KSN KINGSTON RESOURCES LIMITED

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Corporate Governance Policy

Kingston Resources Limited

ACN 009 148 529

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Table of contents

1 Principle 1 – Lay solid foundations for management and oversight 1
Board Charter 1
Responsibilities of the Board 1
Chairperson 2
Chief Executive Officer 2
Company Secretary 2
Performance Evaluation 2
Reporting 2

2 Principle 2 - Structure the Board to be effective and add value 3
Board Charter (Continued) 3
Composition of the Board 3
Diversity 3
Independent Directors 3
Chairperson 3
Directors Interests & Independent decision- making 4
Independent advice 4
Procedure for selection of new directors 4
Background checks for directors and senior executives 4
Access to information 5

3 Principle 3: Install a culture of acting lawfully, ethically and responsibly 6
Values and Purpose 6
Code of conduct 6
Reporting 6

4 Principle 4: Safeguard the integrity of financial reports 7
Reporting 7

5 Principle 5: Make timely and balanced disclosure 8
Disclosure Policy 8
Reporting 8

6 Principle 6: Respect the rights of security holders 9
Communication with Shareholders 9
General Meetings 9
Reporting 9

7 Principle 7: Recognise and manage risk 10
Chief Executive Officer 10
Verification of financial reports 10
Reporting 10

8 Principle 8: Remunerate fairly and responsibly 11
Remuneration and Nomination Committee 11

Reporting.....11

Appendix A – Statement of Values 12

Appendix B – Code of Conduct 13

Appendix C – Whistleblower Policy 16

Appendix D – Diversity Policy..... 25

Appendix E – Anti-Bribery and Corruption Policy 27

Appendix F – Continuous Disclosure & Communication Policy..... 33

Appendix G – Securities Trading Policy 37

Appendix H – Health, Safety and Environmental Policy 43

Appendix I – Related Parties Transaction and Conflicts of Interest Policy..... 46

1 Principle 1 – Lay solid foundations for management and oversight

Board Charter

Responsibilities of the Board

1.1 The Board is responsible for the following matters:

1.1.1 demonstrating leadership within the Company;

1.1.2 approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;

1.1.3 establishing the Company's corporate level and business level goals and monitoring and implementing strategies to achieve these goals;

1.1.4 defining the Company's purpose, setting the strategic direction and financial objectives of the Company and ensuring appropriate resources are available;

1.1.5 monitoring and implementation of those policies and strategies, instilling the Company's values and the achievement of those financial objectives;

1.1.6 appointing and replacing the Chairperson, Company Secretary, Chief Executive Officer and other senior executives;

1.1.7 reviewing the performance of all Board members and overseeing succession plans for the senior executive team;

1.1.8 ensuring that the Company has appropriate corporate governance structures in place including standards of ethical behaviour and a culture of corporate and social responsibility;

1.1.9 ensuring that effective audit, risk and controls are in place to protect the Company's assets;

1.1.10 monitor the risk management process and strategies (for both financial and non-financial risk);

1.1.11 to set specific limits of authority for the executive management to commit to new expenditure and enter into new contracts without prior Board approval;

1.1.12 ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company;

1.1.13 monitoring compliance with regulatory requirements (including continuous disclosure);

1.1.14 review the Board succession plans;

1.1.15 monitoring ASX and regulatory disclosure requirements;

1.1.16 monitoring the integrity of reporting including ensuring the preparation of accurate financial reports and statements;

1.1.17 ensuring effective and timely reporting to various stakeholders;

1.1.18 ensuring that the shareholders are informed of all major developments affecting the Company's state of affairs;

1.1.19 satisfying itself that an appropriate framework exists for relevant information to be reported on by management to the Board; and

1.1.20 whenever required, challenging management and holding it to account.

Chairperson

1.2 The Chairperson is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's business. The Chairperson should facilitate the effective contribution of all directors and promote constructive and respectful relations between directors and between the Board and management of the Company. The Chairperson is responsible for briefing directors on issues arising at Board meetings and ultimately is responsible for communications with shareholders and arranging Board performance evaluation.

Chief Executive Officer

1.3 The Board is responsible for appointing and replacing the Chief Executive Officer. The Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board. In carrying out his or her responsibilities the Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

Company Secretary

1.4 The Board is responsible for appointing and replacing the Company Secretary. The Company Secretary is responsible for monitoring the extent that Board policy and procedures are followed and coordinating the timely completion and despatch of Board agendas and briefing material. All directors are to have access to the Company Secretary.

Performance Evaluation

1.5 The Chairperson is responsible for reviewing the performance of the Board, each director and each executive will be evaluated at least once every calendar year.

Reporting

1.6 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 1.

2 Principle 2 - Structure the Board to be effective and add value

Board Charter (Continued)

Composition of the Board

2.1 Board composition is to be reviewed regularly to ensure an appropriate and diverse mix of skills and expertise across its membership to ensure the Board fulfils its responsibilities as well as assisting the Company in achieving its objectives and delivering value to Shareholders.

2.2 The Company will ensure that the Board will be of a size and composition that is conducive to making appropriate decisions and be large enough to incorporate a variety of perspectives and skills, and to represent the best interests of the Company as a whole rather than of individual shareholders or interest groups. It will not, however, be so large that effective decision-making is hindered.

2.3 The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. The Company's constitution provides that no Director (other than the Managing Director) may hold office beyond the third annual general meeting after their appointments in that re-election. Such Director is eligible for re-election.

2.4 When a new member is to be appointed to the Board, consideration is given to seeking a candidate that has relevant experience, time availability to devote to the position of Director and appropriate skills and expertise that will increase or enhance board diversity and effectiveness. Following such an appointment that Director will stand for re-election by Shareholders at the next annual general meeting.

Diversity

2.5 The Board has adopted a Diversity Policy on achieving gender, age and ethnic diversity in the Company's employees as set out in Appendix D.

2.6 The Chairperson is responsible for ensuring the policy is brought to the attention of all affected persons and for monitoring compliance with the policy.

Independent Directors

2.7 The Company will regularly review, at least annually, whether each non-executive director is independent and each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independence status changes this should be disclosed and explained to the market in a timely fashion.

2.8 Where practical the Company will endeavour to ensure that it has a majority of independent directors at all times, subject to the right of shareholders in general meeting to elect and remove directors.

Chairperson

2.9 The Board is responsible for the appointment of the Chairperson. Where practical the Chairperson should be a non-executive director who is preferably independent. In the

event that the Company has an executive Chairperson, the deputy Chairperson should be an independent director. The Chairperson's other positions should not be such that they are likely to hinder the effective performance of their role of Chairperson of the Company.

Directors Interests & Independent decision- making

2.10 Directors must disclose their interests. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.

2.11 All directors – whether independent or not - should bring an independent judgement to bear on Board decisions and must immediately declare to the Board any potential or active conflict of interest. In the event of a conflict of interest or where a potential conflict of interest may arise, involved directors will, unless the remaining directors resolve otherwise, withdraw from deliberations concerning the matter.

2.12 Non-executive directors are encouraged to confer regularly without management present. Their discussions are to be facilitated by the Chairperson, if he or she is independent or the deputy Chairperson. Non-executive directors should inform the Chairperson before accepting any new appointments as directors.

Independent advice

2.13 To facilitate independent decision making, the Board and each individual Director may seek advice from independent experts whenever it is considered appropriate. Subject to the reasonableness of the costs and Board consent, individual directors may seek independent professional advice on any matter connected with the discharge of their responsibilities.

Procedure for selection of new directors

2.14 The Board has established a Remuneration and Nomination Committee consisting of three members, all of who are independent. The Committee Charter may be viewed in full at www.kingstonresources.com.au.

2.15 If any vacancies arise on the Board, The Committee undertakes the search and recruitment of a replacement. The Board believes corporate performance is enhanced when the Board has an appropriate mix of skills and experience. The Company's Skills Matrix is annexed to the Corporate Governance Statement.

2.16 If a vacancy occurs or if it is considered that the Board would benefit from the services and skills of an additional Director, the Committee selects a panel of candidates with appropriate expertise and experience and appoints the most suitable candidate. Any such appointee would be required under the Constitution to retire at the next annual general meeting and is eligible for election by the shareholders at that meeting.

Background checks for directors and senior executives

2.17 The Committee will undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director. These checks will generally consist of checks as to the person's character, experience, education, criminal record and bankruptcy history.

Access to information

2.18 The Board and the Committee has the right to obtain all information from within the Company which it needs to effectively discharge its responsibilities.

2.19 Senior executives are required on request from the Board or the Committee to supply the Board with information in a form and timeframe, and of a quality that enables the Board or the Committee to discharge its duties effectively. Directors are entitled to request additional information where they consider such information necessary to make informed decisions.

Board Committees

2.20 Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it considers from time to time the use of committees.

At the present, the Board has the following committees:

- Remuneration and Nomination Committee - which examines and implements adequate selection and appointment practices, and ensures remuneration within the Company and its subsidiaries is appropriate; and
- Audit and Risk Management Committee – which assists the Board in discharging its corporate governance duties in relation to risk and audit.

Reporting

2.21 The Company, will in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 2.

3 Principle 3: Install a culture of acting lawfully, ethically and responsibly

Values and Purpose

3.1 The Board is responsible for approving the Companies statement of Values and charging senior management with ensuring employees are adequately trained and embrace these values.

Code of conduct

3.2 The Board has adopted the Code of Conduct set out at Appendix B to promote ethical and responsible decision making by directors, management and employees. The Code embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of stakeholder opportunity.

3.3 The Board is responsible for ensuring that training on the Code of Conduct is provided to staff and officers of the Company.

3.4 The Board entrusts senior management with the responsibility for making advisers, consultants and contractors aware of the Company's expectations set out in the Code of Conduct.

Whistleblower Policy

3.5 The Company has adopted a Whistleblower Policy as set out at Appendix C to assist in promoting and supporting a culture of corporate compliance and proper ethical behaviour.

Anti-bribery and Corruption Policy

3.5 The Company has adopted an Anti-Bribery and Corruption Policy as set out at Appendix E to assist in promoting and supporting the Company's zero-tolerance position towards the payment and receipt of bribes.

Reporting

3.6 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 3.

4 Principle 4: Safeguard the integrity of financial reports

Audit and Risk Management Committee

4.1 The Board has established an Audit and Risk Management Committee consisting of three members. The Committee Charter may be viewed in full at www.kingstonresources.com.au under the heading "Corporate Governance".

4.2 The Committee reviews the integrity of the Company's financial reporting, oversees the independence and competence of the external auditors and reviews management's implementation of the Company's risk management policies.

CEO and CFO Declaration

4.3 Prior to approving the Financial Statements of the entity, the Board will receive from the CEO and CFO, a declaration that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards.

Verifying Periodic Corporate Reports

4.4 In order to verify the integrity of periodic corporate reports the Company shall ensure all periodic reports are reviewed and approved by the Board prior to public release. In the case of financial reports, including annual and half-yearly financial statements and quarterly cashflow reports, this process will include review and approval by all members of the Audit and Risk Management Committee.

Reporting

4.5 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 4.

5 Principle 5: Make timely and balanced disclosure

Disclosure Policy

5.1 The Board has adopted a Continuous Disclosure and Communications Policy set out at Appendix F for ensuring timely and accurate disclosure of price-sensitive information to shareholders through the ASX.

5.2 The Continuous Disclosure and Communications Policy ensures that:

5.2.1 all investors have equal and timely access to material information concerning the Company including its financial position, performance, ownership and governance; and

5.2.2 Company announcements are subjected to a vetting and authorisation process designed to ensure they:

(a) are released in a timely manner;

(b) are factual;

(c) do not omit material information; and

(d) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Board Notification of Market Announcements

5.3 The Company Secretary is responsible for ensuring the board receives copies of all material market announcements promptly after they are made.

Investor Presentations

5.4 The Company Secretary will also ensure all investor, analyst and media presentations are released to the ASX prior to presentation.

Reporting

5.5 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 5.

6 Principle 6: Respect the rights of security holders

6.1 The Board has adopted a Continuous Disclosure and Communications Policy to keep stakeholders informed and to promote investor confidence as set out in Appendix F.

Communication with Shareholders

6.2 The Board is committed to open and accessible communication with holders of the Company's shares and other securities. Disclosure of information and other communication will be made as appropriate by mail or email.

6.3 The Company's website will also be used to provide additional relevant information to security holders. The Board considers the following to be appropriate features for the Company's website:

6.3.1 placing the full text of notices of meeting and explanatory material on the website;

6.3.2 providing information about the last three years' press releases or announcements plus at least three years of financial data on the website; and

6.3.3 providing information updates to security holders on request by email.

General Meetings

6.4 The Company is committed to improving shareholder participation in general meetings. In order to achieve that objective, the Company has adopted guidelines of the ASX Corporate Governance Council for improving shareholder participation through the design and content of notices and through the conduct of the meeting itself.

6.5 All substantive resolutions at general meetings are decided by a poll.

Reporting

6.6 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 6.

7 Principle 7: Recognise and manage risk

Audit and Risk Management Committee

7.1 The Board has established an Audit and Risk Management Committee consisting of three members. The Committee Charter may be viewed in full at www.kingstonresources.com.au under the heading "Corporate Governance".

Chief Executive Officer

7.2 The Chief Executive Officer (or equivalent) is required annually to state in writing to the Board that the Company has a sound system of risk management, that internal compliance and control systems are in place to ensure the implementation of Board policies, and that those systems are operating efficiently and effectively in all material respects.

External Auditor

7.3 The Company in general meeting is responsible for the appointment of the external auditors of the Company, and the Board will at least annually review the scope, performance and fees of those external auditors.

Verification of financial reports

7.4 The Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) are required by the Company to state the following in writing prior to the Board making a solvency declaration pursuant to section 295(4) of the Corporations Act:

7.4.1 that the Company's financial reports contain a true and fair view, in all material respects, of the financial condition and operating performance of the Company and comply with relevant accounting standards; and

7.4.2 that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and that the system is operating effectively in all material respects in relation to financial reporting risks.

Reporting

7.5 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 7.

8 Principle 8: Remunerate fairly and responsibly

Remuneration and Nomination Committee

8.1 The Company has established a Remuneration and Nomination Committee consisting of three members, all of whom are independent. The Committee is chaired by an independent Director. The Committee Charter may be viewed in full at www.kingstonresources.com.au under the heading "Corporate Governance".

Reporting

8.2 The Company will, in its annual Corporate Governance Statement, include the recommended information set out in the ASX Corporate Governance Principles in relation to the Guide to reporting on Principle 8.

Appendix A – Statement of Values

1. STATEMENT OF VALUES

The Company's primary objective is to create shareholder value through capital growth through continued development within the mining sector.

In pursuing its goals, the Company seeks to manage its business and make decisions consistent with the following values:

i) **Safety:** Prioritise and protect the health and safety of all employees, contractors and community members;

ii) **Respect for the environment:** Promote ongoing care and protection of the environment within which the Company operates;

iii) **Respect for each other:** Value diversity, act without prejudice, encourage co-operation, and communicate with courtesy;

iv) **Social responsibility:** Achieve a balance between economic development, maintenance of the environment, and benefit to the communities within which we operate;

v) **Honesty:** Acting with fairness, integrity, and transparency at all times.

vi) **Accountability:** Take ownership of work, be answerable for our actions, pursue excellence, and honour commitments.

Consistent with the Company's Code of Conduct, all employees (including directors) are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Appendix B – Code of Conduct

1. INTRODUCTION

This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the "employees") of the Company.

Employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation of the Company.

2. GENERAL PRINCIPLES

(a) Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole.

(b) Employees must conduct themselves in line with the Company's Statement of Values.

(c) Employees must comply with all laws and regulations in the jurisdictions in which the company operates.

(d) Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.

(e) Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.

(f) Employees must not take advantage of their position for personal gain, or the gain of their associates.

(g) Employees must treat fellow Employees with respect and not engage in bullying, harassment or discrimination;

(h) Employees must deal with third parties fairly.

(i) Employees must disclose and deal with any conflicts between their personal interests and their duties as an Employee.

(j) Directors have an obligation to be independent in their judgements.

(k) Confidential information received by the employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.

(l) Employees have an obligation, to comply with the spirit as well as the letter, of the law and with the principles of this Code.

(m) Employees must report breaches of this Code in accordance with the procedures set out in this Code, or if necessary, by reporting breaches in accordance with the Company's Whistleblower Policy, located at www.kingstonresources.com.au.

The Company views breaches of this Code as serious misconduct. Employees who have become aware of any breaches of this Code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the Code may be subject to disciplinary action, including the case of serious breaches, dismissal.

3. DIRECTORS

The following additional comments apply to directors of the Company and aim to ensure directors have a clear understanding of the Company's expectations of their conduct.

Fiduciary Duties

All directors have a fiduciary relationship with the shareholders of the Company. A director occupies a unique position of trust with shareholders, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

Duties of Directors

Each director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, directors need to devote sufficient time and effort to understand the Company's operations.

Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

Conflict of Interest

At all times a director must be able to act in the interests of the Company. Where the interests of associates, the personal interest of a director or a director's family may conflict with those of the Company, then the Director must immediately disclose such conflict and either:

(a) eliminate the conflict, or

(b) abstain from participation on any discussion or decision-making process in relation to the subject matter of the conflict.

Executive directors must always be alert to the potential for a conflict of interest between their roles as executive managers and their fiduciary duties as directors.

The Company has a Related Party Transactions and Conflicts of Interest Policy which all employees are required to comply with.

Insider Trading

Information concerning the activities or proposed activities of the Company, which is not public and which could materially affect the Company's share price must not be used for any purpose other than valid Company requirements.

The Company has a Securities Trading Policy which all employees are required to comply with.

CEO/Managing Director and CFO (or equivalent)

It is the responsibility of both the CEO/Managing Director and CFO (or equivalent) to provide written assurance to the Board that in all material respects:

(a) the financial reports submitted to the Board represent a true and fair view of the Company's financial condition and operational results; and

(b) the Company's risk management and internal compliance and control system is operating efficiently and effectively.

4. STAKEHOLDERS

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, customers and the general community.

The Company's primary objective is to create shareholder wealth through capital growth and dividends by the continued development within the mining sector, and the provision of innovative customer and market focused solutions within the mining and related industries. This is achieved by:

(a) keeping the market informed of its exploration and mining activities;

(b) actively progressing its exploration programmes; and

(c) seeking new opportunities within the mining sector. The Company is committed to conducting all its operations in a manner which:

i) protects the health and safety of all employees, contractors and community members;

ii) recognises, values and rewards the individual contributions of each employee;

iii) achieves a balance between economic development, maintenance of the environment and social responsibility;

iv) maintains good relationships with suppliers and the local community; and

v) is honest, lawful and moral.

All employees (including directors) are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

This policy is subject to regular review by the Board

Appendix C – Whistleblower Policy

1. INTRODUCTION AND PURPOSE

1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and proper ethical behaviour. The Company encourages whistleblowers to assist in maintaining legal, proper and ethical operations of the Company by reporting non-compliant actions by others.

1.2 Purpose

The purpose of this Whistleblower Policy **(Policy)** is to:

1.2.1 encourage a whistleblower to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;

1.2.2 outline the mechanisms for the reporting and investigation of reported matters;

1.2.3 outline the measures in place to protect a whistleblower, including how the Company will ensure fair treatment of whistleblowers;

1.2.4 provide information about how the Policy will be made available to whistleblowers;

1.2.5 help to ensure that the Company maintains the highest standards of ethical behaviour and integrity; and

1.2.6 outline the additional procedures and protections that apply to whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations Legislation.

It is expected that Eligible Whistleblowers will report known, suspected or potential cases of Reportable Conduct.

1.3 Definitions

Capitalised terms used in this Policy are defined in the Schedule.

2. SCOPE

This Policy applies to all Eligible Whistleblowers who wish to report Reportable Conduct regarding the Company or Group's activities.

3. REPORTING CONDUCT

3.1 Who to report conduct to

3.1.1 An Eligible Whistleblower can report Reportable Conduct to the following Whistleblower Protection Officer nominated by the Company:

Stephanie Gelland
General Manager People & Culture
Suite 202/201 Miller Street
North Sydney NSW Australia 2060
Phone: +61 2 8021 7492
Email: sgelland@kingstonresources.com.au

3.1.2 Alternatively, where an Eligible Whistleblower does not feel comfortable in making a report of Reportable Conduct to the Whistleblower Protection Officer in paragraph 3.1.1, an Eligible Whistleblower can report Reportable Conduct to the following alternate Whistleblower Protection Officer nominated by the Company:

Anthony Wehby
Non-executive Director
Phone: +61 418 455 917
Email: aswehby@gmail.com

3.1.3 In addition to the persons listed in paragraph 3.1.1 and 3.1.2, an Eligible Whistleblower can report Reportable Conduct to any of the persons or entities listed in paragraph 5.2 of this Policy.

3.1.4 If an Eligible Whistleblower requires additional information before reporting conduct, they may contact the Whistleblower Protection Officer or a legal practitioner.

3.2 How to report conduct

3.2.1 An Eligible Whistleblower can report Reportable Conduct to the Whistleblower Protection Officer, the alternate Whistleblower Protection Officer listed in paragraph 3.1.2, or any other person or entity listed in paragraph 5.2, by any means the Eligible Whistleblower elects including but not limited to telephone, email or post.

3.2.2 A report will be confidential and secure and can be made anonymously and outside of business hours.

3.3 Anonymity

3.3.1 An Eligible Whistleblower can elect to remain anonymous while making a disclosure, over the course of an investigation and after the investigation is finalised.

3.3.2 An Eligible Whistleblower is not obliged to answer any questions that they feel could reveal their identity at any time. Anonymity of a whistleblower may be protected by various means, including but not limited to anonymous telephone numbers,

anonymised email addresses or the use of a pseudonym for the whistleblower's name.

4. HANDLING OF REPORTS

4.1 Timely review of reported conduct

All reports of Reportable Conduct will be investigated by a trained person appointed by the Company on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

4.2.1 receiving a report of Reportable Conduct from a whistleblower;

4.2.2 coordinating the provision to the Company of information from the whistleblower for the purposes of an investigation into that report;

4.2.3 reporting back to the whistleblower on the finalisation of the investigation; and

4.2.4 providing support for the whistleblower by protecting and safeguarding the whistleblower and reviewing the integrity of the investigation process.

The Whistleblower Protection Officer will at all times have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Role of Investigator

The person appointed to investigate a report is responsible for:

4.3.1 coordinating the investigation into any report received from a whistleblower;

4.3.2 documenting and handling all matters in relation to the report and investigation; and

4.3.3 finalising all investigations.

The person appointed to investigate a report will at all times have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.4 Rights of person who is alleged to have acted improperly

A person who is the subject of an investigation is entitled to be:

4.4.1 informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and

4.4.2 given a reasonable opportunity to put their case to the person who is investigating the report.

4.5 Whistleblower will be kept appropriately informed

The whistleblower will be kept appropriately informed of the progress of action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome, subject to considerations of privacy for those against whom allegations of impropriety were made. Where the report was made through the Whistleblower Protection Officer, information about the progress and outcome of the investigation will be provided to the Whistleblower Protection Officer on behalf of the whistleblower.

4.6 Confidentiality

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the whistleblower without obtaining the whistleblower's prior consent, subject to any applicable law. Any such disclosure to which the whistleblower consents will be made on a strictly confidential basis. All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a whistleblower's consent to any person not involved in the investigation is a breach of this Policy, subject to any requirements of applicable law.

4.7 Reporting to Board

Subject to paragraph 4.6 of this Policy, the Board of the Company shall be notified of any report and provided with a copy of any report. Any matters relating to a report can be escalated to the Board who may make decisions regarding reports and investigations under this Policy.

5. PROTECTION OF WHISTLEBLOWERS

5.1 General protections

5.1.1 Whistleblowers who have reasonable grounds to suspect that information concerns misconduct and report a concern under this Policy must not be personally disadvantaged by:

5.1.1.1 dismissal;

5.1.1.2 demotion;

5.1.1.3 any form of harassment;

5.1.1.4 discrimination;

5.1.1.5 damage to reputation;

5.1.1.6 current or future bias; or

5.1.1.7 damage to financial position.

5.1.2 The whistleblower is also protected from civil and criminal liability or administrative liability in accordance with paragraph 5.2 of this Policy.

5.1.3 The whistleblower is not granted immunity for any of his or her misconduct which may be revealed by the report. However, if a whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions that may be taken against them.

5.1.4 A whistleblower will still be protected in accordance with this paragraph 5 if the report turns out to be incorrect.

5.2 Protection under the Corporations Legislation

The Corporations Act provides protections in relation to the reporting of a possible contravention of the Corporations Act, an offence against any other law of the Commonwealth (punishable by 12 months imprisonment or more) or conduct which represents a danger to the public or the financial system.

A disclosure of information by a person qualifies for protection under the Corporations Act if:

5.2.1 the whistleblower is an Eligible Whistleblower;

5.2.2 the report, which may be made anonymously, is made to:

5.2.2.1 ASIC, APRA or a prescribed authority;

5.2.2.2 the Company's (or Group's) auditor or a member of the audit team;

5.2.2.3 an officer or senior manager of the Company or the Group;

5.2.2.4 a person authorised by the Company to receive disclosures of that kind (that is, the Whistleblower Protection Officer);

5.2.2.5 a legal practitioner for the purpose of obtaining representation or advice;

5.2.2.6 in the case of "emergency disclosure" (where the disclosure has previously been made and the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of people, or to the natural environment) to a member of Parliament (Commonwealth or State) or a journalist; or

5.2.2.7 in the case of "public interest disclosure" (where the disclosure has previously been made and the discloser believes no action is being taken in relation to their disclosure and the discloser has reasonable grounds to believe that making further disclosure of the information is in the public interest) to a member of Parliament (Commonwealth or State) or a journalist,

5.2.3 the whistleblower has reasonable grounds to suspect misconduct, an improper state of affairs or circumstances relating to the Company. This includes, but is not limited to:

5.2.3.1 a contravention of the Corporations Legislation by the Company or Group or any of its officers or employees;

5.2.3.2 an offence against any other law of the Commonwealth (punishable by 12 months imprisonment or more); or

5.2.3.3 conduct which represents a danger to the public or the financial system.

If these conditions are met, the Corporations Act provides the following protections to the whistleblower:

5.2.4 a person cannot engage in conduct that causes detriment to a discloser;

5.2.5 the whistleblower is not subject to any civil or criminal liability for making the disclosure (including disciplinary action). The whistleblower is not, however, protected from civil or criminal liability for any of his/her misconduct that may be revealed by the report;

5.2.6 no contractual or other remedy may be enforced or exercised against a whistleblower on the basis of the disclosure and a contract to which the whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract;

5.2.7 if the Company purports to terminate the employment of a whistleblower on the basis of the disclosure, a court may reinstate the whistleblower to the same position or a position at a comparable level;

5.2.8 the information is not admissible in evidence against the whistleblower in criminal proceedings (unless the information is false);

5.2.9 the whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment;

5.2.10 the whistleblower will not be required to pay the costs of any other party in court proceedings for compensation unless acting vexatiously or without reasonable cause in taking the proceedings, or acted unreasonably causing the cost to be incurred;

5.2.11 an apology may be ordered to be given to the whistleblower or an injunction granted by the court to prevent, stop or remedy any detrimental conduct or its effects; and

5.2.12 subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the whistleblower's identity or information likely to lead to the identification of the whistleblower.

The Company and its Group are committed to full compliance with these protective provisions.

6. OTHER MATTERS

6.1 Amendment of policy

This Policy can only be amended with the approval of the Board.

6.2 Adoption of Policy

The Company Secretary will disseminate this Policy to employees and communicate any Policy amendments to employees. The Company will ensure that this Policy is on the Company Website.

SCHEDULE 1- DEFINITIONS

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Corporations Act means Corporations Act 2001 (Cth).

Corporations Legislation has the meaning given to that term in section 9 of the Corporations Act, and includes the Corporations Act and Australian Securities and Investments Commission Act 2001 (Cth), the Banking Act 1959, the Financial Sector Act (Collection of Data) Act 2001, the Insurance Act 1973, the National Consumer Credit Protection Act 2009, and the Superannuation Industry (Supervision) Act 1993.

Eligible Whistleblower means with respect to the Company or Group:

(a) an officer, director, secretary, employee, secondee or contractor, whether current or former or permanent, part time, fixed term or temporary;

(b) a supplier of goods or services (whether paid or unpaid) including their current or former employees, contractors, consultants, service providers or business partners;

(c) an associate; and

(d) a relative, dependant or spouse of an individual of a person in paragraphs (a) to (c).

Group means the Company and its subsidiaries.

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes conduct that:

(a) is against the law or is a failure by the Company to comply with any legal obligation;

(b) is unethical or breaches the Company's policies or Code of Conduct;

(c) is dishonest, fraudulent or corrupt;

(d) is coercion, harassment, victimisation or discrimination;

(e) is misleading or deceptive conduct of any kind (including conduct or representations that amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);

(f) is potentially damaging to the Company, an employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;

(g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company;

(h) may be misconduct, an improper state of affairs or circumstances in relation to the tax affairs of the Company; or

(i) involves any other serious impropriety.

Conduct that does not constitute Reportable Conduct is a personal work-related grievance, including:

(a) an interpersonal conflict between a whistleblower and another employee of the Company;

(b) a decision by the Company that does not involve a breach of workplace laws;

(c) a decision by the Company about the engagement, transfer or promotion of the whistleblower;

(d) a decision by the Company about the terms and conditions of engagement of the whistleblower; or

(e) a decision by the Company to suspend or terminate the engagement of a whistleblower or otherwise discipline the whistleblower.

Reportable Conduct relating to a personal work-related grievance includes conduct where:

(a) it includes information about misconduct, or information about misconduct is accompanied by a personal work-related grievance (mixed report);

(b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or suggests misconduct beyond the whistleblower's personal circumstances; or

(c) the whistleblower suffers or is threatened with detriment for whistleblowing.

whistleblower means an Eligible Whistleblower who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company/Group.

Whistleblower Protection Officer means the person nominated by the Company whose key responsibilities include protecting whistleblowers who report concerns under this Policy as identified in paragraph 3 of this Policy.

KSN KINGSTON RESOURCES LIMITED

Appendix D – Diversity Policy

1. INTRODUCTION

Kingston Resource Limited (KSN or the Company) is committed to workplace diversity at all levels and recognises the benefits arising from the recruitment, development and retention of a talented, diverse and motivated workforce from the widest pool of talent available. KSN's aim is to be an employer of choice.

Diversity within the Company means all the things that make individuals different to one another, including, but not limited to, gender, ethnicity, religion, culture, language, disability, marital or family status, sexual orientation, gender identity, socio-economic background and age. It involves a commitment to equality and treating one another with respect.

In order to have an inclusive workplace, discrimination, harassment, vilification and victimisation cannot and will not be tolerated.

2. APPLICABILITY

This policy applies to:

(a) executive and non-executive directors;

(b) senior executives;

(c) full-time, part-time and casual employees; and

(d) contractors, consultants and advisers,

of KSN and KSN group companies and any joint ventures under KSN's operational control.

3. OBJECTIVES

Consistent with the Company's statement of values, KSN encourages diversity in employment, and in the composition of its Board, as a means of ensuring the Company has an appropriate mix of skills and talent to conduct its business and achieve the Company's goals.

Specifically, the Company will provide equal opportunities in respect to employment and employment conditions to achieve:

(a) a diverse and skilled workforce, leading to continuous improvement in Company performance and achievement of corporate goals;

(b) a workforce that best represents the talent available in the communities in which KSN's assets are located and its employees reside;

(c) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity;

(d) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;

(e) the development of necessary skills and experience for leadership roles;

(f) improved employment and career development opportunities for women;

(g) awareness in all staff of their rights and responsibilities with regard to fairness, equity and respect for all aspects of diversity; and

(h) workplaces that are free from all forms of discrimination, vilification and harassment.

4. STRATEGY

KSN aims to achieve these objectives by:

(a) the Board assessing whether to establish measurable and achievable objectives in support of gender diversity, reviewing annually whether to set such objectives having regard to the ability of the Company to achieve such objectives if set, and the practices of similar companies in the sector;

(b) where the Board does not set measurable and achievable gender diversity objectives for a given year, providing an explanation in the Corporate Governance Statement for that year as to why objectives were not set;

(c) recruiting and managing at all levels on the basis of merit, an individual's skills, experience and performance;

(d) promoting a work environment that values and utilises the contributions of employees with a variety of backgrounds, experiences and perspectives through awareness of the benefits of workforce diversity and successful management of diversity;

(e) developing recruitment and selection practices at all levels that are appropriately structured so that a diverse range of candidates are considered and guarding against any conscious or unconscious biases that may discriminate against certain candidates;

(f) fostering an inclusive and supportive culture to enable people to develop to their full potential;

(g) promoting diversity through actions and interactions; and

(h) taking action to prevent and stop discrimination, bullying and harassment.

5. RESPONSIBILITIES

It is the responsibility of all directors, officers, employees, contractors and consultants to comply with the Company's Diversity Policy and report violations or suspected violations of this Diversity Policy.

The Board and Managing Director/CEO of KSN are accountable for ensuring this policy is implemented. The Board of Directors will review KSN's diversity practices regularly and will monitor progress toward the establishment and achievement of measurable gender diversity objectives.

The Board will consider setting key performance indicators when the Company's operations have developed for the Board, Managing Director/CEO and senior executives that are linked to the achievement of the discretionary objectives set by the Board.

This policy is subject to periodic review by the Company.

KSN KINGSTON RESOURCES LIMITED

Appendix E – Anti-Bribery and Corruption Policy

1. INTRODUCTION AND PURPOSE

Bribery and corruption are illegal and poor business practices. Corruptly obtained contracts lack enforceability. Furthermore, allegations of corruption could seriously damage our relationships with persons outside the business including public officials and partners and undermine our reputation.

Kingston Resources Limited ("**Company**") has a zero-tolerance policy in relation to the payment or receipt of bribes. The Company is committed to achieving the highest corporate standards and does not tolerate unethical or unprofessional behaviour including bribery and corruption. For more information about the Company's values see our Corporate Governance Policy at www.kingstonresources.com.au/our-company/corporate-governance/.

The purpose of this Policy is to supplement the Company's Code of Conduct by setting out the expected standards of behaviour to employees and to provide additional guidance to those who are involved with the Company.

2. SCOPE

This Policy applies to the Company and its related entities, including all officers, directors, employees, contractors, temporary staff, third parties, service providers and agents, wherever situated. The principles of this Policy will apply whether or not the country in which the Company is operating has specific anti-bribery and anti-corruption laws. If this Policy differs from local law, the Company's representatives will comply with whichever is most stringent.

Violation of this Policy is grounds for disciplinary action up to and including immediate dismissal or termination of any contract. Violation of this Policy may also be a violation of the law which can attract serious criminal and civil penalties for the company or individual including imprisonment.

3. WHAT IS BRIBERY AND CORRUPTION?

3.1 Bribery

Bribery involves improperly inducing, offering, promising, providing, accepting or soliciting a benefit of something of value in order to obtain or retain a commercial, contractual, regulatory or personal advantage or to induce or reward improper conduct or an improper decision. Bribery can also take place where the offer or payment is made by or through a third party.

Bribery occurs where a person:

- provides a benefit to another person; or

- causes a benefit to be provided to another person; or
- offers or promises to provide a benefit to another person; or
- causes an offer of the provision of a benefit, or a promise of the provision of a benefit, to be made to another person;

AND

- the benefit is not legitimately due to the other person; and
- is done with the intention of influencing the other person in order to: obtain or retain business; or to obtain or retain a business advantage that is not legitimately due to the recipient – or intended recipient – of the business advantage.

3.2 Corruption

Corruption refers to the abuse of entrusted power for private gain. Offering, promising, giving, requesting, receiving and accepting a bribe are all forms of corruption, even when made indirectly to or by a third party.

Bribes can take the form of cash, cash equivalents, other benefits (for example gifts, hospitality or entertainment, travel, donations or scholarships), or the provision of favours (for example, discounted or "free" use of company services, facilities or property) or anything else that is of value to the recipient.

4. PROHIBITED CONDUCT

Bribery and corruption in any form are prohibited. You must not do anything or take any action prohibited in this Policy in a personal capacity in attempt to evade the requirements of this Policy. If you are in doubt as to whether something constitutes Bribery or Corruption you should contact the Chief Financial Officer, Managing Director or Chairman.

4.1 Bribery, Corruption, Extortion, Kickbacks and Secret Commissions

You must not pay, offer to pay, promise to pay, request, give or authorise (directly or indirectly) any bribe, kickback or secret commissions of any value, directly or indirectly (through agents or otherwise), anything of value in money, property, services or any other form for the purpose of:

- influencing a person to act or refrain from acting in connection with their duties; or
- inducing a decision to obtain, retain or direct business from or to any person; or
- securing any improper advantage.

This applies whether you are dealing with public officials, private individuals representing themselves or private enterprise. You cannot engage in any prohibited conduct in a personal capacity with the purpose of evading this policy.

4.2 Facilitation Payments

Facilitation payments are payments usually involving a small amount, to a public official, often at a low level, to secure or expedite a routine action or service to which an individual or company is already entitled. Facilitation payments are bribes.

You must not offer to make facilitation payments directly or indirectly. If you are asked to make a facilitation payment, you must report the incident immediately and in accordance with clause 8.

4.3 Personal Safety Exception

Providing a payment or benefit to protect personal safety is permitted in certain circumstances. If you face an extortion demand that involves explicit or implicit threats to your personal safety or the personal safety of others, you may make payment which would otherwise be prohibited. In such circumstances, you must immediately report the incident in accordance with clause 8.

5. GIFTS, ENTERTAINMENT, TRAVEL AND EXPENSE REIMBURSEMENT

Gifts, entertainment, travel, expense reimbursement and other benefits that go beyond general commercial practice must not be provided or received directly or indirectly with the intention or effect of improperly obtaining, retaining or redirecting business from or to any person to secure any improper advantage, regardless of size.

You must not give or receive money or cash equivalents. Offers of money or cash equivalents are to be reported immediately in accordance with clause 8 of this Policy.

Gifts, benefits or expense reimbursements provided in good faith and at a nominal value made or received by or to third parties may be retained or given in accordance with the table in clause 0 of this Policy.

Approvals required under this policy must generally be sought from the Managing Director. The Managing Director must not approve their own actions that require approval under this Policy. The Chief Financial Officer may approve any action under this Policy where the Managing Director is the person seeking approval, or any action requested by any other person where the Managing Director is not easily accessible to provide such approval.

5.1 Travel and Accommodation

Travel and accommodation in respect of proposed entertainment of third parties that go beyond general commercial practice is prohibited and must be referred to the Managing Director.

Travel and accommodation expenses in the ordinary course of business is permitted with the prior approval of the Chief Financial Officer or Managing Director.

5.2 Approvals and Gifts and Entertainment Register

The following approvals are required for any gifts, hospitality, travel or expense reimbursement:

If under $100	If over $100
No approval required.	Approval of the Chief Financial Officer or Managing Director must be sought before providing or receiving the gift, benefit or reimbursement.

The Company must maintain a Gifts and Entertainment Register.

Regardless of value, all gifts, hospitality and expense reimbursement whether received or made, must be recorded in the Gifts and Entertainment Register.

The record in the Gifts and Entertainment Register must include the following details:

Category	Description
Type of gift	e.g. Gift/ entertainment/ travel/ expense reimbursement
Nature, purpose or reason	
Date it was provided or received	
Value	Amount and / or value of the benefit / explanation of calculation of benefit
Details of the provider and recipient	Full name, title and entity
Approval	Evidence of the Managing Director approval

The Chief Financial Officer will maintain the Gifts and Entertainment Register. If you have any questions regarding gifts, benefits or reimbursements please direct them to the Managing Director or Chief Financial Officer.

6. CHARITABLE AND POLITICAL DONATIONS

6.1 Charitable Donations

Charitable donations must be for legitimate purposes and cannot be a bribe in disguise.

Charitable donations may be made in a personal capacity. It must be made clear that such charitable donations are made in a personal capacity and are not made on behalf of the Company.

6.2 Political Donations

Financial or in-kind contributions to a political party, politician or related institution (including payment of any annual or other subscription fee for membership of or affiliation with any political party) are prohibited as this could be perceived as an attempt to improperly gain a business advantage.

However, persons subject to this Policy may exercise, in their personal capacity (and not as a representative of the Company), their personal right to participate in political and democratic processes. It must be ensured that any political donations are made in a personal capacity and do not constitute bribery, corruption or otherwise give rise to adverse reputational risks to the Company.

7. BOOKS AND RECORDS

Accurate records of all Company transactions must be kept. The falsification or misleading description of any record or account of the Company is prohibited. All receipts and expenditures must be supported by source documents that describe them accurately and properly.

8. REPORTING BRIBERY, CORRUPTION AND VIOLATIONS

Reporting suspected or actual bribery and corruption is the key to compliance. If you are aware of, or concerned about a suspected act or activity that may be in violation of this Policy you must immediately report the matter. Always report immediately if you are asked to engage in illegal activity including if you are approached directly or indirectly, to be involved in activity relating to bribery or corruption or suspected bribery or corruption.

You may report in accordance with this Policy to the Managing Director or make use of the Company's Whistle-blower Policy www.kingstonresources.com.au/our-company/corporate-governance.

Violations of this Policy must be investigated. If a report is made in accordance with this Policy, the report must be investigated. The Company may conduct an investigation in consultation with external legal counsel and other experts, if deemed necessary.

9. COMMUNICATIONS, TRAINING AND THIRD PARTIES

The Company will ensure that all persons subject to this Policy are informed about and understand this Policy.

Before engaging with a third party, employees must conduct a risk assessment of whether the prospective third party is exposed to corruption risks or otherwise exposes the Company to corruption risks. In situations where a corruption risk is identified, employees must ensure:

(a) The third party understands the Company does not tolerate bribery or corruption in any form;

(b) The third party is aware of this policy and understands it applies to them; and

(c) Where appropriate/necessary, reference to this policy is included in any contract/agreement with third parties.

10. QUESTIONS OR CONCERNS

Any questions in relation to this Policy should be directed to the Managing Director. If you are in doubt about whether any activities would raise any issues under this Policy seek advice of the Managing Director or Chairman to determine the appropriate action to be taken.

KSN KINGSTON RESOURCES LIMITED

Appendix F – Continuous Disclosure & Communication Policy

1. APPLICABILITY

This Policy applies to:

(a) executive and non-executive directors;
(b) senior executives;
(c) full-time, part-time and casual employees; and
(d) contractors, consultants and advisers,

of Kingston Resources Limited ("KSN" or "the Company"), KSN group companies and any joint ventures under KSN's operational control.

2. INTRODUCTION

KSN is listed on the Australian Securities Exchange (ASX) and is required to comply with the ASX listing rules. This Policy is designed to:

(a) record and communicate KSN's commitment to continuous disclosure;
(b) provide a framework and strategy for KSN to meet its obligations to disclose material information to the investment community; and
(c) outline the corporate governance standards applied by KSN in its market communications' practices.

The Board will review this Policy regularly to determine whether it is effective in ensuring accurate and timely disclosure in accordance with KSN's disclosure obligations.

Failure to comply with the Continuous Disclosure and Communication Policy may lead to a breach of applicable legislation, stock exchange listing rules or other regulations which may result in Directors incurring personal liability. Disciplinary action, including dismissal, may be taken against any person who fails to comply with this Policy.

3. CONTINUOUS DISCLOSURE

3.1 Disclosure Principle

KSN will, subject to exceptions set out in the applicable listing rules, immediately (promptly and without delay) notify the market by announcing to the stock exchange any information or major development related to the business of KSN:

(a) which a reasonable person would expect to have a material effect on the price or value of its securities; and
(b) which a reasonable investor is likely to use as part of the basis for making investment decisions.

The requirement to disclose this information does not apply if, and only if, each of the following conditions is and remains satisfied:

(a) a reasonable person would not expect the information to be disclosed; and
(b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
(c) one or more of the following conditions apply:
    (i) it would be a breach of the law to disclose the information;
    (ii) the information concerns an incomplete proposal or negotiation;
    (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    (iv) the information is generated for the internal management purposes of KSN; or
    (v) the information is a trade secret.

In this event, the information will be kept confidential to the extent permitted by law until the Board determines it is necessary or appropriate to publicly disclose.

3.2 KSN Board

It is the Board's responsibility for the effective implementation of this Policy. The Board is responsible for:

(a) ensuring that adequate processes and controls are in place for the identification of material information and the release of disclosable information;
(b) the review of material information and determining whether it must be disclosed; and
(c) overseeing compliance with relevant continuous and periodic disclosure requirements.

The Board will use the external auditor and legal counsel in an advisory capacity where appropriate. The Company Secretary is responsible for the administration of the Policy.

The Company Secretary is responsible for ensuring that all directors receive copies of all material market announcements promptly after they have been made.

3.3 Authorised Representative

The Company Secretary is responsible for ensuring that announcements are communicated to the relevant stock exchanges in accordance with applicable laws, listing rules and regulations, after approval by the Board.

3.4 Trading Halt

In order to facilitate an orderly, fair and informed market it may be necessary to request a trading halt from the ASX. The Chairman and Managing Director/CEO will make the decisions relating to a trading halt.

3.5 False markets and rumours

It is important that there isn't a false market in the Company's securities. A false market can arise from a number of factors including an error in a Company announcement, media report about the Company, rumours or market speculation.

Subject to its continuous disclosure obligations, KSN will not generally comment on rumours or market speculation. Abnormal movements in the Company's price should be disclosed immediately to the Board to consider if any action should be taken.

4. MARKET COMMUNICATION

4.1 Corporate Governance Framework

KSN has adopted a corporate governance framework that is designed to ensure:

(a) timely and accurate information regarding KSN, including its financial situation, performance, ownership, strategies, activities and governance is provided equally to all shareholders and market participants;
(b) channels for disseminating information are adopted which are fair, timely and cost efficient; and
(c) it does not communicate material price, or value sensitive information to any external party prior to that information being disclosed to all shareholders and market participants in compliance with its continuous disclosure obligations.

4.2 Website

All information disclosed in compliance with this Policy will be placed promptly on KSN's website at www.kingstonresources.com.au. The website also includes a facility to allow interested persons to subscribe to electronically receive electronic public releases and other relevant information concerning KSN.

4.3 Spokespersons

Otherwise than as approved by the Board, only the Managing Director/CEO, the Chief Geological Officer and the CFO (or equivalent) are authorised to make any public statement on behalf of, or attributable to, KSN.

If any other employee receives a request for comment from an investor, analyst or the media in relation to any matter concerning KSN, they must advise that person that they are not authorised to speak on behalf of KSN and must refer enquiries to the Managing Director/CEO, the Chief Geological Officer and the CFO (or equivalent).

The Managing Director/CEO, the Chief Geological Officer and/or the CFO (or equivalent) are to be made aware of all external approaches from media, Government or financial agencies. Any written statements must be approved by the Managing Director/CEO prior to release. Any presentations or speeches that may attract media attention must be reviewed and cleared by the Managing Director/CEO or his designated delegate prior to the presentation.

4.4 Analyst and Investors' Briefings

KSN conducts briefings for analyst, investor and media groups to discuss information that has been released to the market. The following protocols apply:

(a) no material information will be disclosed at these briefings unless it has been previously or simultaneously released to the market;

(b) if material information is inadvertently released it will immediately be released to the stock exchanges and placed on the KSN website;
(c) questions at briefings that deal with material information not previously disclosed will not be answered; and
(d) all briefing and presentation materials will be disclosed to the market via the ASX and placed on KSN's website prior to the commencement of the briefing.

4.5 Analyst Reports

Where requested to do so, KSN may review analysts' draft models and research reports but will confine its comments to factual matters and material previously disclosed. KSN may comment on analysts' earnings estimate to the extent of:

(a) acknowledging the current market range of estimates;
(b) questioning an analyst's assumptions or sensitivities if the analyst's estimate is significantly at variance from current market range estimates; and
(c) advising factual errors where data is already in the public domain.

4.6 Shareholder Meetings

KSN encourages and supports shareholder participation. Mechanisms for enabling shareholder participation will be reviewed regularly to encourage the highest level of anticipation and include:

(a) Notices of Meeting being prepared, and meetings being conducted, in accordance with industry best practice and the guidelines published by the ASX Corporate Governance Council; and
(b) the use of electronic communication to disseminate information relating to meetings and to facilitate shareholder voting in the most efficient manner.

4.7 Industry Conferences

This Policy applies to any form of communication such as a speech, roundtable discussion or informal conversation at a conference, by any Director, Officer, employee, agent and contractor of KSN made at any industry conference or similar event.

4.8 Unintentional Disclosure

Any disclosure made, whereby any person who made the disclosure did not know or was reckless in not knowing that the information was both material information and has not been disclosed, is commonly referred to as unintentional disclosure. If it is determined that there has been unintentional disclosure, the Board will immediately take all appropriate steps, including: disclosure of the material information that has been unintentionally disclosed; and notifying the person to whom the unintentional disclosure was made that such information has not been disclosed and must remain confidential and that he or she may not trade in the shares of KSN with knowledge of such information until it is disclosed.

This policy is to be read in conjunction with other company policies, including but not limited to the Related Party Transactions and Conflicts of Interest Policy.

This policy is subject to regular review by the Board

KSN KINGSTON RESOURCES LIMITED

Appendix G – Securities Trading Policy

1. INTRODUCTION AND PURPOSE

Directors, officers and employees[1] who wish to trade in Kingston Resources Limited (KSN or the Company) securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (which includes shares and options) by a person in possession of information not generally available, but if it were generally available would, or would be likely to influence a person's decision to transact in the Company's securities. It may also include the passing on of this information to another or procuring another person to deal in the securities. **Legally, insider trading is an offence which carries severe penalties, including imprisonment.**

2. INSIDER TRADING PROHIBITION

In summary, directors, officers and employees of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities in the Company, or procure another person to do so if that director, officer or employee possesses inside information[2] and knows or ought reasonably to know that:

(a) the information is not generally available; and

(b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company.

Further, directors, officers and employees must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

[1] In this policy references to directors, officers and employees includes all Connected Persons of the directors, officers and employees. "Connected Persons" means any person over whom the director, officer or employee has significant influence or control. Further, all references to officers includes a reference to 'key management personnel' as defined in AASB Standard 124 Related Party Disclosure, being those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the entity.

[2] Section 1042A of the Corporations Act 2001 (Cth) defines "**inside information**" as information that is not generally available and, if the information was generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities.

3. CLOSED PERIODS

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers and employees must not trade in the Company's securities during the periods commencing from:

(a) 1 July and ending on the day following the announcement of the Company's annual financial results in any particular year; or
(b) 1 January and ending on the day following the announcement of the Company's half yearly results in any particular year.

("**Closed Periods"**), unless the circumstances are exceptional and the procedure for prior written clearance described below has been met.

In addition to the prohibitions on insider trading set out in the Corporations Act and Closed Periods, the Company may impose ad-hoc closed periods where the Company is considering matters that would require disclosure to the market but for Listing Rule 3.1A ("**Additional Period**"). The Closed Periods and the Additional Period are together referred to as a "Prohibited Period" in this policy.

Being an active exploration company, KSN receives drilling, survey and other exploration based information and results on a regular basis. Accordingly, the Company requires flexibility to impose an Additional Period on all or specific directors, employees or officers in the event exploration information or results fall within Listing Rule 3.1A.

Accordingly, when information the subject of Listing Rule 3.1A becomes known to the Company, the Company may (depending on the nature of the information):

(a) impose an Additional Period on those employees, officers and directors directly involved in, or who have knowledge of, the matter being considered under Listing Rule 3.1A; or
(b) impose an Additional Period on any or all employees, officers and directors irrespective of whether the employees, officers and directors are directly involved in, or have knowledge of, the matter being considered under Listing Rule 3.1A.

The Company would usually impose the Additional Period by way of written notification to all (or relevant) directors, employees or officers, such as by email. The notification would include the duration of the Additional Period (if known) or otherwise provide information about when the Additional Period will end, such as via further notification regarding the end of that Additional Period. The Company may communicate the imposition of the Additional Period in other ways, depending on the circumstances.

The Additional Period does not apply if circumstances are exceptional and the procedure for prior written clearance described below has been met.

Please note that even if it is outside of a Prohibited Period, directors, officers and employees must not trade in the Company's securities if they are in possession of inside information.

3.1 Exceptional Circumstances when trading may be permitted subject to prior written clearance.

A person may trade in the Company's securities inside a Prohibited Period, subject to obtaining prior written clearance in accordance with the procedure described below, in the following exceptional circumstances:

(a) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;

(b) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or

(c) where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

4. PROCEDURE FOR OBTAINING CLEARANCE PRIOR TO TRADING

Directors, officers and employees must not trade in the Company's securities at any time outside a Prohibited Period (as it applies to them) unless the director, officer or employee first obtains prior written clearance, not to be unreasonably withheld, from the Chair or the Managing Director. Prior to granting prior written clearance, the Chair or Managing Director (as the case may be) must first:

(a) make reasonable enquiries as to whether the Company has imposed any Additional Periods on any other directors, officers or employees; and

(b) if an Additional Period is imposed, be satisfied that the Additional Period (although not applying to the relevant director, officer or employee) should not otherwise restrict the trade the subject of the clearance request from proceeding.

Directors, officers and employees must not trade in the Company's securities during a Prohibited Period, including in the exceptional circumstances referred to above, unless the director, officer or employee obtains prior written clearance from the Chair, or in the case of the Chair, the Managing Director and the Chief Financial Officer or equivalent (each an "**Approving Officer**").

A request for prior written clearance to trade during a Prohibited Period should be made in writing and given to the Company Secretary and the appropriate Approving Officer. The request may be submitted by email.

Any written clearance granted under this policy will be valid for the period of 10 business days from the time which it is given, or such other shorter period as may be determined by the person granting the clearance. The expiry time of the clearance will be stated in the clearance granted. Written clearance under this policy may be given by email.

5. TRADING WHICH IS NOT SUBJECT TO THIS POLICY

The following trading by directors, officers and employees is excluded from this policy:

(a) transfers of securities already held into a superannuation fund or other saving scheme in which the director, officer or employee is a beneficiary;

(b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;

(c) where the director, officer or employee is a trustee, trading in the Company's securities by that trust provided the director, officer or employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the director, officer or employee;

(d) undertakings to accept, or the acceptance of, a takeover offer;

(e) trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

(f) a disposal of securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;

(g) the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so; or

(h) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where: (a) the director, officer or employee did not enter into the plan or amend the plan during a Prohibited Period; and (b) the trading plan does not permit the director, officer or employee to exercise any influence or discretion over how, when, or whether to trade.

Please note that even if the trading is excluded from this Policy, directors, officers and employees must not trade in the Company's securities if they are in possession of inside information.

6. TRADING IN DERIVATIVE PRODUCTS

The prohibitions on trading in the Company's securities imposed by the Company and set out in this policy extend to trading in financial products issued or created over or in respect of the Company's securities.

7. LONG TERM TRADING

The Company wishes to encourage directors, officers and employees to adopt a long term attitude to investment in the Company's securities. Therefore, directors, officers and employees are strongly discouraged from engaging in short term or speculative trading of the Company's securities.

8. PROHIBITED TRANSACTIONS

Directors, officers and employees are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

Requests for prior written clearance for the transactions set out in this section "Prohibited Transactions" should be made in accordance with the procedure set out above for trading during a Prohibited Period.

9. NOTIFICATION

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible after the date of the contract to buy and sell the securities ("Contract Date") but in any event:

(a) no later than 3 business days after the Contract Date; or
(b) if they begin to have or cease to have a substantial shareholding or there is a change in their substantial holding, the business day after the Contract Date.

Directors are referred to the Company's Director's Disclosure Obligations document and Director's Declaration of Interest Form. The Company Secretary is to maintain a register of clearances given in relation to trading in the Company's securities. The Company Secretary must report all notifications of dealings in the Company's securities to the next Board meeting of the Company.

Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest, if the Company has not done so.

10. BREACHES

Breach of the insider trading prohibition could expose directors, officers and employees to criminal and civil liability. Breach of insider trading law or this policy will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Directors, officers and employees who wish to obtain further advice in this matter, are encouraged to contact the Company Secretary.

This policy also applies to the Company's related entities.

11. ASX LISTING RULE REQUIREMENTS

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which directors, officers and employees are prohibited from trading in the Company's securities; the trading that is excluded from the operation of the policy; or the exceptional circumstances in which directors, officers and employees may be permitted to trade during a Prohibited Period, within five business days of the amendments taking effect. The Company will also give this policy to ASX immediately on request by ASX.

This policy is subject to periodic review.

Appendix H – Health, Safety and Environmental Policy

1. INTRODUCTION AND PURPOSE

Kingston Resources Limited (Kingston or the Company) is committed to managing its activities in an environmentally responsible manner. Through effective management practices, Kingston aims to ensure activities have a minimum impact on the environment.

Kingston will:

(a) Develop, implement and maintain project-specific Conservation Management Plans to identify, assess and minimise environmental risk at all stages of its operations as a fundamental part of its long-term strategy.
(b) Comply with all applicable legal and statutory requirements to which we subscribe as a minimum standard.
(c) Engage Stakeholders on their concerns, aspirations and values regarding the development, operation and closure aspects of our projects.
(d) Communicate our policy and environmental performance in an open, transparent and accurate manner.
(e) Minimise the environmental impacts of our operations through the efficient use of natural resources and the reduction of input materials and waste.
(f) Monitor our environmental footprint and risk through the measurement and reporting of environmental performance.
(g) Ensure that its Employees and Contractors are fully aware of this policy and their environmental responsibilities at all stages of the Company's activities and operations.

Kingston and its subsidiary companies in Australia and Papua New Guinea are committed to exploring for minerals in a responsible manner that reflects the expectations of the broader community. High standards of environmental, health and safety management will be integrated into all its activities. In so doing, Kingston will strive to protect human health; minimise adverse impact on the natural, social and cultural environment while fostering beneficial outcomes; and return disturbed sites to a state compatible with a healthy environment.

Kingston's ultimate goal is for exploration to lay the foundation for the development, operation and rehabilitation of profitable mines in a manner that respects and responds to the social, environmental and economic needs of present generations and anticipates those of future generations in the communities and countries where it works.

In particular, Kingston believes that each and every employee of the Company and its subsidiaries has a shared responsibility to apply this policy by:

2. CORPORATE COMMITMENT

(a) **Priority:** Recognising environmental, health and safety management as amongst its highest priorities.

(b) **Legislation:** Complying with all applicable legal requirements in all countries and states within which it explores and operates. Applying corporate standards or sound management practices where legislation may be inadequate.
(c) **Integrated Management:** Integrating environmental, health and safety principles and practices into the planning and day to day conduct of each exploration activity both in the field and the office.
(d) **Adoption:** Adopting this policy while conducting work on the Company's behalf. Encouraging joint venture parties to adopt the principles of this policy.

3. PUBLIC RESPONSIBILITY

(a) **Engaging Interested Parties:** Encouraging open and honest dialogue with landowners, land users, indigenous peoples, government authorities and other interested parties, and respecting and responding to concerns they may have.
(b) **Accountability:** Monitoring and auditing its performance in a credible manner, to ensure compliance with corporate and legal requirements; and communicating the results to interested parties.
(c) **Collaboration:** Working with government, industry, research bodies and the public to improve regulations, develop better practices, transfer knowledge and raise public awareness on environment, safety and social issues related to its industry.

4. SOCIAL PROGRESS

(a) **Community Assistance:** Contributing to the quality of life (for example through education and health) of employees, local communities and host countries, while respecting their cultures, needs and priorities.
(b) **Indigenous Cultures:** Respecting the rights and cultural beliefs of indigenous people who have an interest in the land being explored. Respecting and protecting sites and artefacts of cultural significance.

5. ENVIRONMENTAL, HEALTH AND SAFETY STEWARDSHIP

(a) **Risk Management:** Assessing each exploration activity to identify hazards which could result in harm to the environment, personal injury or illness, property damage, fire or security loss, and evaluating the level of risk they pose. Eliminating those hazards wherever feasible, otherwise managing them to minimise their associated risks.
(b) **Activity Management:** Minimising adverse impacts of our activities and managing associated risks requires: planning; appropriate resources, information and training; sound economically feasible management practices and protection measures; use of personal protective equipment and adherence to standard work procedures.
(c) **Contingency Planning:** Implementing procedures and training employees to deal with likely incidents and emergency situations at each exploration site; and providing first aid, fire-fighting, spill response and communications equipment.
(d) **Rehabilitation:** Planning early for the cessation of exploration activities. Progressively, as each exploration activity is completed, rehabilitating affected land to a safe and stable state compatible with a healthy environment. Monitoring and maintaining rehabilitation to ensure its long-term success.

(e) **Continuous Improvement:** Striving to improve our performance through monitoring and auditing; regular review of policies and practices; and the investigation of incidents.

6. ECONOMIC BENEFITS

(a) **Living Standard:** Integrating our activities with the economic development objectives of local communities and host countries in which we operate. For example, promoting the employment and training of local and national persons, and the utilisation of competitive local and national goods and services.

This policy is subject to regular review by the Board

KSN KINGSTON RESOURCES LIMITED

Appendix I – Related Parties Transaction and Conflicts of Interest Policy

Definitions

The following definitions apply in this document.

ASX:	Australian Securities Exchange
KSN (or the Group):	Kingston Resources Limited, Kingston group companies and any joint ventures under Kingston's operational control
Board:	Board of Directors of Kingston Resources Limited

1. RELATED PARTY TRANSACTIONS

1.1 Introduction

The purpose of this policy is to establish a protocol for directors and management in negotiating and entering transactions between KSN and related parties.

Transactions between KSN and a related party raise a number of potential legal issues:

(a) There may be an actual or perceived conflict of interest on the part of a director and a director may have a material personal interest for the purpose of section 195 of the Corporations Act (the Act);
(b) a director could breach their duties owed to KSN if they fail to separately consider and act in the best interests of the Company, as distinct from the interests of the related party;
(c) a transaction could contravene Chapter 2E of the Act which, subject to certain exceptions, prohibits public companies from giving financial benefits to a related party of the public Company without shareholder approval;
(d) Directors, other persons involved in the negotiations and the related party may be liable for civil penalties for a breach of Chapter 2E;
(e) the ASX Listing Rules may require approval of the shareholders of KSN where KSN acquires or disposes of a substantial asset, or issues equity securities, to certain related and other parties.

1.2 Who is a related party of KSN?

For the purpose of Chapter 2E[3], related parties of KSN include:

(a) a director of KSN or members of that director's immediate family such as a spouse, parent or child;
(b) any entity which has the ability to control KSN (Controlling Entity);

[3] In the event of any uncertainty, the definition of "related party" in the Corporations Act and ASX Listing Rules will prevail.

(c) directors of any Controlling Entity and their immediate families;
(d) other entities controlled by any of the above parties;
(e) an entity which was a related party to KSN within the previous 6 months;
(f) an entity that believes it will become a related party in the future; and an entity acting in concert with a related party.

'Control' exists where a person has the ability to determine decisions in relation to the financial and operating policies of another entity.

The definition of 'related party' for the purpose of the ASX Listing Rules is similar.

1.3 What does 'giving a financial benefit' involve?

For the purpose of Chapter 2E, giving a financial benefit is interpreted broadly under the Corporations Act, having regard to the substance rather than the form of the transaction, and includes giving a financial benefit indirectly. Where there is a purchase or sale transaction, both parties to the transaction are 'giving a financial benefit' to the other. The fact that there is payment of consideration for the benefit, even if fair value, does not cause the transaction to escape Chapter 2E of the Act.

Examples of giving a financial benefit include:

(a) giving or providing finance or property;
(b) buying or selling an asset;
(c) leasing an asset;
(d) supplying or receiving services;
(e) issuing securities or granting options; and
(f) taking up or releasing an obligation.

1.4 Shareholder approval under Chapter 2E - exceptions

Shareholder approval will not be required for a related party transaction where the following circumstances apply:

(a) benefits to closely held (i.e. wholly owned) subsidiaries;
(b) where the transaction is conducted on an arm's length basis (or more favourable to KSN than an arm's length basis);
(c) the financial benefit consists of reasonable remuneration or reimbursement to employees or officers;
(d) payment of reasonable indemnities, insurance premiums and legal costs;
(e) small amounts paid to a director (less than $5,000);
(f) benefits that do not discriminate unfairly between members; and
(g) payments made under an order of court.

1.5 Shareholder approval under the Listing Rules

Subject to a number of exceptions, under ASX Listing Rule 10.1, KSN may not, without the approval of non-associated shareholders, acquire a substantial asset from, or dispose of a substantial asset to:

(a) a related party;

(b) a subsidiary;
(c) a substantial shareholder who has or who had at any time within 6 months prior to the transaction an interest in at least 10% of the voting securities in the Company;
(d) an associate of any of the persons referred to above; or
(e) a person whose relationship to KSN or to a person referred to above is such that, in Australian Securities Exchange (ASX) ASX's opinion, the transaction should be approved by the shareholders in the Company.

An asset is a 'substantial asset' if its value, or the value of the consideration is, or in ASX's opinion is, 5% or more of the equity interests in the Company.

The ASX may deem shareholder approval is necessary even where the transaction falls below the 5% threshold in certain circumstances.

Subject to a number of exceptions, under ASX Listing Rule 10.11, shareholder approval may be required for an issue of equity securities to a related party.

1.6 Procedures for related party transactions

All proposed or potential related party transactions must be disclosed to the Board of KSN before they are entered into.

All related party transactions must be undertaken on arm's length terms or otherwise in compliance with Chapter 2E and the ASX Listing Rules.

Consideration of all proposed or potential related party transactions must be undertaken in compliance with section 195 of the Corporations Act, which may preclude a director.

Arrangements concerning related party transactions should generally be negotiated at arm's length by persons who are independent of the related party. This may require an independent committee of the Board to be formed to supervise negotiations.

All related party transactions should generally be approved only by independent members of the Board of KSN. Both before and during a related party transaction, it should be ensured the transaction meets the following criteria:

(a) It is in the best interests of existing shareholders - the obligation to act in the best interests of shareholders means that the Board is required to ensure that related party transactions are conducted at arm's length and on commercial terms
(b) Fair value and reasonable – the terms negotiated of the transaction must be at least as good as, or better than it would receive if it were dealing at arm's length on a commercial basis.
(c) Properly documented – including records to justify the price and any other terms and conditions upon which the related party transaction is entered into, in particular the rationale for entering into the transaction.
(d) Independent Report – report as to the reasonableness of the price and other terms and conditions may be appropriate in certain circumstances
(e) Appropriate disclosure

Independent advice should be sought (where appropriate) in relation to whether a related party transaction is permitted by the Chapter 2E or the ASX Listing Rules, requires shareholder approval, is on arm's length terms or requires disclosure to the market.

2. CONFLICTS OF INTEREST

2.1 Introduction

Under the Corporations Act and general law, directors and officers must avoid situations where their interests and the interests of the company conflict. Each director and officer has a duty to avoid conflicts of interest. Interests which give rise to a conflict include, without limitation:

(a) other directorships
(b) potentially conflicting duties owed to other entities
(c) outside investments of the director and officer and their related parties; and
(d) outside employment of engagements.

This policy intends to provide guidance to directors and officers in complying with their obligations to take all reasonable steps to avoid actual, potential or perceived conflicts of interests.

2.2 Declaration of Interests

Directors and officers are required to comply with the Company's Code of Conduct, which amongst other things, imposes obligations in relation to conflicts of interest. In addition to those obligations, directors and officers must comply with the following requirements:

(a) They must take all reasonable steps to avoid actual, potential or perceived conflicts of interests.
(b) In accordance with the Corporations Act, directors must disclose any conflicts of interest and, in certain circumstances, abstain from participating in any discussion or voting on matters in which they have a material personal interest.
(c) In the event that a director or officer becomes aware of any current or potential conflicts of interest, the director must immediately notify the Chair or the Company Secretary.
(d) Directors may choose to submit standing notices of interest to all board members, or must disclose his or her interest in a matter being considered by the board at that time.
(e) Directors and officers are expected to be sensitive to actual and perceived conflicts of interest that may arise and give ongoing consideration to this in view of the changing nature of the Company's business
(f) All related party transactions require proper approval from the board in accordance with the Related Party Transactions section of this policy.
(g) Director and officers must obtain the Company's consent before disclosing company information to another Company or third party.

2.3 Procedures to manage conflicts of interest

Generally speaking, directors:

(a) must disclose to the board any actual or potential conflicts of interest which may exist of might reasonably be thought to exist as soon as they arise;
(b) cannot receive the relevant board or board committee papers if the actual or potential conflict is recognised in advance of the circulation of the papers unless the other directors agree otherwise;
(c) must absent themselves from the room when the board or committee discusses and votes on matters to which the conflict relates unless the other directors resolve that the director in question may stay;
(d) cannot vote on the matter unless the other directors resolve that the director in question can vote;
(e) must, if deemed appropriate by the board of the director, take such other steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period.

This policy is subject to regular review by the Board