



YOUNG AUSTRALIAN MINES LIMITED

Level 11, 100 Edward Street, Brisbane Queensland 4000 GPO Box 3160. Brisbane Queensland 4001 Telephone +617 3210 0113 Email info@yamines.com ABN 32 103 295 521

23 February 2024

Annual General Meeting

Notice, Proxy Form and your bank account details

Dear Shareholder

Annual General Meeting

The Annual General Meeting (**Meeting**) of shareholders of Young Australian Mines Limited (**YAML** or **Company**) will be held as a virtual meeting (as permitted by the Company's Constitution and section 249R of the *Corporations Act 2001* (Cth)) on Wednesday, 27 March 2024 at 11.30 am (Brisbane time).

As permitted by the *Corporations Act 2001* (Cth), the Company will be sending the Notice of Meeting (**Notice**) and other information to be considered at the Meeting to shareholders electronically, and will not be sending hard copies of the Notice and other information to be considered at the Meeting unless a shareholder has requested a hard copy. The Notice can be viewed and downloaded from the Company's website at: www.yamines.com.au

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. Shareholders can lodge their vote by going to www.investorvote.com.au. Your proxy form must be received by 11.30am (Brisbane time) on Monday, 25 March 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Shareholders can attend the meeting as follows:

Join Zoom meeting

https: https://us05web.zoom.us/j/86462100041?pwd=nzi8ReIQ4rPI7Oz8Bm8C7IriBdDBQg.1

Meeting ID: 864 6210 0041

Passcode: 9h09XQ

Join by your location:

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+61 7 3185 3730 Australia

+61 8 6119 3900 Australia

+61 8 7150 1149 Australia

Find your local number: https://us06web.zoom.us/u/kd0oLuNncN

Shareholders may submit questions in advance of the Meeting by email to the Company at info@yamines.com.au by 5.00pm (Brisbane time) on Tuesday, 26 March 2024. Shareholders who attend the Meeting will also have the opportunity to submit questions during the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company at info@yamines.com.au to request a copy.

Proposed capital return to holders of shares in YAML

The YAML Directors have made a decision to return capital to holders of ordinary shares in YAML by way of an equal reduction of share capital which is to be undertaken in accordance with the Australian *Corporations Act 2001* (Cth). Accordingly, YAML shareholders will be asked to consider and vote on a resolution to return up to A\$13.65 million of its capital to its ordinary shareholders (or 3.5 Australian cents per ordinary share) at the Meeting. Detailed information regarding the proposed capital return to YAML shareholders is provided in the Notice.

If a majority of YAML shareholders vote in favour of the proposed capital return, YAML has made arrangements for its share registry (Computershare) to effect the relevant payment to each YAML shareholder. In order to facilitate efficient payment of the amount of capital that will be due to you as a YAML shareholder, if you have not already done so, please update your bank account details by printing (if required) and completing the attached "Direct Credit" form, and then email the completed form to info@yamines.com.au or post the completed form to GPO Box 3160, Brisbane, Queensland 4001. Alternatively, you can go to www.computershare.com.au/investor, log into your portfolio and select "Update your bank account" to provide Computershare with your bank account details.

Yours sincerely

Nelson Chen Chairman

	or Trust in which Securityholding	g is held	Computershare
			All correspondence to:
			Computershare Investor Services Ptv Limited GPO Box 2975 Melbourne
egistered			Victoria 3001 Australia Enquiries (within Australia) 1300 850 505
ame(s)			(outside Australia) 61 3 9415 4000
			Facsimile 61 3 9473 2500 web.queries@computershare.com.au
			www.computershare.com
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DCA

How to complete this form

A Request for Direct Crediting of Payments

Complete this section if you want your cash payments paid directly into your nominated Australian bank, credit union or building society account. Until you advise otherwise, all future cash payments will be paid into the nominated account.

IMPORTANT: DO NOT USE THE NUMBER QUOTED ON YOUR CREDIT CARD

NOTE: The use of correction fluid is not acceptable.

If you do not complete this section or this form is incomplete, unsigned or invalid in any other way, you will continue to receive your payments by cheque.

Neither the company nor the registry will be responsible for any delays in crediting payments to your nominated account as a result of transaction procedures or errors by any financial institution.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

B Signature(s)

If you have chosen to have your cash payments paid directly into your nominated Australian bank, credit union or building society account and you have completed Section A, you must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry.

If you have not previously lodged this document for notation, please attach a certified photocopy of

the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director, a Company Secretary or Sole Director and Company

Secretary. Please indicate the office held by signing in the appropriate space or affix the

Company Seal.



Young Australian Mines Limited

ACN 103 295 521

Notice of Annual General Meeting and Explanatory Memorandum

The Meeting will be held virtually as permitted by the Company's Constitution and the Corporations Act. Details on how to participate in the Meeting by means of the virtual meeting technology are included in this Notice.

Annual General Meeting to be held by means of virtual meeting technology on Wednesday, 27 March 2024 at 11.30am (Brisbane time)

The Notice of 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.

Shareholders will be able to attend the Meeting by means of virtual meeting technology, however, there will be no online voting. A Proxy Form is enclosed. Shareholders are strongly encouraged to complete and return the enclosed Proxy Form in accordance with the specified instructions.

Young Australian Mines Limited



ACN 103 295 521

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of the shareholders of Young Australian Mines Limited ACN 103 295 521 (**Company**) will be held virtually on Wednesday, 27 March 2024 at 11.30am (Brisbane time) for the purpose of considering the business referred to in this Notice of Meeting.

The Explanatory Memorandum accompanying this Notice of Meeting is incorporated in, and forms part of, this Notice of Meeting.

Agenda

2023 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 2023.

Resolution – to approve return of capital to Shareholders

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That approval is given for the purposes of Part 2J.1 of the Corporations Act and for all other purposes for the Company to reduce its share capital by up to \$13,650,000 by way of an equal capital reduction, on the terms and conditions set out in the Explanatory Memorandum."

By order of the Board

Guojian Xu Company Secretary 23 February 2024

IMPORTANT INFORMATION

Unlisted disclosing entity

The Company's ordinary shares were suspended from trading on the ASX on 22 April 2014 and the Company was delisted from the ASX on 22 April 2017. Although the Company no longer has any securities quoted for trading on a financial market, it is a public company as defined under section 9 of the Australian *Corporations Act 2001* (Cth) (the **Corporations Act**). The Company is regulated and operates as an "unlisted disclosing entity" (as defined in the Corporations Act) and must comply with the regulatory obligations of an unlisted disclosing entity set out in the Corporations Act.

Participating and Voting Online

Participating in the Meeting online enables Shareholders to view the Meeting live and to also ask questions at the appropriate times whilst the Meeting is in progress. More information regarding participating in the Meeting online, including browser requirements, is available on the Company's website: https://www.yamines.com.au.

Questions at the Meeting

Only Shareholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Meeting. We ask that all questions be received by the Company no later than 5.00pm (Brisbane time) on the date that is one (1) business day before the date of the Meeting, being 5.00pm (Brisbane time) on 26 March 2024. Any questions should be directed to the Company at info@yamines.com.au.

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 in the Company will be taken to be held by the persons who are the registered holders at 11.30am (Brisbane time) on 25 March 2024. 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 complete and return the Proxy Form that has been provided to them. Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at a meeting of the Company's members 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 the Shareholder
 appoints two proxies and the appointment does not specify the proportion or number of votes
 each proxy is appointed to exercise, each proxy may exercise half of that Shareholder's votes.

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.

IMPORTANT INFORMATION (Continued)

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

Corporate Representatives

A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide to the Company adequate evidence of his or her appointment by 11.30am (Brisbane time) on 26 March 2024, including any authority under which the appointment is signed, unless that evidence has previously been given to the Company (including via the share registry of the Company).

Young Australian Mines Limited

ACN 103 295 521

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of Meeting and has been prepared to provide information which the Directors believe to be material in deciding whether to pass the Resolution.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

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

Annual financial reporting to Shareholders

Section 314 of the *Corporations Act 2001* (Cth) requires a company to report to its members for a financial year by providing:

- (a) the financial report for the year;
- (b) the Directors report for the year; and
- (c) the auditor's report on the financial report.

As the Company must provide the reports referred to above for the Company's financial year ended 31 December 2023 (the **2023 Report**) by the earlier of:

- 21 days before this Meeting (ie, 6 March 2024); or
- 4 months after 31 December 2023 (ie, 30 April 2024),

the Company satisfies this requirement as it will have reported to its members on or about the date of this Notice (being 23 February 2024).

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the 2023 Report. However, Shareholders will be given a reasonable opportunity to raise questions on the 2023 Report 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 a representative of 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 of the Company, and the independence of the auditor in relation to the conduct of the audit.

A copy of the 2023 Report is available on the Company's website at www.yamines.com.au

Resolution – to approve return of capital to Shareholders

Background

The Company has previously informed Shareholders that it has sold all of the shares that it held in Queensland Mining Corporation Pty Ltd (ACN 109 962 469), where the sale of the last of that shareholding took place on 12 May 2024. As YAML has no current intention of making any further investments or undertaking any further capital works, it is proposed that the surplus capital that

YAML currently holds as a result of being paid cash proceeds from that sale of shares be distributed to Shareholders by way of an equal reduction of share capital.

Australian company law requirements

Subsection 256B(1) of the Corporations Act allows a company to reduce its share capital if the reduction:

- is fair and reasonable to the company's shareholders as a whole; and
- does not materially prejudice the company's ability to pay its creditors; and
- is approved by shareholders.

Accordingly, Shareholder approval is being sought to enable the Company to proceed with its distribution of surplus capital by way of an equal reduction of share capital.

After making adequate provision for all actual and contingent liabilities that YAML expects to incur in the next few years, the Company expects to be in a position to return up to \$13,650,000 of surplus capital. The Board is satisfied that the Company's distribution of this amount of surplus capital by way of an equal reduction of share capital does not materially prejudice the company's ability to pay its creditors. Furthermore, as the cash distribution will result in each Shareholder being treated equally, the Board is also satisfied that the reduction of capital is fair and reasonable to the company's shareholders as a whole.

Equal reduction of share capital

The potential return of capital would constitute an equal reduction of YAML's share capital for the purposes of the Corporations Act. This is because it relates only to fully paid ordinary shares, it applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold, and the terms of the reduction are the same for each holder of ordinary shares.

No shares in YAML will be cancelled in connection with the return of capital by YAML. Accordingly, the return of capital by the Company will not affect the number of shares held by each shareholder, nor will it affect control of the Company.

If the Resolution is approved by Shareholders and assuming that up to \$13,650,000 of surplus capital is distributed to Shareholders, and on the basis that there are 389,726,146 fully paid ordinary shares on issue, that will equate to a return of 3.5 Australian cents for each ordinary share held by a Shareholder as at the Record Date.

Tax implications

YAML

No adverse tax consequences are expected to arise for the Company if it proceeds with the cash return of capital by way of an equal reduction of share capital.

Australian tax resident Shareholders

Section 104-135 of the ITAA97 provides that capital gains tax (**CGT**) event G1 occurs if the Company makes a payment to its shareholders in respect of a share the shareholder owns in the company and some or all of the payment is not a 'dividend', is not an amount distributed by a liquidator which is taken to be a dividend under section 47 of the ITAA36 and is not included in the taxpayer's assessable income. The amount that is not a dividend or taken to be a dividend under section 47 of the ITAA36 is referred to in section 104- 135 of the ITAA97 as the 'non-assessable part' of the payment made by the Company.

Subsection 104-135(4) of the ITAA97 provides that if CGT event G1 happens and the non-assessable part of a payment made by the Company to a shareholder in respect of a share in the company is not more than the cost base of the share, the cost base and reduced cost base of the share in the hands of the shareholder is decreased by the amount of the payment. In this regard, a shareholder cannot make a capital loss under CGT Event G1.

If the non-assessable part of the payment exceeds that cost base, subsection 104-135(3) of the ITAA97 provides that the shareholder makes a capital gain to the extent the non-assessable part exceeds the cost base. Furthermore, the cost base and reduced cost base is reduced to nil.

A capital gain made when CGT event G1 happens is eligible to be treated as a discount capital gain under Subdivision 115-A of the ITAA97 where the shareholder has held the shares for more than 12 months, is an Australian resident, and is a trust or an individual. Companies are not eligible for the general 50% CGT discount.

The information in this Explanatory Memorandum does not take into account the individual circumstances of each shareholder and does not constitute tax advice. Accordingly, shareholders should seek their own professional advice in relation to their tax position.

Shareholders who are tax resident outside of Australia

As the Company has Shareholders who are tax resident in numerous jurisdictions outside of Australia, it is not feasible or practical for the Company to provide information about the tax implications for Shareholders who are tax resident outside of Australia.

Shareholders who are not residents of Australia for tax purposes should seek specific advice in relation to the taxation consequences of their receipt of cash by way of return of capital by YAML under the laws of their jurisdiction of residence.

Indicative timetable

The Company anticipates that the indicative timetable for implementation of the equal reduction of share capital will be as set out below:

Event	Date
Notice of Meeting made available to Shareholders	23 February 2024
Time and date of Meeting	11.30am (Brisbane time), 27 March 2024
Effective date of the cash return of capital	28 March 2024
Record Date (to determine which Shareholders are to participate in cash return of capital)	7.00pm (Brisbane time), 2 April 2024
Date on which cash return of capital payments made	16 April 2024

The above dates are indicative only and may change without notice.

No other material information

As required by the Corporations Act, the Company has set out in this Explanatory Memorandum all information known to the Company that is material to the decision on how to vote on the Resolution.

If the Resolution is not approved by Shareholders, the cash return of capital by way of an equal reduction of share capital will not proceed.

YAML's major shareholder

The Company's largest shareholder is Hanlong Mining Investment Pty Ltd (ACN 139 410 709) (**HMI**) which holds approximately 53.15% of the issued ordinary shares in the Company. The HMI representatives on the Board of the Company voted in favour of the Company proceeding with the cash return by way of equal reduction of share capital (subject to the Company obtaining approval from its Shareholders).

Directors' recommendation

The Directors do not have any material personal interest in the outcome of the Resolution. Based on the information available, the Directors unanimously recommend Shareholders vote in favour of the Resolution.

The Chairman intends to vote undirected proxies in favour of the Resolution.

Glossary

In the Notice of Meeting and the Explanatory Memorandum, the following expressions have the following meanings:

Annual General Meeting or **Meeting** means the general meeting of Shareholders convened by the Notice of Meeting.

ASX means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited ACN 008 624 691, as the context requires.

Board means the current board of Directors of the Company.

Chairman means the chairman of the Meeting.

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

Constitution means the Company's constitution as at the date of the Notice of Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

ITAA36 means the Income Tax Assessment Act 1936 (Cth).

ITAA97 means the Income Tax Assessment Act 1997 (Cth).

Notice or **Notice of Meeting** means this notice by which Shareholders are notified of the Meeting.

Proxy Form means the proxy form accompanying the Notice.

Record Date means the date on which a Shareholder needs to be entered in the Company's share register as the holder of Shares in order to be entitled to be paid a cash return of capital.

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

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

Shareholder means a registered holder of a Share.



Need assistance?



Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11:30am (Brisbane time) on Monday, 25 March 2024.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement (the number of securities which you hold) or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:



Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 103595

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left.

■ Proxy For	m
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Please mark 🗶	to indicate	your directions
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Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Young Australian Mines I to bereby appoint

XX

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the Chairman of the Meeting	you ha	SE NOTE: Leave this ve selected the Chair g. Do not insert your o	man of the

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Young Australian Mines Ltd to be held as a virtual meeting on Wednesday, 27 March 2024 at 11:30am (Brisbane time) and at any adjournment or postponement of that meeting.

Step 2

Item of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
esolution 1	To approve return of capital to Shareholders			

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution.

Step 3 Signature of Securityholder(s)			This section must be completed.	
Individual or S	Securityholder 1	Securityholder 2	Securityholder 3	

Sole Director & Sole Company Secretary Director **Director/Company Secretary** Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically







