14 November 2023

Dear Shareholder

Annual General Meeting – Addendum to Notice of Meeting and Proxies

Yandal Resources Limited (ACN 108 753 608) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting in respect of the Company's annual general meeting of members to be held at 3:00pm (WST) 28 November 2023 (**Meeting**), the Directors have resolved to include new Resolutions 9 to 17, additional Sections 7 to 12, additional defined terms in the Glossary and Schedule 3 on the terms set out in this Addendum (**Additional Resolutions**). The Additional Resolutions relate to the capital raising announced on 10 November 2023.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice.

Addendum to the Notice of Meeting

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

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

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

Voting at the Meeting or by proxy

Please refer to the first page of the Addendum for important information on your replacement proxy form.

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

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

Registered Address
Yandal Resources Limited
ACN 108 753 608 ABN 86 108 753 608

A Level 1, 5/62 Ord Street
West Perth WA 6005
P PO Box 1104
Nedlands WA 6909

Board Members

Tim Kennedy	Managing Director/CEO
Greg Evans	Chair
Katina Law	Non-Executive Director
Chris Oorschot	Technical Director
Greg Fitzgerald	Company Secretary

T +61 8 9389 9021
E yandal@yandalresources.com.au
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Gold Projects
Ironstone Well (100% owned)
Barwidgee (100% owned)
Mt McClure (100% owned)

Gordons (100% owned)

Shares on Issue	157,803,079
Share Price	$0.07
Market Cap	$11.0M

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Your proxy voting instruction must be received by 3:00pm (Perth time) on Sunday, 26 November 2023 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

Authorised for release by:

Greg Fitzgerald
Company Secretary

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

YANDAL RESOURCES LIMITED
ACN 108 753 608
ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Yandal Resources Limited (ACN 108 753 608) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 26 October 2023 and released on the ASX on 27 October 2023 (**Notice**) in respect of the Company's annual general meeting of members to be held at 3:00pm (WST) 28 November 2023 (**Meeting**), the Directors have resolved to include new Resolutions 9 to 17, additional Sections 7 to 12, additional defined terms in the Glossary and Schedule 3 on the terms set out in this Addendum (**Additional Resolutions**).

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

(a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 8 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.

(b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 8 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 8 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions**.

(c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9389 9021 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY BUSINESS OF THE MEETING

<u>The agenda of the Notice is amended by including the following Resolutions:</u>

1. RESOLUTION 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PARTIES

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 40,472,309 Shares on the terms and conditions set out in the Explanatory Statement."*

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

2. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PARTIES

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 37,961,539 Options on the terms and conditions set out in the Explanatory Statement."*

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

3. RESOLUTION 11 – APPROVAL TO ISSUE PLACEMENT SHARES AND OPTIONS TO DIRECTOR – MS KATINA LAW

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 10.11 and for all other purposes, approval is given for the Company to issue up to 384,615 Shares and 192,308 Options to Katina Law (or her nominee) on the terms and conditions set out in the Explanatory Statement."*

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

4. RESOLUTION 12 – APPROVAL TO ISSUE PLACEMENT SHARES AND OPTIONS TO DIRECTOR – MR GREG EVANS

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 10.11 and for all other purposes, approval is given for the Company to issue up to 384,615 Shares and 192,308 Options to Greg Evans (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

5. RESOLUTION 13 – APPROVAL TO ISSUE PLACEMENT SHARES AND OPTIONS TO DIRECTOR – MR TIM KENNEDY

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 10.11 and for all other purposes, approval is given for the Company to issue up to 192,308 Shares and 96,154 Options to Tim Kennedy (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

6. RESOLUTION 14 – APPROVAL TO ISSUE PLACEMENT SHARES AND OPTIONS TO DIRECTOR – MR CHRISTOPHER OORSCHOT

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 10.11 and for all other purposes, approval is given for the Company to issue up to 38,462 Shares and 19,231 Options to Christopher Oorschot (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

7. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO MST FINANCIAL SERVICES

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 4,000,000 Options to the Lead Manager (or its nominee/s) on the terms and conditions set out in the Explanatory statement."*

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

8. RESOLUTION 16 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,670,461 Shares on the terms and conditions set out in the Explanatory Statement."*

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

9. RESOLUTION 17 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT 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 15,780,307 Shares on the terms and conditions set out in the Explanatory Statement."

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

Voting Exclusion Statements

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

Resolution 9 – Approval to issue Tranche 2 Placement Shares to Unrelated Parties	A 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) (namely the Unrelated T2 Participants) or an associate of that person (or those persons).
Resolution 10 – Approval to issue Placement Options to Unrelated Parties	A 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) (namely the Unrelated T2 Participants) or an associate of that person (or those persons).
Resolution 11 – Approval to issue Placement Shares and Options to Director – Ms Katina Law	Katina Law (or her nominee) 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 12 – Approval to issue Placement Shares and Options to Director – Mr Greg Evans	Greg Evans (or his nominee) 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 13 – Approval to issue Placement Shares and Options to Director – Mr Tim Kennedy	Tim Kennedy (or his nominee) 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 14 – Approval to issue Placement Shares and Options to Director – Mr Christopher Oorschot	Christopher Oorschot (or his nominee) 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 15 – Approval to issue Options to MST Financial Services	The Lead Manager (or its nominees) 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.
Resolution 16 – Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1	The Placement Participants or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 17 – Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1A	The Placement Participants or any other person who participated in the issue or is a counterparty to the agreement being approved 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.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Sections:

7. BACKGROUND TO RESOLUTIONS 9 TO 17

As announced on 10 November 2023, the Company has received binding commitments to raise $4,000,000 through the issue of 76,923,077 Shares at an issue price of $0.052 per Share (**Placement**). Investors in the Placement (**Placement Participants**) will also receive one (1) free attaching unquoted Option for every two (2) Shares subscribed for and issued under the Placement, exercisable at $0.11 each on or before 17 November 2025 (**Placement Options**).

The Placement will be completed in two tranches, comprising the issue of:

(a) 35,450,768 Shares under the Company's Listing Rule 7.1 and 7.1A capacity (**Tranche 1 Placement Shares**), ratification of which is sought under Resolutions 16 and 17;

(b) an aggregate of 41,472,309 Shares subject to Shareholder approval (**Tranche 2 Placement Shares**), which includes the issue of:

   (i) 40,472,309 Shares to unrelated parties (**Unrelated T2 Participants**), approval of which is sought under Resolution 9; and

   (ii) an aggregate of 1,000,000 Shares to Directors, Tim Kennedy, Greg Evans, Katina Law and Christopher Oorschot (together, the **Related T2 Participants**), approval of which is sought under Resolutions 11 to 14.

Lead Manager

The Company engaged the services of MST Financial Services Pty Ltd (ACN 617 475 180) (**Lead Manager**) as lead manager to the Placement and has agreed to:

(a) pay a cash fee of $240,000, exclusive of GST (being 6% of the total amount raised under the Placement); and

(b) subject to Shareholder approval, issue 4,000,000 Options exercisable at $0.11 each on or before 17 November 2025 (**Lead Manager Options**).

Use of Funds

The Company intends to apply proceeds raised under the Placement towards:

(a) drilling, exploration target testing and MRE related activities at the Company's projects;

(b) preliminary lithium target assessment;

(c) exploration activities; and

(d) working capital.

8. RESOLUTION 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PARTIES

8.1 General

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 40,472,309 Shares under Tranche 2 of the Placement to the Unrelated T2 Participants (**Unrelated T2 Placement Shares**). Further information in relation to the Placement is set out in Section 7 above.

8.2 Listing Rules 7.1 and 7.1A

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

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

The Company obtained approval to increase its limit to 25% at its 2022 annual general meeting.

The proposed issue of the Unrelated T2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 25% limit under Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Unrelated T2 Placement Shares. In addition, the issue of the Unrelated T2 Placement Shares 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 Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Unrelated T2 Placement Shares, and the Company will have to forgo the additional $2.1 million that would have been raised under Tranche 2 of the Placement.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Unrelated T2 Placement Shares.

8.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

(a) the Unrelated T2 Placement Shares will be issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

(b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms the following:

(i) Regal Funds Management, a substantial Shareholder of the Company, controlling approximately 15.02% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 10.33% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(ii) Gold Road Resources Limited, a substantial Shareholder of the Company, controlling approximately 17.38% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 8.48% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(iii) Au Xingao Investment Pty Ltd, a substantial Shareholder of the Company, controlling approximately 14.89% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 7.26% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement; and

(iv) Abadi Investments Pty Ltd (Datt Capital), a substantial Shareholder of the Company, controlling approximately 5.04% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 9.75% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(c) the maximum number of Unrelated T2 Placement Shares to be issued is 40,472,309. The Unrelated T2 Placement Shares issued 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;

(d) the Unrelated T2 Placement Shares will be issued no later than 3 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) and it is intended that issue of the Unrelated T2 Placement Shares will occur on the same date;

(e) the issue price of the Unrelated T2 Placement Shares will be $0.052 per Share. The Company will not receive any other consideration for the issue of the Unrelated T2 Placement Shares;

(f) the purpose of the issue of the Unrelated T2 Placement Shares is to raise capital, which the Company intends to apply towards the purposes as set out in Section 7;

(g) the Unrelated T2 Placement Shares are not being issued under an agreement; and

(h) the Unrelated T2 Placement Shares are not being issued under, or to fund, a reverse takeover.

9. RESOLUTION 10 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT OPTIONS TO UNRELATED PARTIES

9.1 General

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 37,961,539 Options (**Placement Options**) under the Tranche 2 Placement to unrelated Placement Participants.

Further information in relation to the Placement is set out in Section 7 above.

As summarised in Section 8.2 above, 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 of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% limit under Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Placement Options to unrelated Placement Participants. In addition, the issue of the Placement Options 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 Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Placement Options, meaning the Placement Participants will not receive free attaching Options under the Placement.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options to unrelated Placement Participants.

9.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

(a) the Placement Options will be issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

(b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms the following:

   (i) Regal Funds Management, a substantial Shareholder of the Company, controlling approximately 15.02% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 10.33% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(ii) Gold Road Resources Limited, a substantial Shareholder of the Company, controlling approximately 17.38% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 8.48% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(iii) Au Xingao Investment Pty Ltd, a substantial Shareholder of the Company, controlling approximately 14.89% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 7.26% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement; and

(iv) Abadi Investments Pty Ltd (Datt Capital), a substantial Shareholder of the Company, controlling approximately 5.04% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 9.75% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(c) the maximum number of Placement Options to be issued is 37,961,539. The terms and conditions of the Unrelated T2 Placement Options are set out in Schedule 3;

(d) the Placement Options will be issued no later than 3 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) and it is intended that issue of the Placement Options will occur on the same date;

(e) the issue price is nil as the Placement Options are being issued as free attaching to Placement Shares. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Options);

(f) the purpose of the issue of the Placement Options is to enable the Company to fulfil its obligations to investors who participated in the Placement;

(g) the Placement Options are not being issued under an agreement; and

(h) the Placement Options are not being issued under, or to fund, a reverse takeover.

10. RESOLUTIONS 11 TO 14 – APPROVAL TO ISSUE SHARES AND OPTIONS TO RELATED PARTIES

10.1 General

As set out in Section 7 above, the Related T2 Participants wish to participate in the Placement on the same terms as other Placement Participants (**Participation**).

Resolutions 11 to 14 seek Shareholder approval for the issue of an aggregate of 1,000,000 Shares (**Related T2 Placement Shares**) and 500,000 Options (**Related T2 Placement Options**) to the Related T2 Participants (or their nominees) under

Tranche 2 of the Placement on the terms set out in the table below (together, the **Related T2 Placement Securities**). Further information in relation to the Placement is set out in Section 7 above.

Related Party	Shares	Options	Subscription Sum
Katina Law	384,615	192,308	$20,000
Greg Evans	384,615	192,308	$20,000
Tim Kennedy	192,308	96,154	$10,000
Christopher Oorschot	38,462	19,231	$2,000
Total	**1,000,000**	**500,000**	**$52,000**

10.2 Chapter 2E of the Corporations Act

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 Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and the Related T2 Participants, are related parties of the Company by virtue of being Directors.

The Related T2 Participants consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Related T2 Placement Securities will be issued on the same terms as Securities issued to other investors in the Placement, and accordingly, the Board has resolved that the arms-length exception under section 210 of the Corporations Act applies to the Participation.

10.3 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 entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders;

unless it obtains the approval of its shareholders.

The Participation 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.

Resolutions 11 to 14 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If Resolutions 11 to 14 are passed, the Company will be able to proceed with the issue of the Related T2 Placement Securities. In addition, the issue of the Related T2 Placement Securities 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 Resolutions 11 to 14 are not passed, the Company will not be able to proceed with the issue of the Related T2 Placement Securities and no further funds will be raised in respect of the Shares that would have otherwise been issued to the Related T2 Participants.

10.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 11 to 14:

(a) the Related T2 Placement Securities will be issued to the Related T2 Participants (or their nominees), who fall within the category set out in Listing Rule 10.11 by virtue of being Directors;

(b) the maximum number of Related T2 Placement Shares to be issued is 1,000,000 and the maximum number of Related T2 Placement Options to be issued is approximately 500,000 Options;

(c) the Related T2 Placement Shares issued 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;

(d) the Related T2 Placement Options will be issued on the terms and conditions set out in Schedule 3;

(e) the Related T2 Placement Securities will be issued no later than 1 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) and it is intended that issue of the Related T2 Placement Securities will occur on the same date;

(f) the issue price of the Shares will be $0.052 per Share and nil per Option as the Options will be issued free attaching with the Shares. The Company will not receive any other consideration for the issue of the Related T2 Placement Securities (other than in respect of funds received on exercise of the Options);

(g) the purpose of the issue of the Related T2 Placement Securities is to raise capital for the Company. The Company intends to apply the funds raised from the issue towards the purposes as set out in Section 7;

(h) the Related T2 Placement Securities are not intended to remunerate or incentivise the Directors;

(i) the Related T2 Placement Securities are not being issued under an agreement; and

(j) a voting exclusion statement is included in Resolutions 11 to 14 of the Notice.

11. RESOLUTION 15 - APPROVAL TO ISSUE OPTIONS TO MST FINANCIAL SERVICES

11.1 General

Resolution 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options to the Lead Manager for lead manager services provided in relation to the Placement. Further information in relation to the Placement and the Lead Manager is set out in Section 7.

11.2 Listing Rule 7.1

As summarised in Section 8.2 above, 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 of the Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% limit under Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If Resolution 15 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options 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 Resolution 15 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options, in which case the Company and the Lead Manager may need to vary the terms of the mandate between the parties such that the Company pays and additional cash fee to compensate for not being issued the Lead Manager Options.

Resolution 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

11.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 15:

(a) the Lead Manager Options will be issued to the Lead Manager (or its nominees);

(b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the Lead Manager:

  (i) is an adviser to the Company; and

  (ii) will be issued more than 1% of the issued capital of the Company;

(c) the maximum number of Lead Manager Options to be issued is 4,000,000. The terms and conditions of the Lead Manager Options are set out in Schedule 3;

(d) the Lead Manager Options will be issued no later than 3 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) and it is intended that issue of the Lead Manager Options will occur on the same date;

(e) the Lead Manager Options will be issued at a nil issue price, in part consideration for lead manager services provided in relation to the Placement;

(f) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the lead manager mandate between the parties;

(g) the Lead Manager Options are being issued to the Lead Manager under a lead manager mandate. A summary of the material terms of the lead manager mandate is set out in Section 7; and

(h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

12. RESOLUTIONS 16 AND 17 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

12.1 General

Resolutions 16 and 17 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 35,450,768 Shares under Tranche 1 of the Placement. Further information in relation to the Placement is set out in Section 7 above.

The Company intends to issue 19,670,461 Shares pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 16) and 15,780,307 Shares pursuant to the Company's 7.1A mandate which was approved by Shareholders at the Company's 2022 annual general meeting.

The issue of the Tranche 1 Placement Shares will not breach Listing Rule 7.1 or 7.1A at the time of issue.

12.2 Listing Rules 7.1 and 7.1A

As summarised in Section 8.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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 the Company's 2022 annual general meeting.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 4 of the Notice being passed by the requisite majority at this Meeting.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 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 issue of the Tranche 1 Placement Shares.

12.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

Resolutions 16 and 17 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

12.4 Technical information required by Listing Rule 14.1A

If Resolutions 16 and 17 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 16 and 17 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 4 of the Notice being passed at this Meeting.

12.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 16 and 17:

(a) the Tranche 1 Placement Shares will be issued to professional and sophisticated investors who are clients of the Lead Manager. The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

(b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms the following:

(i) Regal Funds Management, a substantial Shareholder of the Company, controlling approximately 15.02% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 10.33% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(ii) Gold Road Resources Limited, a substantial Shareholder of the Company, controlling approximately 17.38% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 8.48% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(iii) Au Xingao Investment Pty Ltd, a substantial Shareholder of the Company, controlling approximately 14.89% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 7.26% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement; and

(iv) Abadi Investments Pty Ltd (Datt Capital), a substantial Shareholder of the Company, controlling approximately 5.04% of the Company as at the date of this Notice (based on publicly available information known to the Company) will be issued approximately 9.75% of the Company's issued Share capital (based on the number of Shares on issue as at the date of this Notice), in aggregate under Tranche 1 and 2 of the Placement;

(c) no person will contravene the takeover prohibition under section 606 of the Corporations Act as a result of Shares issued in relation to Resolutions 16 and 17;

(d) none of the persons to receive Shares in relation to Resolutions 16 and 17 are parties referred to under Listing Rules 10.11.1 to 10.11.5;

(e) 35,450,768 Tranche 1 Placement Shares will be issued on the following basis:

(i) 19,670,461 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 16); and

(ii) 15,780,307 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 17);

(f) the Tranche 1 Placement 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;

(g) the Tranche 1 Placement Shares will be issued between 17 November 2023 and 28 November 2023;

(h) the issue price is $0.052 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;

(i) the purpose of the issue of the Tranche 1 Placement Shares is to raise capital for the Company, which will be applied towards the purposes as set out in Section 7; and

(j) the Tranche 1 Placement Shares will not be issued under an agreement.

SUPPLEMENTARY GLOSSARY

The Glossary is supplemented by including the following defined terms:

Lead Manager means MST Financial Services Pty Ltd (ACN 617 475 180).

Placement has the meaning given in Section 7.

Placement Options means free attaching Options issued under the Placement.

Placement Participants means investors who participated in the Placement.

Related T2 Participants means Tim Kennedy, Greg Evans, Katina Law and Christopher Oorschot.

Tranche 1 Placement Shares means 35,450,768 Shares to be issued under Tranche 1 of the Placement.

Tranche 2 Placement Shares means 41,472,309 Shares proposed to be issued under Tranche 2 of the Placement.

Unrelated T2 Participants means Placement Participants who are unrelated to the Company.

Unrelated T2 Placement Shares means 40,472,309 Shares proposed to be issued under Tranche 2 of the Placement to the Unrelated T2 Participants.

SCHEDULE 3 – TERMS AND CONDITIONS OF PLACEMENT AND LEAD MANAGER OPTIONS

1.1 Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

1.2 Exercise Price

Subject to paragraph 1.9, the amount payable upon exercise of each Option will be $0.11 (**Exercise Price**).

1.3 Expiry Date

Each Option will expire at 5:00 pm (WST) on 17 November 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

1.4 Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

1.5 Notice of Exercise

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.

1.6 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**).

1.7 Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 1.7(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.

1.8 Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

1.9 Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

1.10 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.

1.11 Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

1.12 Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Yandal Resources Limited | ABN 86 108 753

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **03.00pm (AWST) on Sunday, 26 November 2023**, 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 KMP.

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://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

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 Annual General Meeting of Yandal Resources Limited, to be held at **03.00pm (AWST) on Tuesday, 28 November 2023 at the offices of HLB Mann Judd, 4/130 Stirling St, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking 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 1, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report1			
2.	Re-election of Director – Mr Gregory Evans			
3.	Election of Director – Christopher Oorschot			
4.	Approval of Additional 10% Capacity			
5.	Approval to Issue Options to Gregory Evans			
6.	Approval to Issue Options to Timothy Kennedy			
7.	Approval to Issue Options to Katina Law			
8.	Approval to Issue Options to Christopher Oorschot			
9.	Approval to issue Tranche 2 Placement Shares io Unrelated Parties			
10.	Approval to issue Placement Options to Unrelated Parties			
11.	Approval to issue Placement Shares and Options to Director – Ms Katina Law			
12.	Approval to issue Placement Shares and Options to Director – Mr Greg Evans			
13.	Approval to issue Placement Shares and Options to Director – Mr Tim Kennedy			
14.	Approval to issue Placement Shares and Options To Director – Mr Christopher Oorschot			
15.	Approval to issue Options To MST Financial Services			
16.	Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1			
17.	Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1A			

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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 of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

YRL