

KINGSTON RESOURCES LIMITED

ASX:KSN

ACN 009 148 529

23 December 2014

Darren Tay
Senior Officer, Quotations
Listing Operations
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
Sydney NSW 2000

By Email: quotations@asx.com.au

Shares and Options Issued Pursuant to Prospectus

We refer to the Company's application on 4 November 2014 for quotation of 53,868,497 ordinary shares to be issued at \$0.014 pursuant Kingston Resources Limited Rights Issue Prospectus dated 4 November 2014 and Supplementary Prospectus dated 19 November 2014 (Prospectus).

The Company confirms it has today issued the remaining 20,185,908 of the total 53,868,497 shares for which quotation was sought. The shares issued today were in relation to application received for shortfall shares from the Company's Underwriter CPS Capital (refer to Supplementary Prospectus for details).

As required the Company now confirms as follows:

- 2.1 Quotation is now sought for 20,185,908 ordinary fully paid shares (KSN) which were issued on 23 December 2014.
- 2.2 A statement setting out the issued capital of the Company following allotment of the 20,185,908 shares is attached.
- 2.3 A statement setting out the names of 20 largest holders of the listed ordinary shares (KSN) and percentage held by each holder is attached.

The Company also confirms it has today issued a total of 22,624,769 Unlisted Options exercisable at \$0.07 per Option and expiring 30 June 2016. The Options were issued pursuant to the Underwriting Agreement with CPS Capital. Now attached is an Appendix 3B notice in respect of the issue of the Options.

For and on behalf of
KINGSTON RESOURCES LIMITED

Mathew Whyte
Company Secretary

Kingston Resources Limited

25-27 Jewell Parade, North Fremantle, Western Australia 6159
t +61 8 9336 6619 w www.kingstonresources.com.au e info@kingstonresources.com.au

23 December 2014

Mr Mathew Whyte
Company Secretary
Kingston Resources Limited
Private Bag 1288
WEST PERTH WA 6872

Computershare Investor Services Pty Limited
ABN 48078279277

Level Two 45 St George's Terrace
Perth Western Australia 6000 Australia
GPO Box D182

Perth Western Australia 6840 Australia

Investor Enquiries 1300 557 010

Telephone 61 8 9323 2000

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www.computershare.com

Australia

Canada

Channel Islands

Germany

Hong Kong

Ireland

New Zealand

South Africa

United Kingdom

USA

Dear Mathew,

KINGSTON RESOURCES LIMITED (KSN)

We provide the following information as at 23 December 2014 following the issue of shortfall shares and options.

1.	Total number of Listed Fully Paid Shares:	104,183,915
	Total number of Escrowed Fully Paid Shares:	40,341,660
	Total number of Listed Options Expiring 31/12/15 @ \$0.20:	10,302,500
	Total number of Unlisted Options Expiring 31/12/15 @ \$0.20:	15,400,000
	Total number of Unlisted Options Expiring 30/06/16 @ \$0.07:	28,624,769

If you have any queries please contact me on my direct line (08) 9323 2026.

Yours faithfully



Tony Ockwell
Relationship Manager

KINGSTON RESOURCES LIMITED
ORDINARY FULLY PAID SHARES As of 23 Dec 2014
Top Holders Snapshot - Ungrouped
Composition : FP2

Rank	Name	Address	Units	% of Units
1.	OMEN PTY LTD		12,280,000	11.79
2.	SOARAWAY DEVELOPMENT PTY LTD		12,092,432	11.61
3.	MANHATTAN CAPITAL PTY LTD		6,000,000	5.76
4.	OMEN PTY LTD		5,054,208	4.85
5.	TANGRAM PTY LTD		4,717,071	4.53
6.	NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>		2,716,965	2.61
7.	INTERCORP PTY LTD		2,200,000	2.11
8.	FOCEM PTY LTD <TOWARNIE SUPERFUND A/C>		2,030,000	1.95
9.	ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>		1,889,286	1.81
10.	E E R C AUSTRALASIA PTY LTD <SUPER FUND A/C>		1,764,377	1.69
11.	MR ROBERT RAYMOND ROGET + MRS MARINA ROGET <LILYBROOK S/F A/C>		1,574,686	1.51
12.	MR MATHEW WHYTE + MRS SARAH WHYTE <SECRET HARBOUR S/F A/C>		1,500,000	1.44
13.	RISING FAST HOLDINGS PTY LTD <TOUT FAMILY A/C>		1,410,000	1.35
14.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED		1,231,503	1.18

Rank	Name	Address	Units	% of Units
15.	MELBOURNE CAPITAL LIMITED		1,200,000	1.15
16.	MR ROHAN CHARLES EDMONDSON + MRS FIONNUALA CATHERINE EDMONDSON <R F EDMONDSON SUPERFUND A/C>		1,180,000	1.13
17.	FRONTLAW PTY LTD		1,065,979	1.02
18.	MR EDWARD COURTNEY MCNALLY		1,010,843	0.97
19.	INTERCORP PTY LTD		1,006,848	0.97
20.	BLACKWALL INVESTMENTS PTY LTD		1,000,000	0.96
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES			62,924,198	60.40
Total Remaining Holders Balance			41,259,717	39.60

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

KINGSTON RESOURCES LIMITED

ABN

44 009 148 529

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Options (KSNAO) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 22,624,769 Options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Options exercisable at \$0.07 and expiring on 30 June 2016 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No</p> <p>Upon exercise of the Options into fully paid ordinary shares, they will rank equally with ordinary fully paid shares then on issue.</p>
5	Issue price or consideration	Nil
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Options Issued pursuant to Underwriting Agreement with CPS Capital Group Pty Ltd (dated 17/11/2014) in consideration of CPS underwriting the Rights Issue Offer dated (refer Prospectus dated 4/11/ 2014 and Supplementary Prospectus dated 19/11/2014.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	31/10/2014
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A								
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	876,250 Shares as part of specific shareholder approval received under Resolution 5 at the 30/10/2014 AGM.								
6f	Number of securities issued under an exception in rule 7.2	53,868,497 Shares								
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A								
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A								
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 - 21,678,836 equity securities Rule 7.1A - 14,452,557 equity securities								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	23 December 2014								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Ordinary Shares 104,183,915*</td><td>KSN</td></tr><tr><td>Options 10,302,500</td><td>KSNO</td></tr><tr><td colspan="2">*Includes 20,185,908 Shares issued 23/12/2014, previously applied for quotation on 4/11/2014.</td></tr></table>	Number	+Class	Ordinary Shares 104,183,915*	KSN	Options 10,302,500	KSNO	*Includes 20,185,908 Shares issued 23/12/2014, previously applied for quotation on 4/11/2014.	
Number	+Class									
Ordinary Shares 104,183,915*	KSN									
Options 10,302,500	KSNO									
*Includes 20,185,908 Shares issued 23/12/2014, previously applied for quotation on 4/11/2014.										

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th><th>⁺Class</th></tr> </thead> <tbody> <tr> <td>Ordinary Shares 40,341,660</td><td>KSNAME</td></tr> <tr> <td>Options 28,624,769*</td><td>KSNAO</td></tr> <tr> <td>15,400,000</td><td>KSNAQ</td></tr> <tr> <td colspan="2">*Includes Options issued today</td></tr> </tbody> </table>	Number	⁺ Class	Ordinary Shares 40,341,660	KSNAME	Options 28,624,769*	KSNAO	15,400,000	KSNAQ	*Includes Options issued today	
Number	⁺ Class										
Ordinary Shares 40,341,660	KSNAME										
Options 28,624,769*	KSNAO										
15,400,000	KSNAQ										
*Includes Options issued today											
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>N/A</p>										

Part 2 - Bonus issue or pro rata issue

<p>11 Is security holder approval required?</p>	<div></div>
<p>12 Is the issue renounceable or non-renounceable?</p>	<div></div>
<p>13 Ratio in which the ⁺securities will be offered</p>	<div></div>
<p>14 ⁺Class of ⁺securities to which the offer relates</p>	<div></div>
<p>15 ⁺Record date to determine entitlements</p>	<div></div>
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<div></div>
<p>17 Policy for deciding entitlements in relation to fractions</p>	<div></div>
<p>18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<div></div>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<div></div>

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

⁺ See chapter 19 for defined terms.

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

To be provided.

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

To be provided.

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:Date: 23/12/2014
(Company secretary)

Print name: Mathew Whyte

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	82,355,828
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	53,868,497 8,301,250 N/A
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A
“A”	144,525,575

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	21,678,836
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	21,678,836
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	<p>21,678,836</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	144,525,575
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	14,452,557
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	0

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	14,452,557
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	14,452,557 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.