

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 Legacy Minerals Holdings Limited
ABN 43 650 398 897

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	David John Carland
Date of last notice	13 September 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	Indirect		
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Program Images Pty Ltd as trustee for the Carland Super Fund. Mr Carland is a beneficiary of the fund. (Program Images)		
	Boltcar Pty Limited. Mr Carland is a director and beneficiary of the company. (Boltcar)		
Date of change	1 December 2023		
No. of securities held prior to change	Holder	Security	Number
	Program Images	Shares	750,000
	Boltcar	Unlisted options, each exercisable for one Share at \$0.30 before 22/06/2026.	500,000
Class	Fully paid ordinary shares ("Shares")		
	Unlisted options, each exercisable for one Share at \$0.205 on or before 22 January 2026. ("New Options")		
Number acquired	Nil		
Number disposed	Nil		
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil		
No. of securities held after change	Holder	Security	Number
	Program Images	Shares	750,000

+ See chapter 19 for defined terms.

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	Boltcar	Unlisted options, each exercisable for one Share at \$0.30 before 22/06/2026.	500,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	None		

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	<p>Refer to the Company's prospectus dated 3 December 2023 (“Prospectus”)¹</p> <p>Entitlement Offer means the non-renounceable pro rata offer of approximately 1 Share for every 7 Shares held by Eligible Shareholders at an issue price of \$0.135 each to raise approximately \$1,604,806 (before costs) together with 1 free attaching New Option for every 2 Shares issued.</p> <p>Mr David Carland, has entered into a sub-underwriting agreement pursuant to which Mr Carland has agreed to sub-underwrite the Entitlement Offer (Director Sub-Underwriting Agreement). Pursuant to the Director Sub-Underwriting Agreement Mr Carland has agreed to sub-underwrite the Entitlement Offer up to \$105,535.71.</p> <p>Mr Carland has agreed to waive his entitlement to receive New Options as a fee for his sub-underwriting commitment.</p> <p>The Director Sub-Underwriting Agreement also contains a number of termination events, indemnities, representations and warranties that are considered standard for an agreement of this type.</p> <p>The Company intends to rely on Listing Rule 10.12 (Exception 2) to permit Mr Carland to sub-underwrite the Entitlement Offer. Accordingly, Shareholder approval under Listing Rule 10.11 is not required.</p> <p>Mr Carland has indicated that he intends to take up his full Entitlement under the Entitlement Offer.</p> <p>Refer to section 5.3 of the Prospectus for a summary of the material terms of the Director Sub-Underwriting Agreement and section 2.3 and 5.3 of the Prospectus for details of the potential effects of the sub-underwriting on the relevant interests of Mr Carland.</p>
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¹ Unless stated otherwise, defined terms in this Appendix 3Y have the same meaning as in the Company's Prospectus dated 3 December 2023.

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Nature of interest	Sub-underwrite the Entitlement Offer up to \$105,535.71.
Name of registered holder (if issued securities)	Mr David Carland
Date of change	1 December 2023
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>	Nil
Interest acquired	A maximum of 781,746 Shares
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Up to \$105,535.71
Interest after change	A maximum of 781,746 Shares

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.