

## SHARE PURCHASE PLAN OPENS

Kingston Resources Limited (ASX:KSN) (“Kingston” or “Company”) is pleased to announce that the Share Purchase Plan (“SPP”) is now open.

As announced on 9 December 2024, the Company is offering all existing eligible shareholders the opportunity to subscribe for Kingston shares between \$2,000 and \$30,000 at \$0.075 per share without paying any brokerage costs, commissions or other transaction costs.

The SPP will be open to those shareholders of the Company on the share register as of 5:00pm (AEDT) on Friday, 6 December 2024 (“**Record Date**”) who have registered addresses in Australia, New Zealand, or in limited circumstances, Germany). Participation is optional.

Attached is a letter which is being dispatched to Eligible Shareholders today. Also attached is the SPP offer booklet (containing full details of the SPP) and a sample application form.

Eligible Shareholders who have any questions regarding the SPP contact the Offer Information Line between 8.30am and 7.00pm (AEDT), Monday to Friday at 1300 288 664 (within Australia) and +61 2 9698 5414 (international).

This announcement has been approved for release by the board of Kingston Resources Limited.



ASX: KSN  
Shares on Issue: 793M  
Market Cap: A\$60M  
Cash: A\$5M (30 Nov 2024)

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@KSNResources

## **Share Purchase Plan**

### **Letter to Eligible Shareholders**

16 December 2024

Dear Shareholders

#### **Invitation to participate in Share Purchase Plan**

On behalf of the board of Kingston Resources Limited (ASX: KSN) ("Kingston" or "Company"), I am pleased to offer you the opportunity to participate in the Kingston share purchase plan ("SPP") which was announced on 9 December 2024. The SPP provides you with an opportunity to acquire between \$2,000 and \$30,000 worth of Kingston ordinary shares ("SPP Shares") at \$0.075 per SPP Share ("Offer Price"), without paying any brokerage costs, commissions or other transaction costs.

Under the SPP, Kingston intends to raise \$2 million. The SPP is fully underwritten to \$2 million by Delphi Unternehmensberatung Aktiengesellschaft, an existing shareholder and institutional investor ("Underwriter"). The Company reserves the right to scale back applications at its absolute discretion.

The SPP is part of a broader capital raise being undertaken by the Company. As announced to ASX on 9 December 2024, the Company has received firm bids to raise \$8.4 million (before costs) in a placement offer to eligible institutional, sophisticated and professional investors ("Placement"). Shares under the Placement were issued at the same price as the Offer Price.

Proceeds from the Placement and SPP will be used to accelerate the exploration strategy at the Mineral Hill mine to grow the resource base and underpin Kingston's target to double Mineral Hill production and for working capital purposes.

#### **SPP Offer Booklet**

The SPP is subject to the terms and conditions set out in the SPP offer booklet ("Offer Booklet"). A copy of the Offer Booklet was lodged with ASX today. The Company encourages you to carefully read the Offer Booklet in full before making your investment decision, noting that you will be bound by the terms and conditions in the Offer Booklet and attached application form ("Application Form") if you choose to participate.

A copy of the Offer Booklet and instructions on how to apply for the SPP and submit your payment is available via Automic investor portal at <https://investor.automic.com.au/#/home>.

#### **Eligible Shareholders**

Participation in the SPP is entirely voluntary. The SPP offer is open to all shareholders registered as holders of the fully paid ordinary shares of the Company as at 5.00pm (AEDT) 6 December 2024 and whose address on the Company's share register is in Australia or New Zealand. Certain Shareholders who reside in Germany may also be eligible to participate in the SPP offer. Australian and New Zealand Shareholders, together with any eligible German Shareholders, are each an "Eligible Shareholder" and may participate in this Offer. The Company has determined that it is not practical for Shareholders with registered addresses in other jurisdictions to participate in the SPP.

The law prescribes that a shareholder may only subscribe for up to a maximum of \$30,000 worth of SPP Shares, even if the shareholder receives more than one offer under the SPP – for example, as a consequence of having more than one shareholding under separate share accounts. A joint holding is considered to be a single registered holding for the purposes of the SPP and is entitled to subscribe for up to a maximum of \$30,000 worth of SPP Shares in those registered names even if an Eligible Shareholder separately receives an Offer.

Certain Eligible Shareholders who are custodians holding shares on behalf of certain beneficiaries are also invited to participate in the SPP on the terms and conditions set out in the Offer Booklet.

### About the SPP

Pursuant to the SPP, Eligible Shareholders may apply for a maximum of \$30,000 worth of SPP Shares by selecting one of the following options:

Offer	Application amount	Number of New Shares
A	\$2,000 (minimum)	26,666
B	\$5,000	66,666
C	\$10,000	133,333
D	\$15,000	200,000
E	\$20,000	266,666
F	\$25,000	333,333
G	\$30,000 (maximum)	400,000

The above table summarises the number of SPP Shares that would be issued for different application amounts (assuming there is no scale-back of applications). Where the amount applied for results in a fraction of a share, the number of SPP Shares issued will be rounded down to the nearest whole number. All SPP Shares issued under the SPP will rank equally with existing ordinary shares.

The Offer Price of \$0.075 per SPP Share represents a discount of:

- 16.7% discount to the last closing price on the ASX of the Company's shares prior to the Record Date; and
- 14.7% discount to the 5-day volume weighted average price of the Company's shares on the ASX up to 5 December 2024.

If the total applications received from Eligible Shareholders exceeds \$2 million, the Company reserves the right to scale-back any application as it, in its absolute discretion, sees fit. If your application is scaled-back, excess application monies received will be returned without interest or handling charges.

### How to apply

Applications for New Shares by Eligible Shareholders must be made in accordance with the Application Form and payment made by BPAY® or by Electronic Funds Transfer (EFT) with payment in Australia dollars in accordance with the instructions on the Application Form. Applicants cannot make payment by cash, cheques or money orders.

1. **ONLINE** - The SPP Offer Booklet and personalised Application Form can be accessed via: <https://investor.automic.com.au/#/home>
2. **PAPER** - Request a paper copy of the SPP Offer Booklet and the personalised Application Form by contacting the Company's Share Registry, Automic on 1300 288 664 (within Australia) or: +61 2 9698 5414 (outside Australia).

To download your Application Form, you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic and wish to register for one	I don't have an online account with Automic – but wish to use Automic for this Offer only
<a href="https://investor.automic.com.au">https://investor.automic.com.au</a>  Select: "Existing Users Sign In".   Once you have successfully signed in, click on "Documents and Statements".  Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.   <b>Do not return your application form.</b>	<a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a>  Select " <i>Kingston Resources Limited</i> " from the dropdown list in the ISSUER field.   Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then click Next and complete the prompts.  Once you have successfully signed in, click on "Documents and Statements".  Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.   <b>Do not return your application form.</b>	<a href="https://investor.automic.com.au/#/login">https://investor.automic.com.au/#/login</a>  Select " <i>Kingston Resources Limited</i> " from the dropdown list in the ISSUER field.   Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then click Next and complete the prompts.  Once you have successfully signed in, click on "Documents and Statements".  Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.   <b>Do not return your application form.</b>

Payment must be received by the share registry by 5:00pm (AEDT) on Wednesday, 15 January 2025.

## Key Dates

Event	Date
Record Date	Friday, 6 December 2024
SPP Offer announced	Monday, 9 December 2024
Opening Date	Monday, 16 December 2024
Closing Date	Wednesday, 15 January 2025
Announcement of SPP results, Issue of SPP Shares	Wednesday, 22 January 2025
Quotation of SPP Shares on ASX, Despatch of Holding Statements	Thursday, 23 January 2025

## Important: Investment Risk

The market price of the Company's securities may rise or fall between the date of the SPP offer and when SPP Shares are issued. Any movement will not affect the price or number of the SPP Shares offered to each Eligible Shareholder under the SPP. If the price of the Company's securities fall between the date of the SPP offer and when SPP Shares are issued, the price at which the Company's shares are traded on ASX may be less than the Offer Price. Each Eligible Shareholder should seek independent advice from their financial or other professional advisors before applying for SPP Shares under the SPP.

The Offer Booklet and the Application Form set out the terms and conditions of the Offer under the SPP. By applying for SPP Shares, you agree to be bound by the Constitution of the Company and the terms and conditions of the SPP specified in the Application Form and the Offer Booklet.

## Further enquiries

Shareholders who require further information about the Offer, please contact the Share Registry, Automic on 1300 288 664 or +61 2 9698 5414 between 8.30am and 7.00pm (AEDT), Monday to Friday or email [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).

Yours faithfully



**Mick Wilkes**  
Non-Executive Chair

**KINGSTON RESOURCES LIMITED**  
**ACN 009 148 529**

**SHARE PURCHASE PLAN OFFER BOOKLET**

**16 December 2024**

An offer for Eligible Shareholders to purchase a parcel of shares at \$0.075 (7.5 cents) per share up to a maximum value of \$30,000 (400,000 shares)

**Closing Date: 5:00pm (AEDT) 15 January 2025 (unless closed earlier)**

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.**

It is important that you read this document carefully before deciding to participate in Share Purchase Plan as described in this Offer Booklet.

If you do not understand its contents, you should consult your professional adviser.

This Offer is on a 'first come, first accepted' basis.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**



## IMPOTRANT NOTICES

This Offer Booklet and enclosed personalised Acceptance Form have been prepared by the Company. The information in this document is dated 16 December 2024.

No party other than the Company has authorised or caused the issue of the information in this document, or takes any responsibility for, or makes any statements, representations or undertakings about the information in this document.

You should read the information in this document carefully and in its entirety before you decide whether to apply for SPP Shares. You should consider the Company's other periodic and continuous disclosure announcements, annual reports and full year statutory accounts, current and historical share price, and any other Company announcements. This information may be obtained from sources including the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au) or the ASX website at [www.asx.com.au](http://www.asx.com.au).

This Offer has been made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which enables the company to issue SPP Shares without a prospectus or other disclosure document.

### **Important: Investment Risk**

The market price of the Company's securities may rise or fall between the date of this Offer and when SPP Shares are issued. Any movement will not affect the price or number of the SPP Shares offered to each Eligible Shareholder under the SPP. If the price of the Company's securities fall between the date of this Offer and when SPP Shares are issued, the price at which the Company's shares are traded on ASX may be less than the Offer Price. Each Eligible Shareholder should seek independent advice from their financial or other professional advisors before applying for SPP Shares under the SPP.

This Offer Booklet and the Application Form set out the terms and conditions of the Offer under the SPP. By applying for SPP Shares, you agree to be bound by the Constitution of the Company and the

terms and conditions of the SPP specified in the Application Form and this Offer Booklet.

### **Offering restrictions**

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Accordingly, the Company has determined that it is not practical for Shareholders who are not a resident in Australia, New Zealand, or in some cases, Germany (see section 10). The SPP does not constitute an offer of SPP Shares for sale in any other jurisdiction.

### **Not for Distribution in the United States**

The SPP Shares offered and issued under this Offer Booklet have not been and will not be registered under the US Securities Act 1933 ("**Securities Act**") or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction in the United States. If you are acting for the account or benefit of a person in the United States, you are not permitted to apply for or acquire SPP Shares for, or for the account of benefit of, that person.

### **Important Information for Eligible Shareholders in New Zealand**

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with a registered address in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (NZ). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## THE OFFER AT A GLANCE

### KEY DATES\*

Event	Date
Record Date	Friday, 6 December 2024
SPP Offer announced	Monday, 9 December 2024
Opening Date	Monday, 16 December 2024
Closing Date	Wednesday, 15 January 2025
Announcement of SPP results, Issue of SPP Shares	Wednesday, 22 January 2025
Quotation of SPP Shares on ASX, Despatch of Holding Statements	Thursday, 23 January 2025

*\*Kingston Resources Limited has the discretion to alter Key Dates above without notice.*

### OFFER DETAILS

Item	Detail
What is the SPP?	<p>The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of SPP Shares at the Offer Price without incurring brokerage or other transaction costs, subject to the terms of this Offer Booklet. Participation in the SPP is entirely voluntary.</p> <p>The Company intends to raise \$2 million under the SPP. The SPP is fully underwritten (to \$2 million) by Delphi Unternehmensberatung Aktiengesellschaft, an existing shareholder and institutional investor. ("<b>Underwriter</b>")</p>
Offer Price	<p>\$0.075 (7.5 cents) per SPP Share which represents:</p> <ul style="list-style-type: none"><li>• a 16.7% discount to the last closing price on the ASX of the Company's shares prior to the Record Date</li><li>• a 14.7% discount to the 5-day volume weighted average price of the Company's shares on the ASX up to 5 December 2024.</li></ul>
Eligible Shareholders	<p>Shareholders registered as holders of the fully paid ordinary shares of the Company as at 5.00pm (AEDT) on the Record Date and whose address on the Company's share register is in Australia or New Zealand. Certain Shareholders who reside in Germany may also be eligible to participate in the Offer, see section 10 for the eligibility criteria.</p>
Minimum Application Amount	<p>The minimum application amount is \$2,000 (26,666 shares).</p>



Maximum Application Amount	The maximum application amount is \$30,000 (400,000 shares).
Permitted Application Amounts	<p>Each Eligible Shareholder is entitled to purchase a parcel of SPP Shares valued at any of:</p> <ul style="list-style-type: none"> <li>• \$2,000 (26,666 shares)</li> <li>• \$5,000 (66,666 shares)</li> <li>• \$10,000 (133,333 shares)</li> <li>• \$15,000 (200,000 shares)</li> <li>• \$20,000 (266,666 shares)</li> <li>• \$25,000 (333,333 shares)</li> <li>• \$30,000 (400,000 shares)</li> </ul> <p>**the number of SPP Shares issued will be rounded down to the nearest whole share. Fractions of a share will not be issued.</p>

## 1. SHARE PURCHASE PLAN

As announced on 9 December 2024, Kingston Resources Limited (ASX:KSN) ("**Company**") is offering an opportunity for Eligible Shareholders of the Company to purchase additional fully paid ordinary shares in the Company ("**SPP Shares**") without brokerage, commission or transaction costs being payable in respect of the application for, and issue of, SPP Shares.

All SPP Shares issued under this Share Purchase Plan ("**SPP**") will rank equally with existing fully paid ordinary shares of the Company and will carry the same voting rights and other entitlements. The SPP Shares issued under this SPP will be listed on ASX.

### **Important: Investment Risk**

The market price of the Company's securities may rise or fall between the date of this Offer and when SPP Shares are issued. Any movement will not affect the price or number of the SPP Shares offered to each Eligible Shareholder under the SPP. If the price of the Company's securities fall between the date of this Offer and when SPP Shares are issued, the price at which the Company's shares are traded on ASX may be less than the Offer Price. Each Eligible Shareholder should seek independent advice from their financial or other professional advisors before applying for SPP Shares under the SPP.

This Offer Booklet and the Application Form set out the terms and conditions of the Offer under the SPP. By applying for SPP Shares, you agree to be bound by the Constitution of the Company and the terms and conditions of the SPP specified in the Application Form and this Offer Booklet.

## 2. NUMBER OF SHARES TO BE ISSUED AND PRICE

The Company intends to issue up to 26,666,667 SPP Shares under the SPP at a price of \$0.075 (7.5 cents) per SPP Share ("**Offer Price**") to raise approximately \$2 million. The Offer is underwritten to a total of \$2 million by the Underwriter (see section 4). The Company may scale-back Applications at its discretion.

The Offer Price represents a 14.7% discount to the volume-weighted average price of the Company's shares traded on the ASX over the 5 business days up to, and including Thursday, 5 December 2024, which was the last day of trading shares on ASX prior to the Company's announcement of the SPP on Friday, 6 December 2024.

The Company has also raised \$6 million from institutional investors under a placement announced to the market on 16 December 2024 ("**Placement**"). Shares were issued under the Placement at the same price as the Offer Price.

KSN currently has 793,867,685 fully paid ordinary shares on issue. This includes 85,333,334 shares placed to institutional investors under the Placement. The Company also has 62,668,066 unlisted options and 130,440,452 Warrants currently on issue.

Applications will be dealt with on a 'first come, first accepted' basis and will not be able to be withdrawn or revoked once made.

### 3. USE OF FUNDS

The funds raised from the Offer and the Placement will be used to accelerate the exploration strategy at Mineral Hill to grow the resource base and underpin Kingston's target to double Mineral Hill production and for working capital purposes. Please see the following announcements on ASX for more information on Mineral Hill at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.ksn>:

30 September 2024 – "Six Year Mine Life at Mineral Hill"

19 September 2024 – "Refurbished Processing Plant Reaches Full Capacity"

23 August 2024 – "First Gold from New Pit and Refurbished Plant"

### 4. UNDERWRITING

The Offer is underwritten to the amount of \$2 million (before costs) by the Underwriter. The Underwriter and the Company have entered into an underwriting agreement dated 6 December 2024 ("**UWA**") which sets out the basis on which the Underwriter has agreed to underwrite the Offer ("**Underwritten Amount**").

Under the terms of the UWA, on completion of the Offer, in consideration for the Underwriting agreeing to underwrite the Offer, the Company will pay an underwriting fee equaling 6% of the Underwritten Amount (\$120,000).

The Underwriter may terminate the UWA at any time prior to completion of the Offer if certain termination events occur, including any of the following:

(**Adverse change**) there is an adverse change, or an event occurs that is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of the company or the group (in so far as the position in relation to any entity in the group affects the overall position of the company).

(**Application**) there is an application to a governmental agency (including the Takeovers Panel) for an order, declaration (including unacceptable circumstances) or other remedy in connection with the offer (or any part of it), except in circumstances where the existence of the application has not become public and has been withdrawn, discontinued or terminated by the date that is the earlier of:

- the business day immediately preceding the issue date; or
- the date that is 3 business days after the application, hearing, inquiry, investigation, prosecution or notice is commenced or received.

(**ASIC Action**) ASIC:

- applies for an order under Part 9.5 of the Corporations Act in relation to the offer, the issue of the new shares or any offer document;
- holds, or gives notice of intention to hold, a hearing, inquiry or investigation in relation to the offer, the issue of the new shares or any offer document under the Corporations Act or the *Australian Securities and Investments Commission Act 2001* (Cth);

- prosecutes or gives notice of an intention to prosecute, or commences proceedings against, or gives notice of an intention to commence proceedings against, the company or any of its officers, employees or agents in relation to the Offer, the issue of the new shares or any offer document under the Corporations Act or the *Australian Securities and Investments Commission Act 2001* (Cth),
- except in circumstances where the existence of the application, hearing, inquiry, investigation, prosecution or notice has not become public, and it has been withdrawn by the date that is the earlier of:
  - the business day immediately preceding the issue date; or
  - the date that is three business days after the application, hearing, inquiry, investigation, prosecution or notice is commenced or received.

**(ASX approval)** unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of the offer) by ASX for official quotation of the new shares is refused or is not granted by the time required to issue the relevant new shares in accordance with the timetable or, if granted, is modified (in a manner which would have a material adverse effect on the success or settlement of the offer) or withdrawn.

**(Authorisations)** any:

- material licence, lease, permit, concession, tenement, authorisation or concession of the Group **(Authorisation)** is, or is likely to be, invalid, revoked or unenforceable, including as a result of the introduction of new legislation in the relevant jurisdiction; or
- Authorisation is breached or not complied with in a material respect.

**(Breach of warranty or undertaking)** a representation, warranty or undertaking given by the company under the agreement is breached by the company or is or becomes false, inaccurate or incorrect when made or as at the date it is deemed given under this agreement.

**(Company default under this Agreement)** there is a default by the company in the performance of any of its obligations under the agreement and that failure is not remedied to the satisfaction of the underwriter within 5 business days after being given notice of the breach by the underwriter.

**(Compliance)** the company commits a breach of the Corporations Act, ASX Listing Rules, the Constitution, or other applicable laws or its Constitution.

**(Certificate)** a certificate which is required to be furnished by the company under the agreement is not furnished when required, or if furnished is untrue, incorrect or misleading or deceptive in any material respect (including by omission).

**(Change in law)** there is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or prospective law or any new regulation is made under any law, or a governmental agency or the Reserve Bank of Australia adopts a policy, or there is an official announcement on behalf of the Government of the Commonwealth of Australia or any State or Territory of Australia or a governmental agency that such a law or regulation will be introduced or policy adopted (as the case may be) (other than a law or

policy that has been announced before the date of the agreement), any of which does or is likely to prohibit or regulate the offer or adversely affects the group.

**(Conduct)** the company or any of its directors or officers engages in misleading or deceptive conduct or activity in connection with the offer.

**(Disruption in financial markets)** any of the following occurs:

- general moratorium on commercial banking activities in Australia, New Zealand, the United States, Japan, Singapore or the United Kingdom (together, the **Specified Jurisdictions**) is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
- trading in all securities quoted or listed on the ASX, the London Stock Exchange, the New York Stock Exchange or the Tokyo Stock Exchange is suspended or limited in a material respect; or
- the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in a Specified Jurisdiction, or any change or development involving such a prospective adverse change in any of those conditions or markets.

**(Gold price fall)** the price of gold by reference to spot A\$ gold price referenced on Bloomberg under reference "XAUAUD Currency" falls to a level which is 15.0% or more below the level of that price on the close of trading on the business day before the date of the agreement and closes at or below that level on:

- any two consecutive business days on or before the business day immediately prior to the issue date; or
- at the close of trading on the business day immediately prior to the issue date.

**(Market Fall)** the S&P/ASX Mining and Metals Index falls to a level which is 15.0% or more below the level of that index on the close of trading on the business day before the date of the agreement and closes at or below that level on:

- any two consecutive business days on or before the business day immediately prior to the issue date; or
- at the close of trading on the business day immediately prior to the issue date.

**(Hostilities)** major hostilities not existing at the date of this agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of the Specified Jurisdictions, or a national emergency is declared by any one or more of the Specified Jurisdictions, or a major terrorist act is perpetrated anywhere in the world.

**(Insolvency)** an insolvency event occurs with respect to the company or any related corporation.

**(Judgment)** a judgment in an amount exceeding \$100,000 is obtained against the company or any of its related corporations and is not set aside or satisfied within 15 Business Days.

**(Legal proceedings)** legal proceedings against the company, any other group member or against any director of the company or any other group member in that capacity is

commenced or any regulatory body commences any enquiry or public action against a group member.
<b>(Listing)</b> the company ceases to be admitted to the official list of ASX or the securities are suspended from trading on, or ceases to be quoted on ASX or it is announced by ASX or the company that such an event will occur.
<b>(New circumstance)</b> a new circumstance arises which is a matter adverse to investors in the offer which would have been required by the Corporations Act to be included in the cleansing notice issued on the issue date, had the new circumstance arisen before the documents was given to ASX.
<b>(Offer Documents varied without approval)</b> the company varies or withdraws an existing offer document without the prior approval of the underwriter (such approval not to be unreasonably withheld).
<p><b>(Prescribed occurrence)</b> other than as contemplated in the offer, any of the following occurs without the underwriter's consent:</p> <ul style="list-style-type: none"> <li>- the company or any of its related corporations converts all of any of its shares into larger or smaller number of shares;</li> <li>- the company or any of its related corporations proposes to buy-back, or considers any resolution of the directors or at a general meeting to buy-back, or buys-back any of its shares;</li> <li>- the company or any of its related corporations makes an issue of, or grants an option to subscribe for, any of its shares, or agrees to make such issue or grant such an option;</li> <li>- the company or any of its related corporations issues, or agrees to issue, convertible notes;</li> <li>- the company or any of its related corporations disposes, or agrees to dispose of the whole, or a substantial part of its business or property;</li> <li>- the company or any of its related corporations charges, or agrees to charge the whole or a substantial part of its business or property, other than any existing security interests at the date of the agreement; or</li> <li>- the company or any of its related corporations makes, pays or declares any distribution to shareholders.</li> </ul>
<b>(Restriction on issue)</b> the company is prevented for any reason from issuing the new shares within the time required by the agreement, the Corporations Act, any statute or regulation, or by ASIC or any court of competent jurisdiction or any governmental or semi-Governmental Agency or authority.

To the maximum extent permitted by law, the Underwriter disclaims all liability takes no responsibility for any part of this SPP other than the reference to its name and the information contained in this section 4.

## **5. ELIGIBILITY AND APPLICATION**

Participation in the SPP is entirely voluntary. The Offer is open to all Shareholders registered as holders of the fully paid ordinary shares of the Company as at 7.00pm (AEDT) 6 December 2024 and whose address on the Company's share register is in Australia or New Zealand. Certain Shareholders who reside in Germany may also be eligible to participate in the Offer, see paragraph 10 for the eligibility criteria. Australian and New Zealand Shareholders, together with any eligible German Shareholders, are each an "Eligible Shareholder" and may participate in this Offer. The Company has determined that it is not practical for Shareholders with registered addresses in other jurisdictions to participate in the SPP.

Regardless of the number of shares held already, each Eligible Shareholder is entitled to apply for a permitted tranche of SPP Shares in the Company pursuant to the SPP and as specified on the Application Form to a maximum of \$30,000 (400,000 shares).

The law prescribes the Shareholder may only subscribe for up to a maximum of \$30,000 worth of SPP Shares, even if the Shareholder receives more than one Offer under the SPP – for example, as a consequence of having more than one shareholding under separate share accounts. A joint holding is considered to be a single registered holding for the purposes of the SPP and is entitled to subscribe for up to a maximum of \$30,000 worth of SPP Shares in those registered names even if an Eligible Shareholder separately receives an Offer.

An Eligible Shareholder who holds shares as custodian (as defined by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) may on behalf of more than one beneficiary be eligible to apply for a maximum of \$30,000 worth of SPP Shares for each beneficiary, subject to satisfying certain requirements (see paragraph 9 below). Custodians wishing to apply for SPP Shares on behalf of more than one beneficiary should contact the share registry and request a custodian certificate and schedule.

The Company reserves the absolute right, without showing cause, to reject any application where it considers the maximum application limit or any other term of the SPP has not been fully complied with.

The Offer is non-renounceable and so cannot be transferred to a third-party to participate in the SPP. Only Eligible Shareholders may accept an Offer under the SPP. The Application Form has pre-printed details including name as recorded on the register. The name of the registered Shareholder on the Application Form cannot be changed.

## **6. CLOSING DATE AND ISSUE DATE**

The SPP is anticipated to close at 5.00pm (AEDT) on 15 January 2025, although the Company reserves the absolute right, without showing cause, to change the Closing Date of the SPP. No late applications will be accepted.

As the SPP is on a 'first come first accepted' basis, the Closing Date may well be earlier than specified and particularly so if applications have been received for the maximum number of SPP Shares able to be issued under the ASX Listing Rules.

The Issue Date is anticipated to be 22 January 2025, although the Company reserves the right to change the Issue Date of the SPP. A holding statement on confirmation of issue setting out the number of SPP Shares allocated in respect each application will be sent shortly thereafter, and the Company will then promptly apply for them to be quoted on the official list of ASX.

## **7. OFFER OVERSUBSCRIBED, MODIFIED, SUSPENDED OR CANCELLED**

Although the SPP is offered on a 'first come first accepted' basis, if the total applications received for SPP Shares under the SPP exceed \$2 million, the Company reserves the right to scale-back any application as it, in its absolute discretion, sees fit.

The Company reserves the right at its absolute discretion, without showing cause, to cancel or suspend or modify the SPP at any time. If the SPP is cancelled, all Application Monies received will be returned without interest or handling charges.

To the maximum extent permitted by law, the Company is not liable for loss, cost or expense arising out of any exercise of its discretion under the SPP or these terms and conditions.

## **8. MAKING APPLICATION**

Applications for new shares by Eligible Shareholders must be made in accordance with the Application Form and payment made by BPAY® or by Electronic Funds Transfer (EFT) with payment in Australian dollars in accordance with the instructions on the Application Form. Applicants cannot make payment by cash, cheques or money orders. To participate, you can either:

1. **ONLINE** - The SPP Offer Booklet and personalised Application Form can be accessed via: <https://investor.automic.com.au/#/home>
2. **PAPER** - Request a paper copy of the SPP Offer Booklet and the personalised Application Form by contacting the Company's Share Registry, Automic on 1300 288 664 (within Australia) or: +61 2 9698 5414 (outside Australia).



To download your Application Form, you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic and wish to register for one	I don't have an online account with Automic – but wish to use Automic for this Offer only
<p><a href="https://investor.automic.com.au">https://investor.automic.com.au</a></p> <p><b>Select: "Existing Users Sign In".</b></p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.</p> <p><b>Do not return your application form.</b></p>	<p><a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></p> <p><b>Select "Kingston Resources Limited" from the dropdown list in the ISSUER field.</b></p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then click Next and complete the prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.</p> <p><b>Do not return your application form.</b></p>	<p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> <p><b>Select "Kingston Resources Limited" from the dropdown list in the ISSUER field.</b></p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then click Next and complete the prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Document and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised application form.</p> <p><b>Do not return your application form.</b></p>

**1. Apply by BPAY:** 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. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately.

OR

**2. Apply by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's

cut-off time and any associated fees with processing a funds transfer. Please ensure you use your unique reference located on the reverse page. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY or EFT and the Company receives an amount which is not equal to either A\$30,000, A\$25,000, A\$20,000, A\$15,000, A\$10,000, A\$5,000, or A\$2,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$2,000. The number of SPP Shares issued to you will be equal to your Application Monies divided by the Offer Price, rounded down to the nearest whole share. Fractions of a share will not be issued.

Do not send cash, cheques or money orders as payments by these methods will not be accepted.

**Payment must be received by the Share Registry by 5:00pm (AEDT) on Wednesday, 15 January 2025.**

By completion an Application Form and making payment via BPAY® or EFT, you:

- Irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form (if applicable) and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- Warrant that all details and statements in your Application Form are true and complete and not misleading;
- Agree that your application for SPP Shares will be irrevocable and unconditional (that is, it cannot be withdrawn);
- Warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- Acknowledge that no interest will be paid on any Application Monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- Acknowledge that the Company, its officers and agents are not liable for any consequences of the exercise or non-exercise of its discretions referred to in this Offer Booklet;
- If you are acting as a trustee, nominee or custodian, each person on whose behalf you are applying for an acquiring SPP Shares is an Eligible Beneficiary, and you have not send this Offer Booklet, or any materials relating to the SPP to any person outside one of the permitted jurisdictions;
- If you are applying on your own behalf (and not as custodian) acknowledge and agree that:
  - You are not applying for SPP Shares with Application Monies of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
  - The total of Application Monies for the following does not exceed \$30,000:
    - The SPP Shares the subject of your application;

- Any other Shares issued to you under the SPP or any similar arrangement in the 12 months before your application;
  - Any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
  - Any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- If you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
    - You are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
    - You held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Offer Booklet;
    - You are not applying for SPP Shares on behalf of any Eligible Beneficiary with Application Monies of more than \$30,000 under the SPP and similar arrangements in the 12 months before your application; and
    - The information in the Custodian Certificate submitted with your Application is true, correct and not misleading; and
  - Acknowledge that none of the Company, its advisors or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice.

## **9. OTHER TERMS AND CONDITIONS**

An Eligible Shareholder may participate in the SPP except where:

- The registered holding of shares is held on behalf of another person who resides outside Australia or New Zealand or, in certain circumstances, Germany (see Section 9 below).
- Acting for the account or benefit of a "U.S. person" as defined in Regulation S under the Securities Act 1933 of the United States of America.

A custodian wishing to apply for SPP Shares on behalf of one or more beneficiaries agrees to contact the share registry for information on how it may do so, including but not limited to providing a custodian certificate and schedule to the Company as required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended in compilation.

Every applicant for new shares under the SPP acknowledges they are lawfully permitted to accept the Offer to acquire SPP Shares under the SPP in accordance with the laws applicable in Australia

and any other applicable laws in the jurisdiction in which they and/or the beneficial owner of the registered holding is situated. Further it is acknowledged that the SPP, these terms and conditions and the details on the Application Form are irrevocably and unconditionally agreed and are governed by the laws in force in the State of New South Wales, Australia.

The Company (and its officers and agents) are authorised to correct any error or omission in any Application Form and complete any Application Form by the insertion of missing details, while it is acknowledged the Company may at any time determine whether any Application Form is valid notwithstanding if the Application Form is incomplete, contains errors or is otherwise defective.

The Company reserves the right in its absolute discretion, without showing cause, to reject any application for SPP Shares under the SPP that it believes fails to comply with all the terms and conditions of this Offer Booklet including the Application Form. The Company may make determinations in any manner it thinks fit, in relation to any issues, difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determination by the Company will be conclusive and binding on all Eligible Shareholders and any other persons to whom the determination relates.

The Company further reserves the right in its absolute discretion, without showing cause, to waive strict compliance with any part of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend, terminate or cancel the SPP at any time. Any such amendment, variation, suspension, termination or cancellation will be binding on all Eligible Shareholders even where the Company does not notify one or more Eligible Shareholders of that event or the details thereof.

It is acknowledged that neither the Company nor the share registry has provided investment advice or financial product advice, and neither has any obligation to do so, and that the decision to apply for new shares and the application is made solely by the Eligible Shareholder who accepts any risk associated with any refund that may be dispatched to the address shown on the Company's share register.

## **10. OVERSEAS SHAREHOLDERS**

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Booklet. In particular, this document may not be distributed to any person and the new shares may not be offered or sold, in any country outside Australia except as permitted below.

### **New Zealand**

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with a registered address in New Zealand to whom the Offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (NZ). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the

information that a product disclosure statement under New Zealand law is required to contain.

## Germany

This Offer Booklet has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the SPP Shares be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union ("**Prospectus Regulation**")

In accordance with Article 1(4) of the Prospectus Regulation, an offer of SPP Shares in Germany is limited:

- to persons who are "Qualified Investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

## 11. FURTHER INFORMATION

Please email [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au) or contact the Offer Information Line between 8.30am and 7.00pm (AEDT), Monday to Friday:

- 1300 288 664 (within Australia)
- +61 2 9698 5414 (international)

## 12. GLOSSARY

AEDT	Australian Eastern Daylight Time
Application Form	Your personalized application form is enclosed with this Offer Booklet
Application Monies	The monies received from an Eligible Shareholder
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The official listing rules of ASX from time to time
\$	Australian dollars
Closing Date	5:00pm (AEDT) Wednesday 15 January 2025
Company	Kingston Resources Limited

Custodian	A custodian as defined in <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>
Eligible Beneficiary	A beneficiary of a Custodian with a registered address in either Australia, New Zealand or Germany (in certain circumstances) as at the Record Date, provided that such beneficiary is not in the United States
Eligible Shareholder	A shareholder that is eligible to participate in the Offer in accordance with the terms of this Offer Booklet, including section 10
Offer	The offer of SPP Shares made pursuant to this Offer Booklet
Offer Booklet	This document
Offer Price	\$0.075 per SPP Share
Record Date	Friday 6 December 2024
Shareholder	A holder of fully paid ordinary shares in the capital of the Company
SPP	This share purchase plan
SPP Shares	Fully paid ordinary shares to be issued to Eligible Shareholders pursuant to the SPP
Underwriter	Delphi Unternehmensberatung Aktiengesellschaft

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

Holder Number:  
**[HolderNumberMasked]**

Record Date:  
**5.00pm (AEDT) on  
6 December 2024**

## SHARE PURCHASE PLAN APPLICATION FORM

**OFFER CLOSES 5:00PM (AEDT) 15 JANUARY 2025 (WHICH MAY CHANGE WITHOUT NOTICE)**

This Offer entitles each Eligible Shareholder in Kingston Resources Limited ("Kingston" or "the Company") to subscribe through the Company's Share Purchase Plan (SPP) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The Company announced the SPP to raise up to a total of \$2 million. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia, New Zealand or in some cases, Germany. The offer price of the New Shares is \$0.075 (**Offer Price**).

### 1 SUBSCRIPTION

Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
<b>Offer A</b>	<b>\$2,000 (minimum)</b>	<b>26,666</b>
<b>Offer B</b>	<b>\$5,000</b>	<b>66,666</b>
<b>Offer C</b>	<b>\$10,000</b>	<b>133,333</b>
<b>Offer D</b>	<b>\$15,000</b>	<b>200,000</b>
<b>Offer E</b>	<b>\$20,000</b>	<b>266,666</b>
<b>Offer F</b>	<b>\$25,000</b>	<b>333,333</b>
<b>Offer G</b>	<b>\$30,000 (maximum)</b>	<b>400,000</b>

### 2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Application Form.

#### Option A - BPAY®



**Biller Code:** [BPayBillerCd]

**Ref No:** [BPayCRN]

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

**Note:** You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Securities electronically.

#### Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: [HolderId]-[CorporateActionID]-[CompanyASXCode]

Funds are to be deposited in AUD currency directly to following bank account:

**Account name:** Automic Pty Ltd  
**Account BSB:** [CreditAccountBsb]  
**Account number:** [CreditAccountNumber]  
**Swift Code:** WPACAU2S

**IMPORTANT:** You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not issued.

### 4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

**We encourage you to elect to receive shareholder communications electronically to:**

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT  
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)  
AND UPDATE YOUR COMMUNICATION  
PREFERENCE



# INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia, New Zealand and in some cases, Germany (Refer to Section 9 of the Offer Booklet (**Eligible Shareholders**)).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

## HOW TO APPLY FOR SHARES UNDER THE SPP

### 1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

### 2 Payment

**By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEDT) on the closing date.**

**It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.**

**Payment by BPAY®:** You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

### 3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au), failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
  - the parcel of New Shares indicated on this Application Form; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any New Shares that you have applied for and the Company may, in its absolute and sole discretion:
  - a. scale back any applications made; and
  - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
  - you wish to apply for New Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
  - you were provided access to a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
  - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
  - you agree to accept any lesser number of New Shares than the number of shares applied for; and
  - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

**If you require further information about the Offer, please contact Automic line on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney time), Monday to Friday or email [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).**