONS EXPIRING 31 JUL 2025 EX \$0.14	26,470,588
New class-code to be confirmed	OPTIONS EXPIRING 31 JUL 2025 EX \$0.14	5,882,353
KSN	ORDINARY FULLY PAID	64,705,882



**Proposed +issue date**

3/7/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

KINGSTON RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

009148529

**1.3 ASX issuer code**

KSN

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

27/6/2023

**1.6 The Proposed issue is:**

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

☒ Yes

4A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	4/8/2023	<input checked="" type="checkbox"/> Estimated	No

Comments



## Part 4B - Offer details

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

KSN : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

### Details of +securities proposed to be issued

**ASX +security code and description**

KSN : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

23,529,412

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

☒ No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

☒ Yes

**Describe the maximum subscription condition**

The Company will raise a maximum of \$2 million under the SPP (subject to rounding).

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

☒ Yes

**Is the minimum acceptance unit based or dollar based?**

☒ Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

☒ Yes

**Is the maximum acceptance unit based or dollar based?**

☒ Dollar based (\$)



**Please enter the maximum acceptance value**

\$ 60,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

A\$60,000, A\$50,000, A\$40,000, A\$30,000, A\$25,000, A\$20,000, A\$15,000, A\$10,000, A\$5,000, or A\$2,000

**Offer price details**

**Has the offer price been determined?**

☒ Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.08500

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

☒ Yes

**Describe the scale back arrangements**

The Company reserves the right to scale-back any application as it, in its absolute discretion without showing cause, sees fit.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

Attaching +Security

**The proposed attaching security can only be of an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)**

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTION EXPIRING 31 JUL 2025 EX \$0.14

**+Security type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)****The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**

Fractions rounded down to the nearest whole number or fractions disregarded

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

11,764,706

**Offer price details****Has the offer price been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.00000

**Please confirm whether the offer of the attaching +securities is a separate offer to the offer pursuant to the +security purchase plan**☒ No**Please confirm whether the attaching +securities are being offered under a +disclosure document or +PDS**☒ Yes**Oversubscription & Scale back details****Will a scale back be applied if the offer is over-subscribed?**☒ Yes**Describe the scale back arrangements**

The Company reserves the right to scale-back any application as it, in its absolute discretion without showing cause, sees fit.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1400

**Expiry date**

31/7/2025

**Details of the type of +security that will be issued if the option is exercised**

KSN : ORDINARY FULLY PAID



**Number of securities that will be issued if the option is exercised**

One Fully Paid Ordinary Share will be issued on the exercise of one Option.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Please refer to the ASX announcement dated 27 June 2023. Further details and material terms of the offer will be included in the Share Purchase Plan and Options Prospectus that is expected to be announced to the ASX on or around 6 July 2023.

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Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

27/6/2023

**4C.2 +Record date**

26/6/2023

**4C.3 Date on which offer documents will be made available to investors**

6/7/2023

**4C.4 Offer open date**

14/7/2023

**4C.5 Offer closing date**

7/8/2023

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

14/8/2023

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

☒ No

**4D.1a Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ No

**4D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ No





## Part 4E - Fees and expenses

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### 4E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

### 4E.2 Is the proposed offer to be underwritten?

☒ No

### 4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

### 4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

## Part 4F - Further Information

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### 4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To undertake necessary capital works to transform the Company to conventional mining, including commencing plant refurbishment at Mineral Hill, underground re-entry works and open pit waste stripping. Funds will also be used for general working capital.

### 4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

### 4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

The Offer is open to all Shareholders whose address in the Company's share register is in Australia, New Zealand or Germany and who are registered as holders of the fully paid ordinary shares of the Company on the Record Date.

### 4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://kingstonresources.com.au/investor-centre/asx-announcements/>

### 4F.4 Any other information the entity wishes to provide about the proposed offer

The issue of shares and attaching options under the SPP will be subject to shareholder approval, which will be sought on or around 4 August 2023. Refer to the Company's announcements lodged on or around 27 June 2023 for further information.



## Part 7 - Details of proposed placement or other issue

### Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	4/8/2023	<input checked="" type="checkbox"/> Estimated	No

#### Comments

Placement to be issued in two tranches. Under Tranche 1 the Company will issue 52,941,176 shares using capacity under ASX Listing Rule 7.1. Shareholder approval will be sought for the issue of 11,764,706 shares under Tranche 2 and for the issue of 32,352,941 options attaching to Tranche 1 & Tranche 2 placement shares.

### Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

#### Details of +securities proposed to be issued

##### ASX +security code and description

KSN : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

52,941,176

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.08500

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

#### Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

☒ New class

#### Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

##### Details of attaching +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTIONS EXPIRING 31 JUL 2025 EX \$0.14

**+Security type**

Options

**Number of +securities proposed to be issued**

26,470,588

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

The Placement Options will be offered for nil cash consideration as they are attaching Options on the basis of one attaching Placement Option for every two (2) Placement Shares issued under the Placement.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**



**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

#### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1400

**Expiry date**

31/7/2025

**Details of the type of +security that will be issued if the option is exercised**

KSN : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One Fully Paid Ordinary Share will be issued on the exercise of one Option.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the Notice of General Meeting, which is expected to be lodged with the ASX on or around 6 July 2023.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

#### Details of +securities proposed to be issued

**ASX +security code and description**

KSN : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

11,764,706

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.85000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

#### Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

☒ New class

#### Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

##### Details of attaching +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ No

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTIONS EXPIRING 31 JUL 2025 EX \$0.14

**+Security type**

Options

**Number of +securities proposed to be issued**

5,882,353

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

The Placement Options will be offered for nil cash consideration as they are attaching Options on the basis of one attaching Placement Option for every two (2) Placement Shares issued under the Placement.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**



**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

#### Options details

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**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1400

**Expiry date**

31/7/2025

**Details of the type of +security that will be issued if the option is exercised**

KSN : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One Fully Paid Ordinary Share will be issued on the exercise of one Option.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the Notice of General Meeting, which is expected to be lodged with the ASX on or around 6 July 2023.

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#### Part 7C - Timetable

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**7C.1 Proposed +issue date**

3/7/2023

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#### Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

4/8/2023

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ No



**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

## Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

BW Equities Limited and Ord Minnett Limited.

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

6% management fee on the Placement.

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

N/A

## Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

For general working capital and to undertake necessary capital works to transform the Company to conventional mining, including commencing plant refurbishment at the Mineral Hill Mine, underground re-entry works and open pit waste stripping.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

52,941,176 Tranche 1 Placement Shares to be issued on or around 3 July 2023.  
11,764,706 Tranche 2 Placement Shares to be issued on or around 14 August 2023, subject to Shareholder approval (which will be sought on or around 4 August 2023).  
Tranche 1 and Tranche 2 Placement Shares to be issued under a 708A(5) cleansing notice.  
32,352,941 Placement Options attaching to Tranche 1 and Tranche 2 Placement Shares to be issued on or around 14 August 2023, subject to Shareholder approval (which will be sought on or around 4 August 2023). Options to be issued under the publication of a disclosure document ('Share Purchase Plan and Options Prospectus'), which is expected to be lodged with the ASX on or around 6 July 2023.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with**



**the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)