

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	Kingston Resources Limited
ACN/ARSN	009 148 529

1. Details of substantial holder (1)

Name	Quintana Resources Holdings LP
ACN/ARSN (if applicable)	-

The holder became a substantial holder on 17/01/2022

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid	54,914,882	54,914,882	13.34%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Quintana Resources Holdings LP	Quintana Resources Holdings LP	Quintana Resources Holdings LP	54,914,882 Ordinary Fully Paid

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Quintana Resources Holdings LP	17/01/2022	Annexure B	Annexure B	54,914,882 Ordinary Fully Paid

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

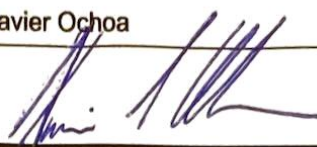
Name and ACN/ARSN (if applicable)	Nature of association
Annexure C	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Quintana Resources Holdings LP	1415 Louisiana St, #2400, Houston, Texas, 77002 USA
Q-Resources Holdings GP, LLC	1415 Louisiana St, #2400, Houston, Texas, 77002 USA
Quintana Metals Holding Co. LLC	1415 Louisiana St, #2400, Houston, Texas, 77002 USA

Signature

print name	Xavier Ochoa	capacity	President
sign here		date	18/01/2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A referred to in the accompanying Form 603.

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Quintana Resources Holdings LP	Relevant interest arises under s608(1)(a) of the Corporations Act as it is the registered holder.	54,914,882
Q-Resources Holdings GP, LLC	Relevant interest arises under s608(1)(b) and (c) of the Corporations Act as it is the general partner of Quintana Resources Holdings LP with the sole and exclusive power to vote or dispose of the shares held by Quintana Resources Holdings LP.	54,914,882
Quintana Metals Holding Co. LLC	Relevant interest arises under s608(3) of the Corporations Act as it is the sole shareholder of Q-Resources Holdings GP, LLC.	54,914,882

Annexure B

This is Annexure B referred to in the accompanying Form 603.

The 54,914,882 fully paid ordinary shares of Kingston Resources Limited ("Kingston") were issued to Quintana Resources Holdings LP ("Quintana") as partial consideration for the transfer of shares in Mineral Hill Pty Limited from a subsidiary of Quintana to Kingston under a binding agreement dated 18 November 2021 which completed on 17 January 2022, the material terms of which (including deferred consideration terms and milestones and a royalty grant) are set out in the ASX Announcement by Kingston on 18 November 2021.¹

An estimate of the AUD equivalent of the consideration shares provided is AUD10,982,976.00, being \$0.20 per share issued to Quintana.²

¹ ASX Announcement titled 'Kingston to become a gold producer with acquisition of Mineral Hill Mine in NSW' dated 18 November 2021, announced by Kingston Resources Limited [ASX:KSN].

² ASX Announcement titled 'Form 3B: Proposed Issue of Securities' dated 18 January 2022, announced by Kingston Resources Limited [ASX:KSN].

Annexure C

This is Annexure C referred to in the accompanying Form 603.

Name and ACN/ARSN	Nature of Association
Q-Resources Holdings GP, LLC	Q-Resources Holdings GP, LLC is an associate of the substantial holder pursuant to s12(2)(a) of the Corporations Act
Quintana Metals Holding Co. LLC	Quintana Metals Holding Co. LLC is an associate of the substantial holder pursuant to s12(2)(a) of the Corporations Act