

# Notice of General Meeting

## 29 January 2021

**This is an important document. Please read it carefully.**

If you are unable to attend the General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

**IMPORTANT INFORMATION REGARDING COVID-19**

Due to current and potential COVID-19 restrictions the General Meeting will be held by webcast only. This is to assist in compliance with Government regulations on gatherings and travel, and to ensure the health and safety of shareholders. Details on attending the General Meeting will be available on the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au)

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The General Meeting of the Company will be held virtually by webcast at 11 am (AEDT Time) on Friday, 29 January 2021.

# Kingston Resources Limited

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Kingston Resources Limited will be held virtually via webcast at 11:00am on Friday, 29 January 2021. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00 pm (AEDT Time) on Wednesday, 27 January 2021.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the attached Glossary.

Due to the personal interest Chairman Mick Wilkes has in Resolution 1, the General Meeting will be chaired by Anthony Wehby.

### **IMPORTANT: Attendance**

There will not be physical attendance at the General Meeting. The General Meeting will be held virtually via a webinar conferencing facility. If you are a shareholder that wishes to attend and participate in the meeting, please **register in advance** to attend the meeting. Details on how to attend the meeting will be available on the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au). Shareholders are strongly encouraged to lodge a completed proxy form with the Company in accordance with the instructions in the Explanatory Statement to lodge their vote. Shareholders will be able to ask questions and electronically record their vote at the General Meeting.

### **AGENDA**

#### **BUSINESS**

##### **Resolution 1 – Approval to issue Shares to Mick Wilkes**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,923,077 fully paid ordinary shares (Placement Shares) to Mick Wilkes (or his nominee), Chairman of the Company.”*

##### **Resolution 2 – Ratification of Prior Issues of Placement Shares under Listing Rule 7.1**

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 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 25,076,580 fully paid ordinary Shares (Placement Shares) on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

##### **Resolution 3 – Ratification of Prior Issues of Placement Shares under Listing Rule 7.1A**

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 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 23,000,343 fully paid ordinary Shares (Placement Shares) on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

### **Voting Exclusion Statement**

The following voting exclusion statement applies to the resolutions under the Listing Rules or, where applicable, the provisions of the *Corporations Act*, to the following persons.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of:

- the following (named) person (or class of persons) excluded from voting; or
- an Associate of that person (or those persons):

Resolution No.	Title	Excluded Persons
1	Approval to issue Shares to Mick Wilkes	Mick Wilkes, and any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Wilkes.
2	Ratification of the Prior Issues of Placement Shares under Listing Rule 7.1	Any person or entity who participated in the Institutional Placement.
3	Ratification of the Prior Issues of Placement Shares under Listing Rule 7.1A	Any person or entity who participated in the Institutional Placement.

However, this does not apply to a vote cast in favour of a resolution by:

1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to on the proxy or attorney to vote on the resolution in that way; or
2. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
3. a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

The Chair of the Meeting intends to vote available proxies in favour of all Resolutions.

Dated this 24th day of December 2020.

By Order of the Board



**Mick Wilkes**  
Non-Executive Chairman

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held virtually via webcast at 11 am (Sydney Time) on Friday, 29 January 2021.

Due to the personal interest Chairman Mick Wilkes has in Resolution 1, the General Meeting will be chaired by Anthony Wehby.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### IMPORTANT: Attendance

There will not be physical attendance at the General Meeting. The General Meeting will be held virtually via a webinar conferencing facility. If you are a shareholder that wishes to attend and participate in the meeting, please register in advance to attend the meeting. Details on how to attend the meeting will be available on the Company's website [www.kingstonresources.com.au](http://www.kingstonresources.com.au). Shareholders are strongly encouraged to lodge a completed proxy form with the Company in accordance with the instructions in the Explanatory Statement to lodge their vote. Shareholders will be able to ask questions and electronically record their vote at the General Meeting.

### Institutional Placement – Background

The Company announced an institutional placement on 11 December 2020 to raise funds in order to progress the Company's activities at Misima and Livingstone. ("**Institutional Placement**"). As described in that announcement, the Board decided to undertake an institutional placement without a rights issue or share purchase plan as given near term funding requirements and ongoing volatility in gold markets, the Board deemed the funding certainty offered by a placement was the best and most efficient outcome for Shareholders. The Company also notes that it recently closed an SPP offering in July 2020 (see ASX Announcement 27 May 2020), in which existing security holders had the opportunity to participate.

The funds from the Institutional Placement are to be used primarily to progress the Company's activities at the Misima Gold Project and Livingstone Gold Project in WA. Existing and new institutional investors took part in the placement and the Company raised a total of \$12,500,000. The Shares were issued under the Company's 15% Placement Capacity pursuant to Listing Rule 7.1, and under the Company's 10% Additional Placement Capacity pursuant to Listing Rule 7.1A approved at the 2020 AGM on 26 November 2020.

### Participation of Chairman in Institutional Placement

Mick Wilkes, Chairman of the Company, wishes to participate in the Institutional Placement and has made a binding commitment to subscribe for 1,923,077 Shares (\$500,000) under the Institutional Placement subject to Shareholder approval pursuant to Listing Rule 10.11. This is in addition to the \$12.5 million already raised under the Institutional Placement.

The purpose of this General Meeting is to approve the issue of 1,923,077 Shares to Mick Wilkes pursuant to Listing Rule 10.11, and ratify the issue of 48,076,923 Shares under the Institutional Placement pursuant to Listing Rule 7.4 in order to refresh the Company's 15% Placement Capacity and 10% Additional Placement Capacity.

Please read the following sections carefully.

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## Resolution 1 – Approval to issue Shares to Mick Wilkes

### Background

The Company seeks Shareholder approval for the issue of 1,923,077 fully paid ordinary Shares in the Company to Mick Wilkes, Chairman of the Company ("**Placement Shares**").

### Binding Commitment under Institutional Placement

The Company proposes to issue the Placement Shares to Mr Wilkes pursuant to a binding commitment made by Mr Wilkes to subscribe for the Placement Shares under the Institutional Placement, subject to Shareholder approval. The Placement Shares will be issued at an issue price of \$0.26 per Share, which represents a discount of 11.2% compared to the 10 volume-weighted average price (**VWAP**) to close of trade 10 December 2020.

### Regulatory requirements

Listing Rule 10.11 generally provides that Directors may not be issued any securities in the Company without the approval of Shareholders.

If approval for Resolution 1 is given for the purposes of Listing Rule 10.11 then approval is not required under Listing Rule 7.1.

In accordance with the requirements of Listing Rule 10.11 and 10.13, the following information is provided to Shareholders to further allow them to assess the proposed issue of Placement Shares to Mr Wilkes:

- i) The Placement Shares will be issued to Mr Wilkes or his nominee.
- ii) Mr Wilkes is a director of the Company and therefore falls within the category of persons under Listing Rule 10.11.1 (related parties).
- iii) The maximum number of Placement Shares that may be acquired by Mr Wilkes is 1,923,077.
- iv) The Placement Shares will be issued at \$0.26 per Placement Share. The Company will receive \$500,000 from Mr Wilkes. The Placement Shares are fully paid ordinary Shares and will rank in all respects with the ordinary Shares currently on issue.
- v) The Placement Shares will be issued as soon as practicable after the Meeting and in any event within 1 month of the General Meeting.
- vi) The Purpose of the issue of shares to Mr Wilkes is to raise funds as part of the Institutional Placement, described further in the explanation of Resolution 2 and Resolution 3 below.
- vii) There is no written agreement in place between Mr Wilkes and the Company regarding the issue of the Placement Shares, and there are no other material terms of the issue other than what has been disclosed in this Notice.
- viii) A voting exclusion statement in respect of Resolution 1 is set out on page 2 of the Notice of Meeting.

The issue of the Placement Shares will confer a financial benefit on Mr Wilkes.

Under section 208 of the *Corporations Act*, for a public company, or an entity that the public company Controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members; and
- b) 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*.

Shareholder approval is **not** being sought for the purposes of section 208 of the *Corporations Act* on the basis that the benefit is considered by the other Directors to be on arm's length terms and, therefore, the exception in section 210 of the *Corporations Act* applies. Section 210 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the giving of the financial benefit is on terms that would be reasonable in the circumstances if the company and related party were dealing at arm's length, or are less favourable to the related party than arm's length.

Having regard to the nature of the Institutional Placement, particularly:

- the Shares have been issued under the Institutional Placement on the same terms in the same circumstances as the Company has issued non-related party investors dealing at arm's length; and
- the offer price of the Institutional Placement has been set by the Company as part of the broader fundraising that is occurring under the Institutional Placement with non-related party investors,

the Board considers the benefit Mr Wilkes is to receive is reasonable in the circumstances and on arm's length terms, therefore, the exception in section 210 applies.

If Shareholder approval is not obtained for Resolution 1, 1,923,077 Shares will not be able to be issued to Mr Wilkes. In this situation, the Company will have \$500,000 less capital to undertake the projects referred to in the information for Resolution 2 and Resolution 3 below.

#### **Directors' Recommendation**

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

The Directors (other than Mr Wilkes who abstains given his personal interest in the Resolution) recommend that Shareholders vote **in favour** of Resolution 1.

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## **Resolution 2 and Resolution 3 - Ratification of Prior Issues of Placement Shares**

### **Background**

On 18 December 2020, the Company issued 48,076,923 Shares to institutional and sophisticated investors under the Institutional Placement announced to the ASX on 11 December 2020.

Listing Rule 7.1 allows the board of an ASX listed company to issue up to 15% of the company's issued capital in any 12-month period without Shareholder approval.

Listing Rule 7.1A allows the board of an ASX listed company to seek Shareholder approval by special resolution passed at an Annual General Meeting in advance, that would provide the Company with the placement capacity to issue up to 10% (in addition to the 15% Placement Capacity already afforded to the company under Listing Rule 7.1) of the company's issued capital in a 12-month period.

The Company obtained Shareholder approval at the 2020 Annual General Meeting held on 26 November 2020 for the additional 10% Additional Placement Capacity pursuant to Listing Rule 7.1A.

The Company has utilised a portion of its placement capacity under Listing Rules 7.1 and 7.1A to issue 48,076,923 Shares to institutional and sophisticated investors under the Institutional Placement.

The Company is seeking shareholder approval to ratify the issue of Placement Shares under Listing Rule 7.1 pursuant to Resolution 2, and the issue of Placement Shares under Listing Rule 7.1A pursuant to Resolution 3.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issues did not breach the Listing Rules), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

Resolution 2 proposes that Shareholders of the Company approve and ratify the issue and allotment of 25,076,580 Placement Shares which were issued in December 2020 under the Company's 15% Placement Capacity under Listing Rule 7.1 (as part of the Institutional Placement (refer ASX Announcement on 9 December 2020) being approximately 11.3% of the 15% Placement Capacity).

Resolution 3 proposes that Shareholders of the company approve and ratify the issue and allotment of 23,000,343 Placement Shares which were issued in December 2020 under the Company's additional 10% Additional Placement Capacity under Listing Rule 7.1A as part of the Institutional Placement (refer ASX Announcement on 12 December 2020) being the entirety of the Company's Additional Placement Capacity.

The effect of approval of Resolution 2 and Resolution 3 is to allow the Board of the Company to rely on Listing Rule 7.4, and in effect, reset the placement capacity under Listing Rule 7.1 and 7.1A, insofar as it relates to the issue of 48,076,923 Placement Shares, which will allow the Company to issue additional Shares utilising its full placement capacity under Listing Rule 7.1 and 7.1A after the Resolutions are adopted, instead of having to wait until 12 months after the issue.

### **Information Required by Listing Rule 7.5**

The following information in relation to the Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The Company issued 25,076,580 Placement Shares utilising placement capacity under Listing Rule 7.1 and 23,000,343 Placement Shares utilising placement capacity under Listing Rule 7.1A.
- (b) The Placement Shares were issued at \$0.26 per Placement Share, which represents a discount of 11.2% compared to the 10 day volume-weighted average price (**VWAP**) to close of trade, 8 December 2020, immediately prior to the Trading Halt to undertake the Institutional Placement.
- (c) Placement Shares were fully paid on issue and rank equally in all aspects with all existing fully paid Shares previously issued by the Company.

- (d) Placement Shares were issued to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares as part of the Institutional Placement announced by the Company on 11 December 2020. The Placement Shares were issued on 18 December 2020. For the purpose of Listing Rule 7.5.1 the Company advises that existing substantial shareholder Delphi Unternehmensberatung was allocated 20,000,000 Placement Shares (\$5.2 million) representing more than 1% of the Company's issued capital.
- (e) Funds raised from the issue will be primarily used to progress activities at the Company's Misima Gold Project and Livingstone Gold Project in WA, including:
- Extensional and infill drilling at the known Misima Resource
  - Near mine exploration drilling at Misima
  - Advance mining studies and environmental studies at Misima
  - Exploration drilling at Livingstone Gold Project
  - Settlement of acquisition of Joint Venture's interest in Misima
  - General working capital
- (f) The Placement Shares were not issued under a specific agreement with the Company.

If Shareholder approval is not obtained for Resolution 2, the Company will not be able to "refresh" its 15% Placement Capacity under Listing Rule 7.1 until 12 months from the date of issue of the Placement Shares (December 2021)

If Shareholder approval is not obtained for Resolution 3, the Company will not be able to "refresh" its 10% Additional Placement Capacity until 12 months from the date of issue of the Placement Shares (December 2021).

If Shareholder approval is not obtained for either Resolution 2 or 3, it will inhibit the Company's ability to undertake placements during the period from the General Meeting until December 2021 (or if approval is subsequently received at the 2021 AGM), which may result in the Company being unable to raise additional capital to take advantage of opportunities and/or fund ongoing operations during that time. Without Shareholder approval for either Resolution, the Company would only be able to issue the remaining 3.7% of its Placement Capacity and none of its Additional Placement Capacity during this time.

***Directors' Recommendation***

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2 and Resolution 3.

The Directors recommend that Shareholders vote **in favour** of Resolution 2 and Resolution 3.

## KINGSTON RESOURCES LIMITED

ACN 009 148 529

### Instructions for Completing 'Appointment of Proxy' Form

1. Any Proxy appointed pursuant to this part may attend the General Meeting virtually in the same manner that Shareholders can. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy.
2. A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
3. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, both holders must sign.
4. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:
  - 4.1. 2 directors of the company;
  - 4.2. a director and a company secretary of the company; or
  - 4.3. for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the *Corporations Act*, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who signs the document or witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as the Proxy Form.
7. You can direct your proxy how to vote on each Resolution by completing **STEP 2** on the Proxy Form.
8. If you appoint the Chairman of the Meeting as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for him to vote on all Resolutions in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman of the Meeting may exercise your proxy in relation to Resolution 1 notwithstanding that Resolution 1 is a Resolution in respect of which the Chairman of the meeting has an interest.

Votes cast by the Chairman of the Meeting on Resolution 1 other than as authorised proxy holder will be disregarded because of his interest in the outcome of the Resolution.

The Chairman of the Meeting intends to vote available proxies in favour of all Resolutions.

9. To vote by proxy please sign the enclosed Proxy Form and return:
  - (a) by mail to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia;
  - (b) by facsimile to Link Market Services Limited on facsimile number +61 2 9287 0309;
  - (c) by hand to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or
  - (d) online by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Select 'Investor Login' and in the "Single Holding" section enter Kingston Resources Limited or the ASX code KSN in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of 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;

so that it is received not later than 11am (Sydney Time) on Wednesday, 27 January 2021.

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



## GLOSSARY

In this Notice of Meeting:

**\$** means Australian Dollars.

**10% Additional Placement Capacity** means the Company's ability under Listing Rule 7.1A to issue Equity Securities up to 10% of its issued share capital by way of placements over a 12-month period after the AGM.

**15% Placement Capacity** means the Company's ability under Listing Rule 7.1 to issue Equity Securities up to 15% of its issued share capital by way of placements over a 12 month period.

**Associate** has the same meaning as in the *Corporations Act*.

**ASX** means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

**Board** or **Board of Directors** means the board of Directors of the Company.

**Chair** or **Chairman** means the person appointed the chair of the Meeting convened by this Notice.

**Company** or **Kingston** means Kingston Resources Limited ACN 009 148 529.

**Control** has the same meaning as in the *Corporations Act*.

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

**Director** means a director of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the Explanatory Statement accompanying the Notice of Meeting.

**General Meeting** or **Meeting** means the Annual General Meeting of Shareholders convened for the purposes of considering the Resolutions.

**Institutional Placement** means the placement to institutional investors announced on 11 December 2020 to raise \$12.5 million.

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

**Notice of Meeting** or **Notice** means the notice convening the General Meeting accompanying this Explanatory Statement.

**Placement Shares** means the Shares issued, or to be issued, pursuant to the Institutional Placement.

**Proxy Form** means a proxy form accompanying this Notice of Meeting.

**Related Party** has the same meaning as in the *Corporations Act*.

**Resolution** means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a person registered as a holder of a Share.

**Sydney Time** means Australian Eastern Daylight Time.

**VWAP** means volume weighted average price.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

**LODGE YOUR VOTE**

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Kingston Resources 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: 1300 554 474 Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Kingston Resources 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 on Friday, 29 January 2021 held virtually via webcast (the Meeting)** and at any postponement or adjournment of the Meeting.

Please note, there will not be physical attendance at the General Meeting. The General Meeting will be held virtually via a webinar conferencing facility. If you are a shareholder that wishes to attend and participate in the meeting, please **register in advance** to attend the meeting. Details on how to attend the meeting will be available on the Company's website www.kingstonresources.com.au. For full details on the Resolutions and other information regarding the General Meeting please refer to the Notice of Meeting available on the Company's website www.kingstonresources.com.au, and lodged with the ASX on Thursday, 24 December 2020.


**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**

	For	Against	Abstain*
1 Approval to issue Shares to Mick Wilkes, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issues of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issues of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* 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).



**STEP 1**

**STEP 2**

**STEP 3**

## 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:

- 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
- 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" must 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](http://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 on Wednesday, 27 January 2021**, 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](http://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).



#### BY MAIL

Kingston Resources 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.**