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# Form 603

Corporations Act 2001

Section 671B

## Notice of initial substantial holder

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To Company Name/Scheme                      Kairos Minerals Limited

ACN/ARSN    006 189 331

### 1. Details of substantial holder (1)

Name    The Requisitioning Shareholders as detailed in Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on      4 / 3 / 2022

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	100,063,456	100,063,456	5.1%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Requisitioning Shareholders	Relevant interest under section 608(1) of the Corporations Act as holders of the shares	See Annexure A

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Requisitioning Shareholders	Requisitioning Shareholders	Requisitioning Shareholders	See Annexure A

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Requisitioning Shareholders	See Annexure B	See Annexure B		See Annexure B

### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Requisitioning Shareholders	Association pursuant to sections 12(2)(b) or (c) of the Corporations Act by reason of notices issued under sections 203D and 249D of the Corporations Act requiring the Company to hold a general meeting to consider resolutions to remove, as directors of the Company, Mr Terry Topping and Mr Bruno Seneque, and to elect Mr Philip Coulson and Mr Zane Lewis as directors of the Company (See Annexure C).

### 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Requisitioning Shareholders	See Annexure A

### Signature

print name Philip Coulson

sign here



capacity - in his own right for and on behalf of the Requisitioning Shareholders

date

09/03/2022

## Annexure A

Shareholder	Address	Shares
Troca Enterprises Pty Ltd <Coulson Super Fund A/C>	Level 15, 251 Adelaide Terrace WA 6000	19,732,930
Troca Enterprises Pty Ltd <Coulson Super A/C>	Level 15, 251 Adelaide Terrace WA 6000	11,843,287
Flue Holdings Pty Ltd	PO Box 930, Cottesloe WA 6911	13,853,165
Flue Holdings Pty Ltd < Bromley Superannuation A/C>	PO Box 930, Cottesloe WA 6911	10,000,000
Ocean View WA Pty Ltd	PO Box 971 Cottesloe WA 6911	11,424,263
Mr Michael Patrick Lynch <Lynch Family A/C>	1 Bantry Road, Floreat WA 6014	12,000,000
Brennan Super (WA) Pty Ltd < Brennan Super Fund A/C>	7D Park Lane, Claremont WA 6010	10,000,000
Kendali Pty Ltd	c/-Accolade Services, GPO Box D150, Perth WA 6840	11,209,811
<b>Total</b>		<b>100,063,456</b>

## Annexure B

Shareholder	Dates	Shares Purchased	\$ Paid
Troca Enterprises Pty Ltd <Coulson Super Fund A/C>	various dates 4/12/21 - 4/3/22	15,665,229	\$ 396,310.51
Flue Holdings Pty Ltd	various dates 4/12/21 - 4/3/22	6,853,165	\$ 171,329.13
Flue Holdings Pty Ltd < Bromley Superannuation A/C>	various dates 4/12/21 - 4/3/22	10,000,000	\$ 250,000.00
Ocean View WA Pty Ltd	various dates 4/12/21 - 4/3/22	5,424,263	\$ 129,106.58
Mr Michael Patrick Lynch <Lynch Family A/C>	various dates 4/12/21 - 4/3/22	4,000,000	\$ 105,034.15
Brennan Super (WA) Pty Ltd < Brennan Super Fund A/	various dates 4/12/21 - 4/3/22	10,000,000	\$ 274,800.00
Kendali Pty Ltd	various dates 4/12/21 - 4/3/22	7,709,811	\$ 192,745.28

## ANNEXURE C

3 March 2022

The Directors  
Kairos Minerals Limited  
Level 1, 43 Ventnor Avenue  
West Perth 6005

**Request that the directors of Kairos Minerals Limited call and arrange to hold a general meeting under section 249D of the Corporations Act 2001 (Cth) (Corporations Act)**

The parties signing this letter (**Shareholders**) together hold more than 5% of the ordinary voting shares that may be cast at a general meeting of Kairos Minerals Limited (ACN 006 189 331) (**Company**).

The Shareholders believe that it is in the best interests of the Company to replace Messrs Terry Topping and Bruno Seneque as directors of the Company with two newly appointed directors, including to ensure that the Company:

- (a) undertakes a strategic review of the Companies' gold mineral resource located at its Pilbara Gold Project, its regional exploration targets and the potential of the Company to explore for lithium; and
- (b) following this review, undertakes an executive recruitment process to find and appoint personnel with the skills and expertise necessary to unlock the true value of the Company's assets.

As such, the Shareholders require, pursuant to section 249D of the Corporations Act, that the directors of the Company call and hold an extraordinary general meeting of the Company as soon as possible, and in any event in accordance with the requirements in the Corporations Act and the Company's constitution, to move the following ordinary resolutions:

**1. RESOLUTION 1 – REMOVAL OF DIRECTOR - TERRY TOPPING**

*"That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth), Mr Terry Topping be removed as a director of the Company effective immediately on the passing of this resolution."*

**2. RESOLUTION 2 – REMOVAL OF DIRECTOR - BRUNO SENEQUE**

*"That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth), Mr Bruno Seneque be removed as a director of the Company effective immediately on the passing of this resolution."*

**3. RESOLUTION 3 – APPOINTMENT OF DIRECTOR – PHILLIP COULSON**

*"That, Mr Phillip Coulson, having consented in writing to act as a director of the Company, be appointed as a director of the Company effective immediately on the passing of this resolution."*

**4. RESOLUTION 4 – APPOINTMENT OF DIRECTOR – ZANE LEWIS**

*"That, Mr Zane Lewis, having consented in writing to act as a director of the Company, be appointed as a director of the Company effective immediately on the passing of this resolution."*

**Execution**

**Executed by Troca Enterprises Pty Ltd (ACN 092 766 839)** (as trustee for the Coulson Super Fund), in accordance with section 127 of the *Corporations Act 2001 (Cth)* by:



Signature of Director

MARIA-LUKA COULSON

Full name (print)



Signature of Director/Secretary

PHILIP JOHN COULSON

Full name (print)

**Executed by Troca Enterprises Pty Ltd (ACN 092 766 839)** (as trustee for the Coulson Super Trust), in accordance with section 127 of the *Corporations Act 2001 (Cth)* by:



Signature of Director

MARIA-LUKA COULSON

Full name (print)

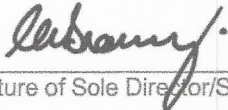


Signature of Director/Secretary

PHILIP JOHN COULSON

Full name (print)

**Executed by Flue Holdings Pty Ltd (ACN 009 236 266)**, in accordance with section 127 of the *Corporations Act 2001 (Cth)* by:

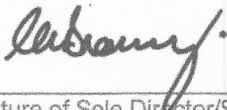


Signature of Sole Director/Secretary

Craig Andrew Bromley

Full name (print)

**Executed by Flue Holdings Pty Ltd (ACN 009 236 266)** (as trustee for the Bromley Superannuation Trust), in accordance with section 127 of the *Corporations Act 2001 (Cth)* by:



Signature of Sole Director/Secretary

Craig Andrew Bromley

Full name (print)



Executed by Ocean View W.A. Pty Ltd (ACN 089 817 943), in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of Sole Director/Secretary

Daniel Paul Wise

Full name (print)

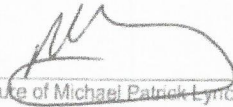
Executed by Michael Patrick Lynch (as trustee for the Lynch Family Trust), in the presence of:



Signature of Witness

CHEYL SAWYER

Full name (print)

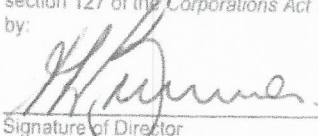


Signature of Michael Patrick Lynch

MICHAEL PATRICK LYNCH

Full name (print)

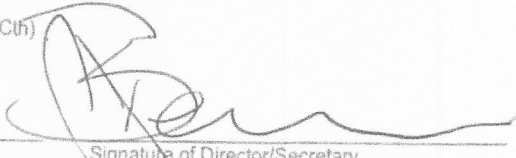
Executed by Brennan Super (WA) Pty Ltd (ACN 154 715 278) (as trustee for the Brennan Super Fund Trust), in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of Director

ANTHONY THOMAS BRENNAN.

Full name (print)



Signature of Director/Secretary

JULIE ANNE BRENNAN.

Full name (print)

Executed by Kendali Pty Ltd (ACN 635 167 181), in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of Sole Director/Secretary

Thomas Clement Bahen

Full name (print)