



ACN 108 753 608 • ABN 86 108 753 608

24 October 2025

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Yandal Resources Limited (ACN 108 753 608) (**Company**) will be held as follows:

Time and date: 11:00am (Perth time) on Tuesday, 25 November 2025

Location: At the offices of HLB Mann Judd, 4/130 Stirling St, Perth WA 6000

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://investorhub.yandalresources.com.au/announcements>; and
- the ASX market announcements page under the Company's code "YRL".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

ONLINE:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone.

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of your Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:**WEBSITE:**

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

Your proxy voting instruction must be received by 11:00am (Perth time) on Sunday, 23 November 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Greg Fitzgerald

Company Secretary

For further information or to ask questions in relation to this announcement, please visit our Investor Hub at: <https://investorhub.yandalresources.com.au/>



YANDAL RESOURCES LIMITED

ACN 108 753 608

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**For the Annual General Meeting of Shareholders
to be held on Tuesday, 25 November 2025 at 11:00am (WST)
at the offices of HLB Mann Judd, 4/130 Stirling St, Perth WA 6000**

IMPORTANT INFORMATION: The business of the Meeting affects your shareholding and your vote is important. This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Shareholders are urged to vote by lodging the Proxy Form prior to the Meeting in accordance with the instructions set out on the Proxy Form.

ATTENDANCE AT ANNUAL GENERAL MEETING AND HOW TO VOTE

Time and Place of Meeting

The Annual General Meeting of Yandal Resources Limited will be held at:

**HLB Mann Judd
4/130 Stirling St
Perth WA 6000**

**Commencing
at 11:00am (WST)
on Tuesday, 25 November 2025**

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form as soon as possible and deliver the Proxy Form in accordance with the instructions on the Proxy Form. You may also submit your Proxy Form online in accordance with instructions on the Proxy Form.

Your Proxy Form must be received no later than 48 hours before the commencement of the Meeting.

YANDAL RESOURCES LIMITED
ACN 108 753 608

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Yandal Resources Limited will be held at HLB Mann Judd, 4/130 Stirling St, Perth WA 6000, on Tuesday, 25 November 2025 at 11:00am (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

GENERAL BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report in the Annual Report of the Company for the financial year ended 30 June 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS KATINA LAW

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

"That, for the purpose of clause 15.2(a) of the Constitution, Listing Rule 14.4, and for all other purposes, Ms Katina Law, a Director who retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions in the Explanatory Statement."

RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY - GREGORY EVANS

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

"That the issue of up to 650,000 Options to Gregory Evans (or his nominee(s)) under the Incentive Plan is approved under and for the purposes of section 208 of the Corporations Act and Listing Rule 10.14 and for all other purposes, on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY - KATINA LAW

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

"That, subject to the passing of Resolution 2, the issue of up to 500,000 Options to Katina Law (or her nominee(s)) under the Incentive Plan is approved under and for the purposes of section 208 of the Corporations Act and Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY - CHRISTOPHER OORSCHOT

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

"That the issue of up to 1,950,000 Options to Christopher Oorschot (or his nominee(s)) under the Incentive Plan is approved under and for the purposes of section 208 of the Corporations Act and Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 46,385,247 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 – Approval to Issue Options to Related Party – Gregory Evans	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to Issue Options to Related Party – Katina Law	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Options to Related Party – Christopher Oorschot	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or

	(ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Approval to issue Options to Related Party – Gregory Evans	Gregory Evans (or his nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 5 – Approval to issue Options to Related Party – Katina Law	Katina Law (or her nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 6 – Approval to Issue Options to Related Party – Christopher Oorschot	Christopher Oorschot (or his nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7 – Ratification of Prior Issue of Placement Shares	The Placement Participants (or their nominee(s)) or any person who participated in the issue or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Shareholders and their proxies should be aware that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.
3. The Chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, including Resolutions 1, 4, 5 and 6. The Proxy Form expressly authorises the Chair of the Meeting to exercise the proxy in relation to Resolutions 1, 4, 5 and 6 even though these Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chair) will not be voted on Resolutions 1, 4, 5 and 6.
4. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling of the activities of the Company, directly or indirectly. Closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies controlled by key management personnel.
5. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. That date is 23 November 2025 at 11.00am (WST).
6. If using the Proxy Form, please complete, sign and return it to the Company's registered office in accordance with the instructions on that form. Voting online is available.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9389 9021.

By order of the Board

Greg Fitzgerald

Company Secretary

Dated: 17 October 2025

YANDAL RESOURCES LIMITED
ACN 108 753 608

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.yandalresources.com.au.

Shareholders will be offered the following opportunities:

- (a) discuss the annual financial report for the financial period ended 30 June 2025;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2025.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for this Resolution.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chair) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on this Resolution, by signing and returning the Proxy Form you are giving express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2025. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS KATINA LAW

3.1 General

Listing Rule 14.4 and clause 15.2(a) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Ms Katina Law, having held office without re-election since 29 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Ms Katina Law is set out below.

Qualifications, experience and other material directorships

Katina Law has over 30 years' experience in the mining industry covering corporate and site based roles across several continents. She has worked with a number of ASX listed resources companies in strategic financial advisory and general management roles. Ms Law has worked on several development and evaluation projects which were later subject to corporate transactions including the Deflector gold

	and copper project and the King Vol polymetallic zinc project. Ms Law was Executive Director and CEO of East Africa Resources Limited from 2012 to 2015, and also held senior positions at Newmont Mining Corporation's Batu Hijau copper gold project in Indonesia and their head office in Denver, USA and at LionOre International based in Perth. Ms Law has a Bachelor of Commerce degree from UWA, is a Certified Practising Accountant and has an MBA from London Business School.
Term of office	Ms Katina Law has served as a Director since 1 July 2018 and was last re-elected on 29 November 2022.
Independence	If re-elected, the Board considers that Ms Law will be an independent Director.
Board recommendation	Having received an acknowledgement from Ms Law that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Ms Law since her appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ms Law) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Ms Law will be re-elected to the Board as a non-executive and independent Director.

In the event that Resolution 2 is not passed, Ms Law will not join the Board as a Director.

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% CAPACITY

4.1 Background

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An "*eligible entity*" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. As of the date of this Notice, the Company's market capitalisation is \$131,579,485. The Company is therefore an Eligible Entity.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue equity securities up to the

combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Specific information required by Listing Rule 7.3A

(a) Period for which approval is valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price at which equity securities may be issued

Any Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of the eligible entity's Equity Securities and be issued for cash consideration which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- (ii) if the securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the securities are issued.

(c) Purposes for which funds raised may be used

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the continued development of the Company's current assets, the acquisition of new assets or other investments (including expenses associated with such acquisition), and for general working capital.

(d) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted.

There is a risk that:

- (i) the market price for the Equity Securities in that class may be significantly lower on the issue date than on the date of the Shareholder approval under Listing Rule 7.1A; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2. This includes one example that assumes that "A" is double the number of Shares on issue at the time of the approval under Listing Rule 7.1A and that the price of Shares has fallen by 50%.

Number of Shares on Issue (Variable "A" in Listing Rule 7.1A.2)	Number of Shares issued under additional 10% capacity	Dilution		
		Funds raised based on issue price of \$0.185	Funds raised based on issue price of \$0.370	Funds raised based on issue price of \$0.555
		(50% decrease in current issue price)	(Current issue price)	(50% increase in current issue price)
355,885,614 (Current)*	35,588,561	\$6,583,883	\$13,167,767	\$19,751,651
533,828,421 (50% increase)	53,382,842	\$9,875,825	\$19,751,651	\$29,627,477
711,771,228 (100% increase)	71,177,122	\$13,167,767	\$26,335,535	\$39,503,302

*The number of Shares on issue (variable "A" in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The current Shares on issue are the Shares on issue as at 13 October 2025.
2. The issue price set out above is the closing price of the Shares on the ASX on 13 October 2025.
3. The Company issues the maximum number of Equity Securities available under the additional 10% capacity.
4. No options are exercised into Shares before the date of the issue of the equity securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.
9. Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation Policy

The Company's allocation policy for the issue of equity securities under the additional 10% capacity will depend on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the additional 10% capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company and may include new investors who have not previously been Shareholders.

(f) Equity securities issued under Listing Rule 7.1A.2 in the previous 12 months

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 26 November 2024 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 26 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.

(g) Voting Exclusion Statement

A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in an issue of equity securities under Listing Rule 7.1A. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6. RESOLUTIONS 4, 5 AND 6 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTIES - GREGORY EVANS, KATINA LAW AND CHRISTOPHER OORSCHOT

6.1 Background

The Board consists of Gregory Evans (Non-Executive Chair), Katina Law (Non-Executive Director) and Christopher Oorschot (Managing Director) (collectively, the “Directors”).

In early July 2025, the Board considered and adopted a strategy designed to retain and incentivise its key staff, contractors, and Directors to maximise shareholder value. As a result, the Board resolved to issue a total of 4,650,000 Options (exercisable at 14 cents on or before 30 November 2028). The prevailing Share price at the time of this resolution was 9 cents. The Board considered an exercise price equal to 50% above the 5 day Company volume weighted average price to be an appropriate premium. 1,550,000 Options were issued immediately to the Company’s key staff and contractors under the Company’s Incentive Plan (refer to Appendix 3G dated 9 July 2025). The balance of the Options, agreed to be awarded to the Directors, as announced in the Company’s Appendix 3B dated 10 July 2025, were awarded subject to shareholder approval at the Company’s next Annual General Meeting. Resolutions 4 to 6 seek Shareholder approval so that the Company may issue these Options under the Incentive Plan. The approval to issue Options to Katina Law (Resolution 5) is conditional on her re-election as a Director (Resolution 2). Shareholder approval is required for the purposes of Chapter 2E of the Corporations Act (section 208) and Chapter 10 of the Listing Rules because each of the Directors is a related party of the Company. Shareholder approval is being sought under Listing Rule 10.14 as the securities are being issued under an employee incentive scheme. Each of Chapter 2E and Listing Rule 10.14 are dealt with separately below.

Further details in respect of the Options proposed to be issued are set out in the table below.

RECIPIENT	QUANTUM	RESOLUTION	EXERCISE PRICE	VESTING DATE	EXPIRY DATE
Gregory Evans	650,000	4	50% premium to 5 day VWAP immediately prior to grant date – 14 cents	30 June 2026	30 November 2028
Katina Law	500,000	5	50% premium to 5 day VWAP immediately prior to grant date – 14 cents	30 June 2026	30 November 2028
Christopher Oorschot	1,950,000	6	50% premium to 5 day VWAP immediately prior to grant date – 14 cents	30 June 2026	30 November 2028

6.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Options should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 Chapter 2E of the Corporations Act - Related Party Transaction

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to

a related party of the public company unless either:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

For the purposes of Chapter 2E, each of the Directors are a related party of the Company.

The issue of Options to a related party is a financial benefit requiring shareholder approval in the absence of a specified exception applying.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Technical information required by section 219 of the Corporations Act

- (a) *The related party to whom the resolutions would permit the financial benefit to be given*

The related parties are Gregory Evans (or his nominee(s)) (Resolution 4), Katina Law (or her nominee(s)) (Resolution 5) and Christopher Oorschot (or his nominee(s)) (Resolution 6).

- (b) *The nature of the financial benefit*

The nature of the financial benefit is the issue of up to 3,100,000 Options as follows:

- (i) 650,000 Options to Gregory Evans (or his nominee(s));
- (ii) 500,000 Options to Katina Law (or her nominee(s)); and
- (iii) 1,950,000 Options to Christopher Oorschot (or his nominee(s)).

As outlined above, the Board resolved to issue the Options subject to Shareholder approval (refer to the Company's Appendix 3B dated 10 July 2025) when the prevailing Share price was 9 cents. The Board considered an exercise price equal to 50% above the 5 day Company volume weighted average price to be an appropriate premium. The Options have an expiry date of three years after the grant date and vest one year after the grant date. The grant date of the options was 1 July 2025, subject to the receipt of shareholder approval. The full terms of the Options are set out in Schedule 2.

- (c) *Reasons for giving the benefit and Directors' Recommendation*

The Board resolved to issue the Options in early July 2025, subject to Shareholder approval, to respectively incentivise the Directors to provide ongoing dedicated services and to have their remuneration linked to the performance of the Company. The benefit will only be received from the Options if the Company's Share price exceeds the exercise price of the Options at the time the vesting condition is satisfied, thereby warranting their exercise. The vesting condition requires each of the Directors to maintain continued service to the Company for a period of one year following the grant date.

The Directors resolved to issue the Options as they consider that the Options represent

a cost effective and efficient reward and incentive to be provided to the Directors by the Company, as opposed to alternative forms of incentive, such as the payment of cash compensation. The Directors consider it prudent to make payment by way of Options so as to preserve the cash reserves of the Company.

In the event that shareholders do not approve Resolutions 4, 5 and/or 6, the Directors may seek alternative means to ensure the Directors are appropriately remunerated for the services they render to the Company.

The Directors consider that the quantity of Options together with the terms of the Options constitutes an appropriate number to adequately incentivise the Directors in question in light of each Director's skill and experience and their current remuneration as detailed below.

(d) **Current total remuneration package**

The current total remuneration received by the Directors is shown in the table below.

	Salary	Statutory Superannuation	Fixed Remuneration
Gregory Evans	\$73,500	\$8,820	\$82,320
Katina Law	\$63,000	\$7,560	\$70,560
Christopher Oorschot ¹	\$270,000	\$32,400	\$302,400

Notes

1. In addition to the above, Christopher Oorschot is entitled to a short term incentive of up to \$25,000 per annum subject to meeting key performance indicators set by the Board.

(e) **Existing relevant interests**

As at the date of this Notice, the Directors have a relevant interest in securities of the Company as follows:

	Shares	Options
Gregory Evans	737,092	1,592,308 ¹
Katina Law	2,486,146	1,192,308 ²
Christopher Oorschot	58,583	2,969,231 ³

1. Comprising of:
 - (a) 300,000 Options with an exercise price of \$1.00 and an expiry date of 4 April 2026;
 - (b) 192,308 Options with an exercise price of 11 cents and an expiry date of 17 November 2025;
 - (c) 550,000 Options with an exercise price of 13.4 cents and an expiry date of 30 November 2026; and

- (d) 550,000 Options with an exercise price of 35 cents and an expiry date of 28 November 2027.

2. Comprising of:

- (a) 192,308 Options with an exercise price of 11 cents and an expiry date of 17 November 2025;
- (b) 450,000 Options with an exercise price of 13.4 cents and an expiry date of 30 November 2026; and
- (c) 550,000 Options with an exercise price of 35 cents and an expiry date of 28 November 2027.

3. Comprising of:

- (a) 1,000,000 Options with an exercise price of 18 cents and an expiry date of 27 February 2027;
- (b) 19,231 Options with an exercise price of 11 cents and an expiry date of 17 November 2025;
- (c) 750,000 Options with an exercise price of 13.4 cents and an expiry date of 30 November 2026; and
- (d) 1,200,000 Options with an exercise price of 35 cents and an expiry date of 28 November 2027.

(f) Dilution

The passing of the Resolutions would have the effect of issuing up to an aggregate of 3,100,000 Options.

If any of the Options are exercised into Shares, the effect will be to dilute the shareholding of existing Shareholders. If all the 3,100,000 Options were exercised into Shares, the effect would be to dilute the shareholding of the existing Shareholders by approximately 0.86% comprising 0.18% by Gregory Evans, 0.14% by Katina Law and 0.54% by Christopher Oorschot, based on the total number of Shares on issue at the date of this Notice of 355,885,614.

(g) Trading history

The following table gives details of the highest, lowest and the latest closing price of the Company's Shares trading on the ASX over the last 12 months.

	Closing Price	Date
Highest Price	43 cents	7 October 2025
Lowest Price	8.3 cents	4 July 2025
Latest Price	37 cents	13 October 2025

(h) Valuation of Options

The Company's Company Secretary, Greg Fitzgerald, has valued the Options to be issued by reference to the Black Scholes option valuation methodology.

The information provided below is provided to show the value of the Options on both the grant date and again on the date of this Notice. The latter valuation is higher due to the positive movement in the share price since the grant date which is largely attributed to the Company's exploration success during this period.

The following assumptions have been made regarding the inputs required for the model:

Input	Options	Note
Number of Options	3,100,000	
Underlying share spot price	9.0 cents on the Grant Date; and 36.0 cents as at 9 October 2025	1
Exercise Price	14.0 cents	2
Dividend rate	Nil	3
Risk free rate	3.60%	4
Volatility	100%	5
Grant date (subject to shareholder approval)	1 July 2025	6
Life of the Options	3.4 years	7
Expiry Date	30 November 2028	7
Service or Performance Condition	1 year post grant	8

Note 1: The underlying Share spot prices used for the purpose of the valuations is based on the closing Share price of 9.0 cents on 1 July 2025 and 36.0 cents on 9 October 2025.

Note 2: The exercise price used in the table above is 14.0 cents. This equates to a 50% premium to the 5 day YRL VWAP immediately prior to the grant date of 1 July 2025.

Note 3: No dividends are expected to be paid during the life of the Options.

Note 4: The risk free rate is based on the average yield on three year Australian government bond rate at 1 July 2025 and on 17 October 2025.

Note 5: The volatility is an estimate and was calculated by reference to the Company's historical trading volatility over the three year period to 17 October 2025.

Note 6: Based on a resolution passed by the Directors on 1 July 2025 and due to the strong preference to offer Options to all participants (ie. Directors and employees) on the same terms and at the same time, Options were offered to Directors (subject to shareholder approval) and eligible employees of the Company on 1 July 2025 with the exercise price set at \$0.14 (being a 50% premium to the 5 day Company VWAP prior to the grant date of 1 July 2025). This methodology is consistent with prior years.

Note 7: The Options will expire on 30 November 2028.

Note 8: The Options will vest if the recipient completes one year of service post the grant date of the Options.

Based on the above assumptions, the Options have been valued as follows:

Director	Number of Options	Value Per Option on grant date	Total Value of Options on grant date	Value Per Option on Notice date	Total Value of Options on Notice date
G. Evans	650,000	0.05	32,500	0.29	188,500
K. Law	500,000	0.05	25,000	0.29	145,000
C. Oorschot	1,950,000	0.05	97,500	0.29	565,500

(i) Other information

At the time of granting the Options, the Directors do not consider that there are opportunity costs to the Company or benefits foregone by the Company in issuing the Options.

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass the Resolutions.

6.5 Listing Rule 10.14

The Company is proposing to issue Options to the Directors under its Incentive Plan ("**Issue**").

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) Listing Rule 10.14.1 – a director of the listed company;
- (b) Listing Rule 10.14.2 – an associate of a director of the listed company; or
- (c) Listing Rule 10.14.3 – a person whose relationship with the listed company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

The Resolutions seek the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

6.6 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 6 are passed, the Company will be able to proceed with the issue of the Options to Gregory Evans and Christopher Oorschot under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.14), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

Subject to the passing of Resolutions 2 and 5, the Company will be able to proceed with the issue of the Options to Katina Law under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.14), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Options to the Directors under the Incentive Plan.

Resolution 5 is conditional on Resolution 2 also being passed. Therefore, if Resolution 2 is not passed, the Board will not proceed with the issue of the Options to Katina Law.

Resolutions 4 and 6 are independent Resolutions.

6.7 Technical information required by Listing Rule 10.15

For Shareholders to approve the issue of the Options under and for the purposes of Listing Rule 10.14, the following information is provided to Shareholders in accordance with Listing Rule 10.15:

- (a) The Securities will be issued to Gregory Evans (or his nominee(s)) (Resolution 4), Katina Law (or her nominee(s)) (Resolution 5) and Christopher Oorschot or his nominee (Resolution 6).
- (b) Each of Gregory Evans, Katina Law and Christopher Oorschot is a Director and is therefore a Listing Rule 10.14.1 party by virtue of being a Director.
- (c) The maximum number of securities the Company will issue to the Directors or their nominees is up to 3,100,000 Options issued in the amounts set out in Section 6.1 above.
- (d) The current total remuneration package of each of the Directors is set out in Section 6.4(d) above.
- (e) The following securities currently on issue have previously been issued to the Directors under the Incentive Plan.

Gregory Evans

1,700,000 Options have previously been issued to Gregory Evans as follows:

- (a) 300,000 options with an exercise price of \$0.50 and an expiry date of 4 April 2025 following Shareholder approval on 19 May 2022. These options have lapsed;
- (b) 300,000 options with an exercise price of \$1.00 and an expiry date of 4 April 2026 following Shareholder approval on 19 May 2022;
- (c) 550,000 options with an exercise price of 13.4 cents and an expiry date of 30 November 2026 following Shareholder approval on 28 November 2023; and
- (d) 550,000 options with an exercise price of 35 cents and an expiry date of 28 November 2027 following Shareholder approval on 26 November 2024.

These securities were issued for no consideration and the average acquisition price is nil.

Katina Law

1,000,000 Options and 450,000 Performance Rights have previously been issued to Katina Law as follows:

- (a) 150,000 Class B Performance Rights with a \$1.00 barrier price and 1 July 2022 expiry date following Shareholder approval on 19 November 2021. These Performance Rights lapsed.
- (b) 150,000 Class C Performance Rights with a \$2.00 barrier price and 1 July 2023 expiry date following Shareholder approval on 19 November 2021. These Performance Rights lapsed.
- (c) 150,000 Class D Performance Rights with a \$3.00 barrier price and 1 July 2024 expiry date following Shareholder approval on 19 November 2021. These Performance Rights lapsed.
- (d) 450,000 Options with an exercise price of 13.4 cents and an expiry date of 30 November 2026 following Shareholder approval on 28 November 2023; and
- (e) 550,000 options with an exercise price of 35 cents and an expiry date of 28 November 2027 following Shareholder approval on 26 November 2024.

These securities were issued for nil acquisition price and the average acquisition price is nil.

Christopher Oorschot

2,200,000 Options have previously been issued to Christopher Oorschot as follows:

- (a) 1,000,000 options with an exercise price of 18 cents and an expiry date of 27 February 2027;
- (b) 750,000 options with an exercise price of 13.4 cents and an expiry date of 30 November 2026 following Shareholder approval on 28 November 2023; and
- (c) 1,200,000 options with an exercise price of 35 cents and an expiry date of 28 November 2027 following Shareholder approval on 26 November 2024.

These securities were issued for no consideration and the average acquisition price is nil.

In early July 2025, the Board resolved to issue the Options with an exercise price equal to 50% above the 5 day YRL VWAP immediately prior to the grant date, an expiry date of three years after the grant date and vest one year after the grant date. The full terms of the Options are set out in Schedule 2. Options are being issued under the Incentive Plan as the Directors consider this is a cost effective and efficient reward and will preserve the cash reserves of the Company as opposed to the payment of cash compensation. If shareholder approval to issue the Options to Directors is not received, the Directors may seek to provide alternative forms of remuneration to the Directors to ensure they are appropriately remunerated for the services rendered. The value of the Options with the disclosure of the assumptions is set out in Section 6.4(h) above.

- (d) The Options are intended to be issued within 1 week of the Meeting, but in any event will be issued no later than three (3) years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Options will be issued on one date.
- (e) The Options will be issued for no consideration and there is no issue price, as such no funds will be raised from the issue of the Options (other than in respect of funds received on exercise of the Options).

- (f) The material terms of the Incentive Plan are summarised in Schedule 1.
- (g) No loan will be made to any of the Directors in relation to the issue of the Options under the Incentive Plan.
- (h) Details of any securities issued under the Incentive Plan to Listing Rule 10.14 parties will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (i) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (j) A voting exclusion statement applies to these Resolutions.

7. **RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1**

7.1 **General**

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 46,385,247 Shares under the Placement. Further information in relation to the Placement is set out below.

As announced on 1 October 2025, the Company received firm commitments to place 46,385,247 Shares (“**Placement Shares**”) in the Company at \$0.29 per Share under a Placement to professional and sophisticated investors and existing Shareholders (“**Placement Participants**”) to raise \$13.5 million (before costs) (“**Placement**”). The offer price represented a 4.4% discount to the 5-day VWAP and a 9.4% discount to the last traded price.

Lead Manager

The Company engaged the services of Stralis Capital Partners Pty Ltd (ACN 681 589 515) (**Lead Manager**) as lead manager to the Placement and paid a fee equal to 6% of the total amount raised under the Placement which equated to \$807,103.

Use of Funds

Funds from the Placement will be primarily used to:

- progress exploration across the Caladan target area and Arrakis Prospect;
- advance exploration across the Ironstone Well-Barwidgee Gold Project, including New England Granite target area and Flushing Meadows deposit; and
- provide general working capital.

7.2 **Listing Rule 7.1**

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the

15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

7.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 7 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 of the Notice being passed at this Meeting.

7.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Placement Shares have been issued to professional and sophisticated investors who are clients of the Lead Manager. The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms the following:
 - (i) Regal Funds Management, a substantial Shareholder of the Company, controlling approximately 19.0% of the Company as at the date of this Notice (based on publicly available information known to the Company) were issued approximately 2.4% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice) under the Placement; and
 - (ii) Alianda Oaks Pty Ltd <Resource Surveys Invest A/C>, a substantial Shareholder of the Company, controlling approximately 10% of the Company as at the date of this Notice (based on publicly available information known to the Company) were issued approximately 1.3% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice) under the Placement;

- (c) no person will contravene the takeover prohibition under section 606 of the Corporations Act as a result of Shares issued in relation to Resolution 7;
- (d) none of the persons to receive Shares in relation to Resolution 7 are parties referred to under Listing Rules 10.11.1 to 10.11.5;
- (e) the Placement Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 7);
- (f) 46,385,247 Placement Shares were issued. The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Placement Shares were issued on 8 October 2025;
- (h) the issue price was \$0.29 per Share for the issue of Shares pursuant to Listing Rule 7.1. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (i) the purpose of the issue of the Placement Shares is to raise capital for the Company, which will be applied towards the purposes as set out in Section 7.1; and
- (j) the Placement Shares were not issued under an agreement.

YANDAL RESOURCES LIMITED
ACN 108 753 608

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

"7.1A Mandate" has the meaning given in Section 4.1.

"Annual General Meeting" or **"Meeting"** means the meeting convened by this Notice.

"ASIC" means Australian Securities and Investments Commission.

"ASX" means the ASX Limited (ACN 008 624 691).

"ASX Listing Rules" or **"Listing Rules"** means the Listing Rules of the ASX.

"Board" means the Board of Directors of the Company.

"Chair" means the chairperson of the Company.

"Company" or **"YRL"** means Yandal Resources Limited (ACN 108 753 608).

"Constitution" means the constitution of the Company.

"Convertible Security" means an Option or Performance Right exercisable for Share(s) in accordance with the Plan.

"Corporations Act" means Corporations Act 2001 (Cth).

"Directors" mean the directors of the Company from time to time.

"Equity Securities" has the same meaning as in the Listing Rules.

"Eligible Participant" has the meaning given in Schedule 1 of this Notice.

"Incentive Plan" means the Company's employee securities incentive plan as approved by Shareholders on 26 November 2024.

"Explanatory Statement" means this Explanatory Statement.

Issue has the meaning given in Section 6.5.

Lead Manager has the meaning given in Section 7.1.

"Leaver" means a Participant who ceases to be an Eligible Participant.

"Notice" means the notice of meeting that accompanies this Explanatory Statement.

"Option" means an option to acquire a Share.

"Participant" means Eligible Participant (as defined in Schedule 1) who has been granted any Convertible Security under the Plan.

"Performance Right" means a right granted under the Plan to acquire one or more Shares by transfer or allotment as set out in the relevant invitation.

"Placement" has the meaning given in Section 7.1 of the Explanatory Statement.

"Placement Participants" means investors who participated in the Placement.

"Placement Shares" means 46,385,247 Shares issued under the Placement.

“Plan” means the Incentive Plan summarized in Schedule 1.

“Previous Approval” has the meaning given in Section 4.3.

Remuneration Report means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the year ended 30 June 2025.

"Resolution" means a resolution referred to in the Notice.

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

"Shareholder" means a registered holder of Shares in the Company.

"Trading Day" has the same meaning as in the Listing Rules.

"VWAP" means volume weighted average price.

"WST" means Western Standard Time, Perth, Western Australia.

"A\$" or "\$" means Australian dollars unless otherwise stated.

SCHEDULE 1

Terms of Incentive Plan

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Performance Rights and Options (Convertible Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)). The Constitution specifies a threshold of 5% of the issue cap.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

	If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Convertible Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Convertible Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	Prior to an Option or Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of convertible securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) Where a Participant who holds Convertible Securities becomes a Leaver, all unvested Convertible Securities will automatically be forfeited by the Participant, subject to the Board's overriding discretion to determine an alternate treatment within 30 days of the Participant becoming a Leaver; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; (d) on the expiry date of the Convertible Securities; or (e) voluntary forfeiture. subject to the discretion of the Board.

Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of a Convertible Security granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;

	(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of a Convertible Security will rank equally in all respects with the then Shares of the Company.
Change of control	If a Change of Control Event occurs, or the Board determines that such an event is likely to occur, unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 2

Terms of Options (Resolutions 4, 5 and 6)

The terms of the Options are:

1. Each Option entitles the holder to one Share (fully paid ordinary share) upon exercise of the Option.
2. The exercise price of the Options is \$0.14 (**Exercise Price**).
3. Subject to the Optionholder completing at least 1 year of service to the Company post grant, the Options are exercisable at any time prior to 5.00 pm WST on 30 November 2028 which is 3.4 years from the grant date (**Expiry Date**).
4. The Options are only transferable with Board approval. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). Prior to the Expiry Date, the Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Thereby, the Optionholder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue (**Bonus Issue**) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.
10. Within five Business Days after the exercise date, the Company will:
 - a. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- b. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- c. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 10b for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 23 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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