

Announcement Summary

Entity name

KAIROS MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday June 18, 2020

The Proposed issue is:

- A standard pro rata issue (including non-renounceable or renounceable)
- A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options exercisable at \$0.025 each on or before 31 December 2021	77,917,063
KAI	ORDINARY FULLY PAID	155,834,127

Ex date

Wednesday June 24, 2020

+Record date

Thursday June 25, 2020

Offer closing date

Wednesday July 22, 2020

Issue date

Wednesday July 29, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options exercisable at \$0.025 each on or before 31 December 2021	122,500,000



n/a	Options exercisable at \$0.025 each on or before 31 December 2021	3,405,000
n/a	Options exercisable at \$0.025 each on or before 31 December 2021	20,000,000
n/a	Incentive options exercisable at \$0.025 or 30% premium to the 5-Day VWAP, whichever is greater	70,000,000
KAI	ORDINARY FULLY PAID	24,810,000

Proposed +issue date

Wednesday July 29, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

KAIROS MINERALS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

006189331

1.3 ASX issuer code

KAI

1.4 The announcement is

New announcement

1.5 Date of this announcement

Thursday June 18, 2020

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

KAI : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

KAI : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

8



What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum Number of +securities proposed to be issued

155,834,127

Purpose of the issue

The funds raised are intended to be used towards the Company's exploration field work programs across the Pilbara Gold Project, geochemistry programs and drilling programs across priority intrusive-related gold targets at the Kangan and Skywel Projects, drilling and mining studies at the Pilbara Gold Project, reverse circulation drilling at the large Fuego gold anomaly, as well as for working and other capital requirements

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.01100

Estimated or Actual?

Actual

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

Yes

Provide the oversubscription details

Shortfall Offer where Entitlements not taken up pursuant to the Entitlement Offer if under subscribed

May a scale back be applied to this event?

Yes

Provide the scale back details

Refer to section 1.2(b) of the Prospectus for detailed disclosure regarding the scale back details

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.025 each on or before 31 December 2021

+Security Type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum Number of +securities proposed to be issued

77,917,063

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.00000

Estimated or Actual?

Actual

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

No

May a scale back be applied to this event?

No

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security Currency

AUD - Australian Dollar



Exercise Price

AUD 0.0250

Expiry date

Friday December 31, 2021

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

KAI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 3C - Timetable

3C.1 +Record date

Thursday June 25, 2020

3C.2 Ex date

Wednesday June 24, 2020

3C.4 Record date

Thursday June 25, 2020

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

Friday June 26, 2020

3C.6 Offer closing date

Wednesday July 22, 2020

3C.7 Last day to extend the offer closing date

Friday July 17, 2020

3C.9 Trading in new +securities commences on a deferred settlement basis

Thursday July 23, 2020

3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors

Monday July 27, 2020

3C.11 Issue date

Wednesday July 29, 2020

3C.12 Date trading starts on a normal T+2 basis

Thursday July 30, 2020



3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

Monday August 3, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

CPS Capital Group Pty Ltd and Beer & Co Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A management fee of 2% and a placement fee of 4% for the placement (payable in cash or securities) plus 10 million options (exercisable at \$0.025 each on or before 31 December 2021)

3E.2 Is the proposed offer to be underwritten?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

Exploration field work programs across the Pilbara Gold Project, geochemistry and drilling programs across the Kangan and Skywell Projects, studies at the Pilbara Gold Project, drilling at the Fuego gold anomaly, working and other capital requirements

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

All jurisdictions outside Australia and New Zealand



3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.kairosminerals.com.au

3F.7 Any other information the entity wishes to provide about the proposed issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Tuesday July 28, 2020	<input checked="" type="checkbox"/> Actual	

Comments

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

Details of +securities proposed to be issued

ASX +Security Code and Description

KAI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

18,000,000

Purpose of the issue

Placement shares



Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.01100

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.025 each on or before 31 December 2021

+Security Type

Options

Maximum Number of +securities proposed to be issued

122,500,000

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD



Oversubscription & Scale back details

May a scale back be applied to this event?

No

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0250

Expiry date

Friday December 31, 2021

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

KAI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

Yes

Details of +securities proposed to be issued

ASX +Security Code and Description

KAI : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

6,810,000

Purpose of the issue

Consideration for lead management services

Offer price details for retail security holders



In what currency is the cash consideration being paid?

What is the issue price per +security?

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.025 each on or before 31 December 2021

+Security Type

Options

Maximum Number of +securities proposed to be issued

3,405,000

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

Oversubscription & Scale back details



May a scale back be applied to this event?

No

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0250

Expiry date

Friday December 31, 2021

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

KAI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

Yes

ASX +Security Code

New class-code to be confirmed

+Security Description

Options exercisable at \$0.025 each on or before 31 December 2021

+Security Type

Options



Maximum Number of +securities proposed to be issued

20,000,000

Purpose of the issue

Consideration for lead management services

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0250

Expiry date

Friday December 31, 2021

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

KAI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +Security Code

New class-code to be confirmed

+Security Description

Incentive options exercisable at \$0.025 or 30% premium to the 5-Day VWAP, whichever is greater

+Security Type

Options

Maximum Number of +securities proposed to be issued

70,000,000

Purpose of the issue

Director incentive options

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0250

Expiry date

Friday January 27, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

KAI : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities



Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday July 29, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Tuesday July 28, 2020

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

CPS Capital and Beer & Co

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee of 2% and placement fee of 4% (in cash or equity securities) and 20 million options exercisable at \$0.025 each on or before 31 December 2021

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue