

30 July 2015
Company Announcements Office
Australian Securities Exchange

LODGEMENT OF RIGHTS ISSUE PROSPECTUS

Kingston Resources Limited ("Company") is pleased to announce the details of a Prospectus lodged with ASIC today for a pro rata offer of four (4) for five (5) non-renounceable pro rata entitlement offer at an issue price of 2.0 cents per share, with one (1) free attaching option exercisable at 4.0 cents each on or before 30 June 2019 for every two (2) shares issued to raise approximately \$2,349,783 before expenses (**Offer**).

The Offer will be made to eligible shareholders as at the Record Date on 5.00pm Perth time on Monday, 10 August 2015. The Prospectus will be despatched to all eligible shareholders, together with an Entitlement and Acceptance Form, on 12 August 2015.

The Offer opens on 12 August 2015 and closes at 3.00pm Perth time on 24 August 2015. Valid Entitlement and Acceptance Forms must be received by the Closing Date.

The funds raised will be used to underpin the next phase of exploration and evaluation of the exciting Six Mile Hill Project in South Australia, to undertake drilling at the Cootanoorina project and further evaluate the Hiltaba project as well as for costs of the Offer and for general working capital purposes.

INDICATIVE TIMETABLE

The anticipated timetable for the Offer is as follows:

Event	Date
Announcement of Offer	Thursday, 30 July 2015
Prospectus lodged with ASIC and ASX (Appendix 3B lodged with ASX)	Thursday, 30 July 2015
Notices sent to Securityholders	Monday, 3 August 2015
Ex-date (date from which Shares begin trading without the Rights to participate in the Offer)	Thursday, 6 August 2015
Record Date (to identify Shareholders entitled to participate in the Offer)	Monday, 10 August 2015

Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders	Wednesday, 12 August 2015
Offer opens (Opening Date)	Wednesday, 12 August 2015
Last day to extend the Closing Date	Wednesday, 19 August 2015
Offer closes (Closing Date)*	3.00pm Perth time Monday, 24 August 2015
New Shares quoted on a deferred settlement basis	Tuesday, 25 August 2015
Notice to ASX of Shortfall	Wednesday, 26 August 2015
New Securities issued	Monday, 31 August 2015
Quotation of New Securities on ASX commences	Wednesday, 2 September 2015

The above dates are indicative only and may be subject to change. The Directors may vary these dates subject to any applicable requirements of the Corporations Act or the Listing Rules. The Directors may extend the Closing Date by giving at least three Business Days' notice to ASX before the Closing Date.

An Appendix 3B New Issue Announcement is attached in relation to the securities to be offered under the Prospectus.

Yours Faithfully
Kingston Resources Limited

Mathew Whyte
Company Secretary

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 | <ol style="list-style-type: none">1. Ordinary Fully Paid Shares (Shares)2. KSNAO Options (Quoted)3. New Options* |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 117,489,129 Shares to be issued2. 25,000,000 KSNAO Options to be issued to the lead manager of the Rights Issue subject to shareholder approval.3. 103,244,564 New Options* to be issued as follows:<ol style="list-style-type: none">a. 58,744,564 pursuant to the Prospectus lodged 30/7/2015 (Prospectus);b. 29,500,000 to be issued to the underwriter pursuant to the Underwriting Agreement (refer to section 7.4 of the Prospectus), of which a portion is subject to shareholder approval; andc. 15,000,000 proposed to be issued to Company Officers, subject to shareholder approval. |

*Note: The Company intends to apply for quotation after these options are issued provided the options comply with Condition 6 of LR 2.5.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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)	1. Ordinary Shares (ASX:KSN)
		2. KSNAO Options Exercisable at \$0.07 and expiring on 30 June 2016.
		3. New Options to be Exercisable at \$0.04 and expiring on 30 June 2019

⁺ See chapter 19 for defined terms.

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 	<ol style="list-style-type: none"> 1. Yes, pari passu with Ordinary Shares (ASX:KSN) 2. Yes, parri passu with Options KSNAO 3. Refer attached terms and conditions of New Options and section 6.2 of Prospectus.
5	Issue price or consideration	<ol style="list-style-type: none"> 1. \$0.02 per Share 2. Nil 3. Nil
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. 117,489,129 Shares issued pursuant to Rights Issue Prospectus lodged 30/7/2015 2. 25,000,000 KSNAO Options issued pursuant to Lead Managers Agreement (Refer section 7.5 of Prospectus) 3. 103,244,564 New Options to be issued as follows: <ol style="list-style-type: none"> a. 58,744,564 pursuant to the Prospectus ; b. 29,500,000 to be issued to the underwriter pursuant to the Underwriting Agreement (refer section 7.4 of Prospectus) of which a portion is subject to shareholder approval; and; c. 15,000,000 proposed to be issued to Company Officers, subject to shareholder approval.
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>	<p>Yes.</p>

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6b	The date the security holder resolution under rule 7.1A was passed	31 October 2014
6c	Number of +securities issued without security holder approval under rule 7.1	1,408,333 Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1,803,753 Shares
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 - 20,409,629 equity securities Rule 7.1A - 14,545,308 equity securities
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1. 31 August 2015** 2. To be advised 3. To be advised

+ See chapter 19 for defined terms.

**Subject to Prospectus Timetable

<p>8 Number and ⁺class of all ⁺securities quoted on ASX <i>(including the securities in section 2 if applicable)</i></p>	<table border="1"> <thead> <tr> <th data-bbox="766 566 1236 604">Number</th><th data-bbox="1236 566 1364 604">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="766 604 1236 683">Ordinary Shares 264,350,540</td><td data-bbox="1236 604 1364 683">KSN</td></tr> <tr> <td data-bbox="766 683 1236 750">Options 25,702,500</td><td data-bbox="1236 683 1364 750">KSNO</td></tr> <tr> <td data-bbox="766 750 1236 882">53,624,769***</td><td data-bbox="1236 750 1364 882">KSNOA</td></tr> </tbody> </table>	Number	⁺ Class	Ordinary Shares 264,350,540	KSN	Options 25,702,500	KSNO	53,624,769***	KSNOA
Number	⁺ Class								
Ordinary Shares 264,350,540	KSN								
Options 25,702,500	KSNO								
53,624,769***	KSNOA								

***Subject to shareholder approval as
outlined in Part 1 (2) above

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9 Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 217 997 257">Number</th><th data-bbox="997 217 1284 257">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="694 257 997 481">103,244,564</td><td data-bbox="997 257 1284 481">New Options (Quotation to be sought)</td></tr> </tbody> </table>	Number	⁺ Class	103,244,564	New Options (Quotation to be sought)
Number	⁺ Class				
103,244,564	New Options (Quotation to be sought)				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A				

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non -renounceable
13 Ratio in which the ⁺ securities will be offered	Shares – 4 New Shares for every 5 Shares New Options – 1 Option for every 2 New Shares
14 ⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares New Options
15 ⁺ Record date to determine entitlements	10 August 2015
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	Fractional rights down to the will be rounded down to the nearest whole New Share
18 Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Countries other than Australia and New Zealand.
19 Closing date for receipt of acceptances or renunciations	3.00 pm Perth Time 24 August 2015

+ See chapter 19 for defined terms.

20	Names of any underwriters	Pinnacle Equities Pty Ltd (AFSL 300776)
21	Amount of any underwriting fee or commission	Refer to Section 7.4 of Prospectus
22	Names of any brokers to the issue	Lead Manager – Alignment Capital Pty Ltd
23	Fee or commission payable to the broker to the issue	Refer Section 7.5 of Prospectus
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	The date of the meeting for security holders to approve the issue of those Options which are subject to security holder approval, is yet to be ascertained.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	12 August 2015
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	3 August 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|---|----------------|
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | ⁺ Despatch date | 31 August 2015 |

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 (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
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: 30/07/2015
(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	89,780,828
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 <p><i>Note:</i></p> <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 1,803,753
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A
“A”	145,453,078

⁺ 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	21,817,962
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <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 Note: <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> 	1,408,333
“C”	1,408,333
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	21,817,962
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	1,408,333
Total [“A” x 0.15] – “C”	20,409,629 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	145,453,078
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	14,545,308
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	Nil
“E”	Nil

+ 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>	14,545,308
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	14,545,308 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

New Options – Terms and Conditions*

- (a) **Entitlement:** Each New Option entitles the holder to subscribe for one (1) Share.
- (b) **Exercise Price:** Each New Option has an exercise price of \$0.04 (**Exercise Price**).
- (c) **Expiry Date:** Each New Option may be exercised at any time before 5.00pm (Perth time) on 30 June 2019 (**Expiry Date**). Any Underwriter Option not exercised by the Expiry Date will automatically expire.
- (d) **Transferability:** Subject to the holder of a New Option (**Option Holder**) complying with any applicable provisions of the Corporations Act, the New Options are transferable.
- (e) **Quotation of New Options:** Subject to the number of Options of the same class as the New Options and the number of holders of those Options complying with Condition 6 of Listing Rule 2.5, the Company will apply for quotation of the New Options on ASX.
- (f) **Quotation of Shares issued on exercise:** If admitted to the official list of ASX at the time, the Company will apply for official quotation of the Shares issued on the exercise of the New Options.
- (g) **Participation in new issues:** The Option Holder is not entitled to participate in any new issue to existing Shareholders unless they have exercised their New Options before the eligibility date for determining entitlements to the new issue of securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
- (h) **Participation in bonus issues :** If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of an New Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the New Option is exercisable is increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the New Option before the record date for determining entitlements to the issue.
- (i) **Reconstruction of capital:** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the

rights of the Option Holder (including the number of New Options to which the Option Holder is entitled to and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (j) **Change in exercise price:** Any calculations or adjustments which are required to be made will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder. The Company will, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any New Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of a New Option.
- (k) **Exercise Notice:** To exercise a New Option, the Option Holder must give the Company or its share registry, at the same time:
 - (i) a written exercise notice (in the form approved by the Board of the Company from time to time) specifying the number of New Options being exercised and Shares to be issued (**Exercise Notice**); and
 - (ii) payment of the Exercise Price for the New Options the subject of the Exercise Notice, by way of bank cheque or by other means of payment approved by the Company.
- (l) **Timing of issue of Shares on exercise:** Within ten (10) days after receiving an Exercise Notice for exercise of New Options and payment by the Option Holder of the Exercise Price, the Company will issue the Option Holder the number of Shares specified in the Exercise Notice.
- (m) **Shares issued on exercise:** Subject to the Company's Constitution, all Shares issued on the exercise of New Options will rank in all respects (including rights relating to dividends) pari passu with the existing Shares at the date of issue.

*Refer to Section 6.2 of Prospectus