



Young Australian Mines Limited

ACN 103 295 521

Notice of Annual General Meeting and Explanatory Memorandum

**Annual General Meeting to be held at
the offices of BDO Australia,
Level 10, 12 Creek Street, Brisbane, QLD, Australia
on Monday, 27 May 2019 at 10.00am (EST).**

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

A Proxy Form is enclosed. If you are unable to attend the Meeting, please complete and return the enclosed proxy form in accordance with the specified instructions.

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ACN 103 295 521

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Young Australian Mines Limited ACN 103 295 521 (**Company**) will be held at the offices of BDO Australia, Level 10, 12 Creek Street, Brisbane, QLD, Australia on Monday, 27 May 2019 at 10.00am (EST).

Agenda items

Annual Financial Report

To receive and consider the annual financial report of the Company and the reports of the Directors and auditors for the year ended 31 December 2018.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on these reports. However, Shareholders will be given a reasonable opportunity to raise questions or make comments on the reports and ask questions of a representative of the Company's auditor.

Resolution 1 – Re-election of Dr Guojian Xu as a Director

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

“That Dr Guojian Xu, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 2 – Re-election of Mr Xiangtao Wu as a Director

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

“That Mr Xiangtao Wu, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-election of Mr Yao Deng as a Director

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

“That Mr Yao Deng, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 13.5 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Dated this 29 April 2019.

By order of the Board

Evan Hughes
Company Secretary.

Designated Foreign Issuer

The Company’s ordinary shares were suspended from trading on the Australian Securities Exchange (the “ASX”) on April 22, 2014 and were delisted from the ASX on April 22, 2017. Although the Company no longer has any securities listed for trading on a financial market, it is a public company as defined under section 9 of the Australian Corporations Act 2001 (Cth) (the “Act”). The Company is regulated and operates as an “unlisted disclosing entity” in accordance with the Act and must comply with the regulatory obligations set out therein. The Company is a designated foreign issuer as defined under National Instrument 71-102 and it is subject to the regulatory requirements under the Act and the Australian Securities and Investment Commission is responsible to administer the provisions of the Act.

IMPORTANT INFORMATION

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are the registered holders at 10.00am (EST) on 25 May 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies

Shareholders are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

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

- each Shareholder has the 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 you wish to indicate how your proxy should vote (or that they should abstain from voting), please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Please note that the Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Voting by proxy can be completed in one of the following ways:

1. Online: at www.investorvote.com.au
2. Mobile: scan the QR Code on the enclosed Proxy Form and follow the prompts
3. By mail: complete and sign the enclosed Proxy Form and return to:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia
4. By Fax: complete and sign the enclosed Proxy Form and fax to:
Inside Australia 1800 783 447
Outside Australia +61 3 9473 2555
5. Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

To be effective, a Proxy Form and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the General Meeting.

Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.



Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist Shareholders in understanding and deciding how to vote on the business to be put to Shareholders at the forthcoming Annual General Meeting.

This Explanatory Memorandum is an important document. You should read it in its entirety before deciding how to vote at the Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and particular needs of Shareholders or any other person. Accordingly, it should not be relied upon as the sole basis for any decision in relation to the business to be put to the Meeting.

1. Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 31 December 2018,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions or make comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

A copy of the annual financial report is available on the company website at www.yamines.com.au

2. Resolutions 1 to 3 – Re-election of Directors

In accordance with rule 13.2 of the Company's Constitution, one-third of the Directors for the time being (excluding the Managing Director and any Director appointed since the last Annual General Meeting), must retire from office by rotation at the Company's Annual General Meeting and are eligible for re-election.

Rule 13.5 of the Company's Constitution provides that a person appointed as a Director either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next Annual General Meeting. The Director is then eligible for re-election at that Annual General Meeting.

Details regarding each of the Directors seeking re-election under rules 13.2 and 13.5 are set out below.

2.1 Resolution 1 – Re-election of Dr Guojian Xu

In accordance with rule 13.5 of the Company's Constitution, Dr Guojian Xu retires and, being eligible, offers himself for re-election.

Dr Xu was appointed as an Executive Director on 7 February 2019.

Dr. Xu has over 20 years experience in Australian and international mining industry. This experience includes technical and senior management roles with Queensland Mining Corporation, K2 Resource Services, Xstrata, Sparton Resources and Queensland Epithermal Gold. A geologist

with specialist IOCG and Mt Isa Style copper deposit skills, Dr. Xu has in-depth knowledge of exploration techniques and extensive experience in mineral resources in Australia and China.

He holds a PhD from James Cook University in Australia and an MSc in Economic Geology from China University of Geosciences. He is a Member of the Australasian Institute of Mining and Metallurgy and a Fellow of the Society of Economic Geologists, and a competent person as defined by the 2012 Australasian Joint Ore Reserves Committee (JORC) code.

Mr Xu is Chairman of the Remuneration and Nomination Committee.

Recommendation

The Directors (other than Dr Xu) unanimously recommend that Shareholders vote in favour of Resolution 1.

2.2 Resolution 2 – Re-election of Mr Xiangtao Wu

In accordance with rule 13.5 of the Company's Constitution, Mr Xiangtao Wu retires and, being eligible, offers himself for re-election.

Mr Wu was appointed as a Non-executive Director on 17 April 2019.

Mr. Wu is based in Hong Kong and holds a Master of Business Administration from University of Glasgow, U.K. and a second MBA from the University of Southwestern University of Finance and Economics, China. He has many years of experience in company management and overseas work in the trade and financing sector. He was vice president and executive director of a public company listed on the Hong Kong Stock Exchange from 2008-2017.

Recommendation

The Directors (other than Mr Wu) unanimously recommend that Shareholders vote in favour of Resolution 2.

2.3 Resolution 3 – Re-election of Mr Yao Deng

In accordance with rule 13.5 of the Company's Constitution, Mr Yao Deng retires and, being eligible, offers himself for re-election.

Mr Deng was appointed as a Non-executive Director on 17 April 2019.

Mr Deng graduated from Université Paul-Cézanne, France, and Southwest University of Political Science & Law, China, with a double Masters Degree majoring in Economic Law, European Union Business Law and International Economic Law. Mr Deng is a legal professional in China, specializing in securities practice and legal counsel for State-owned Enterprises. Since 2016 Mr Deng has been a Director of China Sichuan International Investment Limited.

Recommendation

The Directors (other than Mr Deng) unanimously recommend that Shareholders vote in favour of Resolution 3.

3. GLOSSARY

The meaning of the terms used in the Notice of Meeting and this Explanatory Memorandum are set out below:

Annual General Meeting or **Meeting** means the annual general meeting of the Company.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

EST means Australian Eastern Standard Time.

Board means the board of Directors from time to time.

Company or **Young Australian** means Young Australian Mines Limited (ACN 103 295 521).

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Notice of Meeting or **Notice** means the notice of Meeting accompanying this Explanatory Memorandum.

Resolution means a resolution set out in the Notice of Meeting.

Shareholder means a registered holder of Shares.

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