23 October 2026

2026 Annual General Meeting
Notice of Meeting, Proxy Form and Letter of Access

Kingston Resources Limited (**ASX: KSN**) attaches the following documents in relation to 2026 Annual General Meeting:

- Notice of Meeting;
- Proxy Form; and
- Letter of Access

A copy of the Notice of Meeting may also be viewed and downloded from the ASX website (www.asx.com.au) under ASX code "KSN" or the Company website (https://kingstonresources.com.au).

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This release has been authorised by the Kingston Resources Limited Board.
For all enquiries, please contact Company Secretary, Vinod Manikandan, on +61 2 8021 7492.

202/201 Miller Street,
North Sydney, NSW 2060
+61 2 8021 7492
info@kingstonresources.com.au

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Kingston Resources Limited
Unit 202, 201 Miller Street,
North Sydney, NSW 2060
ACN: 009 148 529

https://kingstonresources.com.au/

Kingston Resources Limited

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday, 26 November 2026

2:00PM AEDT

Physical Meeting held at:
Hall Chadwick,
Level 40, 2 Park Street,
Sydney, NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 23 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://kingstonresources.com.au/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00PM AEDT on Thursday, 26 November 2026 at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at: https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Kingston Resources Limited ACN 009 148 529 will be held at 2:00PM AEDT on Thursday, 26 November 2026 at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM AEDT on Tuesday, 24 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the Directors' declaration, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Election of Director

2. **Resolution 2** – Election of Ms. Cath Norman as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Ms. Cath Norman, having been appointed as a Director of the Company on 8 October 2026 in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible for election, be elected as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Incentive Securities under the Employee Incentive Scheme

4. **Resolution 4** – Approval to Issue Long-Term Share Price Outperformance Options to Mr. Andrew Corbett, Managing Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 6,073,474 Long-Term Share Price Outperformance Options under the Employee Incentive Scheme to Mr. Andrew Corbett (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) Mr. Andrew Corbett (or his nominee), Ms. Cath Norman (or her nominee), Mr. Anthony Wehby (or his nominee), and Mr. Stuart Rechner (or his nominee);

(b) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Scheme; or

(c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 4 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or

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(ii) a closely related party of a member of the Company's Key Management Personnel; 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 of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

5. **Resolution 5** – Approval to Issue Short-Term Incentive Performance Options to Mr. Andrew Corbett, Managing Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 2,429,390 Short-Term Incentive Performance Options under the Employee Incentive Scheme to Mr. Andrew Corbett (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) Mr. Andrew Corbett (or his nominee), Ms. Cath Norman (or her nominee), Mr. Anthony Wehby (or his nominee), and Mr. Stuart Rechner (or his nominee); or

(b) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Scheme; or

(c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: 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 Resolution 5 if:

(a) the proxy is either:
(i) a member of the Company's Key Management Personnel; or
(ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

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However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

6. **Resolution 6** – Ratification of Prior Issue of Shares Under Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 125,714,286 Fully Paid Ordinary Shares issued on 25 June 2026 on the terms and conditions described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) Farjoy Pty Ltd (or its nominees), Argonaut Partners Pty Limited (or its nominees) or any person who participated in the issue;

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

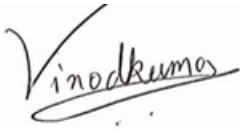
(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Vinod Manikandan
Company Secretary

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Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00PM AEDT on Thursday, 26 November 2026 at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Shareholders may view the Company Annual Financial Report on its website at https://kingstonresources.com.au/.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Thursday, 19 November 2026.

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Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://kingstonresources.com.au/investor-centre/annual-interim-reports/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of the votes cast are in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Directors have not made a recommendation for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Election of Director

Resolution 2 – Election of Ms. Cath Norman as Director

Ms. Cath Norman having been appointed as Non-Executive Director and Non-Executive Chair of the Company on 8 October 2026 in accordance with the Company's Constitution, is standing for election in accordance with Listing Rule 14.4, and being eligible, offers herself for election as a Director of the Company.

Resolution 2 seeks Shareholder approval for the election of Ms. Cath Norman as Non-Executive Director of the Company.

Biography of Ms. Cath Norman:

Ms. Norman has more than 35 years' experience in the minerals and oil and gas exploration industry, having held executive positions both in Australia and the UK, as well as operating in Europe, Africa, the Middle East and Australia.

A highly experienced executive, Ms. Norman also brings experience in asset capture and monetisation, capital markets, finance, joint ventures, ESG and ASX listed company management to the board.

She has an outstanding pedigree of exploration success having led ASX-listed FAR Limited's successful exploration offshore Senegal, West Africa. The company's giant oil discovery was named the world's largest oil discovery for 2014. She was Managing Director from 2011 to 2022.

More recently Ms. Norman led ASX-listed graphite explorer Lincoln Minerals Limited out of long-term suspension from the ASX, a position she held until July 2023.

Ms. Norman currently is the Non-Executive Chair of BOA Resources (ASX: BOA).

Ms. Norman is a member of the Australian Institute of Company Directors and various other professional organisations.

The Board considers that Ms. Cath Norman is an independent Non-Executive Director.

Directors' Recommendation

The Directors (excluding Ms. Norman) recommend that Shareholders vote for this Resolution.

As Ms. Norman is the candidate under this Resolution, she will not chair the meeting while Resolution 2 is being considered. The acting Chair intends to vote all available undirected proxies in favour of this Resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a Special Resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As at 21 October 2026, the Company had a market capitalisation of approximately $38.84 million and was therefore an eligible entity for the purposes of ASX Listing Rule 7.1A. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approve this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) the acquisition of new investments;

(b) expenditure associated with exploration or drilling; and

(c) development of the Company's existing assets in NSW.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company may be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

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which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.017 **≈50% decrease in issue price**	**$0.033** **issue price[(b)]**	**$0.066** **≈100% increase in issue price**
"A" is the number of shares on issue,[(a)] being	**10% voting dilution[(c)]**	121,376,864	121,376,864	121,376,864
1,213,768,631 Shares	**Funds raised**	$2,063,407	$4,005,437	$8,010,874
"A" is a ≈50% increase in shares on issue, being	**10% voting dilution[(c)]**	182,065,295	182,065,295	182,065,295
1,820,652,946 Shares	**Funds raised**	$3,095,111	$6,008,155	$12,016,310
"A" is a ≈100% increase in shares on issue, being	**10% voting dilution[(c)]**	242,753,728	242,753,728	242,753,728
2,427,537,262 Shares	**Funds raised**	$4,126,814	$8,010,874	$16,021,747

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 13 October 2026.

(b) Based on the closing price of the Company's Shares on ASX as at 13 October 2026.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
(c) the potential effect on the control of the Company;
(d) the Company's financial position and the likely future capital requirements; and
(e) advice from the Company's corporate or financial advisors.

As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders has been formed. In addition, no intention has been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be

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disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company did not receive Shareholder approval under Listing Rule 7.1A at the FY2025 AGM and therefore has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

The Board recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Issue of Incentive Securities under the Employee Incentive Scheme

Resolution 4 – Approval to Issue Long-Term Share Price Outperformance Options to Mr. Andrew Corbett, Managing Director

Background

The Company seeks to invite Mr. Andrew Corbett (or his nominee), subject to Shareholder approval that is sought under this Resolution, to participate in the Employee Incentive Scheme by subscribing for 6,073,474 Long-Term Share Price Outperformance Incentive Options (**LTI Options**).

The proposed grant of LTI Options forms part of the remuneration package for Andrew Corbett and is intended to:

1. incentivise long term share price appreciation;
2. ensure the Company retains the services of Andrew Corbett as KSN's Managing Director; and
3. align the interests of the Managing Director and Shareholders while reinforcing the commitment of the Managing Director.

A summary of the material terms of the LTI Options are as follows:

Type of Incentive Security	Material terms

6,073,474 LTI Options	• The earliest date on which the LTI Options may vest (and become fully exercisable) is 1 July 2029;
	• The LTI Options will vest subject to KSN ASX share price performance (based on the VWAP for the month of June 2029 compared to June 2026 of $0.0371) relative to a peer group of companies as approved by the Remuneration and Nomination Committee. The amount of Options vesting will be prorated evenly from 50% to 100% according to the percentile that KSN performance falls within the peer group with:
	  • 50% will vest on achieving relative performance equivalent to the 50th percentile of the peer group;
	  • 100% will vest on achieving relative performance equivalent to or above the 80th percentile of the peer group; and
	  • 0% will vest if KSN performance is below the 50th percentile of the peer group.

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	• Following vesting, the LTI Options will remain exercisable until the Expiry Date; • All LTI Options that have not vested by 31 August 2029 will automatically lapse and be forfeited (unless there is a change of control in the Company, in which case they will vest immediately); • Vested Options which have not been exercised by 5pm on 31 August 2032 will automatically expire; and • The treatment of LTI Options on cessation of employment will be determined in accordance with the terms of the offer and the Company's Employee Incentive Scheme. Generally, vested LTI Options will remain exercisable for 3 months following cessation of employment and unvested LTI Options will be forfeited, subject to any determination by the Board.

Full terms of the LTI Options are outlined in Annexure A.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr. Corbett is a Director of the Company, the proposed issue of LTI Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the LTI Options to Mr. Corbett under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of LTI Options as outlined in this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of LTI Options and the Board will consider alternative remuneration principles.

The passing of this resolution is not interdependent on the passing of Resolution 5.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of LTI Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there are reasonable grounds to believe will become a "related party" of a public company.

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The non-conflicted Directors of the Company (being Ms. Cath Norman, Mr. Anthony Wehby and Mr. Stuart Rechner) carefully considered the issue of these LTI Options to Mr. Corbett and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the LTI Options, and the responsibilities held by Mr. Corbett in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these LTI Options to Mr. Corbett falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of LTI Options to Mr. Corbett requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of LTI Options to Mr. Corbett is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottee is Mr. Andrew Corbett (or his nominee).

(b) Andrew Corbett is Managing Director of the Company and therefore falls under ASX Listing Rule 10.14.1.

(c) The maximum number of Options that may be acquired by Mr. Corbett is 6,073,474.

(d) Mr. Corbett's total remuneration package for FY27 is anticipated to be valued at $450,902, which consist of:

i. $418,402 in salary;

ii. $32,500 in post-employment benefits.

(e) Since the Employee Incentive Scheme was last approved by Shareholders on 28 November 2024, the Company has issued the following securities under the Employee Incentive Scheme to Andrew Corbett:

Financial Year	Number of securities received	Acquisition price for each security
FY25	i. 2,707,615 Long Term Share Price Outperformance Options	i. Nil
	ii. 1,083,046 Short Term Incentive Performance Options	ii. Nil
	iii. 3,357,770 Misima Sale Price Maximisation Incentive Options	iii. Nil
	iv. 1,618,788 Mineral Hill Project Goal Performance Options	iv. Nil
FY26	i. 1,744,974 Long Term Share Price Outperformance Options	i. Nil
	ii. 697,990 Short Term Incentive Performance Options	ii. Nil

(f) The material terms of the LTI Options are outlined above, with full terms noted in Annexure A.

The Company has chosen to grant the LTI Options to Andrew Corbett as part of his remuneration package to:

1. incentivise long term share price appreciation;

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2. ensure the Company retains the services of Mr. Corbett as KSN's Managing Director; and

3. align the interests of the Managing Director and Shareholders while reinforcing the commitment of the Managing Director.

The LTI Options are valued at $43,042. The valuation of the LTI option has been assessed based on the current share price of $0.033 with a risk weighting applied reflecting the vesting outcomes, e.g. a 50% chance of being in the top 50% of the peer group, and a 20% chance of being in the top 20%. The average of the expected value of securities issued across each percentile of performance is then determined to calculate the value.

(g) The LTI Options will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.

(h) The LTI Options are being issued for nil consideration pursuant to the terms of the Employee Incentive Scheme.

(i) The material terms of the Employee Incentive Scheme are set out in Annexure C of this Notice of Meeting.

The Company has chosen this type of security because it is a cost-effective approach to remunerate and incentivise Mr. Corbett in his role as the Managing Director and reflects what the Board considers to be appropriate in the circumstances.

(j) Details of any securities issued under the Employee Incentive Scheme will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Employee Incentive Scheme after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' Recommendation

The Board (excluding Mr. Corbett) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 5 – Approval to Issue Short-Term Incentive Performance Options to Mr. Andrew Corbett, Managing Director

Background

The Company seeks to invite Mr. Corbett to participate in the Employee Incentive Scheme by subscribing for 2,429,390 Short-Term Incentive Performance Options (**STI Options**).

The proposed grant of STI Options forms part of the remuneration package for Mr. Corbett and is intended to:

1. incentivise short term share price appreciation;
2. ensure the Company retains the services of Mr. Corbett as KSN's Managing Director; and
3. align the interests of the Managing Director and Shareholders while reinforcing the commitment of the Managing Director.

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A summary of the material terms of the STI Options are as follows:

Type of Incentive Security	Material terms
2,429,390 STI Options	• The earliest date on which the STI Options may vest (and become fully exercisable) is 1 July 2027 • The STI Options will vest subject to KSN ASX share price performance (based on the VWAP for the month of June 2027 compared to June 2026 of $0.0371) relative to a peer group of companies as approved by the Remuneration and Nomination Committee. The amount of STI Options vesting will be prorated evenly from 50% to 100% according to the percentile that KSN performance falls within the peer group with: • 50% will vest on achieving relative performance equivalent to the 50th percentile of the peer group; • 100% will vest on achieving relative performance equivalent to or above the 80th percentile of the peer group; and • 0% will vest if KSN performance is below the 50th percentile of the peer group. • The STI Options will be issued as unquoted options and will not entitle Andrew Corbett to receive dividends or voting rights prior to exercise. Upon vesting, the STI Options become fully exercisable into Shares in accordance with their terms. • Following vesting, the STI Options will remain exercisable until Expiry Date. • All STI Options that have not vested by 31 August 2027 will automatically lapse and be forfeited (unless there is a change of control in the Company, in which case they will vest immediately); • Vested Options which have not been exercised by 5pm on 31 August 2030 will automatically expire; and • The treatment of STI Options on cessation of employment will be determined in accordance with the terms of the offer and the Company's Employee Incentive Scheme. Generally, vested STI Options will remain exercisable for 3 months following cessation of employment and unvested STI Options will be forfeited, subject to any determination by the Board.

Full terms of the STI Options are outlined in Annexure B.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr. Corbett is Managing Director of the Company, the proposed issue of STI Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the STI Options to Mr. Corbett under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

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If this Resolution is passed, the Company will be able to proceed with the proposed issue of STI Options as outlined in this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of STI Options and the Board will consider alternative remuneration principles.

The passing of this resolution is not interdependent on the passing of Resolution 4.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of STI Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there are reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Ms. Cath Norman, Mr. Anthony Wehby and Mr. Stuart Rechner) carefully considered the issue of these STI Options to Mr. Corbett and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the STI Options, and the responsibilities held by Mr. Corbett in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these STI Options to Mr. Corbett falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of STI Options to Mr. Corbett requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of STI Options to Mr. Corbett is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottee is Mr. Andrew Corbett (or his nominee).

(b) Andrew Corbett is a Director of the Company and therefore falls under ASX Listing Rule 10.14.1.

(c) The maximum number of Options that may be acquired by Mr. Corbett is 2,429,390.

(d) Mr. Corbett's total remuneration package for FY27 is outlined in Resolution 4 above.

(e) Since the Employee Incentive Scheme was last approved by Shareholders on 28 November 2024, the number of securities issued to Andrew Corbett under the Employee Incentive Scheme is outlined in the Explanatory Statement to Resolution 4 above.

(f) The material terms of the STI Options are outlined above, with full terms noted in Annexure B.

The Company has chosen this type of security because it is a cost-effective approach to remunerate and incentivise Mr. Corbett in his role as the Managing Director and reflects what the Board considers to be appropriate in the circumstances.

The STI Options are valued at $20,067 using Monte Carlo option pricing framework. Key assumptions that form the basis of this valuation are volatility of 55% and share price at valuation of $0.033.

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(g) The STI Options will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.

(h) The STI Options are being issued for nil consideration pursuant to the terms of the Employee Incentive Scheme.

(i) The material terms of the Employee Incentive Scheme are set out in Annexure C of this Notice of Meeting.

(j) Details of any securities issued under the Employee Incentive Scheme will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Employee Incentive Scheme after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' Recommendation

The Board (excluding Mr. Corbett) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 6 – Ratification of Prior Issue of Shares under Listing Rule 7.1

Background

On 25 June 2026, the Company issued 125,714,286 Shares (**Placement Shares**) at $0.035 per Share to sophisticated, professional and institutional investors under a Placement Offer (**Placement**) to raise a total of $4,400,000 (before costs). The Placement Shares were issued utilising the Company's placement capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolution 6 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 125,714,286 Placement Shares, which were issued on 25 June 2026 (**Issue Date**) (**7.1 Placement Shares**).

The 7.1 Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1. The issue of the 7.1 Placement Shares did not breach Listing Rule 7.1.

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 securities it had on issue at the start of that period.

The issue of the 7.1 Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the 7.1 Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the 7.1 Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of the 7.1 Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The 7.1 Placement Shares were issued to Institutional and other sophisticated investors, who are not related parties of the Company.

(b) The Company issued 125,714,286 Fully Paid Ordinary Shares.

(c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The 7.1 Placement Shares were issued on 25 June 2026.

(e) Each of the 7.1 Placement Shares were issued at an issue price of $0.035 per Share, which raised approximately $4,400,000 (before costs).

(f) Funds raised from the issue of the 7.1 Placement Shares will be used by the Company for:

   a. Drilling, Resource & Reserve Estimates and Plant Expansion studies;
   b. Redundancy and Fleet Demobilisation costs;
   c. Care and Maintenance costs;
   d. Capital raising costs; and
   e. General working capital.

(g) The persons that were issued 7.1 Placement Shares, along with their associates, are excluded from voting on Resolution 6, along with any other person referred to in the voting exclusion statement for Resolution 6 contained in the notice of meeting.

Directors' Recommendation

The Board recommend that Shareholders vote in favour of this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at vmanikandan@kingstonresources.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 14 September 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Hall Chadwick Chartered Accountants dated 14 September 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Kingston Resources Limited ACN 009 148 529.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

EIS means the employee incentive scheme entitled "Employee Incentive Scheme" which was adopted by Shareholders on 28 November 2024.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

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LTI Options means the Long-Term Share Price Outperformance Options that may be granted by the Company to Andrew Corbett, Managing Director, under Resolution 4 pursuant to the terms of the Employee Incentive Scheme.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 23 October 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Option means a performance option which, subject to its terms, could convert to a Share, subject to certain terms imposed by the Board.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Body Corporate has the meaning given in the Corporations Act.

Related Party has the same meaning as in the Corporations Act.

Relevant Interest has the same meaning as in the Corporations Act.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

STI Options means the short-term incentive performance options that may be granted by the Company to Andrew Corbett, Managing Director, under Resolution 5 pursuant to the terms of the Employee Incentive Scheme.

Substantial Shareholder means a person or entity that owns 5% or more of the voting Shares in the Company.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respect to the price of Shares.

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Annexure A – Terms of the LTI Options to Mr. Andrew Corbett

Terms and Conditions of Long-Term Share Price Outperformance Options – Mr. Andrew Corbett

1. Mr. Corbett (**Recipient**) has been offered 6,073,474 Long-Term Share Price Outperformance Incentive Options (**LTI Options**) pursuant to the Employee Incentive Scheme (**Option Offer**).
2. The Option Offer has been made pursuant to the terms and conditions of the Rules of the Employee Incentive Scheme (**EIS Rules**) and the terms of the Option Offer must be read in conjunction with the EIS Rules. The Long-Term Incentive Options will be governed by the EIS Rules and the terms of the Option Offer.
3. To the extent of any inconsistency between the terms of the Option Offer and the EIS Rules, the terms of the Option Offer will prevail.
4. Each Long-Term Share Price Outperformance Options (**LTI Option**) entitles the holder (**Option Holder**), upon vesting and exercise, to subscribe for one fully paid ordinary share in the Company.
5. No amount is payable on grant of the Long-Term Incentive Options.
6. The earliest date on which the LTI Options may vest (and become exercisable) is 1 July 2029 (unless there is a change of control in the Company, in which case they will vest immediately);
7. Up to 6,073,474 LTI Options will vest subject to KSN ASX share price performance (based on the VWAP for the month of June 2029 over the June 2026 VWAP of $0.0371) relative to a peer group of companies as approved by the Remuneration and Nomination Committee. The amount of Options vesting will be prorated evenly from 50% to 100% according to the percentile that KSN performance falls within the Peer Group with:
    - 50% will vest on achieving relative performance equivalent to the 50th percentile of the peer group;
    - 100% will vest on achieving relative performance equivalent to or above the 80th percentile of the peer group; and
    - 0% will vest if KSN performance is below the 50th percentile of the peer group
8. The treatment of LTI Options on cessation of employment will be determined in accordance with the terms of the offer and the Company's Employee Incentive Scheme. Generally, vested LTI Options will remain exercisable for 3 months following cessation of employment and unvested LTI Options will be forfeited, subject to any determination by the Board.
9. Any LTI Option that has not vested by 31 August 2029 will automatically lapse and be forfeited (unless there is a change of control in the Company, in which case it will vest immediately).
10. The LTI Options are exercisable at $0.00 and will be issued for nil consideration.
11. Any LTI Option which has vested but has not been exercised by 5 pm on 31 August 2032 (**Expiry Date**) will automatically expire.
12. No certificate will be issued for LTI Options.
13. The LTI Options will not be listed for quotation on any stock exchange including the ASX.
14. The Company will apply for Official Quotation of all Shares allotted pursuant to an exercise of the Long-Term Incentive Options in accordance with the Listing Rules.
15. LTI Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Long-Term Incentive Options.
16. There will be no participating entitlements inherent in LTI Options to participate in new issues of capital that may be offered to Shareholders during the currency of the LTI Option. Option Holders will be notified by the Company prior to any new pro-rata issue of securities to Shareholders in accordance with the Listing Rules.
17. In the event of a bonus issue of securities, the number of Shares over which the LTI Options are exercisable may be increased by the number of Shares that the Option holders would have received if the Options had been exercised before the record date for the bonus issue.

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18. In the event of a reconstruction (including the consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, all Options of Mr. Corbett are to be changed in the manner consistent with the Listing Rules .
19. There is no right to a change in the exercise price of LTI Options or to the number of Shares over which the LTI Options are exercisable in the event of a new issue of capital (other than a bonus issue or a pro rata issue as per Listing Rule 6.22) during the currency of the LTI Options.
20. The Company will notify each Option Holder and if required by the Listing Rules, ASX, within one month after the record date for a bonus issue or a pro rata issue of the adjustment to the number of Shares over which LTI Options exist.
21. LTI Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of LTI Options held by the Option Holder . An exercise of only some of the LTI Options will not affect the rights of the Option Holder to the balance of the LTI Options held by him.
22. LTI Options will be deemed to have been exercised on the date the exercise notice is received by the Company.
23. The Company will allot the resultant Shares and deliver the holding statement within five business days after the exercise of LTI Options.
24. Shares allotted pursuant to an exercise of LTI Options will rank, from the date of allotment, in all respects equally with existing fully paid ordinary Shares of the Company. For the avoidance of doubt, subject to the application of the Listing Rules, all Shares allotted pursuant to an exercise of LTI Options will be transferable.

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Annexure B – Terms of the STI Options to Mr. Andrew Corbett

Terms and Conditions of Short-Term Incentive Performance Options – Mr. Andrew Corbett

1. Mr. Andrew Corbett (**Recipient**) has been offered Short Term Incentive Performance Options pursuant to the terms of the Employee Incentive Scheme (**STI Options**).
2. The STI Performance Option Offer has been made pursuant to the terms and conditions of the rules of the Employee Incentive Scheme (**EIS Rules**) and the terms of the STI Performance Option Offer must be read in conjunction with the EIS Rules. The STI Performance Options will be governed by the EIS Rules and the terms of the STI Performance Option Offer.
3. To the extent of any inconsistency between the terms of the STI Performance Option Offer and the EIS Rules, the terms of the STI Performance Option Offer will prevail.
4. Each STI Performance Option entitles Mr. Corbett, upon vesting and exercise, to receive one (1) Share, by way of issue of new Shares.
5. Upon satisfaction of the Vesting Conditions, the 2,429,390 STI Performance Options will vest and become exercisable for up to 2,429,390 Shares.
6. Any STI Option which has vested but has not been exercised by 5 pm on 31 August 2030 (**Expiry Date**) will automatically expire.
7. The STI Performance Options will vest as follows:
    - The STI Options will vest subject to KSN ASX share price performance (based on the VWAP for the month of June 2027 compared to June 2026 of $0.0371) relative to a peer group of companies as approved by the Remuneration and Nomination Committee. The amount of STI Options vesting will be prorated evenly from 50% to 100% according to the percentile that KSN performance falls within the peer group with:
    - 50% will vest on achieving relative performance equivalent to the 50th percentile of the peer group;
    - 100% will vest on achieving relative performance equivalent to or above the 80th percentile of the peer group; and
    - 0% will vest if KSN performance is below the 50th percentile of the peer group.
8. All STI Performance Options that have not vested by 31 August 2027 will automatically lapse and be forfeited (unless there is a change of control in the Company, in which case they will vest immediately);
9. No subscription monies are required in respect of the grant of the STI Performance Options.
10. The Company's determination as to whether a Vesting Condition has been achieved shall be final.
11. If the Vesting Conditions for STI Performance Options are satisfied during the period of a Recipient's employment with or directorship of the Company or any Related Body Corporate, those Performance Options will vest and will not be subject to forfeiture.
12. The treatment of STI Options on cessation of employment will be determined in accordance with the terms of the offer and the Company's Employee Incentive Scheme. Generally, vested STI Options will remain exercisable for 3 months following cessation of employment and unvested STI Options will be forfeited, subject to any determination by the Board.
13. Any Shares that are acquired upon exercise of vested STI Performance Options will be issued or transferred to Mr. Corbett free of any holding lock or other restriction on dealing, subject to any restriction on trading by reason of the provisions of the Corporations Act applicable to secondary trading in securities.
14. In the event of a bonus issue of securities, the number of Shares over which the STI Performance Options are exercisable may be increased by the number of Shares that Mr. Corbett would have received if the STI Performance Options had been exercised before the record date for the bonus issue.

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15. In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, all Options of Mr. Corbett are to be changed in the manner consistent with the Listing Rules.
16. There will be no participating entitlements inherent in the STI Performance Options to participate in new issues of capital that may be offered to Shareholders during the currency of the STI Performance Options.

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Annexure C – Terms of the Employee Incentive Scheme

Summary of Employee Incentive Scheme Rules

The terms of the Employee Incentive Scheme (EIS) are summarised below.

The terms and conditions on which any Options and Performance Options are granted to Directors or employees, including any vesting and performance criteria, will be governed by the terms set out in an offer or invitation to participate in the EIS made to Directors or employees from time to time.

i) Eligible Participants

The EIS is open to directors and to full time and part time employees of the Company and Related Bodies Corporate of the Company, other than such persons who have given notice of resignation, or who have been given notice of termination, of his or her employment, or removed from his or her position (Eligible Participants).

Options and Performance Options may not be offered to a Director or his or her Associates except where approval is given by the Shareholders in general meeting in accordance with the requirements of the Listing Rules.

Purpose of the EIS

The purpose of the EIS is to:

a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;

b) provide an incentive and reward for Eligible Participants for their contributions to the Company;

c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company; and

d) align the interests of Eligible Participants more closely with the interests of Shareholders, by providing an opportunity for Eligible Participants to hold an equity interest in the Company.

Board discretions

The Board has broad discretions under the EIS, including (without limitation) as to:

a) identifying persons eligible to participate in the EIS;

b) the timing of making an offer to participate in the EIS;

c) the terms of issue of Options and Performance Options;

d) subject to the requirements of the Listing Rules, particularly Listing Rule 6.23.2, the cancellation of Performance Options for no consideration, subject to agreement with the participant;

e) the periods during which Options and Performance Options may be exercised or vest; and

f) the exercise price of Options.

Options and Performance Options not to be quoted

Options and Performance Options granted under the EIS will not be quoted on ASX. However, application will be made to ASX for official quotation of Shares issued or transferred on the exercise of an Option or vesting of a Performance Option provided the Shares are listed on ASX at that time.

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Shares issued on exercise of Options and Performance Options

Subject to the terms of the Options or Performance Options, each Option or Performance Option entitles its holder to subscribe for and be issued with one Share in the Company.

Shares issued pursuant to the exercise of Options and Performance Options will in all respects rank equally and carry the same rights and entitlements as other Shares on issue in the Company.

Holders of Options and Performance Options will not be entitled to notice of, or to vote or attend at meetings of the Company or receive dividends until Shares are issued on the exercise of the Options or vesting of the Performance Options.

Lapse of Options and Performance Options

Unless the Directors in their absolute discretion determine otherwise, Options and Performance Options shall lapse:

i) if not exercised or vested prior to their expiry date; or

ii) if any Performance Hurdle(s), Vesting Conditions or Exercise Conditions are not satisfied.

Unless the Directors in their absolute discretion determine otherwise, Performance Options shall also lapse:

i) if the holder voluntarily resigns otherwise than to take up employment with a Related Body Corporate of the Company or is dismissed from employment for a material breach of contract of employment, negligence or other conduct justifying termination of employment without notice, except that:

   A) the Performance Options will not lapse if the cessation of employment was due to death, permanent disablement (for example, illness or incapacity necessitating the permanent withdrawal of the employee from the work force), retirement, redundancy or any other circumstance in which the Board determines the Performance Options should not lapse;

   B) Performance Options may vest, within 12 months after the holder ceases to be a participant where that cessation was by reason of permanent disablement or any other circumstance deemed by the Board to necessitate the permanent withdrawal of the participant from the workforce; and

ii) if, in the opinion of the Board, the holder has acted fraudulently or dishonestly or is in material breach of his or her obligations to the Company or any of its Related Bodies Corporate, and the Board determines (at its sole and absolute discretion) the Performance Options held by that holder to have lapsed.

Restrictions on transfer

Performance Options and Options granted under the EIS may not be sold, transferred, mortgaged, pledged, charged, encumbered with a security interest in or over them, or otherwise disposed of by a participant without the prior consent of the Board or where such assignment or transfer occurs by force of law.

Participation rights of Option and Performance Option holders

Holders of Options and Performance Options will only be permitted to participate in a pro rata issue of Shares by the Company if they exercise their Options or if their Performance Options vest before the record date for the relevant issue. The Company must ensure that it notifies holders of Options of the proposed issue at least 7 Business Days before the record date to determine entitlements to the pro rata issue.

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Adjustment of Options and Performance Options

If the Company makes a pro rata bonus issue, and an Option or Performance Option is not exercised before the record date for that bonus issue, then on exercise of the Option or Performance Option, the holder is entitled to receive the number of bonus shares which would have been issued if the Option or Performance Option had been exercised before the record date.

In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options and Performance Options to which each Option and Performance Option holder is entitled or the exercise price or both will be changed in the manner required by the Listing Rules and, in any case, in a manner which will not result in any benefits being conferred on holders of Options and Performance Options which are not conferred on Shareholders.

Takeovers

In the event of a takeover bid, certain capital reorganisations or transactions occurring that give rise to certain changes of control of the Company, restrictions on the exercise or vesting of an Option or Performance Option will lapse so that Option or Performance Option holders are able to participate in the relevant transaction.

Amending the EIS

Subject to any applicable Listing Rules or laws, the EIS may be suspended, terminated or amended at any time by resolution of the Board.

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KINGSTON RESOURCES LIMITED

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Kingston Resources Limited | ABN 44 009 148 529

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SAMPLE

Your proxy voting instruction must be received by **2:00pm (AEDT) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Kingston Resources Limited, to be held at **2:00pm (AEDT) on Thursday, 26 November 2026 at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Election of Ms. Cath Norman as Director	☐	☐	☐
3	ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
4	Approval to Issue Long-Term Share Price Outperformance Options to Mr. Andrew Corbett, Managing Director	☐	☐	☐
5	Approval to Issue Short-Term Incentive Performance Options to Mr. Andrew Corbett, Managing Director	☐	☐	☐
6	Ratification of Prior Issue of Shares Under Listing Rule 7.1	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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AUTOMIC
KSN

23 October 2026

2026 Annual General Meeting Letter of Access

Kingston Resources Limited ('**Kingston**' or the '**Company**' (ASX:**KSN**) advises that the 2026 Annual General Meeting of Shareholders will be held at **2.00pm (AEDT) on Thursday, 26 November 2026 at Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW 2000.**

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive Notice in the physical form. Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

Notice of Annual General Meeting

The full Notice is available at:

1. https://kingstonresources.com.au/investor-centre/asx-announcements/
2. By contacting the Company Secretary at vmanikandan@kingstonresources.com.au or +61 2 8021 7492

Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders attending the Meeting can vote on the day. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/en-AU/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

This release has been authorised by the Kingston Resources Limited Board. For all enquiries, please contact the Company Secretary, Vinod Manikandan, on +61 2 8021 7492.

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202/201 Miller Street,
North Sydney, NSW 2060
+61 2 8021 7492
info@kingstonresources.com.au