

**ASX Announcement**

9 February 2018

ASX Code: KSN

Share Price: A\$0.022

Shares Outstanding: 1,009,370,132

Market Capitalisation: A\$22.2m

Cash: A\$2.1m (31 December 2017)

Pro forma (post Placement)

Shares Outstanding: 1,203,370,132

Cash: A\$6.1m

ACN 009 148 529

Board and Management

Anthony Wehby
Chairman

Andrew Corbett
Managing Director

Andrew Paterson
Chief Geological Officer

Stuart Rechner
Non-Executive Director

Chris Drew
Business and Commercial Manager

Contact Details

205/283 Alfred Street North,
North Sydney,
NSW 2060
+61 2 8021 7492

info@kingstonresources.com.au

Despatch of Share Purchase Plan Offer Document

Kingston Resources Limited is pleased to announce that it has despatched its Share Purchase Plan (**SPP**) offer documentation to all eligible shareholders today in accordance with the details of the SPP offer announced to ASX on 6 February 2018.

A copy of the Share Purchase Plan offer document setting out the terms and conditions of the offer and a sample Application Form are attached to this announcement.

KINGSTON RESOURCES LIMITED

ACN 009 148 529

SHARE PURCHASE PLAN OFFER

Eligible Shareholders may purchase a parcel of shares at \$0.022 (2.2 cents) per share up to a maximum value of \$15,000 (681,818 shares)

Closing Date: 5:00pm (AEST) 2 March 2018 (unless closed earlier)

To Accept This Offer – You Should

Make a BPAY® payment in accordance with details on the Application Form

OR

Complete the Application Form and send it with payment in the enclosed envelope

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 document.

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

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

THE OFFER AT A GLANCE

KEY DATES*

Event	Date
Record Date	5 February 2018
Opening Date	9 February 2018
Closing Date	2 March 2018
Issue of New Shares	8 March 2018
Despatch of Holding Statements	9 March 2018
Quotation of Shares on ASX	9 March 2018

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

OFFER DETAILS

Item	Detail
Issue Price	<p>\$0.022 (2.2 cents) per share which represents:</p> <ul style="list-style-type: none">• a 12% discount to the last closing price on the ASX of the Company's shares prior to the Record Date• a 9.5% discount to the 5-day volume weighted average price of the Company's shares on the ASX up to 2 February 2018
Minimum Application Amount	The minimum application amount is \$2,000 (90,909 shares).
Maximum Application Amount	The maximum application amount is \$15,000 (681,818 shares).
Permitted Application Amounts	Each shareholder is entitled to purchase a parcel of shares valued at any of \$2,000 (90,909 shares); \$5,000 (227,272 shares); \$10,000 (454,545 shares); or \$15,000 (681,818 shares).

1. SHARE PURCHASE PLAN

The Share Purchase Plan (“SPP”) is an opportunity for eligible shareholders of Kingston Resources Limited ACN 009 148 529 (“Company”) to purchase additional fully paid ordinary shares in the Company without brokerage, commission or transaction costs being payable in respect of the application for, and issue of, new shares.

All new shares issued under the SPP will rank equally with existing fully paid ordinary shares of the Company and will carry the same voting rights and other entitlements. The Company intends the new shares issued under the SPP will be listed on the ASX together with the present shares.

The market price of the Company’s securities may rise or fall between the date of this offer and when any new shares are issued. Any movement will not affect the price or number of the new shares offered to each eligible shareholder under the SPP. Each eligible shareholder should seek independent advice from their financial or other professional advisors before applying for new shares under the SPP.

This offer document and the Application Form set out the terms and conditions of the offer under the SPP. By applying for new 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 as herein set out.

2. NUMBER OF SHARES TO BE ISSUED AND PRICE

The Company intends to issue up to 45,454,545 new shares under the SPP at a price of \$0.022 (2.2 cents) per share, which is a number equivalent to 4.5% of the fully paid ordinary shares currently on issue. There are presently 1,009,370,132 fully paid ordinary shares on issue and they are listed on the ASX under the tag “KSN”. It should be noted that the number of shares on issue is prior to the completion of the placement of 194,000,000 shares announced to the market on 6 February 2018. The Company also has 40,408,823 unlisted options presently 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.

Funds raised under the SPP will be used to provide the Company with additional working capital to progress its exploration and drilling activities at the Misima Gold Project, Livingstone Gold Project and Northern Territory lithium projects.

3. 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) on 5 February 2018 and whose address on the Company’s share register is in Australia or New Zealand (“eligible shareholder”). 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 new shares in the Company pursuant to the SPP and as specified on the Application Form to a maximum of \$15,000 (681,818 shares).

The law prescribes the shareholder may only subscribe for up to a maximum of \$15,000 worth of 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 \$15,000 worth of 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 Class Order

09/425) may on behalf of more than one beneficiary be eligible to apply for a maximum of \$15,000 worth of shares for each beneficiary, subject to satisfying certain requirements (see point 6 below). Custodians wishing to apply for new 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.

4. CLOSING DATE AND ALLOTMENT DATE

The SPP is anticipated to close at 5.00pm (AEST) on 2 March 2018, 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 new shares able to be issued under the ASX Listing Rules.

The Allotment Date is anticipated to be 8 March 2018, although the Company reserves the absolute right, without showing cause, to change the Allotment Date of the SPP. A holding statement on confirmation of allotment setting out the number of new 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 the ASX.

5. OFFER OVERSUBSCRIBED, MODIFIED, SUSPENDED OR CANCELLED

Although the SPP is offered on a 'first come first accepted' basis, if applications so received for new shares under the SPP exceed the maximum number proposed to be issued under the SPP, the Company reserves the right to scale-back any application as it, in its absolute discretion without showing cause, sees fit. **The maximum number of shares able to be issued is approximately 45,454,545 and the Company may close the SPP upon this number being applied for.**

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.

6. 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 completed Application Form with payment in Australian dollars in accordance with the instructions on the Application Form.

BPAY® customers should use the Customer Reference Number shown on the Application Form which is required to identify the eligible shareholder and their holding. If payment is made with BPAY® there is no need to return the Application Form.

By making application on the Application Form or by submitting payment through BPAY® you acknowledge you are an eligible shareholder and that you:

- Irrevocably accept the SPP offer and acknowledge having read and understood the terms and conditions of the SPP and the details of the Application Form
- Apply to subscribe for new fully paid ordinary shares in the capital of the Company in accordance with the terms and conditions of the SPP and the details of the Application Form and agree to be bound by the Constitution of the Company
- Certify to the Company that the aggregate application amount for new shares in the Company for the following does not exceed \$15,000:
 - the new shares applied for under the SPP;
 - any other shares issued to you under a share purchase plan or similar arrangement undertaken by the Company in the 12 months prior to your application under the SPP;
 - any other new shares that 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 prior to your application as a result of any instruction given to you to the custodian to apply for shares in the Company on your behalf under a share purchase plan or similar arrangement undertaken by the Company.

7. 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
- 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 registered shareholder with a New Zealand address on the Record Date but as at the Date of Offer is no longer holding any shares in the Company.

A custodian wishing to apply for new shares under the SPP 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 Class Order 09/425 as amended in compilation.

Every applicant for new shares under the SPP acknowledges they are lawfully permitted to accept the offer to acquire new 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 and submission is made to the courts thereof and in appeal therefrom.

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 new shares under the SPP that it believes fails to comply with all the terms and conditions of this offer document 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.

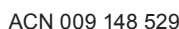
The Company further reserves the right in its absolute discretion, without showing cause, to waive strict compliance with any part of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend, terminate or cancel the SPP at any time. Any such amendment, variation, 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 despatched to the address shown on the Company's share register.

8. FURTHER INFORMATION

Please contact the Offer Information Line:

Enquiries (within Australia): 1300 407 677
Enquiries (outside Australia): +61 1300 407 677



All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
ASX Code: KSN
Website: www.linkmarketservices.com.au

Entitlement Number:

Record Date:

5 February 2018

Offer Opens:

9 February 2018

Issue Price per Share:

A\$0.022

Offer Closes

5.00pm (AEST):

2 March 2018

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (AEST) on 2 March 2018. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Kingston Resources Limited receives an amount which is not equal to either A\$2,000, A\$5,000, A\$10,000 or A\$15,000, Kingston Resources Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.



Biller Code: 818393

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

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Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- A. Tick the box beside the amount you wish to apply for, either A\$2,000, A\$5,000, A\$10,000 or A\$15,000.
- B. Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Kingston Resources Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,000, A\$5,000, A\$10,000 or A\$15,000, Kingston Resources Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.
- C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



ACN 009 148 529

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

90,909 Shares A\$2,000.00	227,272 Shares A\$5,000.00	454,545 Shares A\$10,000.00	681,818 Shares A\$15,000.00
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B Make your cheque, bank draft or money order payable to “Kingston Resources Limited” and crossed “Not Negotiable”

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$.00

C Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

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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 additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This 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 definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Kingston Resources Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; 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 the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Kingston Resources Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Kingston Resources Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Kingston Resources Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Kingston Resources Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (AEST) on 2 March 2018. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Kingston Resources Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Offer Information Line on 1300 407 677 if calling within Australia or +61 1300 407 677 if calling from outside of Australia.