

Via e-lodgement

11 May 2017

2017 Share Purchase Plan Documents Despatched

Regarding the Company's 2017 Share Purchase Plan which was announced on 9 May 2017, please find attached a copy of the Share Purchase Plan and a sample Application Form, which were distributed to eligible shareholders today.

For and on behalf of Kairos Minerals Limited



Adrien Wing
Company Secretary

KAIROS MINERALS LIMITED
ACN 006 189 331

SHARE PURCHASE PLAN 2017 OFFER DOCUMENT

This offer of ordinary shares in the capital of the Company (“Shares”) is made on the terms and conditions of the Share Purchase Plan set out in this Offer Document and the accompanying Application Form. The closing date for this offer is 5pm (AEST) on 26 May 2017.

It is important to ensure that you read this Offer Document and accompanying Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this offer or whether to accept this offer.

KEY OFFER DETAILS	
Issue price of shares offered under this SPP:	2.1 cents (\$0.021) per Share
Minimum application amount:	\$2,000
Maximum application amount: [^]	\$15,000
Applications can be made for parcels of Shares valued (at the issue price) at:*	A. \$2,000 B. \$5,000 C. \$10,000 D. \$15,000
Amount to be raised*	\$1,000,000
Proposed use of funds:	Funds raised by the offer will be used towards the further development of the Company’s Mt York and Roe Hills projects in Western Australia, along with working capital purposes.
Offer Date / Opening Date:	9 May 2017, being the date of this Offer Document.
Eligibility:	To eligible, the applicant’s address in the Company’s register of members must be in Australia and New Zealand. The applicant must have been registered as a Shareholder on the Record Date.
Record Date (for determining recipients of the offer): ⁺	7pm (AEST) on 8 May 2017, being the day before the date on which this Share Purchase Plan was announced to ASX.
Closing Date: ⁺	5pm (AEST) on 26 May 2017 Late applications will not be accepted unless the Company otherwise agrees.
Anticipated issue of new Shares: ⁺	1 June 2017
Anticipated dispatch of holding statements and (if applicable) refunds: ⁺	2 June 2017
Anticipated commencement of trading of new Shares: ⁺	2 June 2017

[^] Custodians (within the meaning of ASIC CO 09/425) may apply for up to \$15,000 (714,286 shares) on behalf each distinct beneficiary represented, by returning their completed Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar. Further details are provided below.

* The directors reserve the right, in consultation with the Underwriter, to expand the size of the Share Purchase Plan (subject to ASX Listing Rules) and to scale back acceptances at their discretion to ensure that the size of the Share Purchase Plan is not exceeded. Eligible Shareholders must ensure they apply for Shares prior to the Closing Date. The

Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant if scaled back. Refunds will be paid to the applicant by cheque. No interest shall be paid on refunded application monies.

** The above dates are indicative only. The Company reserves the right to change any date including by postponing the Closing Date or closing the offer early, or to withdraw or cancel the offer.*

If you wish to participate in this Share Purchase Plan you must apply for Shares using the personalised Application Form accompanying this Offer Document, unless you are a Custodian and wish to apply on behalf of distinct beneficiaries (in which case you must complete and return the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar). If any of your details on the Application Form are incorrect, please contact the Company's Share Registrar urgently.

Certain capitalised terms used in this Offer Document have the meaning set out in the Glossary on page.

IMPORTANT NOTICE

General

This document is dated 9 May 2017.

This document is not a prospectus and has not been lodged with ASIC. Accordingly, this document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding whether or not to invest in the new Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand or are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional adviser without delay.

The market price of Shares may rise or fall between the date of this document and the date the new Shares are issued to you. This means that up to or after the date on which the new Shares are issued to you, you may be able to buy Shares on the market at a lower price than the issue price. The Company and its Directors do not offer any recommendation or advice regarding participation in the Offer.

Holding shares in a company such as the Company is a speculative form of investment and the future price of Shares may rise or fall depending on, amongst other things, exploration success and fluctuations on the stock market generally.

This document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this document.

No action has been taken to permit the offer in any jurisdiction other than Australia and New Zealand to the extent set out in this document.

The distribution of this document in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any other jurisdiction.

Application will be made for the new Shares to be quoted on ASX. The new Shares have not been and will not be registered under any other applicable securities laws and they may not, subject to certain exceptions, be offered or sold directly or indirectly within any jurisdiction outside Australia and New Zealand.

Capitalised terms in this document are defined in the Glossary.

No Recommendation

The information in this document is not a recommendation to accept the offer and does not constitute financial advice. Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this document, eligible Shareholders have any questions regarding the offer, they should contact their financial or other professional adviser before deciding whether or not to accept the offer.

TERMS AND CONDITIONS OF OFFER

Each offer made under this Share Purchase Plan to eligible Shareholders is made on the same terms and conditions.

The following are the terms and conditions of the offer. By accepting the offer, you agree to be bound by these terms and conditions and the Company's constitution.

1. ASIC Class Order 09/425

This Share Purchase Plan offer is made pursuant to ASIC CO 09/425. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the Share Purchase Plan

2. Opening Date and Closing Date of the Offer

The Offer opens at 9:00am (AEST) on 9 May 2017.

The Offer closes at 5:00pm (AEST) on 26 May 2017.

Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

3. Who is eligible to participate in the Offer

A registered holder of Shares as at the Record Date who is not a Custodian is eligible to apply for Shares under this Share Purchase Plan offer (subject to the terms and conditions set out in this Offer Document and the Application Form) if the issue of Shares to the applicant under this offer, or under any similar arrangement, will not result in the applicant having acquired Shares having an application price totalling more than \$15,000 in the 12 month period prior to an application under this Share Purchase Plan. Accordingly applicants must provide the Company with certification to the effect that the total of the application price for the Shares the subject of the Application Form and any other Shares applied for by the applicant under a share purchase plan or similar arrangement in the 12 months prior to the application (including any Shares which the applicant has instructed a Custodian to acquire on their behalf under a share purchase plan including this Share Purchase Plan or similar arrangement) does not exceed \$15,000. The certification forms part of the Application Form. Custodians may apply for up to \$15,000 of Shares (at the issue price) on behalf of each distinct beneficiary represented, using a separate Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar.

The offer under this Share Purchase Plan is non-renounceable. That means that a Shareholder cannot transfer the right to participate in the offer to another person or entity. Participation in the offer is not compulsory.

4. Excluded Applicants

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this Share Purchase Plan. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received such that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by cheque without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only Shareholders whose address in the Company's register of members is in Australia and New Zealand may apply. Regardless of their address in the register, applicants resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a Shareholder in the Company's register of members at 7pm (AEST) on the Record Date may apply.

Accordingly this document does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Return of an Application Form or payment of application monies will be taken by the Company to constitute a representation by the applicant that there has been no breach of such requirements.

5. Shareholder Approval

The Share Purchase Plan offer is limited to 30% of the Company's ordinary shares on issue as at the date of this document and the Company will, to the extent it is permitted, issue the new Shares under the Company's Listing Rule 7.1 placement capacity or Listing Rule 7.2 Exception 15. Accordingly, save except for the issue of any unsubscribed new Shares to the Underwriter (as detailed below), Shareholder approval is not required for the issue of the new Shares under the Share Purchase Plan.

If required, the Company will scale back or accept over subscription applications in such manner as the Directors see fit.

6. Issue Price

The issue price is 2.1 cents (\$0.021) per Share. This price is a 18.6% discount to the volume weighted average price of the Company's shares sold on ASX for the last five days on which the Company's shares were traded prior to 9 May 2017, being the day this offer was announced.

Fractional entitlements to Shares will be rounded up and amounts payable rounded to the nearest whole dollar.

7. Important information on price risk to consider

Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this Share Purchase Plan, with the effect that the price or value of the Shares which applicants receive under this Share Purchase Plan may be more or less than the price paid for the Shares. The closing price of the Company's shares on the last trading day before the Offer Date was \$0.024. The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company's trade on ASX can be obtained from the ASX website (www.asx.com.au). Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Document. Because of this, recipients of this Offer Document should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Document should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the offer of Shares, applying for Shares under this Share Purchase Plan, or to acquire Shares or other securities of the Company.

8. How much can you invest in the Offer

Each eligible Shareholder who is not a Custodian may only apply for up to \$15,000 of Shares. If a registered holder of Shares receives more than one offer under this Share Purchase Plan (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$15,000 of shares in total.

Joint holders are counted as a single Shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the Share Purchase Plan due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$15,000 of shares in total.

Applications counted in determining whether the \$15,000 limit would be exceeded include application made through a Custodian or other nominee. The application form includes a statement that the acceptance by the Company of the application will not result in the applicant acquiring Shares under this offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the prior 12 month period. The statement also applies to applications made by BPAY.

9. Scale Back

If applications of more than \$1,000,000 worth of new Shares are received the Directors may, in their absolute discretion, expand the size of the Share Purchase Plan by accepting over subscriptions or undertake a scale back to the extent and in the manner they see fit.

If there is a scale back, you may not receive all the new Shares for which you have applied. If a scale-back produces a fractional number when applied to the number of new Shares for which you have applied, the number of new Shares issued to you will be rounded up to the nearest whole number of new Shares.

If there is a scale back, the difference between the application monies received from you, and the number of new Shares issued to you multiplied by the issue price, will be refunded to you in full (without interest and at your sole risk). All Directors' decisions in connection with a scale back of an application are final.

10. Shortfall and Underwriter

The Share Purchase Plan will be conditionally underwritten by Patersons Securities Limited (**Underwriter**), subject to the obtaining of the requisite Shareholder approval (described below). In the event the eligible Shareholders do not subscribe for \$1,000,000 worth of new Shares under the Share Purchase Plan, then the Underwriter (or any sub-underwriters nominated by the Underwriter) will apply for the unsubscribed new Shares at the issue price of Shares under the Share Purchase Plan.

The Company does not have sufficient capacity pursuant to Listing Rules 7.1 to issue new Shares to the Underwriter. Accordingly, the Company is seeking Shareholder approval for the issue of new Shares to the Underwriter at a general meeting of the Company to be held on or around 15 June 2017. If Shareholder approval is not obtained at the general meeting, the Share Purchase Plan will not be underwritten.

The Company and the Underwriter have entered into a underwriting agreement dated 8 May 2017 pursuant to which the Underwriter has agreed to fully underwrite and subscribe for \$1,000,000 of the total amount to be raised under the Share Purchase Plan on the terms and conditions of an underwriting agreement which contains their associated underwriting obligations.

The underwriting agreement with the Underwriter contains a number of conditions, warranties and undertakings and is subject to various termination events exercisable by the Underwriter.

- (a) **Conditions precedent:** The Underwriter's obligation to underwrite and subscribe for \$1,000,000 worth of Shares under the Share Purchase Plan is conditional on various conditions precedent including the Underwriter entering into sub-underwriting agreements with sub-underwriters on terms and conditions satisfactory to the Underwriter for their entire underwritten amount of \$1,000,000;
- (b) **Termination events:** The underwriting agreement provides that the Underwriter may terminate the underwriting agreement in respect of its obligation to underwrite \$1,000,000 of the Share Purchase Plan at any time without cost of liability to itself, if various termination events occur, including:
 - i. **(Indices fall):** any of the All Ordinaries Index or the Standard and Poors/ASX Small Resources Index as published by ASX is at any time after the date of the underwriting agreement 7.5% or more below its respective level as at the close of business on the business day prior to the date of the underwriting agreement; or
 - ii. **(Share Price):** the Shares of the Company that trade on the ASX under the ASX code of "KAI" close on any day at a price that is less than the issue price of 2.1 cents (\$0.021) per Share.

The Underwriter will be paid an underwriting fee of 6% of the gross proceeds raised under the Share Purchase Plan and a management fee of \$20,000 upon completion of the Share Purchase Plan.

11. Custodian Certification

A registered Shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$15,000 (714,286 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC CO 09/425. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the offer under this Share Purchase Plan. Custodians must establish that the issue of Shares

applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this offer (or under any other Share Purchase Plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the 12 month period prior to an application under this Share Purchase Plan.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registry if they wish to accept multiple parcels on behalf of distinct beneficiaries. The lodgement of the personalised Application Form which accompanies this offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registry, Custodians must allow time for the dispatch, completion and return of the form. Requests should be made in writing or by facsimile or by telephone. Requests made on or after the fifth business day before the Closing Date may not result in the Application Form and Custodian Schedule being received in sufficient time to allow for lodgement before 5pm (AEST) on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of this offer, you should obtain independent legal advice.

12. Effect of making an application and Shareholder Certification

Subject to Custodian requirements described in section 11 above, if you submit a BPAY® payment or complete and return an Application Form together with a cheque, bank draft or money order (as applicable), you:

- (a) warrant that you are an eligible Shareholder and are eligible to participate in the Share Purchase Plan offer;
- (b) irrevocably and unconditionally agree to the terms & conditions of this Offer Document and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than AUD\$15,000 worth of new Shares;
- (e) certify that the total of the application price for the following does not exceed AUD\$15,000 (irrespective of whether you may have received more than one Share Purchase Plan offer or received offers in more than one capacity):
 - i. the new Shares the subject of your application under the Share Purchase Plan offer;
 - ii. any other new Shares issued to you under the Share Purchase Plan offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the offer (excluding Shares applied for but not issued);
 - iii. any other new Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - iv. any other Shares issued to a Custodian under an arrangement similar to the offer in the 12 months before the application under the offer as a result of an instruction you have given to a Custodian; and
- (f) agree to be bound by the Company's constitution.

13. Transaction Costs

No brokerage is payable in respect of applications or the issue of Shares to applicants under this Share Purchase Plan.

14. Issue of new Shares and variation on number of new Shares issued

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the same. The issue price of the Shares will be determined on the day of issue on the basis set out in this Offer Document. After Shares are issued the Company will promptly make application to ASX for the Shares to be admitted to quotation. The anticipated timetable for issuing Shares and sending holding statements to successful applicants is set out on page 1 of this Offer Document. It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

15. What rights will the new Shares carry?

The Shares offered under this Share Purchase Plan are fully paid ordinary shares in the capital of the Company. The Shares issued under this Share Purchase Plan shall rank equally with, and have the same terms as the Company's other Shares. Application will be made to ASX for quotation of the Shares issued under this Share Purchase Plan.

Any proposed date in the Offer Document (whether of quotation or trading of the Shares issued under this Share Purchase Plan or otherwise) is indicative only. Any person who trades any Shares issued under this Share Purchase Plan before receiving a transaction confirmation statement does so at their own risk.

16. Can the Company change, suspend or terminate the Offer?

The Company reserves the right to terminate this Share Purchase Plan at any time. In the event of termination of this Share Purchase Plan, or rejection of any application for any reason, all monies received shall be refunded to the applicant by cheque without interest. The Company's rights and powers may be exercised by the Directors of the Company or any delegate of the Directors.

The Company reserves the right to vary the terms and conditions of this Share Purchase Plan. The Company reserves the right to waive strict compliance with the terms and conditions of this Share Purchase Plan, including but not only by accepting applications received after 5pm (AEST) on the Closing Date.

17. Directors participation

Subject to Listing Rule 10.12 Exception 8 being satisfied at the date of the issue of the new Shares, Directors who are eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Share Purchase Plan offer, on the same terms as all other eligible Shareholders.

18. How do you pay for the new Shares?

To apply for Shares under the Share Purchase Plan, please utilise the payment options detailed below:

- Make your payment via BPAY® for one of the designated subscription amounts set out on the application form using the personalised customer reference number set out on the application form. There is no requirement to return the application form if you are paying by electronic means. You may only make a payment by BPAY if you are the holder of an account with an Australian Financial Institution. If applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 5pm (AEST) on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times with regards to electronic payments and therefore should take this into consideration when making payment; or
- Complete the enclosed application form and return it together with a cheque made payable to 'Kairos Minerals Limited – SPP Account' in the amount equal to the designated subscription amounts selected, to the address below:

**Kairos Minerals Limited
C/- Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007**

or

Hand Delivery Address

**Security Transfer Australia Pty Ltd
Suite 913, Exchange Tower
530 Little Collins Street
MELBOURNE VIC 3000
*Please do not use this address for mailing purposes)***

By completing and returning the Application Form accompanying this Offer Document or making a payment for Shares offered under this Share Purchase Plan by BPAY the applicant agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Document and the Application Form. It is the applicant's responsibility to ensure any application and application monies are received at the address specified on the Application Form before the close of the offer being 5pm (AEST) on the Closing Date. Neither the Company nor the Company's Share Registry accepts any liability for lost, delayed or misdelivered application forms or application monies.

Applications should only be made in one of the designated amounts set out in the Application Form.

The Directors reserve their right (in their absolute discretion) to refuse an Application Form (in whole or in part) and/or may refuse to issue Shares under this Share Purchase Plan, if they consider that:

- (a) it is reasonable and prudent to do so;
- (b) the applicant is not an eligible Shareholder;
- (c) the issue of those new Shares may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act, the Listing Rules or terms of ASIC CO 09/425 (or any replacement class order) or the requirements of any regulatory or governmental body or may require further action to be taken by the Company including, without limitation, registration of Shares or the preparation of a prospectus in any jurisdiction; or
- (d) the applicant has not otherwise complied with the terms and conditions of this Share Purchase Plan.

If an Application Form is refused in whole or in part, the Application Monies will be returned to the applicant in full (without interest and at the applicant's sole risk).

The Company may amend or complete any application received if such amendment would assist or permit the Company to issue and/or the applicant to receive Shares under this Share Purchase Plan, provided no amendment shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the offer price represented by the application monies received. If a cheque or other form of payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

19. Dispute Resolution

The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.

The Company reserves its right to waive strict compliance with any provision of the Terms & Conditions.

20. Privacy

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them by the Company.

21. Governing Law and Jurisdiction

This Share Purchase Plan, offer, and these terms and conditions (including the Application Form) are governed by the laws applying in the State of Western Australia. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

GLOSSARY

ASIC CO 09/425	ASIC Class Order 09/425 which was issued by the Australian Securities and Investments Commission on 15 June 2009, as amended.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 and the prescribed financial market known as the Australian Securities Exchange.
Application Form	means the personalised application and acceptance form which accompanies this Offer Document.
Board	means the Board of Directors of the Company.
Closing Date	means 5pm Australian Eastern standard Time (AEST) on 26 May 2017.
Company	means Kairos Minerals Limited ACN 006 189 331
Corporations Act	means the Corporations Act 2001 (Cth).
Custodian	means a Custodian within the meaning of ASIC Class Order 09/425 being a person: (a) that holds an Australian financial services licence that: (i) covers the provision of a custodial or depositary service; or (ii) covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]); or (b) that is exempt under: (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (the Regulations); or (ii) paragraph 7.6.01(1)(na) of the Regulations; or (iii) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001]; or (iv) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or (v) (an instrument, not being a legislative instrument, made by ASIC and which applies to the person on terms similar to Schedule 2 of the legislative instrument referred to in subparagraph (ii) or any of the ASIC Class Orders repealed by that legislative instrument; or (vi) paragraph 911A(2)(h) of the Act; from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or (c) that is a trustee of a: (i) self-managed superannuation fund; or (ii) superannuation master trust; or (d) that is the responsible entity of an IDPS-like scheme; or (e) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.
Custodian Schedule	means a separate schedule which can be requested, completed and submitted by a Custodian.
Director	means a Director of the Company.
Listing Rules	means the Listing Rules of ASX.
Offer Document	means this Share Purchase Plan offer document dated 9 May 2017.
Record Date	means 7pm Australian Eastern standard Time (AEST) on 8 May 2017.
Share	means an ordinary fully paid share in the capital of the Company and “Shares” has a corresponding meaning.
Shareholder	means the holder of a Share.
Share Purchase Plan or SPP	means the Share Purchase Plan dated 9 May 2017 described in this Offer Document.
Share Registrar	means Security Transfer Australia.
Underwriter	means Patersons Securities Limited.

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
L1 14 OUTRAM STREET
WEST PERTH WA 6005
AUSTRALIA

KAIROS MINERALS LIMITED

ACN: 006 189 331

SHARE REGISTRY:
Security Transfer Australia Pty Ltd

All Correspondence to:
PO Box 52
Collins Street West VIC 8007



«Post_zone»
«Company_code» «Sequence_number»

T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:	KAI
Holder Number:	
Record Date:	8 MAY 2017

NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00PM AEST ON 26 MAY 2017

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

		TOTAL SUBSCRIPTION AMOUNT @ \$0.021 PER SHARE	NUMBER OF SHARES
OFFER A	<input type="checkbox"/>	\$ 2,000	95,239
OFFER B	<input type="checkbox"/>	\$ 5,000	238,096
OFFER C	<input type="checkbox"/>	\$ 10,000	476,191
OFFER D – Maximum amount	<input type="checkbox"/>	\$ 15,000	714,286

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
 (3) I/We agree to be bound by the terms of the SPP.
 (4) I/We hereby agree to accept any lesser number of new Shares applied for.
 (5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**
 (6) My/Our contact details in case of enquiries are:

NAME	TELEPHONE NUMBER
<input type="text"/>	(<input type="text"/>) <input type="text"/>

EMAIL ADDRESS

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Bill code: 159483
Ref: <<EFT_REFERENCE_NUMBER>>

Telephone & Internet Banking – BPAY®
Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account.
More info: www.bpay.com.au

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **KAIROS MINERALS LIMITED** and crossed "Not Negotiable".

REGISTRY DATE STAMP

E & O.E.

Your BPAY reference number is unique to this offer and is not to be used for any other offer.

BPAY PAYMENT OR THE RETURN OF THIS FORM WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.



LODGEMENT INSTRUCTIONS

PAYMENT INFORMATION



Biller code: 159483

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account.
More info: www.bpay.com.au

Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY® applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007

Applications must be received by Security Transfer Australia Pty Ltd no later than 5.00pm AEST on the closing date.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Kairos Minerals Limited. If you did not receive a custodian certificate, contact Security Transfer Australia Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Australia Pty Limited.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Australia Pty Ltd
PO Box 52, Collins Street West, VIC, 8007
Telephone 1300 992 916
Facsimile +61 8 9315 2233
Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

