ASX / Media Release
3 August 2026

Dispatch of Loyalty Options Documents

Venari Minerals NL (ASX: VMS) ("**VMS**", "**Venari**" or "**the Company**") provides the following update in respect to its pro rata non-renounceable entitlement option offer (**Loyalty Options**).

The Company confirms that allotment of the Loyalty Options to eligible shareholders will occur on or before Thursday, 6 August 2026 (by 12:00 pm AEST). Shareholders who were on the Company's share register as of 30 July 2026 and resided in either Australia, New Zealand, the United Kingdom, or the British Virgin Islands (**Eligible Jurisdiction**) do not need to take any action to receive their entitlements (**Eligible Shareholders**). Further details regarding the Company's Loyalty Options can be found in the Company's ASX announcement lodged on 20 July 2026 and the offer prospectus dated 23 July 2026 (**Prospectus)**.

In respect of the Loyalty Options, the Company has today sent:

- a notice to Eligible Shareholders confirming that no action is required unless they wish to convert their Loyalty Options. A copy of the notice is set out in Attachment 1 of this document; and

- a letter to shareholders located outside the Eligible Jurisdictions (**Ineligible Shareholders**), informing them that they are not eligible to receive Loyalty Options. A copy of that letter is attached at Attachment 2 of the document.

For any inquiries regarding the Loyalty Options offer, shareholders are advised to consult their professional adviser. General questions can also be directed to the Joint Company Secretary, Kurt Laney at +02 8046 2799.

Authorisation

This announcement has been authorised for release by the Joint Company Secretaires of Venari Minerals NL.

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Engage with Venari Minerals through accessing reports, presentations, interviews and other Company content. Ask Questions and browse responses to other investors' questions. Click here and follow the prompts to sign up.

For further information, please contact:

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Attachment 1

Letter from Venari Minerals NL to all Eligible Shareholders under the Loyalty Offer

3 August 2026

Dear Shareholder

NOTICE TO ELIGIBLE SHAREHOLDERS OF LOYALTY OPTIONS OFFER

Venari Minerals NL (ACN 007 090 904) (**Venari** or the **Company**) writes to you as the registered holder of fully paid ordinary shares (**Shares**) in the Company as at 5:00 pm (AEST) on 30 July 2026 (**Record Date**).

As set out in the Company's prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 23 July 2026 (**Prospectus**), the Company is undertaking a pro rata bonus offer of one (1) quoted loyalty option (**Loyalty Option**) for every ten (10) Shares held on the Record Date (**Offer**). Each Loyalty Option will have an exercise price of $0.12 per Share and will expire on the date that is twenty-four (24) months from the date of issue.

You are an Eligible Shareholder for the purposes of the Offer and will receive Loyalty Options on this basis, for nil consideration and at no cost to you (**Entitlement**). Fractional entitlements will be rounded down to the nearest whole Loyalty Option.

Capitalised terms used, but not defined in this letter, derive their meaning from the Prospectus.

Details of the Offer

Shareholders who are eligible to participate in the Offer (**Eligible Shareholders**) are shareholders who as at the Record Date:

- are registered as a holder of Shares on the Record Date; and
- have a registered address in Australia, New Zealand, the United Kingdom or the British Virgin Islands.

The Loyalty Options are being issued for nil consideration. Accordingly, no funds will be raised pursuant to the Offer. If all Loyalty Options issued under the Offer are subsequently exercised, the Company will receive approximately $1,226,300.

It is important that you read the Prospectus carefully and in its entirety. You should seek advice from your suitably qualified professional adviser if you have any queries.

If you are an Eligible Shareholder, no action is required from you to take up your Entitlement under the Offer.

How to access the Offer and Prospectus

1. **ONLINE** – the Offer and Prospectus can be accessed via the Company's website: https://venariminerals.com/loyalty-option-plan or on the ASX announcements platform under the code VMS.
2. **PAPER** – request a paper copy of the Prospectus (free of charge) from the Company's registered office by contacting the Company.

Purpose of Offer

The purpose of the Offer is to reward the loyalty of Eligible Shareholders who hold Shares as at the Record Date.

The Prospectus has also been issued to facilitate secondary trading of the Shares to be issued upon exercise of the Loyalty Options issued under the Offer. Issuing the Loyalty Options under the Prospectus will enable persons who are issued the Loyalty Options to on-sell the Shares issued on exercise of the Loyalty Options pursuant to ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80.

Indicative Timetable

ACTION	DATE
Lodgement of Appendix 3B with ASX	Monday, 20 July 2026
Lodgement of Prospectus with the ASIC	Thursday, 23 July 2026
Lodgement of Prospectus with ASX	Thursday, 23 July 2026
Ex date	Wednesday, 29 July 2026
Record Date for determining Entitlements	Thursday, 30 July 2026
Last day to issue the Loyalty Options and to lodge the Appendix 2A with ASX*	Thursday, 6 August 2026 (before noon Sydney time)
Quotation of Loyalty Options issued under the Offer	Friday, 7 August 2026

**All dates (other than those which have occurred as at the date of this letter) are indicative only. The Company retains the discretion, subject to the ASX Listing Rules and the Corporations Act, to alter key dates at its discretion (generally or in particular cases), without prior notice.*

Further information

If you have any questions in relation to this letter or the Offer, please contact Vince Fayad, Joint Company Secretary. For all general shareholder enquiries, please contact the Company's Share Registry, XCEND, on 02 7208 8033 (within Australia) or +61 2 8591 8509 (outside Australia) or by email at support@xcend.co.

For other questions, you should consult your stockbroker, solicitor, accountant or other suitably qualified professional adviser.

Yours sincerely

Vince Fayad
Company Secretary and Non-Executive Director
Telephone +61 2 8046 2799
Email: admin@venariminerals.com

Attachment 2

Letter from Venari Minerals NL to all Ineligible Shareholders under the Loyalty Offer

VENARI MINERALS

3 August 2026

Dear Shareholder

NOTICE TO INELIGIBLE SHAREHOLDERS OF LOYALTY OPTIONS OFFER

Venari Minerals NL (ACN 007 090 904) (**Venari** or the **Company**) writes to you as the registered holder of fully paid ordinary shares (**Shares**) in the Company as at 5:00 pm (AEST) on 30 July 2026 (**Record Date**).

As per the Company's prospectus that was filed with the Australian Securities and Investments Commission (**ASIC**) and the ASX on 23 July 2026 (**Prospectus**), the Company is undertaking a pro-rata bonus offer of one (1) quoted loyalty option (**Loyalty Options**) for every ten (10) Shares held by Eligible Shareholders on the Record Date (**Offer**). Each Loyalty Option will have an exercise price of $0.12 and expire on the date that is twenty-four (24) months from the date of issue. The Loyalty Options will be issued for nil consideration to Eligible Shareholders.

Capitalised terms used, but not defined in this letter, derive their meaning from the Prospectus.

Ineligible shareholders

Eligible Shareholders are those Shareholders who:

- are the registered holder of Shares on the Record Date; and
- have a registered address in Australia, New Zealand, the United Kingdom and the British Virgin Islands (**Permitted Jurisdictions**).

Pursuant to section 9A(3)(a) of the Corporations Act 2001 (Cth) **(Corporations Act)** and ASX Listing Rule 7.7.1(a), the Company has determined that it is unreasonable to extend the Offer to Shareholders with a registered address that is outside of the Permitted Jurisdictions, having regard to the small number of Ineligible Shareholders, the relatively small number and value of new Loyalty Options that would be issued to the Ineligible Shareholders, and the costs of complying with the legal and regulatory requirements in each such jurisdiction.

As your registered address is outside of the Permitted Jurisdictions, you are an Ineligible Shareholder for the purposes of the Offer and will not receive Loyalty Options. In accordance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), the Company advises that you will not be sent a copy of the Prospectus and that no action is required of you.

If you have any questions in relation to this letter or the Offer, please contact Vince Fayad, Joint Company Secretary, or contact your financial, legal or taxation adviser.

Yours sincerely

Vince Fayad
Company Secretary and Non-Executive Director
Telephone +61 2 8046 2799
Email: admin@venariminerals.com