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## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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KINGSROSE MINING LIMITED | ACN 112 389 910

DATE: 20 November 2017  
TIME: 11am (WST)  
LOCATION: Walsh Room  
Sage Hotel  
1309 Hay Street  
West Perth WA 6005

**This Notice of Annual 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 adviser without delay.**

**Should you wish to discuss the matters in this Notice of Annual General Meeting and Explanatory Statement please do not hesitate to contact the Company Secretary on + 61 8 9381 5588.**

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## DETAILS OF THE MEETING

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Notice is hereby given that the Annual General Meeting of Shareholders of Kingsrose Mining Limited (ACN 112 389 910) will be held at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth WA 6005 on Monday, 20 November 2017 at 11am (WST).

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## YOUR VOTE AND VOTING ELIGIBILITY

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The business of the Annual 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 11am (WST) on Saturday, 18 November 2017.

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## VOTING BY PROXY

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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 Saturday, 18 November 2017.

**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](http://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**

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If a Shareholder has appointed an attorney to attend and vote at the 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**

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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](http://www.linkmarketservices.com.au). Click on "Resources" and then select 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**

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If you have any queries regarding matters contained in this Notice of Meeting, please call the Company Secretary, Joanna Kiernan on +61 8 9381 5588.

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## **BUSINESS OF THE MEETING**

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The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

### **ORDINARY BUSINESS**

#### **2017 FINANCIAL STATEMENTS & REPORT**

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To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017, together with the Directors' Report and the Auditors' Report.

Copies of these reports are included in the 2017 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website [www.kingsrosemining.com.au](http://www.kingsrosemining.com.au)

#### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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To consider, and if thought fit, to pass, with or without amendment, the following resolution as a non-binding advisory resolution:

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company and its controlled entities for the year ended 30 June 2017 as contained in the Company's Annual Financial Report be approved and adopted.”*

Note: The vote of the Remuneration Report is advisory only and does not bind the Directors of the Company.

#### **Voting Prohibition Statement:**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) A Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) The voter is the Chair and the appointment of the Chair as proxy:
  - (i) Does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) Expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

#### **RESOLUTION 2 – RE-ELECTION OF DIRECTOR | MR RODERICK MCILLREE**

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

*“That, for the purpose of clause 12.17 of the Company's Constitution and for all other purposes, Mr Roderick McIllree, a Director, appointed on 16 August 2017 retires and being eligible, is re-elected as a Director.”*

### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR | DR MICHAEL ANDREWS**

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

*“That, for the purpose of clause 12.17 of the Company’s Constitution and for all other purposes, Dr Michael Andrews, a Director, appointed on 16 August 2017 retires and being eligible, is re-elected as a Director.”*

### **RESOLUTION 4 – RE-ELECTION OF DIRECTOR | MR GRANT MILLS**

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

*“That, for the purpose of clause 12.17 of the Company’s Constitution and for all other purposes, Mr Grant Mills, a Director, appointed on 16 August 2017 retires and being eligible, is re-elected as a Director.”*

### **RESOLUTION 5 – RE-ELECTION OF DIRECTOR | MR JOHN MORRIS**

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

*“That, for the purpose of clause 12.11 of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, Mr John Morris, a Director, retires by rotation and being eligible, is re-elected as a Director.”*

### **RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE**

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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 5,000,000 unlisted options on the terms and conditions set out in the Explanatory Statement”.*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 6 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.

By Order of the Board of Directors



Joanna Kiernan  
Company Secretary  
19 October 2017

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## EXPLANATORY STATEMENT

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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 Annual General Meeting of the Company, to be convened for Monday, 20 November 2017 commencing at 11am (WST).

### 2017 FINANCIAL STATEMENTS AND REPORTS

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In accordance with the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Financial Report, the Directors' Report and the Auditors' Report for the financial year ended 30 June 2017.

The Company has provided a copy of the 2017 Annual Report to those Shareholders who specifically requested a copy. The Company's Annual Report is available on its website [www.kingsrosemining.com.au](http://www.kingsrosemining.com.au)

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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#### General

Section 250R(2) of the Corporations Act requires that at a listed company's Annual General Meeting a resolution that the Remuneration Report must be presented to Shareholders for their consideration and adoption.

The Remuneration Report is set out in the Company's 2017 Annual Report on pages 20 to 29 and sets out the Company's remuneration framework and policies and the remuneration arrangements for the Directors and Senior Executives of the Company.

#### Voting Consequences – "two strikes rule"

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Board will however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. Under the Corporations Act if at two consecutive annual general meetings, at least 25% or more of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report then a further resolution (**Spill Resolution**) may be required to be considered at the second annual general meeting as to whether a further meeting be convened (within 90 days) to put certain Directors to re-election. The Directors to be put to re-election are those Directors (other than the Managing Director) who were in office at the date when the resolution to make the directors report (considered at the later annual general meeting) was passed.

#### Previous Voting Results

At the Company's previous Annual General Meeting the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

### RESOLUTION 2 – RE-ELECTION OF DIRECTOR | MR RODERICK MCILLREE

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Clause 12.16 of the Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a causal vacancy or as an addition to the existing number of Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the following annual general meeting of the Company and is then eligible for re-election.

Mr Roderick McIllree was appointed to the Board as the Independent Non-Executive Chairman on 16 August 2017.

Mr McIlree will retire in accordance with clause 12.17 of the Constitution and, being eligible, seeks re-election.

Mr Roderick McIlree is a corporate geologist. A graduate of Curtin University School of Mines he has spent decades working in frontier locations during which time he has gained a global perspective of commodities. Mr McIlree has held numerous technical roles at a range of companies with a particular focus on gold in the broader Asia-Pacific region. Mr McIlree has extensive capital markets experience having successfully raised funds for mining and exploration companies with assets both within Australia and overseas.

Mr McIlree is currently Managing Director of AIM listed Blue Jay Mining Plc.

**Recommendation:** The Directors (other than Mr McIlree) unanimously recommend that Shareholders vote in favour of Resolution 2.

### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR | DR MICHAEL ANDREWS**

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Clause 12.16 of the Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a causal vacancy or as an addition to the existing number of Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the following annual general meeting of the Company and is then eligible for re-election.

Dr Michael Andrews was appointed to the Board as a Non-Executive Director on 16 August 2017.

Dr Andrews will retire in accordance with clause 12.17 of the Constitution and, being eligible, seeks re-election.

Dr Michael Andrews is a geologist with more than 35 years of research and mining industry experience in gold, copper, coal and iron exploration. He holds an honours degree in Geology from the University of Reading, and a doctorate in Exploration Geochemistry from the University of Wales. Dr Andrews is currently President and COO of Southern Arc Minerals Inc, President and COO of Japan Gold Corp and President and CEO of Q Investments all public exploration companies listed on the Toronto Venture Exchange. He is also a Director of AIM listed Tethyan Resources Ltd.

Dr Andrews was a Founding Director of Kingsrose Mining and played an instrumental role in the discovery, exploration, feasibility and development of its Way Linggo Gold Mine in Indonesia and he has been closely involved with the development of a number of other gold mines in Southeast Asia.

Dr Andrews also held the positions of Executive Director and Chief Geologist of Aulron Energy Ltd., Director of Gold Operations for Meekatharra Minerals Ltd, and managed the Teck Corporation-MM Gold Indonesian Joint Venture, an exploration portfolio of thirteen gold and copper projects, and also held senior exploration positions with Ashton Mining Ltd, Aurora Gold Ltd and Muswellbrook Energy and Minerals. Dr Andrews is a fellow of the Australasian Institute of Mining and Metallurgy and a member of the Society of Economic Geologists.

Dr Andrews is a substantial shareholder of the Company.

**Recommendation:** The Directors (other than Dr Andrews) unanimously recommend that Shareholders vote in favour of Resolution 3.

### **RESOLUTION 4 – RE-ELECTION OF DIRECTOR | MR GRANT MILLS**

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Clause 12.16 of the Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a causal vacancy or as an addition to the existing number of Directors, but only where the total number of Directors does

not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the following annual general meeting of the Company and is then eligible for re-election.

Mr Grant Mills was appointed to the Board as a Non-Executive Director on 16 August 2017.

Mr Mills will retire in accordance with clause 12.17 of the Constitution and, being eligible, seeks re-election.

Mr Mills holds an Associate Diploma of Mining and Mineral Technology from the Western Australian School of Mines and has extensive experience in the mining industry having held previous roles at Great Central Mines and at the Granny Smith Gold Mine. Mr Mills has broad ranging commercial experience across a wide range of industries including mining and manufacturing, particularly in Asia.

**Recommendation:** The Directors (other than Mr Mills) unanimously recommend that Shareholders vote in favour of Resolution 4.

#### **RESOLUTION 5 – RE-ELECTION OF DIRECTOR | MR JOHN MORRIS**

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Clause 12.11 of the Company's Constitution and Listing Rule 14.4 requires that at every Annual General Meeting one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without retiring and submitting himself or herself for re-election.

Accordingly, Mr John Morris is required to retire by rotation, and being eligible, offers himself for re-election as a Director.

Mr Morris has over 44 years' experience in exploration, project development and management of publicly listed resource companies. He has held prior Directorships in a number of gold and base metals public companies in Australia and overseas including Forsyth NL and Amerisur Resources Plc (formerly Chaco Resources Plc/Gold Mines of Sardinia Plc).

Mr Morris previously held the role of Executive Chairman, however retired from this position on 16 August 2017 and assumed the role of a Non-Executive Director of the Company.

Mr Morris does not hold any other directorships of public companies.

**Recommendation:** The Directors (excluding Mr Morris) recommend that Shareholders vote in favour of Resolution 5.

#### **RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE**

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##### **Background**

In July 2016, the Company announced it had raised ~\$9m (before costs) via a two tranche share placement (**Share Placement**). The issue of shares pursuant to the Share Placement was approved by Shareholders on 14 September 2016.

On 25 November 2016 the Company issued 5,000,000 unlisted Options with an exercise price of \$0.20 and an expiry date of 25 November 2019 in consideration for advisory services provided to the Company in relation to the Share Placement referred to above.

### **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 5,000,000 unlisted Options pursuant to ASX Listing Rule 7.4. By ratifying this issue of Options, 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 6:

1. A total of 5,000,000 unlisted Options were issued with an exercise price of \$0.20 and an expiry date of 25 November 2019;
2. The options were issued in consideration for advisory services provided to the Company by Bell Potter Securities Limited and Hobart Capital Markets LLP in relation to the Share Placement;
3. The unlisted Options were issued on the terms and conditions set out in Annexure 1;
4. The unlisted Options were issued and allotted to Bell Potter Nominees Ltd <BB Nominees A/C> and Hobart Capital Markets LLP, neither of which, are related parties of the Company; and
5. No funds were raised by the issue of the unlisted Options as the unlisted Options were issued in consideration for advisory services provided by Bell Potter Securities Limited and Hobart Capital Markets LLP.

**Recommendation:** The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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## GLOSSARY

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

**Annual 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.

**Closely Related Party** of a member of the Key Management Personnel means:

- A. a spouse or child of the member;
- B. a child of the member's spouse;
- C. a dependent of the member's spouse;
- D. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- E. a company the member controls; or
- F. a person prescribed by the Corporations Regulations 2001 (Cth).

**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.

**Key Management Personnel** has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

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

**Shareholder** means a shareholder of the Company.

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

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**ANNEXURE 1 – TERMS AND CONDITIONS OF UNLISTED OPTIONS**

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1. The Options are unlisted.
2. The expiry date of the Option is three (3) years from the date of grant.
3. Each Option entitles the holder to one (1) Share.
4. The Options are exercisable at any time prior to 5:00pm WST, 25 November 2019 (the “Expiry Date”)
5. The exercise price of the Options is \$0.20 per Option.
6. The Options are not transferable.
7. The Company will provide to each Option holder a notice that is to be completed when exercising the Options (“Notice of Exercise”). The Options may be exercised wholly or in part by completing a Notice of Exercise and delivering it with payment to the Company Secretary any time prior to the Expiry Date.
8. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking *pari passu* within 10 business days.
9. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven (7) business days after the issue is announced. This will give Option holders the opportunity (where available) to exercise their Options prior to the date for determining entitlements to participate in any such issue.
10. If there is a bonus issue (“Bonus Issue”) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Options had been exercised before the record date for the Bonus Issue (“Bonus Shares”). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be in the same manner as was applied in the Bonus Issue), and upon issue will rank equally in all respects with the other Shares on issue as at the date of the issue of the Bonus Shares.
11. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules.
12. In the event that the Company makes a pro rata issue of securities, the exercise price of the Options will be adjusted in accordance with the formula set out in the ASX Listing Rules.



**KINGSROSE**  
MINING LIMITED

Kingsrose Mining Limited

ABN 49 112 389 910

**LODGE YOUR VOTE**

**ONLINE**  
[www.linkmarketservices.com.au](http://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



**X99999999999**

**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 Annual General Meeting of the Company to be held at **11:00am, (WST) on Monday, 20 November 2017 at the Walsh Room, Sage Hotel, 1309 Hay Street, West Perth WA 6005 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**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*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Re-Election of Director - Mr John Morris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director - Mr Roderick McIllree	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of Prior Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Director - Dr Michael Andrews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-Election of Director - Mr Grant Mills	<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 SECURITYHOLDERS – THIS MUST BE COMPLETED**

Securityholder 1 (Individual)  Joint Securityholder 2 (Individual)  Joint Securityholder 3 (Individual)   
Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 PRX1702C**



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 securityholder 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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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 securities 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 securities 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 security 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 securities 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 securityholder 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 security 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 (WST) on Saturday, 18 November 2017**, 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, securityholders 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)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### 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 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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