



Kingsgate
Consolidated Limited

ABN 42 000 837 472

Notice of AGM – 2015

Notice of Annual General Meeting

and Explanatory Memorandum to Shareholders

Meeting to be held at the Museum of Sydney,
corner of Phillip and Bridge Streets, Sydney NSW on
Thursday, 26 November 2015 at 2.00pm Sydney time.

A Proxy Form is enclosed with this Notice

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting please complete and return
the enclosed Proxy Form in accordance with the specified instructions.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of Shareholders of Kingsgate Consolidated Limited will be held at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney NSW, on Thursday 26 November 2015, at 2.00pm Sydney time.

Business

Item 1 Financial Report

To receive and consider the Company's Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2015.

Resolution 1

Re-election of Sharon Skeggs as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Sharon Skeggs, a Director of the Company ceasing to be a Director in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified her candidature for the office, be re-elected as a Director of the Company.

Resolution 2

Re-election of Peter McAleer as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Peter McAleer, a Director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a Director of the Company.

Resolution 3

Re-election of Peter Alexander as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Peter Alexander, a Director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a Director of the Company.

Resolution 4

Election of James Howard as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That James Howard, being eligible and having signified his candidature for the office, be elected as a Director of the Company.

Resolution 5

Approval of Remuneration Report

To consider and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

To adopt the Remuneration Report for the year ended 30 June 2015.

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion – Key Management Personnel (KMP)

The Company will disregard any votes cast on Resolution 5:

- › by or on behalf of a member of the Key Management Personnel of the Company (KMP); or
- › by or on behalf of a Closely Related Party of the KMP.

A member of the KMP or Closely Related Party may cast a vote as proxy for a person who is not a member of the KMP or a Closely Related Party where either the proxy is directed how to vote on the resolution or the proxy is the Chair of the Meeting and is expressly authorised to exercise the proxy.

Participation at Meeting

In order to encourage participation by Shareholders at the AGM, Shareholders who wish to put questions to the Company with respect to the business of the Meeting, the Company's Annual Report or generally, may put those questions in advance of the Meeting by emailing them to the following address:

info@kingsgate.com.au (please put as subject line Kingsgate AGM)

or mailing them to the following address:

Company Secretary
Kingsgate Consolidated Limited
Suite 801, Level 8
14 Martin Place
Sydney NSW 2000

As far as practicable and to the extent that it is lawful to do so, the Company will provide the information at the Meeting.

Shareholders may, in the same manner and by the fifth Business Day before the Meeting, put questions to the Company's auditors which are relevant to:

1. the content of the Auditor's Report to be considered at the Meeting; or
2. the conduct of the audit.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms in this Notice of Meeting and the Explanatory Memorandum are defined in Annexure A to the Explanatory Memorandum.

Resolutions not inter-dependent

None of the resolutions are inter-dependent. This means that one or more of the resolutions can be passed even though one or more of the other resolutions were not passed by Shareholders.

Entitlement to vote

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, shares will be taken to be held by the persons who are the registered holders at 7.00pm Sydney time on Tuesday 24 November 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- › appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- › provides satisfactory evidence of the appointment of its corporate representative to the Company.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the address stated.

The Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 2.00pm on Tuesday 24 November 2015, being 48 hours before the time for holding the Meeting.

Any Proxy Form received after that time will not be valid for the scheduled Meeting. Please lodge the Proxy Form with the Company's Share Registry. You are encouraged to submit your proxy by:

Online:

Shareholders may vote online at www.linkmarketservices.com.au, by entering the Shareholding details as shown on the Proxy Form, then selecting 'Voting', and then following the prompts to lodge the Shareholders' vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

By mail:

Kingsgate Consolidated Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By fax:

+61 2 9287 0309

By hand delivering it to:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Between the hours of: 9.00am to 5:00pm

By Order of the Board

Dated: 23 October 2015



Paul Mason
Company Secretary
Kingsgate Consolidated Limited

Explanatory Memorandum to Shareholders

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. Annexure A of this Explanatory Memorandum contains definitions of capitalised terms in the Notice of Meeting and this Explanatory Memorandum.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in the Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

2. Financial Report

The Corporations Act requires that the Report of the Directors, the Auditor's Report and the Annual Financial Report be tabled before the AGM. In addition, the Company's Constitution provides for these reports to be received and considered at the Meeting.

Apart from the matters involving remuneration which are required to be voted on, neither the Corporations Act nor the Company's Constitution require a vote of Shareholders at the AGM on the financial statements and reports. However, Shareholders will be given reasonable opportunity at the Meeting to raise questions with respect to these reports.

Shareholders may also submit written questions to the Company's auditor if the question is relevant to the content of the Audit Report, or the conduct of its audit of the Annual Report for the year ended 30 June 2015. Any written questions to the auditor must be submitted to the Company no later than the fifth Business Day before the AGM.

3. Resolution 1: Re-election of Sharon Skeggs as a Director

3.1 General

The Company's Constitution requires that any Director who has been appointed by the Directors shall cease to be a Director at the end of the next AGM.

Sharon Skeggs was appointed by the Directors of the Company on 1 January 2015 and offers herself for re-election as a Director. Ms Skeggs is considered to be an independent Director.

3.2 Qualifications and experience

Sharon Skeggs has had a distinguished career in business management, in London and Australia, for over 35 years. She is an expert in business strategy and communications. She was a Director of advertising agency Saatchi & Saatchi Australia for 15 years, Managing Director of one of its divisions and is a previous Director of the Australian Jockey Club.

For the past four years Sharon has consulted to major companies including Westpac, News Limited, Visa, Woolworths, Telstra and The Just Group on a variety of corporate matters including business strategy, change management, restructuring, cost reduction initiatives, implementing marketing strategies and communications programs.

Ms Skeggs is a member of the Audit, Remuneration and Nomination Committees.

Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (not including Ms Skeggs) recommends members vote in favour of the re-election of Ms Skeggs as a Director.

4. Resolution 2: Re-election of Peter McAleer as a Director

4.1 General

The Company's Constitution requires that at each AGM one third of the Company's Directors or, if their number is not a multiple of three, then the number nearest to one third, must retire from office.

The Company's Constitution also states that a Director must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected in accordance with the Company's Constitution.

Peter McAleer retires as a Director and offers himself for re-election as a Director. Mr McAleer was first appointed a Director on 6 September 2000. Mr McAleer is considered to be an independent Director.

4.2 Qualifications and experience

Peter McAleer was until the end of May 2013, the Senior Independent Director and Chairman of the Audit Committee of Kenmare Resources PLC (Ireland). Previously, he was Chairman of Latin Gold Limited, Director and Chief Executive Officer of Equatorial Mining Limited and was a Director of Minera El Tesoro (Chile).

Mr McAleer is a member of the Audit, Remuneration and Nomination Committees.

Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (not including Mr McAleer) recommends members vote in favour of the re-election of Mr McAleer as a Director.

5. Resolution 3: Re-election of Peter Alexander as a Director

5.1 General

The Company's Constitution requires that at each AGM one third of the Company's Directors or, if their number is not a multiple of three, then the number nearest to one third, must retire from office.

Peter Alexander retires as a Director and offers himself for re-election as a Director. Mr Alexander was first appointed a Director on 22 February 2011. Mr Alexander is considered to be an independent Director.

5.2 Qualifications and experience

Peter Alexander has had 42 years' experience in the Australian and offshore mining and exploration industry. He was Managing Director of Dominion Mining Limited for 10 years prior to his retirement in January 2008. Mr Alexander was appointed a Non-Executive Director of Dominion Mining Limited in February 2008 and resigned on 21 February 2011. Mr Alexander is a Non-Executive Director of the ASX listed companies Doray Minerals Limited and Caravel Minerals Limited. He was previously Chairman of Doray Minerals Limited and a Director of Fortunis Resources Limited.

Mr Alexander is a member of the Remuneration Committee.

Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (not including Mr Alexander) recommends members vote in favour of the re-election of Mr Alexander as a Director.

6. Resolution 4: Election of James Howard as a Director

6.1 General

James Howard offers himself for election as a Director.

The Company's Constitution allows any person to lodge a nomination and consent to nomination at least 30 business days prior to the AGM. James Howard provided his nomination and consent within the required time frame and accordingly has been included in this Notice of AGM as a candidate for election as a Director of the Company.

6.2 Qualifications and experience

James Howard is a mechanical engineer with a broad range of experience over 40 years, including engineering and management roles at remote mine sites and minerals and steelworks executive roles in 28 years with BHP Billiton culminating in his appointment as Managing Director of BHP New Zealand Steel, from which he retired in 2000.

Mr Howard was nominated for election as a Director by a Kingsgate shareholder. He is not known to the current Board members on a professional or personal basis. While the Board appreciates Mr Howard's qualifications and successful career in the steel making industry they note he does not have experience as a Director of an ASX listed company and do not believe his skill set will add significant value to the Board of a successful gold mining company operating in Thailand, Australia and Chile.

Following the consideration of the Nomination Committee and their recommendation not to be in favour of the election, the Board recommends members do not vote in favour of the election of Mr Howard as a Director.

7. Resolution 5: Approval of Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Directors, the secretary and senior executives ("**Remuneration Report**") be put to Shareholders at the AGM for adoption by resolution.

The vote is advisory only, and does not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs a Spill Resolution will be required to be put to the vote at the second of those AGMs.

The Remuneration Report is set out in the 2015 Annual Report.

The Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretary and senior executives within the Company group;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) sets out the remuneration details for each Director and for each member of the Company's senior executive management team; and
- (d) makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

8. Chairman of the Meeting and Chairman's Voting Intention for Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 2, 3 and 5 and against Resolution 4.

Annexure A

Definitions

The meanings of capitalised terms used in the Notice of Meeting and Explanatory Memorandum are set out below:

AGM means an Annual General Meeting.

ASX means the ASX Limited or the exchange operated by it, as the context requires.

Board means the Company's Board of Directors.

Business Day means a day other than a Saturday, Sunday or public holiday in New South Wales.

Closely Related Party of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls.

Company means Kingsgate Consolidated Limited ABN 42 000 837 472.

Corporations Act means the *Corporations Act 2001* (Cth).

Key Management Personnel has the same meaning as in the accounting standards, being namely 'Key Management Personnel' are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly and includes any Director (whether executive or otherwise) of the Company.

Listing Rules means the ASX Listing Rules published by the ASX from time to time.

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

Share Registry means Link Market Services Limited.

Shareholder means the registered holder of a Share.