



NOTICE OF ANNUAL GENERAL MEETING (AGM)

Notice is given that the annual general meeting of Malabar Resources Limited (Company) will be held at:

Location	Level 1 Hart Room, Amora Hotel, Jamison Street, Sydney NSW 2000
Date	Thursday, 16 November 2023
Time	12:00 pm

ITEMS OF BUSINESS

1. FINANCIAL REPORT

To receive and consider the financial statements and reports of the Company for the year ended 30 June 2023.

Notes:

- There is no requirement for shareholders of the Company to approve these reports.
- The Company's 2023 annual report is available for shareholders of the Company to access and download from <https://malabarresources.com.au/investors/announcements-and-reports>

2. ELECTION OF DIRECTORS

To consider and, if in favour, pass the following resolution as an ordinary resolution:

That Mr Matthew Hunter, under rule 13.1(c) of the Company's constitution, and being eligible, be elected as a director of the Company.

That Mr Jim Middleton, under rule 13.1(c) of the Company's constitution, and being eligible, be elected as a director of the Company.

3. RE-ELECTION OF DIRECTORS

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That Mr Tony Galligan, a director retiring from office by rotation under rule 13.3(a) of the Constitution, and being eligible, be re-elected as a Director of the Company."

"That Mr Brian Beem, a director retiring from office by rotation under rule 13.3(a) of the Constitution, and being eligible, be re-elected as a Director of the Company."

AGM PARTICIPATION

The AGM will be conducted as a physical meeting and only shareholders and their duly appointed proxies, attorneys or representatives are entitled to attend the meeting.

Shareholders are encouraged to lodge questions prior to the AGM where possible (as explained below). A shareholder who is entitled to vote at the AGM may also submit a written question to the Company or the auditor in advance of the meeting. Questions submitted in advance of the AGM should be submitted to llochner@malabarresources.com.au. Questions must be received no later than three (3) business days before the date of the AGM, being 5.00pm (Sydney time) on Friday 10 November 2023. The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

VOTING RIGHTS AND PROXIES

A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

The proxy need not be a member of the Company. A member 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 appoint a proxy and are entitled to do so, then complete and return the attached proxy form.

A corporation may elect to appoint a representative in accordance with the Corporations Act 2001 (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

If you have any queries on how to cast your votes, then call the Company on +61 2 8036 0785 during business hours in Sydney.

ADMINISTRATIVE

Please update your contact details on Malabar's share registry to ensure we have all relevant information to contact you. This can be done on the LINK Market Services website:

<https://investorcentre.linkgroup.com/Login/Login>

Please contact Malabar on +61 2 8036 0785 or llochner@malabarresources.com.au if you have any questions.

The accompanying explanatory memorandum forms part of this notice and should be read in conjunction with it.

Dated: 27 September 2023

By order of the Board

Lindi-May Lochner

Company Secretary

EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared for the information of shareholders in connection with the resolutions to be considered at the annual general meeting to be held on Thursday 16 November 2023 at 12pm (Sydney time). This document is important and forms part of the notice.

1. FINANCIAL REPORT

Background

The Company's financial report (which includes the financial statements), directors' report and auditor's report for the year ended 30 June 2023 will be laid before the annual general meeting, in accordance with the requirement under the Corporations Act. There is no requirement either in the Corporations Act or in the Company's constitution for shareholders of the Company to approve these reports. However, the Chairman of the annual general meeting will allow a reasonable opportunity for shareholders of the Company to ask questions about, or make comments on, these reports and the management of the Company more generally.

Shareholders of the Company will be given a reasonable opportunity to ask the Company's auditor questions about 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 Company's financial statements, and the independence of the auditor in relation to the conduct of the audit.

2. ELECTION OF DIRECTORS

Background

Rule 13.1 of the Company's constitution states that:

- i) There must be at least 3 Directors, or such greater number of Directors not exceeding 10 as the Directors think fit, in office at all times.*
- ii) Subject to the Act, the Company may at any time by resolution passed in general meeting:
 - (a) appoint any person to be a director; or*
 - (b) remove any director from office.**
- iii) Subject to the Act, the Directors may at any time appoint any person to be a director. That person holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.*

Accordingly, under rule 13.1(c) of the constitution Mr Hunter and Mr Middleton offer themselves for election as directors of the Company.

Resolution 1: Election of Director – Matthew Hunter

Mr Hunter's qualifications, role, experience and special responsibilities are listed below.

Matthew Hunter	Bachelor of Commerce, Accounting and Finance from University of NSW.
Role	Director
Experience	Matthew has more than 25 years' experience in investment banking and principal investment. For the past six years, Matthew has been a consultant to OCP Asia. Prior to this, Matthew was a managing director of private equity firm, The Carlyle Group based in Sydney, which followed a career in investment banking with JPMorgan, Goldman Sachs and Merrill Lynch, focused on mergers and acquisitions in Australia and the UK. Matthew is also a non-executive director of; National Group, MP Water, MediRent and chairman of Emay.

Recommendation

The non-candidate directors of the Company, with Mr Hunter abstaining, unanimously recommend that shareholders of the Company approve the election of Mr Hunter as a director of the Company.

Resolution 2: Election of Executive Director – Jim Middleton

Jim Middleton	Bachelor of Engineering (Mining - Hons) from the University of NSW, FAusIMM, MAICD, OC & UG Mine Manager.
Role	Executive Director
Experience	<p>Jim brings over 40 years of coal experience to his role as Executive (Technical) director at Malabar Resources Ltd. In previous roles, Jim has been responsible for multiple underground mines, including as; executive general manager for Peabody, director of Underground Operations for Glencore, and VP of Operations at BHP - Illawarra Coal. Jim was also the MD & CEO of Cokal Ltd.</p> <p>Jim has worked in Africa, Indonesia, USA and Australia, overseeing company strategy, financing, operations, projects, logistics, stakeholder relations and business improvement.</p> <p>Jim is a member of the Operational, Health, Safety, Environment & Community (OHSEC) Committee and the Nomination & Remuneration Committee.</p>

Recommendation

The non-candidate directors of the Company, with Mr Middleton's abstaining, unanimously recommend that shareholders of the Company approve the election of Mr Middleton as a director of the Company.

3. RE-ELECTION OF DIRECTORS

Background

Rule 13.3(a) of the Company's constitution states that, excluding any managing director of the Company:

"No director of the Company may hold office for a period in excess of three years, or beyond the third annual general meeting following the election of that director of the Company, whichever is the longer, without submitting himself or herself for re-election"

Accordingly, Mr Tony Galligan and Mr Brian Beem are due to retire by rotation under rule 13.3(a) of the Company's constitution and offers themselves for re-election as a director of the Company.

Resolution 3: Re-election of Director – Tony Galligan

Mr Galligan's qualifications, role, experience and special responsibilities are listed below.

Tony Galligan	Bachelor of Science (Geology) from the University of Queensland
Role	Director
Experience	<p>Tony has more than 40 years of experience in the Australian coal industry. He has held senior positions in the areas of geology, project approvals and development, mine safety, and mine-related infrastructure. Previous positions include; GM Infrastructure for Whitehaven Coal, chairman of Newcastle Coal Infrastructure Group, exploration manager for Agip Coal, chief coal geologist, director coal and director development with the NSW Government.</p> <p>Tony is the chairman of the of the Operational, Health, Safety, Environment & Community (OHSEC) Committee.</p>

Recommendation

The non-candidate directors of the Company, with Mr Galligan abstaining, unanimously recommend that shareholders of the Company approve the re-election of Mr Galligan as a director of the Company.

Resolution 4: Re-election of Director – Brian Beem

Mr Beem’s qualifications, role, experience and special responsibilities are listed below.

Brian Beem	Brian holds a Bachelor of Arts (Political Economy) from Princeton University, USA.
Role	Director
Experience	<p>Brian has more than 20 years of global resources investment and corporate finance experience. Brian worked on numerous transactions in the resources sector while working as investment banker at Merrill Lynch and a principal investor at First Reserve Corporation, a U.S. based energy private equity firm. For the last 12 years Brian has held senior positions at the AMCI Group, a privately held global resources investor. During his time at AMCI Brian has led numerous investments in the Australian coal sector, including Felix Resources, Whitehaven Coal, AMCI Australia and Fitzroy Resources. Brian currently serves on the boards of Conuma Coal Resources Ltd, Fitzroy QLD Resources Ltd and AMCI Investments Pty Ltd, amongst others.</p> <p>Brian is also a member of the Audit & Risk Committee.</p>

Recommendation

The non-candidate directors of the Company, with Mr Beem abstaining, unanimously recommend that shareholders of the Company approve the re-election of Mr Beem as a director of the Company.

REGISTERED OFFICE

Malabar Resources Limited
Level 26, 259 George Street, Sydney, NSW, 2000
Telephone: +61 2 8248 1272
Email: admin@malabarresources.com.au
www.malabarresources.com.au

PROXY FORM FOR ORDINARY SHAREHOLDERS

STEP 1: APPOINT A PROXY

Shareholder details

Registered Shareholder(s):

Address:

Contact telephone number:

Contact email address:

Contact name

(if different from above):

I/We, being a Shareholder/s of Malabar Resources Limited ABN 29 151 691 468 (**Company**) hereby appoint

_____ (insert name / address) or failing him or her the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at **Level 1, Hart Room, Amora Hotel, Sydney commencing at 12pm (Sydney time) on Thursday, 16 November 2023**, and at any adjournment of that Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman of the Meeting specific voting directions on an item, you should mark the appropriate boxes opposite those items in step 2 below (directing the Chairman of the Meeting to vote for, against or to abstain from voting).

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

STEP 2: VOTING INSTRUCTIONS

This proxy is to be used in respect of all / _____ % of the ordinary Shares I/we hold.

I/We instruct my/our proxy to vote as follows (noting that the resolutions are numbered as in the Notice):

To consider and, if thought fit, to pass, with or without amendment, the following resolutions:

RESOLUTION #	FOR	ABSTAIN	AGAINST
Resolution 1: That Mr Matthew Hunter be elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: That Mr Jim Middleton be elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: That Mr Tony Galligan be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: That Mr Brian Beem be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(insert name / address)

STEP 3: SIGNATURE OF SHAREHOLDER

Dated: _____ 2023

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director / Company Secretary

PROXY FORM FOR ORDINARY SHAREHOLDERS

Instructions for completing the proxy form

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder.
2. You should direct your proxy how to vote by placing a mark in 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. 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 one item, your vote on that item will be invalid.
3. A duly appointed proxy need not be a Shareholder. This form should be signed by the Shareholder. If the holding is a joint holding, either Shareholder may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Shareholder's constitution and the Corporations Act.
4. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - a. directors of the company;
 - b. a director and a company secretary of the company; or
 - c. for a proprietary company that has a sole director who is also the sole company secretary – that director.
5. For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2) of the Corporations Act. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) of the Corporations Act, as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
6. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
7. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
8. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
 - a. hand delivery the proxy form to the Company's registered office at Level 26, 259 George Street, Sydney, New South Wales, 2000;
 - b. scanning and emailing the proxy form to llochner@malabarresources.com.au; or
 - c. posting the proxy form to the Company at PO Box R864, Royal Exchange, New South Wales, 1225 so that it is received no later than **12pm (Sydney time) on Tuesday, 14 November 2023**. Proxy forms received later than this time will be invalid.
9. Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on this form.