
NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

KINGSROSE MINING LIMITED | ACN 112 389 910

DATE: 14 September 2016
TIME: 11am (WST)
LOCATION: The Celtic Club
48 Ord Street
West Perth WA 6005

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of General Meeting and Explanatory Statement please do not hesitate to contact the Company Secretary on + 61 8 9486 1149.

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DETAILS OF THE MEETING

Notice is hereby given that a General Meeting of Shareholders of Kingsrose Mining Limited (ACN 112 389 910) will be held at The Celtic Club, 48 Ord Street West Perth, Western Australia on Wednesday, 14 September 2016 at 11am WST.

YOUR VOTE AND VOTING ELIGIBILITY

The business of the General Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting at the time, date and place as set out above. If you are unable to attend the Meeting, you are encouraged to complete and return the Proxy Form attached to this Notice of Meeting and Explanatory Statement.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at *4pm (WST) on Monday, 12 September 2016*.

VOTING BY PROXY

All Shareholders who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

You can direct your proxy to vote “for”, “against” or “abstain” from voting on each resolution by marking the appropriate box in the Voting Directions section of the Proxy Form.

If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you sign the Proxy Form, but do not complete the boxes in the Voting Directions section of the Proxy Form, the Chair will be appointed as your proxy.

If you appoint the Chair as your proxy and do not direct him how to vote, you are expressly authorising the Chair to cast your undirected proxy on all proposed Resolutions in accordance with the Chair’s intentions set out below.

If the Chair of the meeting is appointed, or taken to be appointed as a Shareholder’s proxy and the appointment does not direct the Chair as to how to vote on a resolution, the Chair intends to exercise all available votes in favour of all proposed Resolutions.

The Completed Proxy Form must be received at the office of Link Market Services Limited, as detailed below by 11am (WST) on Monday, 12 September 2016.

Proxy Forms received later than this time will be deemed invalid.

By Post: Link Market Services Limited, Locked Bag A14 Sydney South NSW 1235

By Delivery: Link Market Services Limited, 1A Homebush Bay Drive Rhodes NSW 2138

By Facsimile: From overseas: +61 2 9287 0309 From Australia: 02 9287 0309

Online: Login to the Link Market Services' website www.linkmarketservices.com.au, select 'Investor Login' and enter Kingsrose Mining Limited or the ASX code (KRM) in the Issuer name field, your Security Reference Number (SRN) or Holder Identifier Number (HIN) (which is shown on your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

VOTING BY ATTORNEY

If a Shareholder has appointed an attorney to attend and vote at the General Meeting, or if the proxy is signed by an attorney, the power of attorney (or a credited copy of the power of attorney) must be sent using one of the methods listed above for the receipt of Proxy Forms and received before the Proxy Deadline (unless this document has been previously lodged with the Company's Share Registry for notation).

VOTING BY CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements in Section 250D of the Corporations Act.

Alternatively, Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website www.linkmarketservices.com.au. Select the "Investor Services" tab and click on Forms.

The appointed corporate representative should bring evidence of his or her appointment to the Meeting, unless it has previously been given to the Company.

QUERIES

If you have any queries regarding matters contained in this Notice of Meeting, please call the Company Secretary, Joanna Kiernan on +61 8 9486 1149.

BUSINESS OF THE MEETING

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting, as set out below.

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES | TRANCHE ONE OF PLACEMENT

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 53,791,723 Shares at an issue price of 12 cents per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES | TRANCHE TWO OF PLACEMENT

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue and allot 18,768,479 Shares at an issue price of 12 cents per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of the security holder, if Resolution 2 is passed and any person associated with those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 3 – PARTICIPATION OF A RELATED PARTY IN PLACEMENT | TRANCHE TWO OF PLACEMENT

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

“That, subject to the passing of Resolution 2, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue and allot 2,500,000 Shares at an issue price of 12 cents per share to Mr James Remington-Hobbs (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by Mr James Remington-Hobbs (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directors on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 4 – ISSUE OF SHARES IN LIEU OF PARTIAL SATISFACTION OF OUTSTANDING LOAN FACILITY

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 5,539,307 Shares to Michael John Andrews (or his nominee) at a deemed issue price of 12 cents per share in partial satisfaction of an outstanding loan facility on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by Mr Michael John Andrews (or his nominee) and any person who might obtain a benefit, except a benefit solely in the capacity of the security holder, if Resolution 4 is passed and any person associated with those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

SPECIAL BUSINESS

RESOLUTION 5 – AMENDMENT OF THE COMPANY’S CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment the following resolution as a special resolution:

“That, for the purpose of Section 136(2) of the Corporations Act and for all other purposes, the existing Article 13.20 of the Constitution be deleted and replaced with a new Article 13.20 and a New Article 13.20A as follows:

13.20 The Directors may pass a resolution without a Directors meeting being held where:

- (a) all Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document; or*
- (b) a majority of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document in either of the following circumstances:*
 - (i) the Directors assenting to the resolution consider the passing of the resolution is a matter requiring urgent attention; or*
 - (ii) the Director(s) entitled to vote on the resolution and who do not assent to the document have failed to respond to a request to consider and advise whether they assent to the document, or the resolution the subject of the document, within a reasonable time.*

13.20A The Board may from time to time adopt policies to assist making a decision as to when a matter will be a matter requiring urgent attention for Article 13.20(b)(i) and in what circumstances Article 13.20(b)(ii) can be relied upon.

By Order of the Board of Directors



Joanna Kiernan
Company Secretary
12 August 2016

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the General Meeting of the Company, convened for Wednesday, 14 September 2016 commencing at 11am (WST).

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES | TRANCHE ONE OF PLACEMENT

Background

On 21 July 2016 the Company announced it had secured firm commitments totalling ~\$8.5million under a two tranche share placement at 12 cents a share (**Placement**). Tranche one of the Placement, being a total of 53,791,723 Shares, was issued on 27 July 2016 under the Company's 15% capacity pursuant to ASX Listing Rule 7.1. As announced to ASX on 4 August 2016, the Company has accepted additional applications under Tranche two of the Placement for a further 4,166,667 Shares (valuing a further \$500,000.04) to raise approximately \$9m overall under the Placement. The issue of Shares under Tranche two is subject to resolutions 2 and 3 of the Notice of Meeting as described below in this Explanatory Statement.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities, or other securities with rights to conversion to equity (such as an option) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company now seeks ratification by Shareholders of the issue of 53,791,723 ordinary shares pursuant to ASX Listing Rule 7.4. By ratifying this issue of ordinary shares, the Company will retain the flexibility to issue securities in the future up to the 15% threshold as set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical Information Required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) A total of 53,791,723 Shares were issued;
- (b) The issue price was 12 cents per Share;
- (c) The Shares issued were all fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) The Shares were issued and allotted to clients of Bell Potter Securities Limited and new and existing institutional investors, none of whom are related parties of the Company; and
- (e) The funds raised pursuant to the Share placement have been applied to the ongoing development of the Talang Santo mine, including the completion of the 5 Level haulage shaft, establishment of capital infrastructure, ongoing exploration activities and general working capital purposes.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES | TRANCHE TWO OF PLACEMENT

Background

As noted above, on 21 July 2016 the Company announced it had secured firm commitments totalling ~\$8.5million under a two tranche share placement at 12 cents a share (**Placement**). As announced to ASX on 4 August 2016, the Company has accepted additional applications under tranche two of the Placement for a further 4,166,667 Shares (valuing a further \$500,00.04) to raise approximately \$9m overall under the Placement.

Tranche two of the Placement comprising the proposed issue and allotment of 21,268,479 Shares (the subject of this Resolution 2 and Resolution 3) is subject to approval by Shareholders.

Resolution 2 seeks approval for the issue and allotment of 18,768,479 Shares under Tranche two of the Placement to parties unrelated to the Company.

Resolution 3 seeks approval for the issue and allotment of 2,500,00 Shares under Tranche two of the Placement to a related party of the Company.

ASX Listing Rules

A summary of ASX Listing Rule 7.1 is set out in the section of this Explanatory Statement above dealing with Resolution 1 under the heading 'ASX Listing Rules'.

The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to Tranche two of the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical Information Required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) The maximum number of Shares to be issued under Resolution 2 is 18,768,479 Shares;
- (b) The Shares will be issued no later than three (3) months after the date of this Meeting (or such later date to the extent permitted by any other waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) The issue price of the Shares will be 12 cents per Share;
- (d) The allottees in respect of Resolution 2 will be clients of Bell Potter Securities Limited and new and existing institutional investors. None of these subscribers are related parties of the Company;
- (e) The Shares to be issued will all be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares; and
- (f) The Company intends to apply the funds raised to the ongoing development of the Talang Santo mine, including the completion of the 5 Level haulage shaft, establishment of capital infrastructure, ongoing exploration activities and general working capital purposes.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – PARTICIPATION OF A RELATED PARTY IN PLACEMENT | TRANCHE TWO OF PLACEMENT

Background

The Board has been in discussion with Mr James Remington-Hobbs regarding Mr Remington-Hobbs potentially being appointed as an additional Director to the Board of Directors of the Company. If Mr Remington-Hobbs is appointed as a Director, the Company will make appropriate announcements to ASX as required under the ASX Listing Rules.

Reference is made to Tranche two of the Placement as described in the sections above dealing with Resolutions 1 and 2.

Mr Remington-Hobbs wishes to participate in Tranche two of the Placement.

Resolution 3 seeks Shareholder approval for the issue and allotment of 2,500,000 Shares to Mr James Remington-Hobbs (or his nominee) arising from the participation by Mr Remington-Hobbs in Tranche two of the Placement (**Participation**).

Regulatory Information

Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the company, the company must:

- Obtain the approval of the company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- Give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Mr Remington-Hobbs is a related party of the Company as the Board has reasonable grounds to believe he may become a Director of the Company in the future by virtue of discussions between the Board and Mr Remington-Hobbs regarding his proposed appointment as a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares the subject of Resolution 3 because the Shares are to be issued on the same terms and conditions as Shares issued to non-related party participants in the Placement the subject of Resolution 1 and Resolution 2. As such, the giving of the financial benefit is considered by the Board to be on arm's length terms.

ASX Listing Rules

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical Information Required by ASX Listing Rule 10.13

- (a) The Shares will be issued and allotted to Mr James Remington-Hobbs (or his nominee);
- (b) The maximum number of shares to be issued is 2,500,000;
- (c) The Shares will be issued no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any other waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (d) The Shares will be issued at a price of 12 cents per share, being the same price as all other Shares issued and to be issued under the Placement;
- (e) The Shares to be issued will all be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares; and
- (f) The Company intends to apply the funds raised to the ongoing development of the Talang Santo mine, including the completion of the 5 Level haulage shaft, establishment of capital infrastructure, ongoing exploration activities and general working capital purposes.

As approval is sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. If Resolution 3 is approved, the Shares issued will not count towards the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – ISSUE OF SHARES IN LIEU OF PARTIAL SATISFACTION OF OUTSTANDING LOAN FACILITY

Background

In relation to the US\$5m Loan Facility previously provided by Advance Concept Holdings Limited (**ACH**) to the Company, the Company announced on 30 January 2015 (amongst other matters) that ACH had assigned 50% of its interest in the Loan Facility to Mr Michael John Andrews.

The Company commenced repayment of the principle in July 2015, with a total of US\$375,000 repaid to date. In October 2015, any further repayments of the remaining US\$2.125m was deferred for a period of six months until April 2016, at which time the repayment profile was again deferred for an additional six month period until October 2016 with final repayment due in February 2018.

As announced on 4 August 2016, the Company and Mr Andrews have agreed to reduce the amount outstanding under the Loan Facility by US\$500,000 in consideration for the Company issuing Mr Andrews 5,539,307 Shares at a deemed issue price of 12 cents per Share (which equals US\$500,000 on 29 July 2016 being the date the calculation was made having regard to exchange rates). This transaction is subject to the Company receiving Shareholder approval for the issue of the Shares.

If Resolution 4 is approved by Shareholders and the relevant Shares are issued to Mr Andrews, then the outstanding Loan Facility will reduce to US\$1,625,000.

ASX Listing Rules

A summary of ASX Listing Rule 7.1 is set out in the section of this Explanatory Statement above dealing with Resolution 1 under the heading 'ASX Listing Rules'.

The effect of Resolution 4 will be to allow the Company to issue the Shares to Mr Andrews during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical Information Required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) The maximum number of Shares to be issued under Resolution 4 is 5,539,307 Shares;
- (b) The Shares will be issued no later than three (3) months after the date of this Meeting (or such later date to the extent permitted by any other waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (c) The deemed issue price of the Shares will be 12 cents per Share with the total amount otherwise payable to be offset against US\$500,000 of the outstanding loan balance under the Loan Facility between the Company and Mr Andrews;
- (d) The allottee in respect of Resolution 4 will be Mr Michael John Andrews (or his nominee) who is not a related party of the Company;
- (e) The Shares to be issued will be credited as fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares; and
- (g) No new funds will be raised by the issue of the Shares as they are being issued in satisfaction of a portion of an outstanding loan as described above.

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – AMENDMENT OF THE COMPANY'S CONSTITUTION

General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 5 is a special resolution which will enable the Company to amend Article 13.20 of its Constitution.

Proposed change

The Company proposes to change to the Company's constitution as per Resolution 5. The proposed change is for the existing Article 13.20 of the Constitution be deleted and replaced with a new Article 13.20 and new Article 13.20A as follows:

13.20 The Directors may pass a resolution without a Directors' meeting being held where:

- (a) *all Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document; or*
- (b) *a majority of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document in either of the following circumstances:*
 - (i) *the Directors assenting to the resolution consider the passing of the resolution is a matter requiring urgent attention; or*
 - (ii) *the Director(s) entitled to vote on the resolution and who do not assent to the document have failed to respond to a request to consider and advise whether they assent to the document, or the resolution the subject of the document, within a reasonable time.*

13.20A The Board may from time to time adopt policies to assist making a decision as to when a matter will be a matter requiring urgent attention for Article 13.20(b)(i) and in what circumstances Article 13.20(b)(ii) can be relied upon.

Rationale for the proposed change

Given the Company's flagship project is in Indonesia and the Company has, and from time to time may have director's resident outside of Australia, and often in different time zones, it can be difficult for the Board to pass circular resolutions outside of board meetings in a timely manner. This can be an issue for the Company where a matter requires urgent attention or when a director is not able to respond to the matter in a reasonable timeframe. Accordingly, the new change allows for the passing of board resolutions by written resolution by a majority of directors entitled to vote in an urgent situation or where any directors entitled to vote are unable to respond to the proposed resolution within a reasonable time. There still remains the ability to pass board resolutions by written resolution by all directors entitled to vote and the Company intends to use this procedure wherever possible for Board decisions outside of Board meetings before invoking the new provisions described above.

GLOSSARY

A\$ means the official currency of the Commonwealth of Australia.

General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Board means the current Board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

Chair means the chair of the meeting.

Company means Kingsrose Mining Limited (ACN 112 389 910)

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice.

Group Company means the Company or an associated body corporate, or any combination of them, as the context requires.

Notice means this Notice of General Meeting and includes the Explanatory Statement and Proxy Form.

Placement has the meaning given in the section dealing with Resolution 1 in the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the proposed resolutions set out in the Notice, or any one of them, as the context requires.

Related Party bears the meaning ascribed to that expression in section 9 of the Corporations Act.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Australian Western Standard Time as observed in Perth, Western Australia.



KINGSROSE
MINING LIMITED

ABN 49 112 389 910

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Kingsrose Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Kingsrose Mining Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (WST) on Wednesday, 14 September 2016 at The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Ratification of Prior Issue of Shares I Tranche One of Placement

For Against Abstain*

☐ ☐ ☐

5 Amendment of the Company's Constitution

For Against Abstain*

☐ ☐ ☐

2 Approval of Issue of Shares I Tranche Two of Placement

☐ ☐ ☐

3 Participation of a Related Party in Placement I Tranche Two of Placement

☐ ☐ ☐

4 Issue of Shares in Lieu of Partial Satisfaction of Outstanding Loan Facility

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

KRM PRX1601A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Monday, 12 September 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Kingsrose Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**