



## Announcement Summary

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**Entity name**

KAIROS MINERALS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Friday September 25, 2020

**The Proposed issue is:** A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	unlisted options exercisable at \$0.08 on or before 29 September 2023	90,000,000
n/a	unlisted options exercisable at \$0.08 on or before 29 September 2023	43,000,000
n/a	unlisted options exercisable at \$0.08 on or before 29 September 2023	5,400,000
KAI	ORDINARY FULLY PAID	190,800,000

**Proposed +issue date**

Tuesday September 29, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

KAIROS MINERALS LIMITED

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

**1.2 Registered Number Type**

ABN

**Registration Number**

84006189331

**1.3 ASX issuer code**

KAI

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Friday September 25, 2020

**1.6 The Proposed issue is:**

A placement or other type of issue

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Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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

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

No

Part 7B - Issue details

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

Existing class

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

Yes

Details of +securities proposed to be issued

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**ASX +security code and description**

KAI : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

180,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.05000

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

Yes



Attaching +Security

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

New class

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

Details of attaching +securities proposed to be issued

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

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

No

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

No

ASX +security code

New class-code to be confirmed

+Security description

unlisted options exercisable at \$0.08 on or before 29 September 2023

+Security type

Options

Number of +securities proposed to be issued

90,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

One free attaching option for every two new shares taken up under the Placement

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

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

Yes

Options details

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**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Friday September 29, 2023

**Details of the type of +security that will be issued if the option is exercised**

KAI : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

one fully paid ordinary share upon the conversion of one option

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the announcement lodged with ASX today regarding the placement for further information.

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

New class

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

No

Details of +securities proposed to be issued

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

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

No

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

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

unlisted options exercisable at \$0.08 on or before 29 September 2023

**+Security type**

Options

**Number of +securities proposed to be issued**

43,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00001

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

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Friday September 29, 2023

**Details of the type of +security that will be issued if the option is exercised**

KAI : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

one fully paid ordinary share upon the conversion of one option

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the announcement lodged with ASX today regarding the placement for further information. These options relate to lead manager services.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
 Existing class**Will the proposed issue of this +security include an offer of attaching +securities?** Yes

## Details of +securities proposed to be issued

**ASX +security code and description**

KAI : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

10,800,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?** No



**Please describe the consideration being provided for the +securities**

Represents 6% fee on funds raised from the Placement payable to the lead manager

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

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

Yes

Attaching +Security

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

New class

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

**Details of attaching +securities proposed to be issued**

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

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

No

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

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

unlisted options exercisable at \$0.08 on or before 29 September 2023

**+Security type**

Options

**Number of +securities proposed to be issued**

5,400,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Free attaching to the shares proposed to be issued in lieu of the 6% fee on funds raised from the Placement payable to the lead manager

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Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

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

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Friday September 29, 2023

**Details of the type of +security that will be issued if the option is exercised**

KAI : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

one fully paid ordinary share upon the conversion of one option

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to the announcement lodged with ASX today regarding the placement for further information.

Part 7C - Timetable

**7C.1 Proposed +issue date**

Tuesday September 29, 2020

Part 7D - Listing Rule requirements

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

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes





**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

44,800,000 fully paid ordinary shares  
138,400,000 unlisted options exercisable at \$0.08 on or before 29 September 2023

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

146,000,000 fully paid ordinary shares

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

The entity has chosen to undertake a placement rather than a pro rata issue or SPP for cost and time efficiency and effectiveness.

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

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

No

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

No

Part 7E - Fees and expenses

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

Yes

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

CPS Capital Pty Ltd  
AFSL: 294848

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

A fee of up to 6% on all funds raised and 43,000,000 options, as described in this Appendix 3B.

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

No

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



Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

To fund the Company's expanded exploration and drilling programs across Kairos's Pilbara Gold Project, working capital and to pay for the costs of the offer.

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

No

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

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