



KINGSTON RESOURCES LIMITED

ABN 44 009 148 529

Annual Financial Report
For the year ended 30 June 2019

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Corporate Directory

DIRECTORS

Anthony Wehby, (FCA, MAICD)
Non-Executive Chairman

Andrew Corbett, (B Eng (Mining, Hons), MBA)
Managing Director

Mick Wilkes (B Eng (Hons), MBA, GAICD)
Non-Executive Director

Stuart Rechner, (BSc, LLB, MAIG, GAICD)
Non-Executive Director

COMPANY SECRETARY

Rozanna Lee

**REGISTERED OFFICE AND
PRINCIPAL PLACE OF BUSINESS**

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AUSTRALIA

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AUDITORS

Hall Chadwick
Chartered Accountants

SHARE REGISTRY

Link Market Services

BANKERS

Australia & New Zealand Banking Group Limited

SOLICITORS

Cowell Clarke Commercial Lawyers
Ashurst Australia

STOCK EXCHANGE

Listed on the Australian Securities Exchange
The home Exchange is in Perth, Western Australia

ASX CODE

KSN

Chairman's Letter

Dear Stakeholders

Welcome to our new shareholders who came onto the KSN register since our last AGM; and a very sincere thank you for the support of all shareholders who participated in our Placement and Rights Issue raisings across the months of May to August.

Since 30 June 2018 KSN has raised cash of \$8.3m from equity issues, of which \$3.1m will be recorded as a 2020 transaction, and \$2.3m from the sale of assets. At the date of this letter we have approximately \$7m in available funds and are executing our plans to deploy the majority on exploration at the Misima Project, where our interest is expected to rise to 77%, based on exploration spend through to 30 June 2019.

Next month we are planning to have a second diamond drill rig operating on Misima, allowing us to pursue two streams of activity designed to maximize value. We will continue the exciting regional targets program developed using the results of work completed in the past 12 months. Concurrently we will have a program of extensional and infill drilling, designed to validate the current 2.8moz resource to move us closer to being able to report a JORC compliant reserve. This program will initially focus on the near-surface Ewatinona inferred resource.

At Livingstone we have recently completed an RC drilling program designed to contribute towards a maiden JORC compliant resource at the Kingsley prospect. We look forward to announcing the results of that program when they become available.

Managing Director Andrew Corbett will report on operational issues elsewhere in the Annual Report. I wish to acknowledge here his commitment to KSN, to our staff and contractors, and to the people of Misima Island. This has been another active year, requiring a flexible and considered approach to many complex issues. On behalf of the board I thank Andrew and his team for their efforts.

I also thank my fellow Board members for the contribution of their guidance, expertise and experience so readily shared. Andrew Paterson resigned as Chief Geological Officer and Executive Director in June; we thank Andrew for his contribution to KSN and wish him well in the future.

We remain confident in the quality of our projects; both Livingstone and Misima are highly prospective opportunities and are excited to be stepping up exploration activity. This is key to maximizing the value of our assets and delivering the best return to shareholders. We eagerly anticipate reporting results from our work over the coming months.

Once again, thank you for your support.

Your sincerely



Anthony S Webby

Non-Executive Chairman

17 September 2019

Directors' Report

The Directors present their report together with the financial report of the Consolidated Entity (or 'Group'), being Kingston Resources Limited ('Kingston' or the "Company") and its subsidiaries, for the financial year ended 30 June 2019 and the independent auditor's report thereon.

PRINCIPAL ACTIVITIES

The Company is an Australian-based Company listed on the ASX. The principal activity of the Group during the period was mineral exploration.

OPERATING RESULTS AND REVIEW OF OPERATIONS FOR THE YEAR

Operating Results

Kingston reported a statutory after tax loss of \$2,240,006 (2018: \$5,750,302). The reduced FY19 loss relative to FY18 is due to the impairments to the Company's lithium exploration assets reported in FY18.

Review of Operations

Over the year to 30 June 2019, Kingston significantly advanced its gold exploration assets. At the flagship 2.8Moz Misima Gold Project, drilling through the first half of the financial year was focused on the Umuna deposit, with Kingston successfully identifying extensions to the high grade central zone of Umuna. Best holes from this program include:

- 40m @ 3.17 g/t Au and 10.88 g/t Ag, from 234m in GDD013, including
 - 6m @ 14.06 g/t and 13.33 Ag,
- 27m @ 1.08g/t Au, 4.09g/t Ag from 129m in GDD008, including
 - 4m @ 2.11g/t Au and 2.60g/t Ag
 - 8m @ 2.04g/t Au and 6.50g/t Ag

In the second half of the financial year, drilling was able to turn towards the new targets identified through the 2018 mapping and geochemical programs. This drilling delivered particularly encouraging results at Quartz Mountain. To date, best holes from this program include:

- 20m @ 1.81g/t Au, from 78m in GDD035, including
 - 3m @ 7.48g/t Au
- 6.6m @ 1.94g/t Au, from 7.5m, and 2.0m @ 1.65g/t Au, from 31m, GDD037
- 2.5m @ 1.99g/t Au, from 85m, and 8m @ 2.6 g/t Au, from 133.7m, GDD029
- 3.2m @ 2.41g/t Au, from 90m, GDD030
- 1.5m @ 2.89g/t Au, from 41.3m, 7.7m @ 1.02g/t Au, from 81.3m, and 7m @ 2.24g/t Au, from 102m, and 2m @ 4.18g/t Au, from 132.2m, GDD032
- 4m @ 2.17g/t, from 82m, GDD033

Alongside completion of the Quartz Mountain program, further targets are to be drilled at Misima North and Umuna East in the six months to December 2019. These targets have been chosen for their prospectivity for near surface mineralisation. New shallow deposits are likely to have the biggest impact on project economics by boosting cash flow in the early years of the operation while access to the main 2.6Moz Resource at Umuna is established.

At Livingstone, the air-core drilling program carried out late 2018 was particularly successful leading to the discovery of significant gold mineralisation at Kingsley. Kingsley is a new zone of high grade, near surface

mineralisation approximately 10km west of the existing Livingstone Resource. Best results from this program include:

- 4m @ 76.25g/t Au from 88m in KLAC206,
- 28m @2.26g/t including 8m @5.57g/t from surface in KLAC198,
- 5m @ 6.56g/t Au from 49m, including 1m @ 21.8g/t from 49m in KLAC008
- 4m @ 3.49g/t Au from 4m and 24m @ 1.06g/t Au from 24m in KLAC184

The Company sold the remainder of its lithium exploration assets in July 2018 for \$1,800,000.

Kingston conducted an equity placement in May 2019, raising \$4.3m, alongside an entitlement offer raising a total of \$4,023,372 of which \$938,670 is reported in the financial statements for the year to 30 June 2019, with the balance raised in August. These funds allow Kingston to move forward with Misima, drilling the near-surface targets at Quartz Mountain, Misima North and Umuna East Side, as well as drilling Livingstone to progress Kingsley towards a maiden Resource.

Project Summary

Misima Gold Project

Misima Island is located 625km east of Port Moresby in the Solomon Sea. Gold was discovered on the island in 1888 with small scale underground mining continuing until WWII. Placer Dome Inc (Placer) commenced exploration in 1977, with production beginning in 1989. Misima was operated as an open pit gold mine from 1989 to 2001, with stockpiled ore treated for the final three years of the operation until 2004.

The operation was a success for Placer. It mined 87.5Mt at 1.46g/t Au producing 3.7Moz of gold and 22Moz of silver. Gold recoveries averaged 91.5% and costs averaged US\$218/oz, resulting in an average margin of US\$128/oz (37%). At the time the decision was made to close the mine, the gold price was below US\$300/oz. Subsequently Misima became the target of copper exploration under WCB Resources Ltd. Following Kingston's acquisition of WCB Resource, the focus returned to gold. In November 2017, Kingston announced a 2.8Moz JORC resource (82.3Mt at 1.1g/t Au), and by early December 2017, it had field teams back on the ground. Kingston commenced drilling in May 2018. Kingston is very excited to be the first to carry out exploration drilling for gold on Misima in almost 20 years.

Livingstone Gold Project

Livingstone, located northwest of Meekatharra in Western Australia, is a large exploration project with an existing JORC2004 Inferred mineral resource of 49,900 ounces of gold and a number of high-grade drilling intersections that indicate excellent potential for additional discoveries. The project area spans over 30km of prospective geological strike on the western limb of the highly prospective Bryah Basin.

Drilling has highlighted the potential of the main line of historic workings, with mineralisation defined over a strike length of 2.2km. Early results suggest potential for two or more sub-parallel zones of mineralisation including the structure previously mined by historic workings and a second, newly discovered zone slightly further south. Importantly, gold has been identified up to 850m west of the historic shafts and the prospect remains open along strike, greatly increasing the possible size of the mineralised zone. This prospect area, which was previously known as Mt Seabrook 1 and 2, has been renamed Kingsley and is the focus of current drilling by Kingston.

MINERAL RESOURCES TABLE**Livingstone Gold Project (WA)**

Deposit	Resource Category	Cut-off (g/t Au)	Tonnes	Gold (g/t Au)	Au (oz)
Homestead	Inferred	0.5	989,000	1.57	49,900

Table 1: Livingstone Gold Project mineral resource summary.

This resource estimate is from a JORC2004 resource report prepared by Mr H. Cornelius for Talisman Mining Ltd in February 2007. Kingston has not completed sufficient validation work for this resource estimate to meet JORC2012 compliance and it is reported on the basis that the information has not materially changed. Rounding errors may occur.

Misima Gold Project (PNG)

Deposit	Material	Resource Category	Cut-off (g/t Au)	Tonnes (Mt)	Gold (g/t Au)	Silver (g/t Ag)	Au Moz	Ag Moz	
Umuna	Oxide	Indicated	0.5	3.2	0.9	11.7	0.1	1.2	
		Inferred	0.5	5.7	1.0	13.6	0.2	2.5	
	Primary	Indicated	0.5	34.0	1.1	4.2	1.2	4.6	
		Inferred	0.5	32.7	1.1	4.7	1.1	5.0	
	Sub-total	Indicated			37.2	1.1	4.9	1.3	5.8
		Inferred			38.4	1.0	6.1	1.3	7.5
Total	Combined			75.7	1.1	5.5	2.6	13.3	
Ewatinona	Oxide	Inferred	0.5	1.0	0.9	3.4	0.03	0.1	
	Primary	Inferred	0.5	5.6	1.0	3.1	0.2	0.6	
	Sub-total	Inferred		6.6	1.0	3.2	0.22	0.7	
Misima Total		Indicated		37.2	1.1	4.9	1.3	5.8	
		Inferred		45.0	1.0	5.6	1.5	8.1	
Total Misima Mineral Resource				82.3	1.1	5.3	2.8	13.9	

Table 2: Misima Gold Project mineral resource summary, prepared by Mr S. McManus of Skandus Pty Ltd. Rounding errors may occur.

COMPETENT PERSON'S STATEMENT

The information in this report that relates to Exploration Results and Minerals Resources for the Livingstone Gold Project is based on information compiled by Mr Stuart Rechner BSc (Geology) MAIG, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Rechner is a Director of the Company. Mr Rechner has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Rechner consents to the inclusion in this report of the matters based upon the information in the form and context in which it appears.

The information in this report that relates to Exploration Results for the Misima Gold Project, PNG, is based on information compiled by Mr Stuart Rechner BSc (Geology) MAIG, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Rechner is a Director of the Company. Mr Rechner has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Rechner

consents to the inclusion in this report of the matters based upon the information in the form and context in which it appears.

The information in this report that relates to Minerals Resources for the Misima Gold Project is based on information compiled by Mr Scott McManus, who is a member of the Australian Institute of Geoscientists. Mr McManus is an independent consultant to the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a competent person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves" (JORC Code). Mr McManus consents to the inclusion in this report of the matters based upon the information in the form and context in which it appears.

FINANCIAL POSITION

On 10 May 2019, the Company completed a capital raising via placement issuing a total of 276 million shares at \$0.016 raising \$4.3m, together with this an Entitlement Offer raised a further \$938,670 through the issuance of 58,666,858 shares at \$0.016.

At the end of the financial year, the Consolidated Entity had net assets of \$18,836,609 (2018: \$15,039,902) and held \$5,197,394 in cash (2018: \$4,379,799).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than reported above in the Review of Results and Operations, there were no significant changes in the state of affairs of the Company during the reporting period.

MATTERS SUBSEQUENT TO THE END OF FINANCIAL YEAR

On 1 July 2019 it was announced that 7,058,823 3c options expired, 13,500,000 7c options expired, and 29,000,000 performance rights expired on 30 June 2019.

On 25 July 2019 5,698,978 STI performance rights vested.

On 19 August 2019, the Company completed the placement of the shortfall from the Entitlement Offer announced on 3 May 2019. The shortfall of 192,793,865 shares was placed at the Entitlement Offer price of \$0.016 per share raising \$3,084,702 dollars before fees.

Other than the above, there has been no other matter or circumstance which has arisen since 30 June 2019 that has significantly affected or may significantly affect:

- a) Kingston Resources Limited's operations in future financial years; or
- b) the results of those operations in future financial years; or
- c) Kingston Resources Limited's state of affairs in future financial years.

DIVIDENDS OR DISTRIBUTIONS

No dividends were paid during the financial year and the directors do not recommend the payment of a dividend.

FUTURE DEVELOPMENTS AND EXPECTED RESULTS

The Group will continue its evaluation of its mineral projects and undertake generative work to identify and potentially acquire new resource projects. Due to the nature of the business, the result is not predictable.

ENVIRONMENTAL REGULATIONS

The mineral tenements granted to the Company pursuant to the Western Australia Mining Act 1978, Northern Territory Mineral Titles Act 2010 and the Papua New Guinea Mining Act 1992, are granted subject to various

conditions which include standard environmental requirements. The Company adheres to these conditions and the directors are not aware of any environmental laws that are not being complied with.

INFORMATION ON THE DIRECTORS

The Directors of the Company at any time during or since the end of the financial year are:

- Anthony Wehby – Chairman (Non-Executive)
- Andrew Corbett – Director (Managing)
- Stuart Rechner - Director (Non-Executive)
- Mick Wilkes - Director (Non-Executive), appointed 6 July 2018
- Andrew Paterson – Director (Executive), resigned 20 June 2019

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Anthony Wehby, Chairman (FCA, MAICD)

Term of Office: Non-Executive Chairman of Kingston Resources Limited since 4 July 2016.

Skills and Experience: Mr Wehby is a highly experience board member and chairman. He is also a Director of Ensurance Ltd (ASX:ENA) and Royal Rehab and was previously Chairman of Tellus Resources Limited, Non-Executive Chairman of Aurelia Metals Limited and a Director of Harmony Gold (Aust) Pty Ltd. Since 2001, Mr Wehby has maintained a financial consulting practice, focusing on strategic advice to companies including investments, divestments and capital raisings. Prior to 2001, Mr Wehby was a partner in PricewaterhouseCoopers Australia (Coopers & Lybrand) for 19 years.

Mr Wehby is a Fellow of the Institute of Chartered Accountants in Australia and a Member of the Australian Institute of Company Directors.

Andrew Corbett, Managing Director (B Eng (Mining, Hons), MBA)

Term of Office: Managing Director of Kingston Resources Limited since 4 July 2016.

Skills and Experience: Mr Corbett has been appointed as Managing Director and CEO of the Company. Andrew is a highly experienced mining engineer and has operated in the mining industry for over 25 years. Mr Corbett has senior corporate, operational and mine management experience combined with an in-depth understanding of global equity markets, business development and corporate strategy within the mining sector. His prior roles include General Manager at Orica Mining Services based in Germany and Portfolio Manager of the Global Resource Fund at Perpetual Investments as well as mine management and operations roles with contractor and owner-mining operations.

Stuart Rechner, Non-Executive Director (BSc, LLB, MAIG, GAICD)

Term of Office: Executive Director of Kingston Resources Limited since 23 February 2015, Non-Executive Director from 4 July 2016.

Skills and Experience: Mr Rechner is an experienced company director and geologist with a background in project generation and acquisition in Australia and overseas. Mr Rechner holds degrees in both geology and law and is a member of the Australian Institute of Geoscientists and the Australian Institute of Company Directors. For over ten years Mr Rechner was an Australian diplomat responsible for the resources sector with postings to Beijing and Jakarta.

Mr Rechner has been a Director of Strategic Energy Limited (ASX:SER) since 12 September 2014 and was a Director of GB Energy Limited (ASX:GBX) from 20 November 2013 until 28 September 2017. He has held no other listed directorships in the past three years.

Mick Wilkes, Non-Executive Director (B Eng (Hons), MBA, GAICD)

Term of Office Non-Executive Director of Kingston Resources Limited since 6 July 2018.

Skills and Experience: Mr Wilkes is a mining engineer with 35 years of broad international experience with a strong emphasis on operations management and new mine development, predominantly in precious and base metals across Asia and Australia. He has been the President and CEO of OceanaGold Corporation (ASX:OCG) since 2011. In previous roles he was the Executive General Manager of Operations at OZ Minerals responsible for the development of the Prominent Hill copper/gold project in South Australia and General Manager of the Sepon gold/copper project for Oxiana based in Laos. His earlier experience included 10 years in various project development roles in Papua New Guinea. Mr Wilkes holds a Bachelor of Engineering from the University of Queensland, a Master of Business Administration from Deakin University, and is a member of both the Australian Institute of Mining and Metallurgy, and the Australian Institute of Company Directors.

Andrew Paterson, Executive Director (MAIG, GAICD)

Term of Office Executive Director of Kingston Resources Limited until 20 June 2019.

Skills and Experience: Mr Paterson is a highly-experienced geologist with a track record of creating value in resources projects. He has held corporate, executive and operational roles in the gold, nickel sulphide and iron ore industries, including four years managing the exploration and resource teams for Atlas Iron Limited during its rapid growth phase between 2008 and 2012. More recently he established a successful consultancy practice, providing geological expertise to a number of companies in the WA gold sector. Mr Paterson has a Bachelor of Engineering in Geology and a Graduate Diploma in Mining, both from the Western Australian School of Mines.

COMPANY SECRETARY

Rozanna Lee has acted as Company Secretary since 29 July 2016. She holds both commerce and law degrees from the University of Queensland and is an Associate Member of the Governance Institute of Australia.

DIRECTORS' INTERESTS

As at the date of this report the relevant interests of each of the Directors, held either directly or indirectly through their associates, in the securities of Kingston are as follows:

Director	Fully Paid Ordinary Shares (KSN)	Unlisted LTI Options¹
Anthony Wehby ²	9,739,899	3,000,000
Andrew Corbett ³	15,525,532	7,500,000
Stuart Rechner ⁴	1,169,188	3,000,000
Mick Wilkes ⁵	2,800,000	3,000,000
Andrew Paterson ⁶	-	-

¹ Unlisted Long Term Incentive (LTI) Options exercisable at \$0.027 each and expiring on 30 June 2021

² Anthony Wehby holds a relevant interest in Shares and Options as he is a related party to Mrs Rosemary Wehby, who is the registered holder of the Shares and Options. He also has a relevant interest in the Shares as the registered holder

³ Andrew Corbett holds a relevant interest in the specified number of Shares and Options as a result of being a director of Milamar Group Pty Ltd as trustee of Milamar Family Trust, which is the registered holder of those Shares and Options

⁴ Stuart Rechner holds a relevant interest in the specified number of Shares and Options as a result of being a director of Osmium Holdings Pty Limited as trustee of Femdale Superannuation Fund, which is the registered holder of those Shares and Options

⁵ Mick Wilkes holds a relevant interest in the specified number of Shares and Options as a result of being a director of Osmium Holdings Pty Limited, which is the registered holder of those Shares and Options. He was appointed on 6 July 2018

⁶ Andrew Paterson resigned on 20 June 2019. As such, no holdings are shown at date of this report

MEETINGS OF DIRECTORS

The number of Directors' meetings and Committee meetings, and the number of meetings attended by each of the Directors who was a member of the Board and the relevant Committee, held during the year ended 30 June 2019 were:

	Board Meetings		Audit and Risk Committee		Remuneration and Nomination Committee	
	Meetings held while a Director	Number attended	Meetings held while a Director	Number attended	Meetings held while a Director	Number attended
Anthony Wehby	8	8	2	2	3	3
Andrew Corbett	8	8	-	-	-	-
Mick Wilkes	8	8	2	2	2	2
Stuart Rechner	8	8	2	2	3	3
Andrew Paterson*	8	6	-	-	-	-

*Resigned on 20 June 2019

REMUNERATION REPORT (AUDITED)

This remuneration report outlines the director and executive remuneration arrangements of the Company and the Group for the year ended 30 June 2019 in accordance with the requirements of the Corporations Act 2001 and its Regulations.

(a) Key management personnel disclosed in this report

For the purposes of this report, key management personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including a director (whether executive or otherwise) of the Company.

Details of key management personnel:

A Wehby	Non-Executive Chairman (appointed 4 July 2016)
A Corbett	Managing Director (appointed 4 July 2016)
S Rechner	Non-Executive Director (transitioned to Non-Executive Director on 4 July 2016)
M Wilkes	Non-Executive Director (appointed 6 July 2018)
C Drew	Chief Financial Officer (appointed as CFO on 10 July 2018)
A Paterson	Executive Director (resigned on 20 June 2019)

(b) Remuneration Philosophy

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to confirm to the market best practice for the delivery of reward. The Board has established a separate Remuneration and Nomination

committee. The Remuneration and Nomination Committee meets as required to review remuneration, recruitment, retention and termination procedures and to evaluate senior executives remuneration packages and incentives.

The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel. All matters of remuneration will continue to be in accordance with the Corporations Act requirement, including with regard to related party transactions. That is, none of the directors participate in any deliberations regarding their own remuneration or related issues.

Independent external advice is sought from remuneration consultants when required. In FY18, Kingston engaged remuneration consultants to benchmark board and executive management pay for FY19 and this work was updated in FY19. The Corporate Governance Statement provides further information on the Company's remuneration governance.

(c) Executive remuneration policy and framework

In determining executive remuneration, the Remuneration and Nomination Committee aims to ensure that remuneration practices are:

- Competitive and reasonable, enabling the Company to attract and retain key talent;
- Aligned to the Company's strategic and business objectives and the creation of shareholder value;
- Transparent and easily understood; and
- Acceptable to shareholders.

The Remuneration and Nomination Committee reviews executive packages annually by reference to the executive's performance and comparable information from industry sectors and other listed companies in similar industries. The terms and conditions for the Managing Director are considered appropriate for the current exploration phase of the Group's development.

Options and performance rights may be issued to directors subject to approval by shareholders. All remuneration paid to directors is valued at the cost to the Group and expensed. Options are valued using the Black-Scholes methodology.

(d) Relationship between remuneration and the Group's performance

Directors' remuneration is set by reference to other companies of similar size and industry, and by reference to the skills and experience of directors. Fees paid to directors are not linked to the performance of the Group. This policy may change once the exploration phase is complete and the Company is generating revenue. At present the existing remuneration policy is not impacted by the Group's performance including earnings and changes in shareholder wealth (dividends, changes in share price or returns of capital to shareholders). The Remuneration and Nomination Committee has not set long-term and short-term performance indicators for the determination of director remuneration as the Board believes this may encourage performance which is not in the long term interests of the Company and its shareholders.

The Board has structured its remuneration arrangements in such a way it believes is in the best interests of building shareholder wealth in the longer term.

The following table shows the net loss, loss per share and share price for the last four financial years.

	2019	2018	2017	2016
Net Loss	(\$2,240,006)	(\$5,750,302)	(\$1,153,471)	(\$4,587,718)
Diluted loss per share (cents/share)	(0.176)	(0.646)	(1.777)	(2.702)
Share price at year end (cents)	1.3	2.4	1.9	1.9

Long-term (LTI) and short-term (STI) incentives may be provided to KMP in the form of Performance Rights and Options over ordinary shares of the Company and are considered to promote continuity of employment and provide additional incentive to recipients to increase shareholder wealth. Performance Rights and Options may only be issued to directors subject to approval by shareholders in general meeting.

There were 34,375,909 unlisted Options issued during the year (FY18: 0). There were 24,196,363 Performance Rights issued during the year as LTI (FY18 12,813,661). There were 18,216,818 Performance Rights issued during the year as STI (FY18 16,474,707).

Non-Executive Directors remuneration policy

On appointment to the Board, all non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms including remuneration, relevant to the office of director.

The Board policy is to remunerate non-executive directors at commercial market rates for comparable companies for their time, commitment and responsibilities.

The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting and is currently set at \$250,000 per annum. Fees may also be paid to non-executive directors for additional consulting services provided to the Company.

Fees for non-executive directors are not linked to the performance of the Group. Non-executive directors' remuneration may also include an incentive portion consisting of options, subject to approval by shareholders.

(e) Voting and comments made at the Company's 2018 Annual General Meeting

Kingston received over 99% of "yes" votes (0.04% of "no" votes) on its remuneration report for the 2018 financial year.

(f) Remuneration Details for the Year Ended 30 June 2019

The following table of benefits and payments details, in respect to the financial year, the components of remuneration for each member of the KMP of the Group.

Director	Short-term Benefits				Post-employment Benefits		Long-term Benefits		Equity-settled Share-based Payments		Cash-settled Share-based Payments	Termination Benefits	Total
	Salary, Fees and Leave	Profit Share and Bonuses	Non-monetary	Other	Pension and Super-annuation	Other	Incentive Plans	LSL	Performance Rights/Shares	Options			
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Anthony Wehby													
2019	70,000	-	-	-	6,650	-	-	-	13,212	33,896	-	-	123,758
2018	50,000	-	-	-	4,750	-	-	-	-	-	-	-	54,750
Andrew Corbett													
2019	270,000	-	-	-	25,650	-	-	-	72,246	84,741	-	-	452,637
2018	246,750	-	-	-	23,441	-	-	-	43,657	-	-	-	313,848
Andrew Paterson ¹													
2019	244,349	-	-	-	23,213	-	-	-	66,092	73,442	-	-	407,096
2018	210,000	-	-	-	19,950	-	-	-	37,155	-	-	-	267,105
Stuart Rechner ²													
2019	60,225	-	-	-	-	-	-	-	10,381	33,896	-	-	104,502
2018	47,000	-	-	-	-	-	-	-	-	-	-	-	47,000
Mick Wilkes ³													
2019	54,235	-	-	-	-	-	-	-	10,381	33,896	-	-	98,512
2018	-	-	-	-	-	-	-	-	-	-	-	-	-
Chris Drew ⁴													
2019	215,000	-	-	-	20,424	-	-	-	38,948	61,521	-	-	335,893
Total													
2019	913,809	0	0	0	75,937	0	0	0	211,260	321,392	0	0	1,522,398
2018	553,750	0	0	0	48,141	0	0	0	80,812	0	0	0	682,703

¹ Andrew Paterson resigned on 20 June 2019

² Stuart Rechner transitioned from an Executive Director to Non-Executive Director on 4 July 2016. He is remunerated through a related entity. Refer Note 21 for details on related party transactions. During 2018, Mr Rechner received consultancy payments through a related entity

³ Mick Wilkes was appointed on 6 July 2018

⁴ Chris Drew was appointed CFO on 10 July 2018

(g) Service Agreements

Remuneration and other terms of employment for KMP are formalised in service agreements. The service agreements specify the components of remuneration, benefits and notice periods.

Anthony Wehby

Mr Wehby was appointed Non-Executive Chairman on 4 July 2016. The appointment is contingent upon satisfactory performance and successful re-election by shareholders of the Company as and when required by the constitution of the Company and the Corporations Act. Mr Wehby is not entitled to any termination benefits unless paid at the discretion of directors.

Andrew Corbett

Mr Corbett was appointed as Managing Director on 4 July 2016. Mr Corbett is remunerated pursuant to the terms and conditions of an employment agreement entered into with Mr Corbett on 4 July 2016 and has no fixed term. The agreement may be terminated by either party on the giving on three months' notice by Mr Corbett or six months' notice by the Company. Mr Corbett is not entitled to any termination benefits other than accrued pay, leave entitlement or other statutory payments unless paid at the discretion of directors.

Stuart Rechner

Mr Rechner was appointed as Executive Director on 23 February 2015 and transitioned to a non-executive role on 4 July 2016. Mr Rechner was remunerated pursuant to the terms and conditions of a consultancy agreement entered into with Diplomatic Exploration Pty Ltd on 30 March 2015. The consultancy agreement was terminated with the provision of 12 weeks' notice. Mr Rechner is not entitled to any termination benefits unless paid at the discretion of directors.

Michael Wilkes

Mr Wilkes was appointed a Non-Executive Director on 6 July 2018. The appointment is contingent upon satisfactory performance and successful re-election by shareholders of the Company as and when required by the constitution of the Company and the Corporations Act. Mr Wilkes is not entitled to any termination benefits unless paid at the discretion of directors.

Chris Drew

Mr Drew was appointed as Chief Financial Officer on 10 July 2018 (he was the Commercial Manger from 22 June 2016). Mr Drew is remunerated pursuant to the terms and conditions of an employment agreement entered into with Mr Drew on 1 October 2016 and has no fixed term. The agreement may be terminated by either party on the giving on three months' notice by Mr Drew or six months' notice by the Company. Mr Drew is not entitled to any termination benefits other than accrued pay, leave entitlement or other statutory payments unless paid at the discretion of directors.

Andrew Paterson

Mr Paterson was appointed as Executive Director on 1 March 2017 and resigned on 20 June 2019. He was the Chief Geological Officer from 3 June 2016. Mr Paterson was remunerated pursuant to the terms and conditions of an employment agreement entered into with Mr Paterson on 3 June 2016 and had no fixed term. The agreement could be terminated by either party on the giving on three months' notice by Mr Paterson or 6 months' notice by the Company. Mr Paterson was not entitled to any termination benefits other than accrued pay, leave entitlement or other statutory payments unless paid at the discretion of directors.

(h) Equity Interests of KMP**Options holdings of KMP**

The number of options over ordinary shares held by each KMP of the Group during the 2018 and 2019 reporting periods is as follows:

2019	Balance at Beginning of Year	Grant Details			Exercised		Lapsed	Vested and Exercisable at End of Year No.	Vested and Unexercisable at End of Year No.	
		Issue Date	No.	Value	No.	Value	No.			
				\$		\$				
Anthony Wehby	LTI ¹	-	09-Nov-18	3,000,000	33,896	-	-	-	3,000,000	-
	LTI ²	2,000,000	04-Jul-16	2,000,000	15,671	-	-	2,000,000	-	-
Andrew Corbett	LTI ¹	-	09-Nov-18	7,500,000	84,741	-	-	-	7,500,000	-
	LTI ²	5,000,000	04-Jul-16	5,000,000	39,178	-	-	5,000,000	-	-
Andrew Paterson ³	LTI ¹	-	09-Nov-18	6,500,000	73,442	-	-	6,500,000	-	-
	LTI ²	4,000,000	04-Jul-16	4,000,000	31,343	-	-	4,000,000	-	-
Stuart Rechner	LTI ¹	-	09-Nov-18	3,000,000	33,896	-	-	-	3,000,000	-
	LTI ²	-	-	-	-	-	-	-	-	-
Mick Wilkes ⁴	LTI ¹	-	09-Nov-18	3,000,000	33,896	-	-	-	3,000,000	-
	LTI ²	-	-	-	-	-	-	-	-	-
Chris Drew	LTI ¹	-	23-Aug-18	6,000,000	61,521	-	-	-	6,000,000	-
	LTI ²	2,000,000	04-Jul-16	2,000,000	31,782	-	-	2,000,000	-	-
		13,000,000		42,000,000	439,366	-	-	19,500,000	22,500,000	-

¹ Unlisted LTI Options (issued on 23 August 2018 and 9 November 2018) exercisable at 2.7c - expiry on 30 June 2021

² Unlisted LTI Options (issued 4 July 2016) exercisable at 7c - expired on 30 June 2019

³ Andrew Paterson resigned on 20 June 2019. The LTI options held at the time of his resignation are shown as lapsed on this date

⁴ Mick Wilkes was appointed on 6 July 2018

2018	Balance at Beginning of Year	Grant Details			Exercised		Lapsed	Vested and Exercisable at End of Year	Vested and Unexercisable at End of Year
		Issue Date	No.	Value	No.	Value	No.	No.	No.
					\$	\$			
Anthony Wehby	STI ¹	2,000,000	04-Jul-16	2,000,000	16,657	-	-	2,000,000	-
	LTI ²	2,000,000	04-Jul-16	2,000,000	15,671	-	-	-	2,000,000
Andrew Corbett	STI ¹	5,000,000	04-Jul-16	5,000,000	41,642	-	-	5,000,000	-
	LTI ²	5,000,000	04-Jul-16	5,000,000	39,178	-	-	-	5,000,000
Andrew Paterson	STI ¹	4,000,000	04-Jul-16	4,000,000	33,313	-	-	4,000,000	-
	LTI ²	4,000,000	04-Jul-16	4,000,000	31,343	-	-	-	4,000,000
Stuart Rechner	STI	-	-	-	-	-	-	-	-
	LTI	-	-	-	-	-	-	-	-
		22,000,000		22,000,000	177,804	-	-	11,000,000	11,000,000

¹ Unlisted STI Options (issued 4 July 2016) exercisable at 4c - expired on 30 June 2018

² Unlisted LTI Options (issued 4 July 2016) exercisable at 7c - expiry on 30 June 2019

Performance Rights Holdings of KMP

The number of performance rights in the Company held by each KMP of the Group during the 2018 and 2019 reporting periods is as follows:

2019	Balance at Beginning of Year	Grant Details			Vested		Lapsed	Balance at End of Year
		Issue Date	No.	Value	No.	Value	No.	
					\$	\$		
Anthony Wehby	STI	-	-	-	-	-	-	-
	LTI ³	6,000,000	15-Jul-16	6,000,000	-	-	6,000,000	-
	LTI ⁶	-	09-Nov-18	1,742,045	13,212	-	-	1,742,045
Andrew Corbett	STI ¹	6,399,266	01-Dec-17	6,399,266	12,798	3,199,633	76,791	3,199,633
	STI ²	-	09-Nov-18	6,719,318	21,287	-	-	-
	LTI ³	10,000,000	15-Jul-16	10,000,000	-	-	-	10,000,000
	LTI ⁴	2,144,375	19-Dec-16	2,144,375	5,397	-	-	-
	LTI ⁵	4,977,207	01-Dec-17	4,977,207	30,859	-	-	-
	LTI ⁶	-	09-Nov-18	6,719,318	50,959	-	-	-
Andrew Paterson ⁷	STI ¹	5,446,184	01-Dec-17	5,446,184	10,892	2,723,092	65,354	2,723,092
	STI ²	-	09-Nov-18	6,146,932	19,473	-	-	6,146,932
	LTI ³	8,000,000	15-Jul-16	8,000,000	-	-	-	8,000,000
	LTI ⁴	1,825,000	19-Dec-16	1,825,000	5,444	-	-	1,825,000
	LTI ⁵	4,235,921	01-Dec-17	4,235,921	26,263	-	-	4,235,921
	LTI ⁶	-	09-Nov-18	6,146,932	46,619	-	-	6,146,932
Stuart Rechner	STI	-	-	-	-	-	-	-
	LTI ⁶	-	09-Nov-18	1,368,750	10,381	-	-	-
Mick Wilkes	STI	-	-	-	-	-	-	-
	LTI ⁶	-	09-Nov-18	1,368,750	10,381	-	-	-
Chris Drew	STI ¹	4,629,257	01-Dec-17	4,629,257	9,258	2,314,629	55,551	2,314,628
	STI ²	-	23-Aug-18	5,350,568	7,166	-	-	-
	LTI ³	4,000,000	15-Jul-16	4,000,000	-	-	-	4,000,000
	LTI ⁴	1,551,250	19-Dec-16	1,551,250	4,627	-	-	-
	LTI ⁵	3,600,533	01-Dec-17	3,600,533	22,323	-	-	-
	LTI ⁶	-	23-Aug-18	5,350,568	31,782	-	-	-
		62,808,993		103,722,174	339,121	8,237,354	197,696	54,592,138

¹ STI Performance Rights issued on 1 December 2017 partially vested on 18 July 2018 - remainder lapsed.

² STI Performance Rights issued on 23 August 2018 and 9 November 2018 will vest as follows: (a) Up to 50% of STI Performance Rights will automatically vest if the Company's June 2019 VWAP is between 120% to 150% of the Company's June 2018 VWAP; and (b) Up to 50% of the STI Performance Rights will vest, at the Board's discretion, upon the achievement of operational performance measures before 30 June 2019. All STI Performance Rights that have not vested by 31 July 2019 will automatically lapse and be forfeited.

³ LTI Performance Rights issued on 15 July 2016 lapsed on 30 June 2019.

⁴ LTI Performance Rights issued on 19 December 2016 will vest if the Company achieves a market capitalisation* greater than \$50 million on or before 30 June 2020.

⁵ LTI Performance Rights issued on 1 December 2017 will vest if the Company achieves a market capitalisation* greater than \$70 million on or before 30 June 2021.

⁶ LTI Performance Rights issued on 23 August 2018 and 9 November 2018 will automatically vest if the Company achieves a market capitalisation* greater than \$70 million on or before 30 June 2022.

⁷ Andrew Paterson resigned on 20 June 2019.

* Market capitalisation means the price of the Company's shares as quoted on ASX multiplied by the total number of Shares on issue.

2018	Balance at Beginning of Year		Grant Details			Vested		Lapsed	Balance at End of Year
			Issue Date	No.	Value	No.	Value	No.	
					\$		\$		
Anthony Wehby	STI	0		-	-	-	-	-	-
	LTI ³	6,000,000	15-Jul-16	6,000,000	-	-	-	-	6,000,000
Andrew Corbett	STI ¹	3,216,563	19-Dec-16	3,216,563	3,264	1,287,000	19,305	1,929,563	-
	STI ²	0	1-Dec-17	6,399,266	12,798	-	-	-	6,399,266
	LTI ³	10,000,000	15-Jul-16	10,000,000	-	-	-	-	10,000,000
	LTI ⁴	2,144,375	19-Dec-16	2,144,375	5,397	-	-	-	2,144,375
	LTI ⁵	0	1-Dec-17	4,977,207	30,859	-	-	-	4,977,207
Andrew Paterson	STI ¹	2,737,500	19-Dec-16	2,737,500	2,778	1,095,000	16,425	1,642,500	-
	STI ²	0	1-Dec-17	5,446,184	10,892	-	-	-	5,446,184
	LTI ³	8,000,000	15-Jul-16	8,000,000	-	-	-	-	8,000,000
	LTI ⁴	1,825,000	19-Dec-16	1,825,000	5,444	-	-	-	1,825,000
	LTI ⁵	0	1-Dec-17	4,235,921	26,263	-	-	-	4,235,921
Stuart Rechner	STI	0		-	-	-	-	-	-
	LTI	0		-	-	-	-	-	-
		33,923,438		54,982,016	97,695	2,382,000	35,730	3,572,063	49,027,953

¹ STI Performance Rights issued on 19 December 2016 - partially vested and new shares issued on 31 July 2017. Remained lapsed

² STI Performance Rights issued on 1 December 2017 will vest as follows:

(a) Up to 50% of the STI Performance Rights will automatically vest if, the 30 day VWAP at 30 June 2018 is between 150% and 200% of \$0.019 per Share (see full terms and conditions)

(b) Up to 25% of the STI Performance Rights will vest, at the Board's discretion, upon the achievement of business development measures, including the delivery of the Company's Business Development Plan for 30 June 2018.

(c) Up to 25% of the STI Performance Rights will vest, at the Board's discretion, upon the achievement of operational and management objectives measured against the Company's Operational Plan by 30 June 2018.

³ LTI Performance Rights issued on 15 July 2016 will be granted in 2 tranches as follows:

- Tranche 1 comprises 5,000,000 Performance rights, and will vest on the establishment by the Company of a JORC Compliant 5 million tonne inferred Mineral Resource (or greater) of Li₂O of a grade of at least 1%; and

- Tranche 2 comprises 5,000,000 Performance Rights, and will vest on the establishment by the Company of a JORC Compliant 15 million tonne inferred Mineral Resource (or greater) of Li₂O of a grade of at least 1%.

⁴ LTI Performance Rights issued on 19 December 2016 will vest if the Company achieves a market capitalisation greater than \$50 million on or before 30 June 2020. Market capitalisation means the price of the Company's shares as quoted on ASX multiplied by the total number of Shares on issue.

⁵ LTI Performance Rights issued on 1 December 2017 will be granted if the Company achieves a market capitalisation greater than \$70 million on or before 30 June 2021. Market capitalisation means the price of the Company's shares as quoted on ASX multiplied by the total number of Shares on issue.

Share holdings of KMP

The number of ordinary shares in the Company held by each KMP of the Group during the 2018 and 2019 reporting periods is as follows:

2019	Balance at Beginning of Year	Granted as Remuneration during the Year	Issued on Exercise of Options/Vesting of Performance Rights during the Year	Other (Net) Changes during the Year ¹	Balance at End of Year
Anthony Wehby	3,062,770	-	-	6,677,129	9,739,899
Andrew Corbett	11,492,626	-	3,199,633	833,273	15,525,532
Andrew Paterson ²	1,571,190	-	2,723,092	(4,294,282)	-
Stuart Rechner	1,002,161	-	-	167,027	1,169,188
Mick Wilkes ³	-	-	-	2,800,000	2,800,000
Chris Drew ⁴	-	-	2,314,629	4,311,703	6,626,332
	17,128,747	-	8,237,354	10,494,850	35,860,951

¹ Changes during the year represent holding at the time of becoming or ceasing to be a KMP and not necessarily acquired or disposed

² Andrew Paterson resigned on 20 June 2019

³ Mick Wilkes was appointed on 6 July 2018

⁴ Chris Drew was appointed as CFO on 10 July 2019

2018	Balance at Beginning of Year	Granted as Remuneration during the Year	Issued on Exercise of Options/Vesting of Performance Rights during the Year	Other Changes during the Year	Balance at End of Year
Anthony Wehby	2,380,952	-	-	681,818	3,062,770
Andrew Corbett	9,523,808	-	1,287,000	681,818	11,492,626
Andrew Paterson	476,190	-	1,095,000	-	1,571,190
Stuart Rechner	-	-	-	1,002,161	1,002,161
	12,380,950	-	2,382,000	2,365,797	17,128,747

(i) Loans to key management personnel

There were no loans to individuals or members of KMP during the financial year or the previous financial year.

(j) Other KMP transactions

There have been no other transactions involving equity instruments other than those described in the tables above. For details of other transactions with KMP, refer to Note 21 Related Party Transactions.

END OF AUDITED REMUNERATION REPORT

SHARE OPTIONS

At the date of this report the unissued ordinary shares of the Company under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Held at 01 July 18	Issued	Lapsed / Cancelled	Held at 30 June 2019
22 Dec 16	22 Dec 19	2.5 cents	5,000,000	-	-	5,000,000
23 Aug 18	30 June 21	2.7 cents	-	7,375,909	-	7,375,909
9 Nov 18	30 June 21	2.7 cents	-	23,000,000	-	23,000,000
13 May 19	31 Dec 19	0.1 cents		2,000,000		2,000,000
13 May 19	31 Dec 20	0.1 cents		2,000,000		2,000,000

During the year ended 30 June 2018 and 30 June 2019, no ordinary shares in the Company were issued pursuant to the exercise of options. Apart from as described above, there have been no conversions to, calls of, or subscriptions for ordinary shares of issued or potential ordinary shares since the reporting date and before the completion of these financial statements.

No person entitled to exercise an option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

PROCEEDINGS ON BEHALF OF THE GROUP

No person has applied to any court pursuant to section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

INDEMNITIES GIVEN AND INSURANCE PREMIUMS PAID TO AUDITORS AND OFFICERS

The Company has entered into Deeds of Access, Indemnity and Insurance with each Director.

Under these deeds, the Company has undertaken, subject to the restrictions in the Corporations Act, to:

- a) indemnify each Director from certain liabilities incurred from acting in that position under specified circumstances;
- b) maintain directors' and officers' insurance cover (if available) in favour of each Director whilst that person maintains such office and for seven years after the Director has ceased to be a director;
- c) cease to maintain directors' and officers' insurance cover in favour of each Director if the Company reasonably determines that the type of coverage is no longer available. If the Company ceases to maintain directors' and officers' insurance cover in favour of a Director, then the Company must notify that Director of that event; and
- d) provide access to any Company records which are relevant to the Director's holding of office with the Company, for a period of seven years after the Director has ceased to be a Director.

During the year, the Company paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all directors and the company secretary.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of the insurance policies is not disclosed as such disclosure is prohibited under the terms of the contract.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

AUDIT COMMITTEE

The Board has established a separate Audit and Risk Management Committee to assist the Board to discharge its corporate governance duties in relation to implementing and maintaining appropriate policies and procedures relating to risk management, financial reporting, external and internal control and auditing.

NEW AND AMENDED STANDARDS ADOPTED BY THE GROUP

The Group has considered the implications of new or amended Accounting Standards which have become applicable for the current financial reporting period as set out below:

AASB 15 Revenue from contracts with customers

The Group has adopted AASB 15 revenue from contracts with customers with an initial application date of 1 July 2018. The Group has applied AASB 15 retrospectively with the cumulative effect of initially applying the standard recognised in opening retained earnings. The cumulative effect of initially applying the standard was nil, so no adjustment was required to net profit or opening retained earnings on transition as the group was not subject to any revenue from contracts with customers.

AASB 9 Financial Instruments

The Group has adopted AASB 9 Financial Instruments with an initial application date of 1 July 2018. The Group has applied AASB 9 retrospectively with the cumulative effect of initially applying the Standard recognised in retained earnings. The cumulative effect of initially applying the standard was nil, so no adjustment was required to net profit or opening retained earnings on transition.

NON AUDIT SERVICES

During the year the Company's auditor provided taxation and accounting services to the Company at a total cost of \$31,733.

AUDITORS' INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required by section 307C of the Corporations Act 2001 is included in this Annual Report. Hall Chadwick continues in office in accordance with section 327 of the Corporations Act 2001.

Pursuant to section 298(2) Corporations Act, this Directors' Report:

- a) is made in accordance with a resolution of the Directors; and
- b) is dated 17 September 2019; and
- c) is signed by Mr Anthony Wehby .



ANTHONY WEHBY

Non-Executive Chairman
Sydney, New South Wales
17 September 2019

**KINGSTON RESOURCES LIMITED
ABN 44 009 148 529
AND CONTROLLED ENTITIES**

**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF KINGSTON RESOURCES LIMITED**

SYDNEY

Level 40
2 Park Street
Sydney NSW 2000
Australia

Ph: (612) 9263 2600
Fx: (612) 9263 2800

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Kingston Resources Limited. As the lead audit partner for the audit of the financial report of Kingston Resources Limited for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.



Hall Chadwick
Level 40, 2 Park Street
Sydney NSW 2000



DREW TOWNSEND
Partner
Date: 17 September 2019

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Consolidated Statement of Financial Position

	Notes	Consolidated Group	
		2019	2018
		\$	\$
Current assets			
Cash and cash equivalents	8	5,197,394	4,379,799
Trade and other receivables	9	70,917	136,965
Financial assets	10	1,943	284,243
Other current assets		4,420	4,361
Total current assets		5,274,674	4,805,368
Non-current assets			
Non-current assets held for sale	11	-	1,800,000
Property, plant and equipment	13	123,385	188,172
Capitalised exploration expenditure	22	13,963,407	8,839,290
Other non-current assets		42,094	41,536
Total non-current assets		14,128,886	10,868,998
Total assets		19,403,560	15,674,366
Current liabilities			
Trade and other payables	14	396,113	386,007
Interest bearing liabilities		68,424	59,357
Provisions		44,989	64,921
Total current liabilities		509,526	510,285
Non-current liabilities			
Interest bearing liabilities		57,425	124,179
Total non-current liabilities		57,425	124,179
Total liabilities		566,951	634,464
Net assets		18,836,609	15,039,902
Equity			
Issued capital	15	74,817,881	69,244,553
Accumulated losses		(56,537,006)	(54,427,748)
Share based payment reserve	16	683,229	267,218
Foreign currency translation reserve		(127,495)	(44,121)
Total equity		18,836,609	15,039,902

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	Consolidated Group	
		2019	2018
		\$	\$
Continuing Operations			
Other income	2	113,500	116,635
Administration expenses		(381,384)	(568,643)
Employee benefits		(453,220)	(613,202)
Consultant and legal fees		(192,546)	(412,543)
Depreciation and amortisation expenses	3	-	(1,312)
Director fees		(199,473)	(102,150)
Share based payments expense		(891,274)	(268,672)
Loss on revaluation of assets at market value through profit and loss		-	(17,701)
Impairment of exploration expenditure	3, 22	-	(3,552,901)
Loss on sale of tenements		-	(408,444)
Other expenses		(71,975)	(8,774)
Foreign Exchange Gain/(Loss)		(163,634)	87,405
		<u>(2,240,006)</u>	<u>(5,750,302)</u>
Loss before income tax expense		(2,240,006)	(5,750,302)
Income tax expense	4	-	-
Loss for the year		<u>(2,240,006)</u>	<u>(5,750,302)</u>
Other comprehensive income/(loss)			
Other comprehensive income/(loss) – net of tax		-	-
Total comprehensive loss for the year		<u>(2,240,006)</u>	<u>(5,750,302)</u>
Basic loss per share (cents)		<u>(0.176)</u>	<u>(0.646)</u>
Diluted loss per share (cents)		<u>(0.176)</u>	<u>(0.646)</u>

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

Attributable to the shareholders of Kingston Resources Limited

	Ordinary Shares \$	Accumulated Losses \$	Foreign Exchange Reserves	Share based payment Reserve \$	Total Equity \$
Balance at 1 July 2017	58,262,992	(48,790,572)	-	267,950	9,740,370
Loss for the half year	-	(5,750,302)	-	-	(5,750,302)
Other comprehensive income	-	-	-	-	-
	58,262,992	(54,540,874)	-	267,950	3,990,068
Issue of Shares	11,284,574	-	-	-	11,284,574
Cost of share issue	(303,013)	-	-	-	(303,013)
Share based payments	-	-	-	112,394	112,394
Transfer from Option Reserve on Expiry of Options	-	113,126	-	(113,126)	-
Additions to reserves	-	-	(44,121)	-	(44,121)
Balance at 30 June 2018	69,244,553	(54,427,748)	(44,121)	267,218	15,039,902
Balance at 1 July 2018	69,244,553	(54,427,748)	(44,121)	267,218	15,039,902
Loss for the full year	-	(2,240,006)	-	-	(2,240,006)
Other comprehensive income	-	-	-	-	-
	69,244,553	(56,647,754)	(44,121)	267,218	12,799,896
Issue of Shares	5,703,184	-	-	-	5,703,184
Cost of share issue	(129,856)	-	-	-	(129,856)
Share based payments	-	-	-	546,759	546,759
Transfer from Option Reserve on Expiry of Options	-	130,748	-	(130,748)	-
Additions to reserves	-	-	(83,374)	-	(83,374)
Balance at 30 June 2019	74,817,881	(56,537,006)	(127,495)	683,229	18,836,609

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

	Notes	Consolidated Group	
		2019	2018
		\$	\$
Cash flows from operating activities			
Continued operations			
Interest received		63,290	56,956
Receipts from other income		16,842	59,679
Payments to suppliers and employees		(1,508,326)	(1,603,072)
Net cash used in operating activities	19	(1,428,194)	(1,486,437)
Cash flows from investing activities			
Payment for exploration and evaluation		(4,993,488)	(2,208,900)
Payment for acquisition of exploration assets		-	(393,690)
Proceeds from sale of exploration assets		2,103,597	300,000
Net cash used in investing activities		(2,889,891)	(2,302,590)
Cash flows from financing activities			
Proceeds from issue of shares and options		5,322,670	4,522,995
Transaction costs related to issue of shares, convertibles, or options		(129,859)	(303,013)
Repayment of borrowings		(59,753)	(15,499)
Net cash provided by financing activities		5,133,058	4,204,483
Net change in cash and cash equivalents held		814,973	415,456
Cash and cash equivalents at beginning of financial year		4,379,799	3,877,551
Cash contribution from acquisitions		-	84,098
Effect of movement in exchange rate on cash held		2,622	2,694
Cash and cash equivalents at end of financial year	8	5,197,394	4,379,799

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

This financial report includes the consolidated financial statements and notes of Kingston Resources Limited and controlled entities ('Consolidated Group' or 'Group').

For the purpose of preparing the consolidated financial statements, the Company is a for-profit entity.

Note 1: Statement of Significant Accounting Policies

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The consolidated financial statements are presented in the currency of Australian dollars.

Statement of Compliance

Compliance with Australian Accounting Standards ensures that the financial statements and notes of Kingston Resources Limited and its controlled entities comply with International Financial Reporting Standards (IFRS).

The financial statements were authorised for issue by the directors on 17 September 2019.

Basis of Preparation

The financial statements have been prepared on an accrual basis and are based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

Significant Accounting Policies

a) Principles of Consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2019. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June. A list of controlled entities is contained in Note 12 to the financial statements.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

b) Changes in Accounting Policies

New and amended Standards adopted by the Group

The Group has considered the implications of new or amended Accounting Standards which have become applicable for the current financial reporting period as set out below:

AASB 15 Revenue from contracts with customers

The Group has adopted AASB 15 revenue from contracts with customers with an initial application date of 01 July 2018. The Group has applied AASB 15 retrospectively with the cumulative effect of initially applying the standard recognised in opening retained earnings. The cumulative effect of initially applying the standard was nil, so no adjustment was required to net profit or opening retained earnings on transition as the group was not subject to any revenue from contracts with customers.

AASB 9 Financial Instruments

The Group has adopted AASB 9 Financial Instruments with an initial application date of 1 July 2018. The Group has applied AASB 9 retrospectively with the cumulative effect of initially applying the Standard recognised in retained earnings. The cumulative effect of initially applying the standard was nil, so no adjustment was required to net profit or opening retained earnings on transition.

c) New Accounting Standards and Interpretations

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2019. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 16 Leases

AASB 16: Leases (applicable to annual reporting periods beginning on or after 1 July 2019). When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

The main changes introduced by the new Standard are as follows:

- recognition of a right-of-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- depreciation of right-of-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- application of a practical expedient to permit a lessee to elect not to separate non-lease components and instead account for all components as a lease; and
- inclusion of additional disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

Although the directors anticipate that the adoption of AASB 16 will impact the Group's financial statements, the impact is not likely to be material where applicable.

New Conceptual Framework for Financial Reporting

A revised Conceptual Framework for Financial Reporting has been issued by the AASB and is applicable for annual reporting periods beginning on or after 1 January 2020. This release impacts for-profit private sector entities that have public accountability that are required by legislation to comply with Australian Accounting Standards and other for-profit entities that voluntarily elect to apply the Conceptual Framework. Phase 2 of the framework is yet to be released which will impact for-profit private sector entities. The application of new definition and recognition criteria as well as new guidance on measurement will result in amendments to several accounting standards. The issue of AASB 2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework, also applicable from 1 January 2020, includes such amendments. Where the consolidated entity has relied on the conceptual framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under Australian Accounting Standards, the consolidated entity may need to revisit such policies. The consolidated entity will apply the revised conceptual framework from 1 July 2020 and is yet to assess its impact.

d) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income). Current and deferred income tax expense (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

Current tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and its intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Deferred tax

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Tax consolidation

Kingston Resources Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liability (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The Group notified the Australian Taxation Office that it had formed an income tax consolidated group to apply from 1 July 2003.

e) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss on the statement of profit or loss and other comprehensive income.

Depreciation

The depreciable amount of all fixed assets is depreciated using the diminishing value method commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable asset are:

Class of Fixed Assets	Depreciation Rate
Office, furniture and equipment	5-40%
Vehicles and machinery	13-33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. The gains and losses are included in profit or loss in the statement of profit or loss and other comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

f) **Fair Value of Assets and Liabilities**

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

g) **Financial Instruments**

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in AASB 15.63.

Classification and subsequent measurement

Financial liabilities

Financial instruments are subsequently measured at:

- amortised cost; or
- fair value through profit or loss.

A financial liability is measured at fair value through profit and loss if the financial liability is:

- a contingent consideration of an acquirer in a business combination to which AASB 3: Business Combinations applies;

- held for trading; or
- initially designated as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

A financial liability is held for trading if:

- it is incurred for the purpose of repurchasing or repaying in the near term;
- part of a portfolio where there is an actual pattern of short-term profit taking; or
- a derivative financial instrument (except for a derivative that is in a financial guarantee contract or a derivative that is in an effective hedging relationship).

Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship are recognised in profit or loss.

The change in fair value of the financial liability attributable to changes in the issuer's credit risk is taken to other comprehensive income and are not subsequently reclassified to profit or loss. Instead, they are transferred to retained earnings upon derecognition of the financial liability. If taking the change in credit risk in other comprehensive income enlarges or creates an accounting mismatch, then these gains or losses should be taken to profit or loss rather than other comprehensive income.

A financial liability cannot be reclassified.

Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

Measurement is on the basis of two primary criteria:

- the contractual cash flow characteristics of the financial asset; and
- the business model for managing the financial assets.

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates;
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

The Group initially designates a financial instrument as measured at fair value through profit or loss if:

- it eliminates or significantly reduces a measurement or recognition inconsistency (often referred to as "accounting mismatch") that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases;

- it is in accordance with the documented risk management or investment strategy, and information about the groupings was documented appropriately, so that the performance of the financial liability that was part of a group of financial liabilities or financial assets can be managed and evaluated consistently on a fair value basis;
- it is a hybrid contract that contains an embedded derivative that significantly modifies the cash flows otherwise required by the contract.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

Equity instruments

At initial recognition, as long as the equity instrument is not held for trading and not a contingent consideration recognised by an acquirer in a business combination to which AASB 3:Business Combinations applies, the Group made an irrevocable election to measure any subsequent changes in fair value of the equity instruments in other comprehensive income, while the dividend revenue received on underlying equity instruments investment will still be recognised in profit or loss.

Regular way purchases and sales of financial assets are recognised and derecognised at settlement date in accordance with the Group's accounting policy.

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (ie the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity which was elected to be classified under fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Impairment

The Group recognises a loss allowance for expected credit losses on:

- financial assets that are measured at amortised cost or fair value through other comprehensive income;
- lease receivables;

- contract assets (eg amounts due from customers under construction contracts);
- loan commitments that are not measured at fair value through profit or loss; and
- financial guarantee contracts that are not measured at fair value through profit or loss.

Loss allowance is not recognised for:

- financial assets measured at fair value through profit or loss; or
- equity instruments measured at fair value through other comprehensive income.

Expected credit losses are the probability-weighted estimate of credit losses over the expected life of a financial instrument. A credit loss is the difference between all contractual cash flows that are due and all cash flows expected to be received, all discounted at the original effective interest rate of the financial instrument.

The Group uses the general approach to impairment, as applicable under AASB 9: *Financial Instruments*:

Under the general approach, at each reporting period, the Group assesses whether the financial instruments are credit-impaired, and if:

- the credit risk of the financial instrument has increased significantly since initial recognition, the Group measures the loss allowance of the financial instruments at an amount equal to the lifetime expected credit losses; or
- there is no significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

Recognition of expected credit losses in financial statements

At each reporting date, the Group recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

The carrying amount of financial assets measured at amortised cost includes the loss allowance relating to that asset.

Assets measured at fair value through other comprehensive income are recognised at fair value, with changes in fair value recognised in other comprehensive income. Amounts in relation to change in credit risk are transferred from other comprehensive income to profit or loss at every reporting period.

For financial assets that are unrecognised (eg loan commitments yet to be drawn, financial guarantees), a provision for loss allowance is created in the statement of financial position to recognise the loss allowance.

h) Impairment of Non-Financial Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

i) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge in which case they would be recognised in other comprehensive income.

j) Employee Benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits that are expected to be settled wholly within one year have been measured at the amounts expected to be paid when the liability is settled plus related on costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Equity-settled compensation

The Group operates a share-based compensation plan which includes a share option arrangement. The bonus element over the exercise price of the employee's services rendered in exchange for the grant of options is recognised as an expense in the statement of profit or loss and other comprehensive income, with a corresponding increase to an equity account. The total amount to be expensed over the vesting period is determined by reference to the fair value of the shares of the options granted. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions, the fair value of Performance Rights is ascertained using the Monte Carlo method.

k) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

l) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

m) Revenue and Other Income

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Research and development credits are treated as Other Income and recognised to the extent that the related expenditure has been expensed in the Statement of Profit and Loss and Other Comprehensive Income. Research and development credits that pertain to expenditure on any capitalised amounts remaining on the Statement of Financial Position are deferred accordingly to be recognised in-line with expensing of those items.

All revenue is stated net of the amount of goods and services tax (GST).

n) Exploration and Development Expenditure

Exploration, evaluation and development expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to capitalise costs in relation to that area of interest.

Costs of site restoration are provided over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with local laws and regulations and clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

o) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

p) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

q) Going Concern

The consolidated entity has incurred operating losses of \$2,240,006 (2018: \$5,750,302) and negative operating cash flows of \$1,428,194 (2018: \$1,486,437) for the year ended 30 June 2019. The consolidated entity's net current asset position as at 30 June 2019 was \$4,785,148 (2018: \$4,295,083) including \$5,197,394 in cash (2018: \$4,379,799).

During the financial year on 10 May 2019, the Company completed a placement issuing a total of 276 million shares at \$0.016 raising \$4.3m, alongside this an Entitlement Offer raised a further \$938,670 through the issuance of 58,666,858 shares at \$0.016. Details to this placement are described in Note 15. The entity has planned to use these funds largely on exploration activities, the expenditure of which can be varied and applied discretionarily.

Post year-end in August 2019 the Company raised a further \$3.1m through the placement of the shortfall from the Entitlement Offer, placing 192,793,865 shares at \$0.016.

The Company's 30 June 2019 cash balance of \$5,197,394 leaves it with sufficient funding to continue to meet operational expenditure requirements, including minimum exploration commitments across its tenement portfolio. Nevertheless, the nature of an exploration company is to have negative cash flow from operations, as such the Company considers it likely that it may need to raise equity from time to time as successfully demonstrated in February 2018, May 2019, and August 2019.

Taking into account the current cash reserves of the Company, the Directors are confident the Company has adequate resources to continue in its main business activity for the foreseeable future. As a result, the financial statements have been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business and at the amounts stated in the financial report.

r) Joint arrangements and associates

Associates are those entities over which the Group is able to exert significant influence but which are not subsidiaries.

A joint venture is an arrangement that the Group controls jointly with one or more other investors, and over which the Group has rights to a share of the arrangement's net assets rather than direct rights to underlying assets and obligations for underlying liabilities. A joint arrangement in which the Group has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

Investments in associates and joint ventures are accounted for using the equity method. Interests in joint operations are accounted for by recognising the Group's assets (including its share of any assets held jointly), its liabilities (including its share of any liabilities incurred jointly), its revenue from the sale of its share of the output arising from the joint operation, its share of the revenue from the sale of the output by the joint operation and its expenses (including its share of any expenses incurred jointly).

Any goodwill or fair value adjustment attributable to the Group's share in the associate or joint venture is not recognised separately and is included in the amount recognised as investment.

The carrying amount of the investment in associates and joint ventures is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate and joint venture, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Unrealised gains and losses on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key estimates – Impairment

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by management review using Black Scholes, Monte Carlo, or an agreed fair value. The related assumptions are detailed in Note 20. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience and manufacturers' warranties (for plant and equipment). In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

Exploration and evaluation of expenditure

Costs arising from exploration and evaluation activities are carried forward provided the rights to tenure of the area of the interest are current and such costs are expected to be recouped through successful development, or by sale, or where exploration and evaluation activities have not, at reporting date, reached a stage to allow a reasonable assessment regarding the existence of economically recoverable reserves. Costs carried forward in respect of an area of interest that is abandoned are written off in the year in which the decision to abandon is made. The carrying value of the capitalised exploration and evaluation expenditure is assessed for impairment whenever facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Such capitalised exploration expenditure is carried at the end of the reporting period at \$13,963,407 (see Note 22).

The Group has applied AASB 6 Exploration for and Evaluation of Mineral Resources.

Impairment

The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment at the cash generating unit level whenever facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount.

An impairment exists when the carrying amount of an asset or cash generating unit exceeds its estimated recoverable amount. The asset or cash generating unit is then written down to the recoverable amount. Any impairment losses are recognised in profit or loss on the statement of profit or loss and other comprehensive income.

	Consolidated Group	
	2019	2018
	\$	\$
2. OTHER INCOME		
Other income		
Interest from bank	63,290	56,956
DMIRS EIS funding	14,921	59,679
Consulting fees	13,991	-
Profit on sale of available for sale financial assets	21,298	-
Total income	<u>113,500</u>	<u>116,635</u>

3. DEPRECIATION AND ASSET IMPAIRMENTS

Depreciation and amortisation of non-current assets

Depreciation of:

- plant and equipment	-	1,312
Total depreciation and amortisation	<u>-</u>	<u>1,312</u>

Impairments

Impairment of exploration expenditure	-	3,552,901
Total impairments	<u>-</u>	<u>3,552,901</u>

4. INCOME TAX

(a) Income tax recognised in profit and loss

The prima facie tax expense (benefit) on operating result is reconciled to the income tax provided in the statement of profit or loss and other comprehensive income as follows:

	Consolidated Group	
	2019	2018
	\$	\$
Accounting loss before income tax	<u>(2,240,006)</u>	<u>(5,570,302)</u>
Income tax benefit calculated at 27.5%	(616,002)	(1,581,333)
Non-deductible expenses	305,559	137,527
Movement in unrecognised temporary differences	1,599,062	(195,677)
Unused tax losses and temporary differences not recognised as deferred tax assets	(1,288,619)	1,639,483
Income tax expense (benefit)	<u>-</u>	<u>-</u>

The tax rate used in the above reconciliation is the corporate tax rate of 27.5% payable by Australian corporate entities on taxable profits under Australian tax law.

(b) Analysis of deferred tax asset

No deferred tax assets have been recognised other than to offset deferred tax liabilities, as it is currently not probable that future taxable profit will be available to realise the asset. Potential deferred tax asset on carry forward losses amount to \$3,510,046 (2018: \$2,952,081).

Tax Consolidation

Effective 1 July 2003, for the purposes of income taxation, the Company and its 100% wholly-owned subsidiaries formed a tax consolidated group; the head entity of the tax consolidated group is Kingston Resources Limited.

5. INTERESTS OF KEY MANAGEMENT PERSONNEL

(a) Key management personnel compensation

Key management personnel (KMP) remuneration has been included in the Remuneration Report section of the Directors' Report.

The totals of remuneration paid to KMP of the Group during the 2019 and 2018 reporting periods are as follows.

	Consolidated Group	
	2019	2018
	\$	\$
Short-term employee benefits	913,809	553,750
Post-employment benefits	75,937	48,141
Equity-settled share-based payments	532,652	80,812
Total	<u>1,522,398</u>	<u>682,703</u>

6. AUDITOR REMUNERATION

Remuneration of the auditor of the Company for:

	Consolidated Group	
	2019	2018
	\$	\$
- auditing or reviewing the financial statements	33,526	51,628
- non-audit services	31,733	4,301
Total	<u>65,259</u>	<u>55,929</u>

7. LOSS PER SHARE

(a) Basic loss per share (cents per share)	(0.176)	(0.646)
(b) Diluted loss per share (cents per share)	(0.176)	(0.646)
(c) Weighted average number of ordinary shares on issue used in the calculation of basic loss per share	1,272,659,816	890,463,527
(d) Loss used in calculation of basic loss per share	(\$2,240,006)	(\$5,750,302)

There are no dilutive potential ordinary shares as the exercise of options to ordinary shares would have the effect of decreasing the loss per ordinary share and would therefore be non-dilutive.

8. CASH AND CASH EQUIVALENTS

	Consolidated Group	
	2019	2018
	\$	\$
Cash at bank and in hand	1,947,394	512,379
Short-term deposits	3,250,000	3,867,420
Total	<u>5,197,394</u>	<u>4,379,799</u>

Cash at bank earns interest at floating rates based on daily deposit rates. The carrying amounts of cash and cash equivalents represent fair value. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rate of between 1.5% and 2.3% per annum depending on term (2018: 1.5-2.3%).

	Consolidated Group	
	2019	2018
	\$	\$
9. TRADE AND OTHER RECEIVABLES		
Current		
Other receivables	70,917	136,965
Total current trade and other receivables	70,917	136,965

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter parties other than those receivables specifically provided for as mentioned within this note. The class of assets described as Other Receivables is considered to be the main source of credit risk related to the Group.

The Group applies the AASB 9 general approach to measuring expected credit losses, which permits the use of the lifetime expected loss provision for all other receivables. Under the general approach a nil expected loss rate was applied to all receivables as at 30 June 2019 and 30 June 2018.

	Consolidated Group	
	2019	2018
	\$	\$
10. FINANCIAL ASSETS		
Financial assets at fair value through profit and loss:		
At fair value		
Shares in listed entities	1,943	284,243
	1,943	284,243

Financial assets at fair value through profit and loss consist of investments in ordinary shares.

(i) Listed shares

The fair value of listed shares has been determined directly by reference to published price quotations in an active market.

	Consolidated Group	
	2019	2018
	\$	\$
11. NON CURRENT ASSETS HELD FOR SALE		
Non-current Assets Held for Sale		
Capitalised Exploration	-	1,800,000
Total current trade and other receivables	-	1,800,000

Kingston agreed the sale of its Northern Territory lithium assets on 28 June 2018, in order to focus on exploration activity at Misima and Livingstone.

12. CONTROLLED ENTITIES

Name	Country of Incorporation	Principal Activity	Beneficial Percentage Interest Held By Economic Entity	
			2019 %	2018 %
Slipstream WANT Pty Ltd	Australia	Mineral Exploration	100	100
Universal Rare Earths Pty Ltd	Australia	Mineral exploration	100	100
Fleurieu Mines Pty Ltd	Australia	Mineral exploration	100	100
Westernx Pty Ltd	Australia	Mineral exploration	100	100
Centex Resources Ltd (formerly U Energy Pty Ltd)	Australia	Mineral exploration	100	100
WCB Pacific Pty Limited	Australia	Mineral exploration	100	100
WCB Australia Pty Limited	Australia	Mineral exploration	100	100
WCB PNG Limited	Papua New Guinea	Mineral exploration	100	100
WCB PNG Exploration Limited	Papua New Guinea	Mineral exploration	100	100
Gallipoli Exploration (PNG) Limited	Papua New Guinea	Mineral exploration	70	49

Consolidated Group	
2019	2018
\$	\$

13. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment – at cost	452,714	253,441
Exchange rate adjustment on opening balance	2,678	-
Acquisitions for the year	-	199,273
Disposals	-	-
Closing balance	455,392	452,714
Accumulated depreciation		
Opening balance	264,542	252,129
Exchange rate adjustment on opening balance	147	-
Depreciation for the year	67,318	12,413
Accumulated Depreciation on disposal	-	-
Closing balance – accumulated depreciation	332,007	264,542
Net book value – plant and equipment	123,385	188,172
Total property, plant and equipment, net	123,385	188,172

	Plant and equipment	Total
	\$	\$
(a) Movements in carrying amounts		
Balance at 1 July 18	188,172	188,172
Acquisitions	-	-
Disposals	-	-
Depreciation	(67,318)	(67,318)
Movement due to exchange rate	2,531	2,531
Balance at 30 June 19	<u>123,385</u>	<u>123,385</u>
Balance at 1 July 17	1,312	1,312
Acquisitions	199,273	199,273
Disposals	-	-
Depreciation	(12,413)	(12,413)
Balance at 30 June 18	<u>188,172</u>	<u>188,172</u>

	Consolidated Group	
	2019	2018
	\$	\$
14. TRADE AND OTHER PAYABLES		
Trade payables – unsecured	483,205	195,684
Other payables and accruals	(87,092)	190,323
Total	<u>396,113</u>	<u>386,007</u>

Given the short term nature of these amounts, their carrying value approximates their fair value.

	Consolidated Group			
	30 June 2019		30 June 2018	
	Number of Fully Paid Ordinary Shares	\$	Number of Fully Paid Ordinary Shares	\$
15. ISSUED CAPITAL				
(a) Movements in contributed equity for the year				
Balance at the beginning of the year	1,214,961,029	69,244,553	665,769,985	58,262,992
- 18 July 2018	8,237,354	197,696		
- 29 April 2019	164,062,500	2,625,000		
- 6 May 2019	2,250,000	36,000		
- 7 May 2019	90,350,000	1,445,600		
- 9 May 2019	28,900,000	460,218		
- 5 June 2019	58,666,858	938,670		
Shares issued during the previous financial year:				
- 31 July 2017			3,312,751	41,289
- 17 November 2017			302,601,971	6,052,039
- 17 November 2017			15,220,351	225,000
- 17 November 2017			6,052,035	114,989
- 8 December 2017			16,413,039	328,261
- 13 February 2018			194,000,000	4,267,996
- 8 March 2018			11,590,897	255,000
Less capital raising costs		(129,856)	-	(303,013)
Total contributed equity	<u>1,567,427,741</u>	<u>74,817,881</u>	<u>1,214,961,029</u>	<u>69,244,553</u>

The Company has issued share capital amounting to 1,567,427,741 (2018: 1,214,961,029) fully paid ordinary shares of no par value. At shareholders' meetings each fully paid ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

On 10 May 2019, the Company completed a capital raising via placement issuing a total of 276,000,000 shares at \$0.016 raising \$4.3m, alongside this an Entitlement Offer raised a further \$938,670 through the issuance of 58,666,858 shares at \$0.016. For details on the remaining shares issued during the year see Note 20.

During the financial year no fully paid ordinary shares were issued as a result of the exercise of options. No ordinary shares have been issued since the end of the financial year as a result of the exercise of options.

(b) Options

- (i) For information relating to the Company's employee and consultant option scheme, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year end, refer to Note 20 Share-based Payments.
- (ii) For information relating to share options issued to key management personnel during the financial year, refer to the Directors' Report.

(c) Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing its financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management debts levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

16. RESERVES

(a) Share-based Payment Reserve

The share-based payment reserve records items recognised as expenses on valuation of unlisted employee and consultant option incentive scheme options and performance rights. Refer to Note 20 Share-based Payments for further details.

17. COMMITMENTS AND CONTINGENCIES

The Group has certain obligations to perform minimum exploration work and to expend minimum amounts of money on such work on mining tenements. These obligations may be varied from time to time subject to approval and are expected to be fulfilled in the normal course of the operations of the Group. These commitments have not been provided for in the financial report. Due to the nature of the Group's operations in exploring and evaluating areas of interest, it is difficult to accurately forecast the nature and amount of future expenditure beyond the next year. Expenditure may be reduced by seeking exemption from individual commitments, by relinquishing of tenure or by new joint venture arrangements. Expenditure may be increased when new tenements are granted or joint venture agreements amended. The minimum expenditure commitment on the tenements is:

	Consolidated Group	
	2019	2018
Exploration commitment	\$	\$
Not later than one year	102,000	464,400
Later than one year and less than five years	210,241	1,358,803

In April 2018 the Group entered into a three year finance lease for the purchase of exploration equipment on Misima Island. The future minimum lease payments are as follows:

	Consolidated Group	
	2019	2018
	\$	\$
Finance lease commitment		
Not later than one year	68,424	59,357
Later than one year and less than five years	57,425	124,179

The Group is a party to rental leases for its office premises. The future minimum lease payments are as follows:

	Consolidated Group	
	2019	2018
	\$	\$
Operating lease commitment		
Not later than one year	54,775	37,125
Later than one year and less than five years	42,822	13,600

18. SEGMENT REPORTING

The Group has identified that it has no operating segments disaggregated within the consolidated entity. This has been determined based on the fact that the board of directors (chief operating decision makers) assesses performance of the consolidated entity with no further review at a disaggregated level.

The Group operates in one segment being Exploration and Evaluation of Minerals. Thus, segmented disclosures are not required.

19. CASH FLOW INFORMATION

(a) Reconciliation to Statement of Cash Flows

For the purposes of the Statement of Cash Flows, cash and cash equivalents are as reported above.

	Consolidated Group	
	2019	2018
	\$	\$
Reconciliation of Loss from Ordinary Activities to Net Cash Flows from Operating Activities		
Loss for the year	(2,240,006)	(5,750,302)
Depreciation	-	1,312
Share-based payments	891,274	268,672
Impairment of exploration expenditure	-	3,552,901
Revaluation of assets at FVTPL	-	17,701
Loss on sale	(21,298)	408,444
Unrealised fx (gain)/losses	162,445	(87,406)
Changes in assets and liabilities		
Decrease/(increase) in trade and other receivables	(65,880)	(19,909)
Decrease in prepayments	-	13,144
(Decrease) in trade payables	10,236	27,222
(Decrease)/increase in other payables, provisions and accruals	(296,725)	81,595
Exchange rate impact on balances	-	189
Net cash flows from operating activities	<u>(1,428,194)</u>	<u>(1,486,437)</u>

20. SHARE-BASED PAYMENTS

- (i) Share options and performance rights are granted to employees and directors of the Company, or any Associated Body Corporate of the Company.

The following employee share-based payment arrangements existed at 30 June 2019.

Share options:

Date of grant	Share-based payment	Number granted	Value	Share price on issue	Exercise Price	Expiry
28 Aug 2018	LTI Options	7,375,909	\$75,629	\$0.022	\$0.027	30 June 2021
09 Nov 2018	LTI Options	23,000,000	\$259,871	\$0.024	\$0.027	30 June 2021
13 May 2019	LTI Options	2,000,000	-	\$0.017	\$0.001	31 December 2019
13 May 2019	STI Options	2,000,000	-	\$0.017	\$0.001	31 December 2020
			\$335,500			

Performance Rights:

Date of grant	Share-based payment	Number granted	Value	Expiry
19 Dec 2016	LTI Performance Rights ¹	3,695,625	\$11,024	30 June 2020
1 Dec 2017	LTI Performance Rights ²	8,577,740	\$53,182	30 June 2021
28 Aug 2018	LTI Performance Rights ³	5,350,568	\$31,782	30 June 2022
28 Aug 2018	STI Performance Rights ⁴	5,350,568	\$7,166	31 July 2019
9 Nov 2018	LTI Performance Rights ³	11,198,863	\$84,932	30 June 2022
9 Nov 2018	STI Performance Rights ⁴	6,719,318	\$21,287	31 July 2019
8 April 2019	LTI Performance Rights ⁵	1,500,000	-	8 April 2021

¹ These Performance Rights will be granted if the Company achieves a market capitalisation* greater than \$50 million on or before 30 June 2020.

² These Performance Rights will be granted if the Company achieves a market capitalisation greater than \$70 million on or before 30 June 2021.

³ These Performance Rights will be granted if the Company achieves a market capitalisation greater than \$70 million on or before 30 June 2022.

⁴ These Performance Rights will be granted in 3 tranches as follows (subject to satisfaction of the applicable Performance Hurdles and Vesting Conditions):

- Up to 50% of the STI Performance Rights will vest if, the share price as quoted on ASX at the close of trading on 30 June 2018 is 120% to 150% of the June 2018 VWAP.
- Up to 50% of the STI Performance Rights will vest, at the Board's discretion, upon the achievement of operational performance measures, including the delivery of the Company's Operational Plan for 30 June 2019.

⁵ These Performance Rights have been granted to key employees as a retention incentive. 50% will grant if the holders remain employed as at 8 April 2020, the remaining 50% will be granted if the holders are employed as at 8 April 2021

* Market capitalisation means the price of the Company's shares as quoted on ASX multiplied by the total number of Shares on issue

The principal assumptions used in estimating the value of the STI and LTI options include volatility of 85% determined with reference to the Company's historic volatility and the volatility of peer group companies, and a risk free interest rate of 1.9%.

On 31 July 2018 Kingston issued senior management 8,237,354 shares on the vesting of FY18 STI Performance rights (8,237,354 lapsed).

The number and weighted average exercise prices of share options granted to employees and directors is as follows:

	2019		2018	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at beginning of period	13,500,000	\$0.07	27,000,000	\$0.06
Issued during the period	34,375,909	\$0.024		
Expired during the period	13,500,000	\$0.07	13,500,000	\$0.04
Outstanding at year-end	34,375,909	\$0.024	13,500,000	\$0.07
Exercisable at year-end	30,375,909	\$0.027	13,500,000	\$0.07

(ii) Other share-based payments granted to third parties.

Share options:

Date of grant	Share-based payment	Number granted	Value	Share price on issue	Exercise Price	Expiry
22 Dec 2016	Options on acquisition ¹	5,000,000	\$39,282	\$0.017	\$0.025	22 Dec 2019
			\$39,282			

¹ On 22 December 2016, Kingston granted Trillbar Resources Pty Ltd 5,000,000 options (exercisable at 2.5c, expiry 22 December 2019) in partial consideration for an option over the Livingstone Gold Project.

There were no options exercised during the year ended 30 June 2019 (2018: nil).

Ordinary shares:

- On 29 April 2019, Kingston granted 7,812,500 shares in settlement of placement fees to DELPHI Unternehmensberatung AG. The shares were valued at \$0.016 per share (total value of \$125,000).
- On 9 May 2019, Kingston granted 1,500,000 shares in settlement of marketing and advisory fees to S3 Consortium Pty Ltd. The shares were valued at \$0.016 per share (total value \$21,818)

21. RELATED PARTY TRANSACTIONS

(a) Key Management Personnel

Key management personnel compensation and transactions have been included in the Remuneration Report section of the Directors' Report and Note 5 Interests of Key Management Personnel. There were no other transactions with Key management personnel.

(b) Directors' Interests

As at 30 June 2019 the relevant interests of each of the Directors, held either directly or indirectly through their associates, in the securities of Kingston are as follows:

Director	Fully Paid Ordinary Shares (KSN)	Unlisted LTI Options ¹
Anthony Wehby ²	9,739,899	3,000,000
Andrew Corbett ³	15,525,532	7,500,000
Stuart Rechner ⁴	1,169,188	3,000,000
Mick Wilkes ⁵	2,800,000	3,000,000
Andrew Paterson ⁶	-	-

¹ Unlisted Long Term Incentive (LTI) Options exercisable at \$0.027 each and expiring on 30 June 2021

² Anthony Wehby holds a relevant interest in Shares and Options as he is a related party to Mrs Rosemary Wehby, who is the registered holder of the Shares and Options. He also has a relevant interest in the Shares as the registered holder.

³ Andrew Corbett holds a relevant interest in the specified number of Shares and Options as a result of being a director of Milamar Group Pty Ltd as trustee of Milamar Family Trust, which is the registered holder of those Shares and Options

⁴ Stuart Rechner holds a relevant interest in the specified number of Shares as a result of being a director of Osmium Holdings Pty Limited as trustee of Ferndale Superannuation Fund

⁵ Michael Wilkes appointed on 6 July 2018

⁶ Andrew Paterson resigned on 20 June 2019

22. CAPITALISED EXPLORATION EXPENDITURE

	Notes	
	Consolidated Group	
	2019	2018
	\$	\$
Opening Balance	8,839,290	6,230,407
Acquisition of Livingstone Gold Project	-	328,261
Acquisition of WCB Resources	-	6,453,600
Foreign exchange adjustment	-	75,489
Exploration assets sold	-	(1,008,444)
Impairment of assets	-	(3,552,901)
Transfer to non-current assets held for sale	-	(1,800,000)
Capitalised exploration expenditure	5,124,117	2,112,878
Total exploration expenditure capitalised	<u>13,963,407</u>	<u>8,839,290</u>

An impairment assessment was undertaken of the Group's exploration assets at the end of FY19. Nothing has come to the Company's attention to indicate that amounts recorded as Capitalised Exploration Expenditure as at 30 June 2019 are not reasonable, require impairment, or do not meet the requirements of AASB 6.

Of the total \$13,963,407 capitalised exploration expenditure, \$12,128,846 is attributable to the Misima Gold Project, \$1,717,713 is attributable to the Livingstone Gold Project, and \$116,848 is other projects.

23. FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise receivables, payables, FVTPL financial assets, cash and short-term deposits and a finance lease.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The Company uses different methods to measure and manage different types of risks to which it is exposed. These included monitoring levels of exposure to interest rate and market forecasts for interest rate. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks are summarised below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents, trade and other receivables and FVTPL financial assets. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount net of any provisions for these assets as disclosed in the statement of financial position and notes to the financial statements.

The Group has adopted a policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial loss from defaults. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit evaluations including an assessment of their independent credit rating, financial position, past experience and industry reputation. Risk limits are set for each individual customer in accordance with parameters set by the Board. These risk limits are regulatory monitored. The Group does not require collateral in respect of financial assets.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. At the reporting date there were no significant concentrations of credit risk. Refer to Note 9 for further information on impairment of financial assets that are past due.

(b) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management. The Group manages the liquidity risk by maintaining adequate cash reserves, and by continuously monitoring forecast and actual cash flows while matching the maturity profiles of financial assets and liabilities. There are no material financial assets or financial liabilities that are subjected to liquidity risk as at 30 June 2019 or 30 June 2018.

(c) Interest rate risk

The Group's current exposure to the risk of changes in market interest rates relate primarily to cash assets rates. The Group does not account for fixed rate financial assets and liabilities at fair value through profit or loss.

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how profit / (loss) and equity values reported at reporting date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. The Group's main interest rate risk arises from cash and cash equivalents with variable interest rates.

	Consolidated Group	
	2019	2018
	\$	\$
Financial assets		
Cash and cash equivalents	5,197,394	4,379,799
	<u>5,197,394</u>	<u>4,379,799</u>
Impact on post tax profit / (loss) and equity		
+ 2% in interest rate	103,948	87,596
- 2% in interest rate	(103,948)	(87,596)

(d) Foreign currency risk

The Group is not exposed to significant financial risks from movements in foreign exchange rates. The Group does not participate in any type of hedging transactions or derivatives. Therefore, no sensitivity analysis is required.

(e) Price risk

The Group's exposure to commodity and equity securities price risk is minimal. Equity securities price risk arises from investments in equity securities. The majority of the equity investments are of a high quality and are publicly traded on the ASX.

The price risk for both listed and unlisted securities is immaterial in terms of a possible impact on profit and loss or total equity and as such a sensitivity analysis has not been completed.

(f) Fair value

For the financial assets and liabilities disclosed in this note, the fair value approximates their carrying value.

The aggregate fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to and forming part of the financial statements.

	Footnote	2019		2018	
		Net Carrying Value	Fair Value	Net Carrying Value	Fair Value
		\$	\$	\$	\$
Consolidated Group					
Financial assets					
Cash and cash equivalents	(i)	5,197,394	5,197,394	4,379,799	4,379,799
Trade and other receivables	(i)	70,917	70,917	136,965	136,965
Financial assets at fair value	(ii)	1,943	1,943	284,243	284,243
Total financial assets		<u>5,270,254</u>	<u>5,270,254</u>	<u>4,801,007</u>	<u>4,801,007</u>

	Footnote	2019		2018	
		Net Carrying Value \$	Fair Value \$	Net Carrying Value \$	Fair Value \$
Financial liabilities					
Trade and other payables	(i)	396,113	396,113	386,007	386,007
Interest bearing liabilities		125,849	125,849	183,536	183,536
Total financial liabilities		521,962	521,962	569,543	569,543

The fair values disclosed in the above table have been determined based on the following methodologies:

- (i) Cash and cash equivalents, trade and other receivables and trade and other payables are short-term instruments in nature whose carrying value is equivalent to fair value. Trade and other payables exclude amounts provided for annual leave, which is not considered a financial instrument.
- (ii) For financial assets at fair value through profit and loss, closing quoted bid prices at the end of the reporting period used. These listed investments are included within level 1 of the hierarchy of financial assets.
- (iii) Interest bearing liabilities are carried at amortised cost.

24. PARENT COMPANY INFORMATION

	Parent Entity	
	2019 \$	2018 \$
Assets		
Current assets	5,048,911	4,495,353
Non-current assets	13,603,406	10,986,926
Total assets	18,652,317	15,482,279
Liabilities		
Current liabilities	190,528	428,239
Non-current liabilities	-	-
Total liabilities	190,528	428,239
Equity		
Issued capital	74,817,881	69,244,554
Accumulated losses	(57,039,322)	(54,457,732)
Reserves		
Share-based payments	683,229	267,218
Total equity	18,481,788	15,054,040
Financial performance		
Loss for the year	(2,712,587)	(5,744,449)
Other comprehensive income / (loss)	-	-
Total comprehensive loss	(2,712,587)	(5,744,449)

Contractual commitments

There are no contractual commitments for the parent entity during the financial year. Refer to note 17 for exploration commitments.

26. SUBSEQUENT EVENTS

On 1 July 2019 it was announced that 7,058,823 3c options expired, 13,500,000 7c options expired, and 29,000,000 performance rights expired on 30 June 2019.

On 25 July 2019 5,698,978 STI performance rights vested.

On 19 August 2019 the Company completed the placement of the shortfall from its Entitlement Offer announced on 3 May 2019. The shortfall of 192,793,865 shares was placed at the Entitlement Offer price of \$0.016c per share raising \$3,084,702 before fees.

Other than the above, there has been no other matter or circumstance which has arisen since 30 June 2019 that has significantly affected or may significantly affect:

- a) Kingston Resources Limited's operations in future financial years; or
- b) the results of those operations in future financial years; or
- c) Kingston Resources Limited's state of affairs in future financial years.

Directors' Declaration

The Directors of the Company declare that:

1. In the opinion of the Directors of the Company:
 - (a) the financial statements and notes set out on page 21 to 48, and the Remuneration disclosures that are contained in page 10 to 17 of the Remuneration Report in the Directors' Report, are in accordance with the Corporations Act 2001, including:
 - (i) giving true and fair view of the Group's financial position as at 30 June 2019 and of its performance, for the financial year ended on that date;
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - (iii) complying with International Financial Reporting Standards as disclosed in Note 1.
 - (b) the remuneration disclosures that are contained in page 10 to 17 of the Remuneration Report in the Directors' Report comply with Australian Accounting Standard AASB 124 Related Party Disclosures.
 - (c) the directors have been given the declaration required by s295A of the Corporations Act 2001 by the persons undertaking the roles of Managing Director and Chief Financial Officer.
2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Board of Directors.



ANTHONY WEHBY
Non-Executive Chairman
Sydney, New South Wales

17 September 2019

**KINGSTON RESOURCES LIMITED
ABN 44 009 148 529
AND CONTROLLED ENTITIES****INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
KINGSTON RESOURCES LIMITED****SYDNEY**

Level 40
2 Park Street
Sydney NSW 2000
Australia
Ph: (612) 9263 2600
Fx: (612) 9263 2800

Report on the Financial Report**Opinion**

We have audited the financial report of Kingston Resources Limited and Controlled Entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information and the directors' declaration.

In our opinion the accompanying financial report of Kingston Resources Limited and Controlled Entities is in accordance with the *Corporations Act 2001*, including;

- a. giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(q) in the financial report, which indicates that the Group incurred a net loss after tax of \$2,240,006 during the year ended 30 June 2019 and had net operating cash outflows of \$1,428,194 for the year then ended. As stated in Note 1(q), these events or conditions, along with other matters as set forth in Note 1(q), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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KINGSTON RESOURCES LIMITED
ABN 44 009 148 529
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
KINGSTON RESOURCES LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2019. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter

How Our Audit Addressed the Key Audit Matter

Capitalised Exploration Expenditure

Refer to Note 22 "Capitalised Exploration Expenditure"

At 30 June 2019, the Group had capitalised exploration assets of \$13,963,407. The Group's accounting policy in respect of exploration and evaluation assets is outlined in Note 1(n).

This is a key audit matter because the carrying value of the assets are material to the financial statements and significant judgement is applied in determining whether an indicator of impairment exists in relation to capitalised exploration and expenditure assets in accordance with Australian Accounting Standard AASB 6 "Exploration for and Evaluation of Mineral Resources".

Our Procedures included, amongst others:

- We confirmed the existence and tenure of the exploration assets in which the Group has a contracted interest by obtaining confirmation of title from the relevant PNG government agency.
- We obtained executed agreements evidencing the Group's interest in those exploration assets and confirmed the currency and good standing of those agreements.
- In assessing whether an indicator of impairment exists in relation to the Group's exploration assets in accordance with AASB 6 – Exploration for and Evaluation of Mineral Resources, we:
 - examined the minutes of the Group's board meetings and updates from the Group's exploration partners;
 - tested the significant inputs in the Group's cash flow forecasts for consistency with their future activity regarding the exploration assets.
 - discussed with management the Group's ability and intention to undertake further exploration activities.
- We tested a sample of additions of capitalised exploration expenditure to supporting documentation.

**KINGSTON RESOURCES LIMITED
ABN 44 009 148 529
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
KINGSTON RESOURCES LIMITED**

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Share-Based Payments	
Refer to Note 20 "Share-Based Payments"	
<p>During the year ended 30 June 2019, the Company issued performance options and shares to employees including key management personnel, which were accounted for as share-based payments under AASB 2: Share Based Payments.</p>	<p>Our audit procedures included but not limited to:</p> <ul style="list-style-type: none"> • Evaluating management's assessment of the valuation and recognition of the performance options and shares.
<p>Share-based payments are a complex accounting area including assumptions utilised in the fair value calculations and judgments regarding the performance options and shares issued during the year. There is a risk in the financial report that amounts are incorrectly recognised and/or inappropriately disclosed.</p>	<ul style="list-style-type: none"> • Obtaining an understanding of the key terms and conditions of the performance options and shares by inspecting relevant agreements.
<p>Refer to Note 1 of the financial report for a description of the accounting policy and significant estimates and judgements applied to these transactions.</p>	<ul style="list-style-type: none"> • Holding discussions with management to understand the share-based payments arrangements in place and evaluating management's assessment of the likelihood of meeting the performance condition attached to the options.
	<ul style="list-style-type: none"> • Recalculating the estimated fair value of the performance options using the Black-Scholes option valuation methodology, including assessing the reasonableness of the key inputs used in the Company's valuation model. • Reviewing the adequacy of the Company's disclosures in respect of the accounting treatment of share-based payments in the financial statements, including the significant judgments involved, and the accounting policy adopted

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

KINGSTON RESOURCES LIMITED
ABN 44 009 148 529
AND CONTROLLED ENTITIES

**INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
KINGSTON RESOURCES LIMITED**

Responsibilities of the Directors for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

KINGSTON RESOURCES LIMITED
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AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE OWNERS OF
KINGSTON RESOURCES LIMITED

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the remuneration report included in pages 12 to 19 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of Kingston Resources Limited for the year ended 30 June 2019 complies with s 300A of the *Corporations Act 2001*.

Auditor's Opinion

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.



Hall Chadwick
Level 40, 2 Park Street
Sydney, NSW 2000



DREW TOWNSEND

Partner

Dated: 17 September 2019

CORPORATE GOVERNANCE STATEMENT

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such Kingston Resources Limited has adopted the third edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council and became effective for financial years beginning on or after 1 July 2014.

The Company's Corporate Governance Statement for the financial year ending 30 June 2019 was approved by the Board on 12 September 2019. The Corporate Governance Statement can be located on the Company's website www.kingstonresources.com.au

Additional Information required by the Australia Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report.

This additional information was applicable as at 30 August 2019.

SHAREHOLDER INFORMATION

Distribution of Ordinary Shares at 30 August 2019

Distribution	No. of Shareholders (ASX code – KSN)
100,001 and Over	725
10,001 to 100,000	655
5,001 to 10,000	31
1,001 to 5,000	92
1 to 1,000	146
Total	1,649

There are 444 holders of less than a marketable parcel of the Company's fully paid ordinary shares.

Statement of Top 20 Shareholders of the Quoted Equity Securities at 30 August 2019

Contributed Equity (ASX code – KSN)

Name	Holding	%
1. WINCHESTER INVESTMENTS GROUP PTY LIMITED	205,000,000	11.61
2. DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	164,062,500	9.29
3. FARJOY PTY LTD	151,871,402	8.60
4. SLIPSTREAM RESOURCES INVESTMENTS PTY LTD	135,000,000	7.64
5. SANDFIRE RESOURCES NL	113,499,999	6.43
6. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	76,293,820	4.32
7. CITICORP NOMINEES PTY LIMITED	33,139,230	1.88
8. PASAGEAN PTY LIMITED	25,000,000	1.42
9. CARPENTARIA CORPORATION PTY LTD	23,203,074	1.31
10. MR SCOTT ARCHIE FERGUSON	22,570,127	1.28
11. TRILLBAR RESOURCES PTY LTD	21,913,039	1.24
12. SOARAWAY DEVELOPMENT PTY LTD	18,567,922	1.05
13. ALBIANO HOLDINGS PTY LTD	17,190,000	0.97
14. MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	16,470,254	0.93
15. BERNE NO 132 NOMINEES PTY LTD	15,625,000	0.88
16. EVACAP PTY LTD	14,500,000	0.82
17. EGMONT PTY LTD	12,500,000	0.71
18. MILAMAR GROUP PTY LTD	11,792,626	0.67
19. TLG TRADING PTY LTD	11,000,000	0.62
20. YUCAI AUSTRALIA PTY LTD	10,773,250	0.61
Top 20 Total	1,099,972,243	62.29
Other Shareholders	665,948,341	37.71
Total on Issue	1,765,920,584	100.00

Substantial Shareholders at 30 August 2019

The names of the substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

Winchester Investments Group Pty Limited – 205,000,000 fully paid ordinary shares

Delphi Unternehmensberatung Aktiengesellschaft – 164,062,500 fully paid ordinary shares

Farjoy Pty Ltd – 151,871,402 fully paid ordinary shares

Slipstream Resources Investments Pty Ltd – 135,000,000 fully paid ordinary shares

Sandfire Resources NL – 113,499,999 fully paid ordinary shares

Number of Holders of Each Class of Securities at 30 August 2019

As at 30 August 2019, the Company had 1,765,920,584 fully paid ordinary shares held by 1,649 individual shareholders and:

- 4,000,000 unlisted options (KSNSTU01 and KSNSTU02) held by two individual option holders;
- 5,000,000 unlisted options (KSNLTU04) held by one individual option holder; and
- 30,375,909 unlisted options (KSNLTU06) held by eight individual option holders.

Voting Rights

The Company's share capital is of one class with the following voting rights:

Ordinary shares

- a) each shareholder entitled to vote, may vote in person or by proxy, attorney or representative;
- b) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- c) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held, or in respect of which he / she is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

2. STATEMENT OF RESTRICTED SECURITIES

The Company had 6,862,645 securities subject to voluntary escrow which were released from escrow on 17 November 2018. The Company has no restricted securities at 30 August 2019.

3. UNQUOTED SECURITIES

Holder	#Options over Ordinary Shares	Expiry Date	Exercise Price
Director and Employee Options	30,375,909	30 June 2021	\$0.27
Shareholder Options	5,000,000	22 December 2019	\$0.025
Employee Options	2,000,000	31 March 2020	\$0.001
Employee Options	2,000,000	31 December 2020	\$0.001
Performance Rights	3,695,625	30 June 2020	Nil (Vesting Conditions)
Performance Rights	8,577,740	30 June 2021	Nil (Vesting Conditions)
Performance Rights	16,549,431	30 June 2022	Nil (Vesting Conditions)
Performance Rights	1,500,000	8 April 2021	Nil (Vesting Conditions)
Total Unlisted Securities on Issue	69,698,705		

4. ON MARKET BUY BACK

The Company does not currently have an on market buy back in operation.

5. TENEMENT SCHEDULE

Tenement	Project/Name	Status	Ownership
EL1747	Misima	Live	70%
Subtotals PNG			
Tenement	Project/Name	Status	Ownership
E 70/4822	Greenbushes	Pending	100 %
E 52/3403	Livingstone	Live	75%
E 52/3667	Livingstone	Pending	75%
Subtotals WA			
Tenement	Project/Name	Status	Ownership
EL31534	Boxhole	Live	100%
EL31535	Trackrider	Live	100%
Subtotals NT			
Total KSN tenure			