All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: YAR
Email: hello@automicgroup.com.au

Friday 21, August 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Yari Resources Ltd ACN 118 554 359 (ASX: YAR or "the **Company**"), advises that a General Meeting (**Meeting**) will be held on Monday, 21 September 2026 at 11.00am (AWST) at HLB Mann Judd, Board Room, 4/130 Stirling St, Perth WA 6000.

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://yariresources.com.au/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: YAR).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@yariresources.com.au.

Copies of all Meeting related material including the Notice, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Board of Yari Resources Ltd.

YARI RESOURCES LIMITED
ACN 118 554 359
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (AWST)

DATE: Monday, 21 September 2026

PLACE: HLB Mann Judd, Board Room, 4/130 Stirling St, Perth WA 6000.

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AWST) on 19 September 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE COMPLETION SHARES TO UTOPIA RESOURCES PTY LTD

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 7.1 and for all other purposes, approval is given for the Company to issue up to 147,594,744 Shares to Utopia Resources Pty Ltd (or its nominee(s)), on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF TRANCHE 1 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 125,919,571 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF TRANCHE 1 SHARES – LISTING RULE 7.1A

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 83,946,380 Shares to Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 SHARES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 279,022,938 Shares to Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 1 AND 2 OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 488,888,889 Options to Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

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 7.1 and for all other purposes, approval is given for the Company to issue up to 44,000,000 Options to CPS Capital Group Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – EDUARDO ROBAINA

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,500,000 Performance Rights to Mr Eduardo Robaina (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – COURTNEY TAYLOR

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,500,000 Performance Rights to Ms Courtney Taylor (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – ALBERT THAMM

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,500,000 Performance Rights to Mr Albert Thamm (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO COMPANY SECRETARY – DALE HANNA

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,500,000 Performance Rights Mr Dale Hanna (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.

Dated: 21 August 2026

Voting Prohibition Statements

Resolution 7 – Approval to Issue Performance Rights to Director – Eduardo Robaina	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 7 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 7 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 7 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 8 – Approval to Issue Performance Rights to Director – Courtney Taylor	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 8 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 8 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 8 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 9 – Approval to Issue Performance Rights to Director – Albert Thamm	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 9 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 9 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 9 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.

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 1- Approval to Issue Completion Shares to Utopia Resources Pty Ltd	Utopia Resources Pty Ltd (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Ratification of Tranche 1 Shares – Listing Rule 7.1	Any person who participated in the issue or is an associate of that person or those persons.
Resolution 3 – Ratification of Tranche 1 Shares – Listing Rule 7.1	Any person who participated in the issue or is an associate of that person or those persons.
Resolution 4 – Approval to Issue Tranche 2 Shares	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Tranche 2 Options	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to Issue Options to the Lead Manager	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval to Issue Performance Rights to Director – Eduardo Robaina	Eduardo Robaina (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Performance Rights to Director – Courtney Taylor	Courtney Taylor (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to Issue Performance Rights to Director – Albert Thamm	Albert Thamm (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to Issue Performance Rights to Company Secretary – Dale Hanna	Dale Hanna (or his nominee(s)) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) 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 by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6400 6222.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND

1.1 Background to the Acquisition

On 3 August 2026, the Company announced that it had entered into a binding sale and purchase agreement (**Acquisition Agreement**) with Tri-Star E&P Pty Ltd (ACN 629 728 605) (**Tri-Star**), and Utopia Resources Pty Ltd (ACN 664 013 861) (**Utopia**) pursuant to which the Company will acquire 100% of the issued share capital in Northern Comet Resources Company, a company incorporated under the laws of Texas, United States of America, and registered in Australia as a foreign company with an ARBN 26 116 168 462 (**Northern Comet**) (**Acquisition**). Northern Comet is the owner of 100% of three exploration permits (**Tenements**) comprising the Arcadia Coal Project, an existing coal exploration project located in Queensland (**New Project**).

Utopia, a related body corporate of Tri-Star, has been included as a party to the Acquisition Agreement to:

(a) receive the purchase consideration under the Acquisition Agreement,

(b) be granted the Royalty under the Royalty Deed; and

(c) become the secured party under the Tenement Mortgage Deed,

as those terms are defined in the Acquisition Agreement.

Refer to the Company's announcement to the ASX dated 3 August 2026 for further details in relation to the Acquisition.

1.2 Consideration for the Acquisition

The Company has paid Utopia a non-refundable cash payment of $50,000 on execution of the Acquisition Agreement.

In part consideration for the Acquisition, the company has agreed to issue Utopia up to a maximum of 147,594,744 fully paid ordinary shares in the Company (**Shares**), subject to Shareholder approval on completion of the Acquisition Agreement (**Completion Shares**). The issue of Completion Shares is subject to Shareholder approval, being the subject of Resolution 1.

The Completion Shares are subject to a 12 month escrow period from the date of issue.

A summary of the material terms of the Acquisition Agreement is set out below. Unless otherwise defined, capitalised terms used below have the same meaning given in the Acquisition Agreement:

TERM	SUMMARY
Royalty	In part consideration for the Acquisition pursuant to the Acquisition Agreement, Northern Comet (which will become a fully owned subsidiary of the Company) has agreed to grant and pay a gross revenue royalty equal to 1.5% of all revenue from the production and sale of coal from the exploration permits to Utopia (**Royalty**). Under the proposed terms of the Royalty, the Company has also agreed to provide a guarantee in respect of the obligations of Northern Comet to pay the Royalty under the Royalty deed.

<table>
<tr>
<td>Annual Success Payments</td>
<td>
The Company has agreed to pay Utopia a total of $20,000,000 in deferred cash instalments, payable as follows:
<table>
<tr><th>TIMING</th><th>AMOUNT</th></tr>
<tr><td>On First Commercial Production</td><td>$5,000,000</td></tr>
<tr><td>First Anniversary of First Commercial Production</td><td>$5,000,000</td></tr>
<tr><td>Second Anniversary of First Commercial Production</td><td>$5,000,000</td></tr>
<tr><td>Third Anniversary of First Commercial Production</td><td>$5,000,000</td></tr>
</table>
First Commercial Production means the earlier of:
(a) the first date on which coal has been extracted from the mining area and sold by Northern Comet (or any Related Body Corporate or operator acting on its behalf) to a third party pursuant to a binding coal sale agreement on arm's-length commercial terms; and
(b) the date on which such extraction and sale has continued, or Northern Comet demonstrates to Tri-Star's reasonable satisfaction that it is reasonably expected to continue without interruption, for a period of not less than 30 consecutive days at an average run-of-mine extraction rate of not less than 250 run-of-mine tonnes per day (or such lesser rate as is consistent with the mine plan then approved by the relevant Authority). For the avoidance of doubt:
(i) bulk sampling, trial Mining, extended metallurgical testing, pilot production and any other activities not conducted pursuant to a mining lease do not constitute First Commercial Production; and
(ii) a temporary interruption of less than 5 consecutive days due to weather, maintenance or force majeure does not break the continuity of the 30-day period for the purpose of paragraph (b).
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<tr>
<td>Milestone Payments</td>
<td>
The following milestone payments will become payable upon achievement of the relevant milestones:
(a) $250,000 on the Company releasing an announcement of an increase in the total existing JORC (2012) Mineral Resource Estimate by at least 100 Mt or conversion of Mineral Resource where the Inferred Category volume decreases by at least 100Mt and the total of the Indicated category and Measured category volume increases by at least 100Mt;
(b) $500,000 on the grant of a Mineral Development Licence over all or part of the Tenements; and
(c) $500,000 on the grant of a Mining Lease over all of part of the Tenements.
Each milestone payment will be payable, at the Company's election, in cash or, in Shares at a 20% discount to the 10-day VWAP immediately prior to the date the relevant milestone is achieved, subject to compliance with the ASX Listing Rules and any required shareholder approvals at the time the milestone is achieved.
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<tr>
<td>Minimum Expenditure</td>
<td>
Within 3 years of completion under the Acquisition Agreement (Earn-in Period), the Company must spend at least A$400,000 (Minimum Expenditure) on activities related to progressing the Tenements, including:
(a) geological studies, mapping or drilling programs;
(b) compilation and completion of resource estimation reports and studies;
</td>
</tr>
</table>

	(c) feasibility or scoping studies; and (d) regulatory approvals and new permitting activities; excluding Yari's internal overhead and administration costs. If the Company fails to meet the Minimum Expenditure obligation (subject to a 60-day cure period) then Utopia will have the right (but not the obligation) to acquire any or all of the Tenements for zero consideration on an "as is" basis.
Security	The parties have also entered into a mortgage deed over the Tenements in favour of Utopia as security for the Royalty and the deferred payment obligations of the Company (being the Annual Success Payments, the Milestone Payments and Proceeds of Sale entitlements).
Proceeds of Sale	If Northern Comet sells or transfers any interest in the Tenements, or the Company sells or transfers any of its shares in Northern Comet, the Company must pay Utopia 10% of the total consideration received in respect of the Tenements. Where the Company sells or transfers any interest in the Tenements or shares in Northern Comet as part of a larger transaction involving separate assets, these obligations apply to the value attributed to the Tenements as agreed by the parties, or where that cannot be agreed, as determined by an expert.

The Acquisition Agreement otherwise contains terms considered standard for an agreement of this type.

1.3 Placement

In conjunction with the Acquisition, the Company has announced that it was undertaking a placement to unrelated professional and sophisticated investors (**Placement Participants**) to raise an aggregate of $1,500,000 (before costs) through the issue of up to 488,888,889 Shares at an issue price of $0.0045 per Share (**Placement**).

The Placement will comprise two tranches:

(a) (**Tranche 1**): an aggregate of 209,865,951 Shares were issued on or around 12 August 2026 pursuant to the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A, ratification of which is sought under Resolutions 2 and 3; and

(b) (**Tranche 2**): subject to Shareholder approval, 279,022,938 Shares on the same terms as Tranche 1.

Subject to Resolution 4 being passed, the Company is proposing to issue 488,888,889 Options free attaching to the Shares issued under the Placement, exercisable $0.0075 each on or before 30 September 2028 (**Options**) to the Placement Participants (or their nominee(s)).

The Shares to be issued to the Placement Participants subject to Shareholder approval under Tranche 2 is sought pursuant to Resolution 4, and the Options to be issued subject to Shareholder approval is sought pursuant to Resolution 5.

1.4 Lead Manager

The Company engaged CPS Capital Group Pty Ltd to act as lead manager to the Placement (**CPS Capital** or the **Lead Manager**) pursuant to a mandate entered into by the Company and the Lead Manager dated 28 July 2026 (**Lead Manager Mandate**).

In part consideration for lead manager services provided by the Lead Manager, the Company has agreed to pay/ issue:

(a) a capital raising and management fee of 6% of the gross proceeds raised under the Placement;

(b) a corporate advisory fee of $6,500 per month, for a total period of 6 months; and

(c) subject to Shareholder approval, 44,000,000 options exercisable at $0.0075 on or before 30 September 2028 (approval of which is being sought pursuant to Resolution 6) (**Lead Manager Options**).

The Lead Manager Mandate otherwise contains terms and conditions standard for an agreement of its nature.

As announced on 4 August 2026, the Company is intending to apply for quotation of the Placement Options and the Lead Manager Options on the ASX. The Placement Options and the Lead Manager Options will be issued under a Prospectus to be lodged with ASIC following the date of the Meeting.

1.5 Use of Funds

The funds raised under the Placement (together with the Company's existing cash) are intended to be used for the following purposes:

(a) to assist the Company in completing the Acquisition;

(b) for upfront costs associated with the Acquisition;

(c) cover any expenditure to advance the Company's existing projects and the New Project; and

(d) costs associated with general working capital and corporate administration.

2. RESOLUTION 1 – APPROVAL TO ISSUE COMPLETION SHARES TO UTOPIA

2.1 General

The background to this Resolution is set out in Section 1. This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 147,594,744 Completion Shares to Utopia Resources Pty Ltd (or its nominee(s)).

2.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may not be able to complete the Acquisition as it will not have provided the required consideration under the Agreement.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Utopia Resources Pty Ltd (or its nominee(s)).

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	Up to a maximum of 147,594,744 Completion Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Completion Shares on completion of the Acquisition Agreement. In any event, the Company will not issue any Completion Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Completion Shares will be issued as part consideration for the Acquisition of Northern Comet.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement, in consideration for the Acquisition.
Summary of material terms of agreement to issue	The Securities are being issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 1.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTIONS 2 AND 3 – RATIFICATION OF TRANCHE 1 SHARES

3.1 General

As set out in Section 1.3 above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 209,865,951 Shares to the Placement Participants.

125,919,571 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 83,946,380 Shares were issued on or around 12 August 2026 pursuant to the Company's placement capacity under Listing Rule 7.1A.

3.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

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%. The Company obtained this approval at its annual general meeting held on 29 May 2026.

The issue 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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

3.3 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.

3.4 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.

3.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue 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 the issue.

If these Resolutions are not passed, the issue 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 the issue.

3.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	209,865,951 Shares were issued on the following basis: (a) 125,919,571 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and (b) 83,946,380 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Terms of Securities	The 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.
Date(s) on or by which the Securities were issued	On or around 12 August 2026.
Price or other consideration the Company received for the Securities	$0.0045 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are not being issued under any agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or 7.1A.

4. RESOLUTION 4 – APPROVAL TO TRANCHE 2 SHARES

4.1 General

As set out in Section 1.3 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 279,022,938 Shares to the Placement Participants (or their nominee(s)).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will be required to find alternative ways to fund the Acquisition, including using the Company's existing cash reserves.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 279,022,938 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.0045 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under any agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 1 AND 2 OPTIONS

5.1 General

As set out in Section 1.3, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 488,888,889 free-attaching Options to the Placement Participants (or their nominee(s)).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Placement Participants will not receive their Options and the Company will be unable to meet its obligations under the customary placement agreements between the Company and the Placement Participants.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 488,888,889 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Option are being issued for nil consideration as they are being issued free attaching to the Shares issued under the Placement on a 1:1 basis. The Company will not receive any other consideration (other than funds received on exercise).
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Options are not being issued under any agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

6.1 General

As set out in Section 1.4, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 44,000,000 Lead Manager Options in consideration for lead manager services provided by CPS Capital (or its nominee(s)) in relation to the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may be required to renegotiate the terms of the Lead Manager Mandate with the Lead Manager.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	CPS Capital Group Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	44,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent

REQUIRED INFORMATION	DETAILS
	permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for lead manager services provided by the Lead Manager in connection with the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Securities are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.4.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 7 TO 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

7.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 31,500,000 Performance Rights to Company Directors Mr Eduardo Robaina, Ms Courtney Taylor and Mr Albert Thamm (or their nominee(s)) (together, the **Related Parties**) on the terms and conditions set out below.

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

CLASS	QUANTUM	RECIPIENT	VESTING CONDITION	EXPIRY DATE
A	2,625,000	Eduardo Robaina	The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 275Mt with an ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.	Expiring on date that is 5 years from the date of issue
	2,625,000	Courtney Taylor		
	2,625,000	Albert Thamm		
B	2,625,000	Eduardo Robaina	The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 325Mt with an ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.	Expiring on date that is 5 years from the date of issue
	2,625,000	Courtney Taylor		
	2,625,000	Albert Thamm		
C	2,625,000	Eduardo Robaina	Vesting on the earlier of: (a) the volume weighted average price (VWAP) being at least $0.02 over any 20 consecutive trading days; or (b) the Company reaching a market cap of at least $16.8 million.	Expiring on date that is 5 years from the date of issue
	2,625,000	Courtney Taylor		
	2,625,000	Albert Thamm		

CLASS	QUANTUM	RECIPIENT	VESTING CONDITION	EXPIRY DATE
D	2,625,000	Eduardo Robaina	Vesting on the earlier of: (a) the VWAP being at least $0.04 over any 20 consecutive trading days; or (b) the Company reaching a market cap of at least $33.6 million	Expiring on date that is 5 years from the date of issue
	2,625,000	Courtney Taylor		
	2,625,000	Albert Thamm		

7.2 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 Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(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.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As the Performance Rights 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.

7.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month 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 (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may be required to consider alternative forms of remuneration and incentive for the Directors.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 31,500,000 which will be allocated as set out in the table included at Section 7.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward their performance as Directors and to provide a cost effective way for the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Related Parties will align the interests of the recipient with those of Shareholders;

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.</td></tr>
<tr><td>Consideration of quantum of Securities to be issued</td><td>The number of Securities to be issued has been determined based upon a consideration of:

(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(b) the remuneration of the proposed recipients; and

(c) incentives to attract and ensure continuity of service/retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</td></tr>
<tr><td>Remuneration</td><td>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

<table>
<tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2026 (PROPOSED)</th><th>PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2025 (ACTUAL)</th></tr>
<tr><td>Eduardo Robaina</td><td>$100,279[2]</td><td>$70,283[5]</td></tr>
<tr><td>Courtney Taylor</td><td>$268,105[3]</td><td>Nil[1]</td></tr>
<tr><td>Albert Thamm</td><td>$103,879[4]</td><td>$68,541[6]</td></tr>
</table>

Notes:
1. Ms Taylor was appointed as an Executive Director on 19 January 2026.
2. Comprising Directors' fee/salary of $96,400 (including $21,400 in consulting fees) and share-based payments of $3,879.
3. Comprising Directors' fee/salary of $235,917, superannuation payments of $28,310 and share-based payments of $3,879.
4. Comprising Directors' fees/salary of $89,286, superannuation payments of $10,714 and share-based payments of $3,879.
5. Comprising Directors' fees/salary of $65,933 (including $20,100 in consulting fees) and share-based payments of $4,350.
6. Comprising Directors' fees/salary of $61,812 and a superannuation payment of $6,729.</td></tr>
<tr><td>Valuation</td><td>The value of the Performance Rights and the pricing methodology is set out in Schedule 4.</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Performance Rights are not being issued under any agreement.</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice
<table>
<tr><th>RELATED PARTY</th><th>SHARES[2]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UN-DILUTED</th><th>FULLY DILUTED</th></tr>
<tr><td>Eduardo Robaina</td><td>Nil</td><td>10,000,000[3]</td><td>5,000,000</td><td>0%</td><td>1.70%</td></tr>
<tr><td>Courtney Taylor[1]</td><td>Nil</td><td>Nil</td><td>Nil</td><td>0%</td><td>0%</td></tr>
<tr><td>Albert Thamm</td><td>Nil</td><td>Nil</td><td>Nil</td><td>0%</td><td>0%</td></tr>
</table>
Post issue
<table>
<tr><th>RELATED PARTY</th><th>SHARES[2]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>Eduardo Robaina</td><td>Nil</td><td>10,000,000[3]</td><td>15,500,000</td></tr>
<tr><td>Courtney Taylor[1]</td><td>Nil</td><td>Nil</td><td>10,500,000</td></tr>
<tr><td>Albert Thamm</td><td>Nil</td><td>Nil</td><td>10,500,000</td></tr>
</table>
Notes:
1. Ms Taylor was appointed as an Executive Director on 19 January 2026.
2. Fully paid ordinary shares in the capital of the Company (ASX: YAR).
3. Unquoted Options exercisable at $0.04 each on or before 30 May 2028.</td></tr>
<tr><td>Dilution</td><td>If the Performance Rights issued under these Resolutions are converted, a total of 31,500,000 Shares would be issued. This will increase the number of Shares on issue from 839,463,804 (being the total number of Shares on issue as at the date of this Notice) to 870,963,804 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.61%, comprising 1.20% by Eduardo Robaina, 1.20% by Courtney Taylor and 1.20% by Albert Thamm.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$0.015</td><td>24 October 2025</td></tr>
<tr><td>Lowest</td><td>$0.005</td><td>15 June 2026</td></tr>
<tr><td>Last</td><td>$0.006</td><td>4 August 2026</td></tr>
</table></td></tr>
<tr><td>Other information</td><td>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</td></tr>
<tr><td>Voting exclusion statements</td><td>Voting exclusion statements apply to these Resolutions.</td></tr>
<tr><td>Voting prohibition statements</td><td>Voting prohibition statements apply to these Resolutions.</td></tr>
</table>

8. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO COMPANY SECRETARY – DALE HANNA

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 10,500,000 Performance Rights to Mr Dale Hanna (Company Secretary) on the terms and conditions set out below.

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

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	2,625,000	The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 275Mt with an ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.	Expiring on date that is 5 years from the date of issue
B	2,625,000	The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 325Mt with an ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.	Expiring on date that is 5 years from the date of issue
C	2,625,000	Vesting on the earlier of: (a) the volume weighted average price (**VWAP**) being at least $0.02 over any 20 consecutive trading days; or (b) the Company reaching a market cap of at least $16.8 million.	Expiring on date that is 5 years from the date of issue
D	2,625,000	Vesting on the earlier of: (a) the VWAP being at least $0.04 over any 20 consecutive trading days; or (b) the Company reaching a market cap of at least $33.6 million.	Expiring on date that is 5 years from the date of issue

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may be required to find alternative means of incentivising Mr Hanna in his role as Company Secretary.

8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Mr Dale Hanna (or his nominee(s)).
Number of Securities and class to be issued	An aggregate of 10,500,000 Performance Rights will be issued in the proportions set out in the table at Section 8.1 a above and otherwise on the terms and conditions set out in Schedule 3.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for services provided to the Company in his role as Company Secretary.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to incentivize and provide remuneration to Mr Hanna for his services provided to the Company.
Summary of material terms of agreement to issue	The Performance Rights are not being issued under any agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

Acquisition Agreement has the meaning given in Section 1.1.

Acquisition has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Yari Resources Limited (ACN 118 554 359).

Completion Shares has the meaning given in Section 1.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 1.4.

Lead Manager means CPS Capital Group Pty Ltd.

Lead Manager Options has the meaning given in Section 1.4.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

New Project has the meaning given in Section 1.1.

Northern Comet means Northern Comet Resources Company, a company incorporated under the laws of Texas, United States of America, and registered in Australia as a foreign company with an ARBN 26 116 168 462.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right convertible into a Share.

Placement has the meaning given in Section 1.3.

Placement Participants has the meaning given in Section 1.3.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Tri-Star means Tri-Star E&P Pty Ltd (ACN 629 728 605).

Tenements has the meaning given in Section 1.1.

Utopia means Utopia Resources Pty Ltd (ACN 664 013 861).

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

1.	**Entitlement**	Subject to paragraph 12, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraphs 9 and 11, the amount payable upon exercise of each Option will be $0.0075 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5.00pm (WST) on 30 September 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within 15 Business Days after the later of the following: (a) the Exercise Date; and (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 Business Days after the Exercise Date, the Company will: (c) allot and 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; (d) 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 (e) 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 (g)(iv) 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.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**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 the

		holder 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.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	**Change in exercise price/Adjustment for rights issue**	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment): (a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price.
13.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
14.	**Quotation of Shares issued on exercise**	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

SCHEDULE 2 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1.	**Entitlement**	Subject to paragraph 12, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraphs 9 and 11, the amount payable upon exercise of each Option will be $0.0075 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5.00pm (WST) on 30 September 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within 15 Business Days after the later of the following: (a) the Exercise Date; and (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 Business Days after the Exercise Date, the Company will: (c) allot and 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; (d) 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 (e) 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 (g)(iv) 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.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**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 the

		holder 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.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	**Change in exercise price/Adjustment for rights issue**	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment): (a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price.
13.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
14.	**Quotation of Shares issued on exercise**	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Consideration</td><td>The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.</td></tr>
<tr><td>3.</td><td>Vesting Conditions</td><td>The Performance Rights shall vest as follows:
<table>
<tr><th>CLASS</th><th>MILESTONES</th></tr>
<tr><td>A</td><td>The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 275Mt with a weighted average ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.</td></tr>
<tr><td>B</td><td>The Company announcing to ASX that it has achieved an Inferred JORC 2012 (or its replacement code) Global Coal Resource of greater than 325Mt with a weighted average ash yield of less than or equal to 50% by mass (on a dry basis) at Projects held and/ or acquired by Yari.</td></tr>
<tr><td>C</td><td>Vesting on the earlier of:
(a) the volume weighted average price (VWAP) being at least $0.02 over any 20 consecutive trading days; or
(b) the Company reaching a market cap of at least $16.8 million.</td></tr>
<tr><td>D</td><td>Vesting on the earlier of:
(a) the VWAP being at least $0.04 over any 20 consecutive trading days; or
(b) the Company reaching a market cap of at least $33.6 million.</td></tr>
</table>
each, a Vesting Condition.</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (AWST) as follows:
<table>
<tr><th>CLASS</th><th>EXPIRY DATE</th></tr>
<tr><td>A</td><td>On or before the date that is 5 years from the date of issue.</td></tr>
<tr><td>B</td><td>On or before the date that is 5 years from the date of issue.</td></tr>
<tr><td>C</td><td>On or before the date that is 5 years from the date of issue.</td></tr>
<tr><td>D</td><td>On or before the date that is 5 years from the date of issue.</td></tr>
</table>
(Expiry Date).

If the relevant Vesting Condition attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.</td></tr>
<tr><td>5.</td><td>Notice of vesting</td><td>The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.</td></tr>
<tr><td>6.</td><td>Quotation of Performance Rights</td><td>The Performance Rights will not be quoted on ASX.</td></tr>
</table>

7.	**Conversion**	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	**Timing of issue of Shares on conversion**	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (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 Performance Rights. If a notice delivered under 8(b) 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.
9.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	**Change of Control**	Subject to paragraph 16, upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, or the Board determining that such an event is likely to occur, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
11.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.

13.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	**Transferability**	The Performance Rights are not transferable.
16.	**Deferral of conversion if resulting in a prohibited acquisition of Shares**	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in 16(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 7 to 9 have been independently valued by Moore Australia Corporate Finance (WA) Pty Ltd.

Using the trinomial valuation model and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:				
Valuation date	12 June 2026			
Market price of Shares	0.006 cents			
Exercise price	Nil			
Performance Hurdle	The Milestones as set out in Schedule 3 above.			
Expiry date (length of time from issue)	5 years			
Risk free interest rate	4.55%			
Volatility	100%	100%	100%	100%
Total Performance Rights	10,500,000 each			
	Milestone 1	**Milestone 2**	**Milestone 3**	**Milestone 4**
- Eduardo Robaina (Resolution 7)	$13,125	$13,125	$10,930	$9,363
- Courtney Taylor (Resolution 8)	$13,125	$13,125	$10,930	$9,363
- Albert Thamm (Resolution 9)	$13,125	$13,125	$10,930	$9,363

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Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Yari Resources Ltd | ABN 27 118 554 359

Your proxy voting instruction must be received by **11:00am (AWST) on Saturday, 19 September 2026**, 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://portal.automic.com.au/investor/home 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.

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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Yari Resources Ltd, to be held at **11:00am (AWST) on Monday, 21 September 2026 at HLB Mann Judd, Board Room, 4/130 Stirling St, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	APPROVAL TO ISSUE COMPLETION SHARES TO UTOPIA RESOURCES PTY LTD			
2	RATIFICATION OF TRANCHE 1 SHARES – LISTING RULE 7.1			
3	RATIFICATION OF TRANCHE 1 SHARES – LISTING RULE 7.1A			
4	APPROVAL TO ISSUE TRANCHE 2 SHARES			
5	APPROVAL TO ISSUE TRANCHE 1 AND 2 OPTIONS			
6	APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER			
7	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – EDUARDO ROBAINA			
8	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – COURTNEY TAYLOR			
9	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – ALBERT THAMM			
10	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO COMPANY SECRETARY – DALE HANNA			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).