# NOTICE OF ANNUAL GENERAL MEETING (AGM)

Notice is given that the annual general meeting of Malabar Resources Limited (ABN 29 151 691 468) (Company) will be held at:

| | |
|---|---|
| **Location** | **Level 2 Boyd Room, Amora Hotel, Jamison Street, Sydney NSW 2000** |
| **Date** | **Friday, 20 November 2026** |
| **Time** | **12:00 pm** |

## ITEMS OF BUSINESS

### 1. STATUTORY REPORTS

To receive and consider the financial report, directors' report, sustainability report and the auditor's reports of the Company for the year ended 30 June 2026.

**Notes:**

- There is no requirement for shareholders of the Company to approve these reports.
- The Company's 2026 annual report and 2026 sustainability report are available for shareholders of the Company to access and download from https://malabarresources.com.au/investor-centre/results/

### 2. RE-ELECTION OF DIRECTORS

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

*"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."*

*"That Mr Anthony 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."*

### 3. APPOINTMENT OF AUDITOR

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

*"That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young, having been nominated by a Shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company with effect from the close of the Meeting."*

## 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 company.secretary@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 Tuesday 17 November 2026. 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 0778 during business hours in Sydney.

## REGISTERED OFFICE

Malabar Resources Limited
Level 26, 259 George Street, Sydney, NSW, 2000
Telephone: +61 2 8036 0778
Email: admin@malabarresources.com.au
www.malabarresources.com.au

## 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 MUFG Corporate Markets website:

https://au.investorcentre.mpms.mufg.com/Login

Please contact Malabar on +61 2 8036 0778 or company.secretary@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: 16 October 2026

By order of the Board

Paul Verner

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 **Friday 20 November 2026 at 12pm (Sydney time)**. This document is important and forms part of the notice.

## 1. STATUTORY REPORTS

### Background

The Company's financial report (which includes the financial statements), directors' report, auditor's report, sustainability report and the auditor's report on the sustainability report for the year ended 30 June 2026 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 of the 30 June 2026 reports, Horizon Nexus (Qld) Audit Pty Ltd, 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, the policies adopted by the Company in relation to the preparation of the sustainability report, and the independence of the auditor in relation to the conduct of the audit.

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

### Resolution 1: Re-election of Director – Brian Beem

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

- Brian has more than 20 years of global resources investment and corporate finance experience. Brian worked in investment banking and private equity before joining private resources conglomerate the AMCI Group. During his 19 years at AMCI Brian led numerous transactions and served on the boards of numerous companies in the resources sector globally and in the Australian coal sector in particular, including Fitzroy Resources, Baralaba Coal Company and the Lake Vermont joint venture, amongst others. Brian left AMCI in 2025 to co-found Steamboat Industries, a private company focused on making strategic

investments across the raw materials supply chain.

- Brian holds a Bachelor of Arts (Political Economy) from Princeton University, USA.
- Brian is a member of the Audit & Risk Committee.

**Recommendation**

- The non-candidate directors of the Company, with Brian abstaining, unanimously recommend that shareholders of the Company vote **in favour** of this resolution.

## Resolution 2: Re-election of Director – Tony Galligan

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

- Tony has more than 50 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. His most recent position was General Manager Infrastructure with Whitehaven Coal Ltd. He was Chairman of Newcastle Coal Infrastructure Group for more than 3 years during the feasibility, financing and construction of the new coal terminal and also played a pivotal role in the upgrade of the rail line to the Gunnedah Basin. Previous positions include Exploration Manager for Agip Coal, Chief Coal Geologist, Director Coal and Director Development with the NSW Government.
- Tony holds a Bachelor of Science (Geology) from the University of Queensland.
- Tony is the Chairman of the Company's Operations, Health, Safety, Environment & Community Committee.

**Recommendation**

- The non-candidate directors of the Company, with Tony abstaining, unanimously recommend that shareholders of the Company vote **in favour** of this resolution.

## Resolution 3: Appointment of auditor

**Background**

Horizon Nexus (Qld) Audit Pty Ltd (Horizon Nexus Partners) was appointed by the Directors as the Company's auditor on 9 July 2026 under section 327C(1) of the Corporations Act. The appointment filled the vacancy created by the resignation of PKF Brisbane Audit (with ASIC consent) when PKF Brisbane's audit practice moved to the Horizon Nexus Partners network. The audit partner and audit team were unchanged, and Horizon Nexus Partners audited the Company's financial report for the year ended 30 June 2026.

Under section 327C(2) of the Corporations Act, an auditor appointed by the Directors holds office only until the Company's next annual general meeting. Section 327B(1)(b) requires the Company to appoint an auditor to fill that vacancy at this Meeting.

Following a review of its external audit arrangements, the Board proposes that Ernst & Young be appointed as the Company's auditor from the close of the Meeting. Ernst & Young will audit the Company's financial report for the year ending 30 June 2027.

In accordance with section 328B(1) of the Corporations Act, the Company has received a notice from a Shareholder of the Company, nominating Ernst & Young for appointment as auditor. A copy of the nomination is set out in Annexure A. Ernst & Young has given its written consent to act as auditor in accordance with section 328A.

**Recommendation**

The Directors unanimously recommend that shareholders vote **in favour** of this resolution.

## ANNEXURE A

7 October 2026

The Directors
Malabar Resources Limited
Level 26, 259 George Street
Sydney NSW 2000

Dear Directors,

**Re: Nomination of Auditor**

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Wayne Seabrook, being a member of Malabar Resources Limited hereby nominate Ernst & Young as the auditor of the company at the Annual General Meeting to be held on 20 November 2026.

Yours sincerely

Wayne Seabrook

MALABAR RESOURCES LIMITED
ABN 29 151 691 468
Level 26, 259 George Street
Sydney NSW 2000
PO Box R864
Royal Exchange NSW 1225
**Ph:** +61 2 8248 1272
**Fax**: +61 2 8248 1273
**Website**:
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 2, Boyd Room, Amora Hotel, Sydney commencing at 12pm (Sydney time) on Friday, 20 November 2026**, 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 | AGAINST | ABSTAIN |
|---|---|---|---|
| **Resolution 1:** That Mr Brian Beem be re-elected as a Director of the Company | | | |
| **Resolution 2:** That Mr Anthony (Tony) Galligan be re-elected as a Director of the Company | | | |
| **Resolution 3:** That Ernst & Young be appointed as auditor of the Company | | | |

## STEP 3: SIGNATURE OF SHAREHOLDER

Dated: _____2026

| 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 company.secretary@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 Wednesday, 18 November 2026.** 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.