

1 May 2025

Dear Shareholder

Annual General Meeting Addendum and Proxy Form

Yari Minerals Limited (**Company**) (ASX:YAR) gives notice to its shareholders that, in relation to the Notice of Annual General Meeting (**Meeting**) released to ASX on 10 April 2025 (**Notice**), in respect of the Notice detailed below, the Directors have determined to issue an addendum to the Notice (**Addendum**) in relation to the retirement and election of Mr William Witham as a Non-Executive Director of the Company.

The time and date of the Meeting remains the same, being Tuesday, 27 May 2025 at 2:00pm (AWST) as a physical meeting at HLB Mann Judd's offices at Level 4, 130 Stirling Street, West Perth WA 6005.

The Addendum amends the Notice by including a new Resolution 5 seeking shareholder approval for the retirement and re-election of Mr William Witham (**Addendum Resolution**), who, as announced to ASX on 30 April 2025, was appointed to fill a casual vacancy on the Board as a Non-Executive Director.

The Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the Additional Resolution, all Resolutions and the Explanatory Statement in the original Notice remain unchanged. The specific amendments to the Notice are provided in the Addendum.

A copy of the Notice and Addendum are available through the Company's website at www.yariminerals.com.au.

Shareholders are encouraged to vote online by scanning the QR code in the Proxy Form <https://investor.automic.com.au/#/leginsah> to vote directly online or by returning a physical version of the proxy form to:

- post to Automic, GPO Box 5193, Sydney NSW 2001
- by email to meetings@automicgroup.com.au

Your proxy voting instruction must be received by 2:00pm (AWST) on 25 May 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

If you have any difficulties obtaining a copy of the Notice or the Addendum, please contact the Company Secretary by email at lbraceras@yariminerals.com.au or by phone at +61 8 6400 6222.

Yours sincerely

Lucas Braceras
Company Secretary

Addendum to Notice of Annual General Meeting

With respect to the Annual General Meeting (**Meeting**), scheduled to be held at 2:00pm (AWST) on Tuesday, 27 May 2025 of Yari Minerals Limited (ACN 118 554 359) (**Company**), the Directors of the Company have resolved to include an additional resolution with respect to the election of Mr William Witham, who recently joined the Company as a Director to fill a casual vacancy, as set out in the Explanatory Statement.

As such, the Directors have resolved to add Resolution 5 (**Additional Resolution**) as set out below, and to supplement the information contained in the Explanatory Statement with this addendum (**Addendum**).

The numbering used in this Addendum is a continuation of the numbering used in the Notice of Annual General Meeting and the Explanatory Statement. Furthermore, capitalised terms used in the Addendum have the same meaning as set out in the Notice of Annual General Meeting unless otherwise defined in this Addendum.

Attached to this Addendum is a replacement proxy form (**Replacement Proxy Form**), which replaces the Proxy Form that was attached to the Notice of Annual General Meeting (**Original Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- If you wish to vote on the Additional Resolution or change your vote on Resolutions 1 to 4, you can submit your proxy either using the Replacement Proxy Form or online (see instructions below).
- If you do not wish to vote on the Additional Resolution or change your original vote on Resolutions 1 to 4, you do not need to take any action. The Original Proxy Form that you have already returned will remain valid for Resolutions 1 to 4 (unless you submit a Replacement Proxy Form) and you will be deemed to have abstained from Resolution 5.

Replacement Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders can be lodged with the Company:

- by post to GPO Box 5193, Sydney NSW 2001;
- by hand at Level 5, 126 Phillip Street, Sydney NSW 2000;
- online at <https://investor.automic.com.au/#!/leginsah>;
- by email to meetings@automicgroup.com.au; or
- by facsimile to +61 2 8583 3040,

so that they are received no later than 48 hours before the commencement of the Meeting.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please contact the Company in accordance with the details set out in the Notice of Meeting.

The Chair intends to exercise all available proxies in favour of Resolution 5 unless the Shareholder has expressly indicated a different voting intention.

Additional Resolution

5 Resolution 5 – Election of Director

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

"That, in accordance with clause 8.2(b)(ii) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr William Witham, a Director who was appointed on 30 April 2025, retires and, being eligible, is elected as a Director as described in the Explanatory Statement."

Authorisation

By order of the Board.

Lucas Bracer
Company Secretary

1 May 2025

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

7 Resolution 5 – Election of Director – Mr William Witham

7.1 General

Clause 8.6 of the Constitution allows the Board to appoint at any time a person to be a Director to either fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified in the Constitution.

Pursuant to clause 8.6(c) of the Constitution, any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election by Shareholders at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board after an entity's admission to the Official List must not hold office (without re-election) past the next annual general meeting.

On 30 April 2025, Mr Witham was appointed as a Non-Executive Director of the Company under clause 8.6 of the Constitution. Accordingly, Mr Witham resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 5.

If elected, the Board considers Mr Witham to be an independent Director.

Resolution 5 is an ordinary resolution.

The Board (other than Mr Witham) recommends that Shareholders vote in favour of Resolution 5 for the following reasons:

- he has the necessary level of experience which is relevant to the Company's phase of growth;
- he is well known in the industry for his strong leadership and focus on delivering shareholder returns; and
- he is the only current independent director and provides valuable contributions and insight at the Board level.

7.2 Director profile

Mr Witham is a highly experienced geologist and mining executive with over 30 years of leadership in the Australian and African resource sectors. He has held senior executive roles, including Managing Director and Technical Director, across a number of Australian exploration companies. He has also been a founding director of several successful ASX-listed entities, contributing to their growth from early-stage exploration to discovery.

Mr Witham holds a Bachelor of Science (Honours) in Geology from the University of Western Australia. He brings extensive expertise in mineral exploration, corporate strategy, and governance, and is well regarded for his deep industry knowledge and hands-on leadership style.

Mr Witham has held directorships with the following listed companies in the past 3 years.

Company	Appointment	Status
Pinnacle Minerals Limited	December 2021	Current
DMC Mining Limited	March 2021	February 2023

Your proxy voting instruction must be received by **2.00pm (AWST) on Sunday, 25 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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)

