

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Native Mineral Resources Holdings Limited
ABN	93 643 293 716

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Philip Gardner
Date of last notice	3 July 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Sutton Gardner Pty Limited <Sutton Gardner SF A/C> Philip Patrick Gardner is a Director and Shareholder of Sutton Gardner Pty Ltd. Sutton Gardner Pty Ltd is the trustee of the Sutton Gardner Super Fund, of which Mr Gardner is a beneficiary.
Date of change	9 November 2023 and 14 November 2023
No. of securities held prior to change	<u>Direct</u> 2,722,223 Fully Paid Ordinary Shares 756,000 Unquoted Options, exercisable at nil consideration, expiring on 7 August 2025 <u>Indirect</u> 3,150,000 Fully Paid Ordinary Shares ¹ 1. Held by Sutton Gardner Pty Limited <Sutton Gardner SF A/C>. Mr Gardner is a director and shareholder of the company and a beneficiary of the fund.

+ See chapter 19 for defined terms.

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Class	<p>Fully Paid Ordinary Shares</p> <p>Unquoted Options, exercisable at nil consideration, expiring on 7 August 2025</p> <p>Rights, exercisable at nil consideration, expiring on 14 November 2027</p>
Number acquired	<p>3,089,334 Fully Paid Ordinary Shares</p> <p>4,140,000 Rights</p>
Number disposed	756,000 Unquoted Options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<p>\$0.03 per Fully Paid Ordinary Share</p> <p>Nil cash consideration per Option or Right</p>
No. of securities held after change	<p><u>Direct</u></p> <p>5,144,890 Fully Paid Ordinary Shares</p> <p>4,140,000 Rights, exercisable at nil consideration, expiring on 14 November 2027</p> <p><u>Indirect</u></p> <p>3,816,667 Fully Paid Ordinary Shares¹</p> <p>1. Held by Sutton Gardner Pty Limited <Sutton Gardner SF A/C>. Mr Gardner is a director and shareholder of the company and a beneficiary of the fund.</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>2,333,334 Fully Paid Ordinary Shares issued on participation in Non-Renounceable Entitlement Offer Shortfall Placement, as approved by Shareholders on 27 October 2023;</p> <p>756,000 Fully Paid Ordinary Shares issued on the exercise of 756,000 Options granted on 17 August 2020 under the Company's Employee Option Plan; and</p> <p>4,140,000 Rights issued under the Company's Employee Incentive Scheme, as approved by Shareholders on 27 October 2023.</p>

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A

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Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.