

**ASX ANNOUNCEMENT**

**17 June 2022**

**Notice of General Meeting of Shareholder**

Kairos Minerals Ltd (ASX: KAI) provided the following documents regarding the general meeting of shareholder:

- Letter to shareholders
- Notice of meeting
- Sample proxy form

For further information contact:

Sebastian Andre  
Company Secretary  
info@kairosminerals.com.au  
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17 June 2022

Dear Shareholder

## **GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC COMMUNICATIONS**

Kairos Minerals Limited (the **Company**) (**ASX:KAI**) is convening a General Meeting of shareholders (**GM**) on Wednesday, 20 July 2022, at 10:00 am (WST). If you would like to attend the GM, it will be held at Level 1, 43 Ventnor Avenue, West Perth, WA 6005. If the above arrangements with respect to the GM change, shareholders will be updated via the ASX Market Announcements Platform as well as the Company's website at [www.kairosminerals.com.au](http://www.kairosminerals.com.au).

To assist the Company in ensuring that the Meeting is held in compliance with any COVID-19 safety requirements at the time of the Meeting, shareholders who wish to attend the Meeting in person should register their attendance with the Company at [info@kairosminerals.com.au](mailto:info@kairosminerals.com.au) by no later than 5:00 pm (WST) on 18 July 2022.

### **Notice of meeting**

The Company will not be dispatching physical copies of the Notice of Meeting and accompanying explanatory memorandum (**Notice**). Instead, copies of the Notice is available for viewing and download at <https://www.kairosminerals.com.au/announcements/>. Shareholders who have not elected to receive communications by email with the Company's share registry will receive a copy of this letter and a personalised proxy form by post.

### **Voting**

Shareholders are encouraged to participate in voting on the resolutions to be considered at the GM. To vote by proxy, please complete, sign and return your personalised proxy form in accordance with the instructions set out in the proxy form. Alternatively, you may vote online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login), or in person by attending the GM.

Proxy form instructions (by proxy form or online voting) must be received by the Company's share registry by no later than 10:00 am (WST) on Monday, 18 July 2022. Instructions received after that time will not be valid for the GM.

The Company encourages all shareholders to vote prior to the GM by returning their proxy voting instructions before the deadline and advises that all voting in respect of resolutions considered at the GM will be conducted on a poll.

### **Electronic communications**

The Company encourages all shareholders to communicate with the Company by email at [info@kairosminerals.com.au](mailto:info@kairosminerals.com.au) and with Advanced Share Registry (the Company's share registry) at [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au). These methods allow the Company to keep you informed without delay, are environmentally friendly, and reduce the Company's print and mail costs.

Please register to receive electronic communications and update your shareholder details online at <https://www.advancedshare.com.au/Dashboard/Member-Register> or email Advanced Share Registry at [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

Sebastian Andre  
Company Secretary

**Kairos Minerals Limited**  
**ACN 006 189 331**

## **Notice of General Meeting**

**A general meeting of the Company will be held as follows:**

**Time and date:** 10:00 am (AWST) on Wednesday, 20 July 2022

**Location:** at Level 1, 43 Ventnor Avenue, West Perth 6005

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6380 1904.**

**Shareholders are urged to vote by lodging the Proxy Form**

**Kairos Minerals Limited**  
**ACN 006 189 331**  
**(Company)**

## **Notice of General Meeting**

Notice is hereby given that a general meeting of Shareholders of Kairos Minerals Limited will be held at Level 1, 43 Ventnor Avenue, West Perth 6005 on Wednesday, 20 July 2022 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on 18 July 2022 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

### **Agenda**

#### **1 Resolutions**

##### **Resolution 1 – Ratification of prior issue of Performance Rights to Dr Peter Turner**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Performance Rights to Dr Peter Turner (or nominee) on the terms and conditions in the Explanatory Memorandum.'*

##### **Resolution 2 – Ratification of prior issue of Adviser Options to Corporate & Resource Consultants Pty Ltd**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 50,000,000 Options to Corporate & Resource Consultants Pty Ltd (or nominee) on the terms and conditions in the Explanatory Memorandum.'*

##### **Resolution 3 – Approval to issue Director Options**

To consider and, if thought fit, to pass without or without amendment, each as a **separate ordinary resolution** the following:

*"That the issue of:*

- (a) *up to 32,500,000 Options to Mr Phillip Coulson (or his nominee); and*

(b) up to 17,500,000 Options to Mr Zane Lewis (or his nominee),

is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

#### **Resolution 4 – Ratification of prior issue of Incoming Director Options**

To consider and, if thought fit, to pass without or without amendment, each as a **separate ordinary resolution** the following:

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

(a) 30,000,000 Options to Mr Klaus Eckhof (or his nominee); and

(b) 10,000,000 Options to Mr Mark Calderwood (or his nominee),

*on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 5 – Ratification of prior issue of Consultant Options to Read Corporate**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Options to Read Corporate (or nominee) on the terms and conditions in the Explanatory Memorandum.'*

### **Voting exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of Dr Peter Turner, or any of his associates;
- (b) Resolution 2 by or on behalf of Corporate & Resource Consultants Pty Ltd, or any of its associates;
- (c) Resolution 3(a) and (b) by or on behalf of Mr Phillip Coulson and Mr Zane Lewis (or their respective nominees) and any other person who will obtain a material benefit as a result of the issue of the Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) Resolution 4(a) and (b) by or on behalf of Mr Klaus Eckhof and Mr Mark Calderwood, or any of their respective associates; and
- (e) Resolution 5 by or on behalf of Read Corporate, or any of its associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting prohibitions

**Resolution 1, Resolution 3(a) and (b) and Resolution 4(a) and (b):** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**

Sebastian Andre  
Company Secretary  
Kairos Minerals Limited  
Dated: 15 June 2022

**Kairos Minerals Limited**  
**ACN 006 189 331**  
**(Company)**

## **Explanatory Memorandum**

### **2. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 43 Ventnor Avenue, West Perth 6005 on Wednesday, 20 July 2022 at 10:00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 3	Action to be taken by Shareholders
Section 4	Resolution 1 – Ratification of prior issue of Performance Rights to Dr Peter Turner
Section 5	Resolution 2 – Ratification of prior issue of Adviser Options to Corporate & Resource Consultants Pty Ltd
Section 6	Resolution 3(a)-(b) – Approval to issue Director Options
Section 7	Resolution 4(a) and (b) – Ratification of prior issue of Incoming Director Options
Section 8	Resolution 5 – Ratification of prior issue of Consultant Options to Read Corporate
Schedule 1	Definitions
Schedule 2	Terms and conditions of Performance Rights
Schedule 3	Terms and conditions of Options
Schedule 4	Valuation of Director Options

A Proxy Form is located at the end of the Explanatory Memorandum.



### 3. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

#### 3.1 **Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

#### 3.2 **Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (d) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (e) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (f) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (g) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### 3.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

### 3.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [info@kairosminerals.com.au](mailto:info@kairosminerals.com.au) by 5:00pm on 15 July 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

## 4. **Resolution 1 – Ratification of prior issue of Performance Rights to Dr Peter Turner**

### 4.1 **General**

On 12 May 2022, the Company issued 25,000,000 performance rights to incoming managing director, Dr Peter Turner, in the following tranches:

- (a) 5,000,000 performance rights vesting upon the Company announcing a drill intercept on the Company's Lithium Assets of 10 metres or greater @ 1% Li<sub>2</sub>O (containing Spodumene);
- (b) 10,000,000 performance rights vesting upon the Company announcing an inferred Lithium resource of 10MT @ 1% Li<sub>2</sub>O or more that has independent metallurgical test work confirming that the resource has the potential to produce a low-impurity spodumene concentrate of more than 5% Li<sub>2</sub>O; and
- (c) 10,000,000 performance rights vesting upon the Company announcing an inferred or indicated gold resource of 1 million ounces at a grade of 1/gt au or better,

(together, the **Performance Rights**).

The Performance Rights were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 and under Listing Rule 10.12 exception 12, without the need for Shareholder approval.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Performance Rights.

### 4.2 **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Performance Rights.

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

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 25,000,000 Performance Rights will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 25,000,000 Performance Rights will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 25,000,000 Equity Securities for the 12 month period following the issue of those Performance Rights.

#### 4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Performance Rights were issued to Dr Peter Turner (or his nominees).
- (b) A total of 25,000,000 Performance Rights were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Performance Rights were issued on the terms and conditions in Schedule 2.
- (d) The Performance Rights were issued on 12 May 2022.
- (e) The Performance Rights were issued for nil cash consideration, as part consideration for joining the Board of the Company and as an incentive component of Dr Turner's remuneration. Accordingly, no funds were raised from the issue of the Performance Rights.
- (f) the Performance Rights were issued in accordance with Dr Turner's Executive Services Agreement (**ESA**). The ESA contains terms considered standard for agreements of this nature and includes an annual salary of \$325,000 (inclusive of superannuation).
- (g) A voting exclusion statement is included in the Notice.

#### 4.4 **Additional information**

Resolution 1 is an ordinary resolution.

The Board (excluding Dr Turner) recommends that Shareholders vote in favour of Resolution 1.

### 5. **Resolution 2 – Ratification of prior issue of Adviser Options to Corporate & Resource Consultants Pty Ltd**

#### 5.1 **General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 50,000,000 Options (**Adviser Options**) to Corporate & Resource Consultants Pty Ltd (**Corporate Adviser**) in accordance with a corporate advisory mandate dated 4 May 2022 between the Company and the Corporate Adviser for the provision of corporate advisory services for a term of six months commencing on 1 May 2022 (**Adviser Mandate**). Pursuant to the Adviser Mandate, the Company issue the Corporate Adviser 50,000,000 Options (the subject of this Resolution) and pay the Corporate Adviser \$5,000 (excluding GST) per month.

## 5.2 Listing Rule 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 4.2 above.

If Resolution 2 is passed, 50,000,000 Adviser Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, 50,000,000 Adviser Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 50,000,000 Equity Securities for the 12 month period following the issue of those Options.

## 5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval of the issue of the Adviser Options:

- (a) The Adviser Options were issued to Corporate & Resource Consultants Pty Ltd.
- (b) A total of 50,000,000 Adviser Options were issued using the Company's placement capacity under Listing Rule 7.1.
- (a) The Adviser Options will be exercisable at \$0.05 each, expire on 1 May 2026 and will otherwise be issued on the terms and conditions in Schedule 3.
- (b) The Adviser Options were issued on 5 May 2022.
- (c) The Adviser Options were issued in consideration for corporate advisory services and were issued at a nominal price of \$0.0001 per Option (with funds raised from their issue to be applied towards general working capital and the Company's ongoing exploration activities).
- (d) A summary of the material terms of the Adviser Mandate is in Section 5.1.
- (e) A voting exclusion statement is included in the Notice.

## 5.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

## 6. Resolution 3(a)-(b) – Approval to issue Director Options

### 6.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 32,500,000 Options to Mr Phillip Coulson and up to 17,500,000 Options to Mr Zane Lewis (or their respective nominees) (**Director Options**).

The Board considers that the proposed issue of the Director Options is reasonable in the circumstances in order to further align the interests of Mr Coulson and Mr Lewis with those of the Shareholders and to provide appropriate remuneration for these Directors' ongoing

commitment and contribution to the Company whilst minimising the expenditure of the Company's cash resources.

Resolution 3(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act for the issue of up to 32,500,000 Options to Mr Phillip Coulson and up to 17,500,000 Options to Mr Zane Lewis (or their respective nominees).

The Director Options will be issued for nominal cash consideration of \$0.0001 each. The full terms and conditions of the Director Options are set out in Resolution 3.

Resolution 3(a) and (b) seek the approval of Shareholders to the issue of the Director Options to Mr Coulson and Mr Lewis (or their respective nominees) under and for the purposes of Listing Rule 10.11.

## 6.2 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Mr Coulson and Mr Lewis are each a related party of the Company by virtue of being a Director. As the issue of the Director Options involves the issue of Securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies.

If Resolution 3(a) and (b) are passed, the Company will be able to proceed with the issue of the Director Options to the respective Directors.

If Resolution 3(a) and (b) are not passed, the Company will not will not be able to proceed with the issue of the relevant Director Options and the Company may consider other forms of remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the Director Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

### 6.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Director Options:

- (a) The Director Options will be issued to Mr Phillip Coulson and Mr Zane Lewis (or their respective nominees).
- (b) Mr Coulson and Mr Lewis are each a related party of the Company by virtue of being a Director and fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Options are issued to a nominee of these Directors, that person will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 50,000,000 Director Options will be issued to Mr Phillip Coulson and Mr Zane Lewis (or their respective nominees) in the proportions in Section 6.1.
- (d) The Director Options will be issued on the terms in Schedule 3.
- (e) The Director Options will be issued no later than one month after the date of the Meeting.
- (f) The Director Options will be issued for nominal consideration of \$0.0001 as they will be issued as part of the Directors' respective remuneration packages (with funds raised from their issue to be applied towards general working capital and the Company's ongoing exploration activities).
- (g) The purpose of the issue of the Director Options is to provide an incentive component to Mr Coulson and Mr Lewis respective remuneration packages and align their interests with those of Shareholders. The Board considers that the number of Director Options to be granted to the Directors is commensurate with the value to the Company and is an appropriate method to provide cost effective remuneration.
- (h) The Directors' current total remuneration (exclusive of superannuation) is:
  - (i) Mr Phillip Coulson: \$42,000 per annum; and
  - (i) Mr Zane Lewis: \$42,000 per annum.
- (i) The Director Options will not be issued under an agreement.
- (j) A voting exclusion statement is included in the Notice.

#### 6.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue of the Director Options constitutes giving a financial benefit and the Directors are each a related party of the Company by virtue of being a Director.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Director Options proposed to be issued to the Directors pursuant to Resolution 3(a) and (b).

#### 6.5 **Information requirements for Chapter 2E of the Corporations Act**

In accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Options:

- (a) **Identity of the related parties to whom Resolution 3(a) and (b) permit a financial benefit to be given**

The Director Options will be issued to Mr Coulson and Mr Lewis (or their respective nominees).

- (b) **Nature of the financial benefit**

Resolution 3(a) and (b) seek approval from Shareholders to allow the Company to issue up to 32,500,000 Options to Mr Coulson and up to 17,500,000 Options to Mr Lewis (who are each a related party of the Company).

The Director Options will be issued on the terms and conditions in Schedule 3.

The Shares to be issued upon exercise of the Director Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

- (c) **Valuation of financial benefit**

A valuation of the Director Options is set out in Schedule 4.

- (d) **Remuneration of Relevant Directors**

The total annual remuneration of each of Mr Coulson and Mr Lewis is described in Section 6.3(h) above.



(e) **Existing relevant interests**

At the date of this Notice, the relevant Directors (or their nominees) hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Unquoted Options	Performance Rights
Phillip Coulson	50,000,000	14,550,000	-
Zane Lewis	10,250,000	125,000	-

Assuming that the resolutions comprising Resolution 3 are approved by Shareholders and, all of the Director Options applicable to these Resolutions are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the interests of Mr Coulson and Mr Lewis in the Company would be approximately 3.98% and 1.34% of the Company's expanded capital, respectively.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.039 per Share on 12 November 2021

Lowest: \$0.02 per Share on 1 March 2022

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.028 per Share on 25 May 2022.

(g) **Dilution**

The issue of the Director Options will have a dilutive effect on the percentage interest of existing Shareholders' holdings if the Director Options are exercised. The potential dilution effect is summarised below:

Director	Proposed maximum issue of Director Options	Dilutive effect
Phillip Coulson	32,500,000	1.7%
Zane Lewis	17,500,000	0.89%

The above table assumes the current Share capital structure of the Company as at the date of this Notice (being 1,962,093,491 Shares on 4 May 2022) and that no other Shares are issued other than the Shares issued on exercise of the Director Options. The exercise of all of the Director Options will result in a total dilution of all other Shareholders' holdings of 2.55% (assuming that all of the Director Options are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

The Board acknowledges the grant of the Director Options to Mr Coulson and Mr Lewis as Non-Executive Directors is contrary to Recommendation 8.2 of the 4th

edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board considers that the grant of Director Options is reasonable in the circumstances for the reasons set out in Section 6.1 above.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Options (including fringe benefits tax).

(j) **Board recommendation**

The Directors decline to make a recommendation to Shareholders in relation to Resolution 3(a) and (b) due to their personal interests in the outcome of the Resolutions.

## 6.6 **Other information**

The resolutions comprising Resolution 3 are ordinary resolutions.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of Resolution 3(a) and (b).

## 6.7 **Additional information**

Resolution 3(a) and (b) are ordinary resolutions.

## 7. **Resolution 4(a) and (b) – Ratification of prior issue of Incoming Director Options**

### 7.1 **General**

On 12 May 2022, the Company issued 30,000,000 Options to Mr Klaus Eckhof (or his nominee), and on 25 May 2022 the Company issued 10,000,000 Options to Mr Mark Calderwood (or his nominee) (together, the **Incoming Director Options**).

The Board considers that the proposed issue of the Incoming Director Options is reasonable in the circumstances in order to further align the interests of Mr Klaus Eckhof and Mr Mark Calderwood (together, the **Incoming Directors**) with those of the Shareholders and to provide appropriate remuneration for the Incoming Directors' ongoing commitment and contribution to the Company whilst minimising the expenditure of the Company's cash resources.

The Incoming Director Options were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 and under Listing Rule 10.12 exception 12, without the need for Shareholder approval.

Resolution 4(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Incoming Director Options.

### 7.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is in Section 4.2 above.

If Resolution 4(a) and (b) are passed, 40,000,000 Incoming Director Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4(a) and (b) are not passed, 40,000,000 Incoming Director Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 40,000,000 Equity Securities for the 12 month period following the issue of those Incoming Director Options.

### 7.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Incoming Director Options were issued to Mr Klaus Eckhof and Mr Mark Calderwood (or their respective nominees).
- (b) A total of 40,000,000 Incoming Director Options were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Incoming Director Options were issued on the terms and conditions in Schedule 3.
- (d) The Incoming Director Options were issued on 12 May 2022 and 25 May 2022.
- (e) The Incoming Director Options were issued for nominal cash consideration of \$0.001 each, as part consideration for joining the Board of the Company and as an incentive component of Mr Klaus Eckhof and Mr Mark Calderwood respective remuneration packages. Accordingly, no funds were raised from the issue of the Incoming Director Options.
- (f) The Incoming Director Options were not issued under an agreement.
- (g) A voting exclusion statement is included in the Notice.

### 7.4 **Additional information**

Resolution 4(a) and (b) are ordinary resolutions.

The Board (excluding Mr Eckhof and Mr Calderwood) recommends that Shareholders vote in favour of the resolutions comprising Resolution 4.

## 8. **Resolution 5 – Ratification of prior issue of Consultant Options to Read Corporate**

### 8.1 **General**

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 6,000,000 Options (**Consultant Options**) to Read Corporate in accordance with a corporate advisory mandate dated 6 May 2022 between the Company and Read Corporate for the provision of consultancy services relating to corporate communications, investor relations and media support (**Consultancy Mandate**). Pursuant to the Consultancy Mandate, the Company

issued 6,000,000 Options to Read Corporate and will pay a retainer of \$2,500 (excluding GST) per month. Read Corporate will provide services under the Consultancy Mandate on an ongoing basis until such time that the mandate is terminated by either party.

## 8.2 **Listing Rule 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is in Section 4.2 above.

If Resolution 5 is passed, 6,000,000 Consultant Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, 6,000,000 Consultant Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 6,000,000 Equity Securities for the 12 month period following the issue of those Options.

## 8.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the approval of the issue of the Consultant Options:

- (a) The Consultant Options were issued to Read Corporate Pty Ltd.
- (b) A total of 6,000,000 Consultant Options were issued using the Company's placement capacity under Listing Rule 7.1.
- (f) The Consultant Options will be exercisable at \$0.05 each, expire on 1 May 2026 and will otherwise be issued on the terms and conditions in Schedule 3.
- (g) The Consultant Options were issued on 13 May 2022.
- (h) The Consultant Options were issued in consideration for corporate advisory services and were issued at a nominal price of \$0.0001 per Option (with funds raised from their issue to be applied towards general working capital and the Company's ongoing exploration activities).
- (i) A summary of the material terms of the Consultancy Mandate is in Section 8.1.
- (j) A voting exclusion statement is included in the Notice.

## 8.4 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$ or A\$</b>	means Australian Dollars.
<b>Adviser Mandate</b>	means the corporate advisory mandate between the Company and the Corporate Adviser dated 4 May 2022.
<b>Adviser Options</b>	means 50,000,000 Options to be issued to the Corporate Adviser on the terms and conditions in Schedule 3, subject to Shareholders approving Resolution 2.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Kairos Minerals Limited (ACN 006 189 331).
<b>Consultancy Mandate</b>	means the advisory mandate between the Company and Read Corporate dated 6 May 2022.
<b>Consultant Options</b>	means 6,000,000 Options to be issued to Read Corporate on the terms and conditions in Schedule 3, subject to Shareholders approving Resolution 5.
<b>Corporate Adviser</b>	means Corporate & Resource Consultants Pty Ltd (ACN 073 232 318)
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Director</b>	means a director of the Company.
<b>Director Options</b>	has the meaning given in Section 6.1.
<b>ESA</b>	means Executive Services Agreement.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Incoming Director</b>	has the meaning given in Section 7.1
<b>Incoming Director Options</b>	has the meaning given in Section 7.1

<b>JORC Code</b>	means the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means 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, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Performance Rights</b>	has the meaning given in Section 4.1.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Read Corporate</b>	means Read Corporate Pty Ltd.
<b>Relevant Interest</b>	has the meaning given in the Corporations Act.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.

## **Schedule 2 Terms and conditions of Performance Rights**

### **1. Entitlement**

Subject to the terms and conditions set out below, each Performance Right entitles the Holder on conversion to the issue of one fully paid ordinary share in the capital of the Company.

### **2. Consideration**

The Performance Rights will be granted for nil cash consideration.

### **3. Conversion price**

The conversion price of each Performance Right is nil.

### **4. Vesting Condition**

The Performance Rights vest as follows:

- (a) 5,000,000 performance rights vesting upon the Company announcing a drill intercept on the Company's lithium assets of 10 metres or greater @ 1% Li<sub>2</sub>O (containing Spodumene);
- (b) 10,000,000 performance rights vesting upon the Company announcing an inferred Lithium resource of 10MT @ 1% Li<sub>2</sub>O or more that has independent metallurgical test work confirming that the resource has the potential to produce a low-impurity spodumene concentrate of more than 5% Li<sub>2</sub>O; and
- (c) 10,000,000 performance rights vesting upon the Company announcing an inferred or indicated gold resource of 1 million ounces at a grade of 1/gt au or better.

### **5. Expiry Date**

All unvested, or vested but unexercised, Performance Rights will expire automatically at 5.00pm WST on the date which is 5 years from their date of issue.

### **6. Timing of issue of Shares and quotation of Shares on conversion**

As soon as practicable after the valid conversion of a Performance Right by the Holder, the Company will:

- (a) issue, allocate or cause to be transferred to the Holder the number of Shares to which the Holder is entitled;
- (b) if required, issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
- (c) if required and subject to paragraph 7, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) in the event the Company is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

7. **Restriction on transfer of Shares**

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

8. **Ranking**

All Shares issued upon the conversion of Performance Rights will upon issue rank pari passu in all respects with the then issued Shares.

9. **Leaver**

Where the Holder (or the person who is entitled to be registered as the holder) of the Performance Rights is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unconverted and unvested Performance Rights will automatically lapse and be forfeited by the Holder, unless the Board otherwise determines in its discretion.

10. **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights. However, the Company will give the holder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

11. **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

12. **Adjustments for reorganisation**

If there is a reorganisation of the issued Share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

13. **Quotation of Performance Rights**

No application for quotation of the Performance Rights will be made by the Company.

14. **Performance Rights non-transferable**

The Performance Rights are non-transferable.

15. **Voting rights**

A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.



16. **Dividend rights**

A Performance Right does not entitle the Holder to any dividends.

17. **Return of capital rights**

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

18. **Rights on winding up**

The Performance Rights do not entitle the Holder to participate in the surplus profits or assets of the Company upon a winding up of the Company.

19. **No other rights**

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

20. **Change of Control**

- (a) If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share.
- (b) A “**Change of Control Event**” means:
  - (i) **takeover bid**: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or
  - (ii) **scheme of arrangement**: the announcement by the Company that:
    - (A) the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
    - (B) the Court, by order, has approved the proposed scheme of arrangement.

## Schedule 3 Terms and conditions of Options

The following terms and conditions apply to each of the Adviser Options, Consultant Options, Director Options and Incoming Director Options:

1. **Entitlement**

The Options entitle the Option holder (**Optionholder**) to subscribe for one Share upon the exercise of each Option.

2. **Quotation of Options**

The Company will not apply for official quotation of the Options on ASX.

3. **Issue Price**

The Options were issued for \$0.0001 cash consideration per Option.

4. **Exercise price and Expiry date**

Each Option has an exercise price of \$0.05 (**Exercise Price**). The Options will expire at 5.00pm (AWST) on the dates in the table below (**Expiry Date**):

Options	Expiry Date
Director Options	4 years after the date of issue
Incoming Director Options	4 years after the date of issue
Adviser Options	1 May 2026
Consultant Options	1 May 2026

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. **Notice of Exercise**

The Optionholder may exercise their Options by lodging with the Company, on or prior to the Expiry Date:

- (a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
- (b) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
- (c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

6. **Timing of issue of Shares and quotation of Shares on exercise**

As soon as practicable after the valid exercise of an Option by the Optionholder, the Company will:

- (a) issue, allocate or cause to be transferred to the Optionholder the number of Shares to which the Optionholder is entitled;
- (b) issue a substitute Certificate for any remaining unexercised Options held by the Optionholder;
- (c) if required and subject to paragraph 7, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) in the event that the Company has been admitted to the Official List of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.

**7. Restrictions on transfer of Shares**

In the event that the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

**8. Quotation of Shares on exercise**

In the event that the Company has been admitted to the Official List of ASX, the Company will apply for official quotation on ASX of all Shares issued upon exercise of the Options within 5 Business Days after the date of issue of those Shares.

**9. Options transferrable**

Subject to the Listing Rules, Corporations Act and other applicable laws, the Options are transferrable.

**10. Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give the Optionholder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

**11. Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will not be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will not be adjusted following an entitlement offer.

13. **Adjustments for reorganisation**

In the event that the Company has been admitted to the Official List of ASX, if there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

## Schedule 4 Valuation of Director Options

The estimated value of the Director Options has been calculated based upon the anticipated market values and based on the assumptions set out below, the Director Options were ascribed the following value:

<b>Assumptions:</b>	<b>Mr Phillip Coulson (Resolution 3(a))</b>	<b>Mr Zane Lewis (Resolution 3(b))</b>
Valuation date	26/05/2022	26/05/2022
Expiry date (length of time from date of issue)	4 years	4 years
Share price at valuation date	\$0.028	\$0.028
<b>Indicative value per Option</b>	\$0.018	\$0.018
<b>Volatility</b>	106%	106%
Number of Director Options	32,500,000	17,500,000
<b>Total Value of Director Options</b>	\$585,000	\$315,000



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Kairos Minerals Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting 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 law, as the proxy sees fit), at the General Meeting of the Company to be held at **Level 1, 43 Ventnor Avenue, West Perth 6005 on 20 July 2022 at 10:00 am (AWST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3(a), 3(b), 4(a) & 4(b) (except where I/we have indicated a different voting intention below) even though these resolution are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

### VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Ratification of prior issue of Performance Rights to Mr Peter Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Adviser Options to Corporate & Resource Consultants Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Approval to issue Director Options - Mr Phillip Coulson (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Approval to issue Director Options - Mr Zane Lewis (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a) Ratification of prior issue of Incoming Director Options - Mr Klaus Eckhof (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Ratification of prior issue of Incoming Director Options - Mr Mark Calderwood (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Consultant Options to Read Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

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

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Chair, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Chair.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### 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 Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (AWST) on 18 July 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

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