

## General Meeting Notice

---

OD6 Metals Limited (the **Company**) will be holding a general meeting of shareholders at 9:00am (WST) on 9 May 2024 (**Meeting**) at Level 1, 50 Kings Park Road, West Perth 6005.

In accordance with the section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy. The Notice can be viewed online and downloaded via:

- the Company's website at <https://www.od6metals.com.au/investors/asx-announcements/>;
- the Company's ASX platform at [www.asx.com.au/asx/share-price-research/company/OD6](http://www.asx.com.au/asx/share-price-research/company/OD6); or
- if the shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the shareholder's nominated email address.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001. Proxy votes may also be lodged online using the following link: [www.investorvote.com.au](http://www.investorvote.com.au).

Your proxy voting instruction must be received by 9:00am (WST) on 7 May 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise Shareholders by way of announcement on ASX, and the details will also be made available on our website at [www.od6metals.com.au](http://www.od6metals.com.au). The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed above.

OD6 Metals Limited  
ACN 654 839 602

## Notice of General Meeting

---

Notice is given that a general meeting of the Company will be held at:

**Time** 9:00am (AWST)  
**Date** Thursday, 9 May 2024  
**Place** Level 1, 50 Kings Park Road  
West Perth WA 6005

**Important:** This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant, or other professional adviser.

# Notice of General Meeting

---

Notice is given that a general meeting of OD6 Metals Limited (ACN 654 839 602) (**Company**) will be held at 9:00am (AWST) on 9 May 2024 at Level 1, 50 Kings Park Road, West Perth, Western Australia 6005 (**Meeting**).

## Agenda

---

### 1 Resolutions 1(a) and (b) – Ratification of agreement to issue Placement Shares

---

To consider and, if thought fit, to pass, with or without amendment, the following resolutions, each as a separate **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of or agreement to issue 21,126,761 Shares at \$0.071 each to raise \$1.5 million on or around 8 April 2024 under the Placement as follows:*

- (a) 10,881,686 Shares under Listing Rule 7.1; and*
- (b) 10,245,075 Shares under Listing Rule 7.1A,*

*as described in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolutions 1(a) and 1(b) by or on behalf of any person who participated in the agreement to issue of Shares under the Placement (or any of their respective associates), subject to any applicable exception described below.

### 2 Resolution 2 – Approval to issue New Options to Lead Manager

---

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of 5,000,000 New Options to the Lead Manager (or its nominees) as partial consideration for lead manager services with respect to the Placement, as described in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Lead Manager (and/or its nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of New Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, subject to any applicable exception described below.

## Voting exclusions and exceptions

---

If a voting exclusion or prohibition applies to a Resolution above then it is referenced immediately below the Resolution. The following exceptions apply to such voting exclusions and prohibitions (as applicable):

Resolution	Exclusions and exceptions
1(a), 1(b) and 2	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>• a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;</li> <li>• the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</li> <li>• a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>– the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>– the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</li> </ul> </li> </ul>

## Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 5:00pm (AWST) on 7 May 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Proxies

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the

Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.

- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Computershare:
  - (i) by post to GPO Box 242, Melbourne VIC 3001; or
  - (ii) online by visiting [www.investorvote.com.au](http://www.investorvote.com.au),so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

## Document components

---

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

---

By order of the Board.



**Joel Ives**  
Company Secretary

5 April 2024

# Explanatory Statement

---

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

## 1 Access to Notice

---

In accordance with section 110D of the Corporations Act, this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- (a) the Company's website at <https://www.od6metals.com.au/investors/asx-announcements/>;
- (b) the Company's ASX platform at [www.asx.com.au/asx/share-price-research/company/OD6](http://www.asx.com.au/asx/share-price-research/company/OD6);  
or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

## 2 Resolutions 1(a) and (b) – Ratification of agreement to issue Placement Shares

---

### 2.1 Background

On 26 March 2024, the Company announced that it had received binding commitments for a placement to raise approximately \$1.5 million before costs (**Placement**) by the issue of Shares at \$0.071 each (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**).

Before the date of the Meeting, the Company is expected to have issued a total of 21,126,761 Placement Shares to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$1.5 million (before costs) as follows:

- 10,881,686 Placement Shares were issued using the Company's placement capacity under Listing Rules 7.1 (which it is seeking to ratify pursuant to Resolution 1(a)); and
- 10,245,075 Placement Shares were issued using the Company's additional placement capacity under Listing Rule 7.1A (which it is seeking to ratify pursuant to Resolution 1(b)).

Resolutions 1(a) and 1(b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Placement Shares.

Resolutions 1(a) and 1(b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 1(a) and 1(b).

## 2.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 23 November 2023.

The agreement to issue the Placement Shares under the Placement does not fit within any of the exceptions under Listing Rule 7.2 and, as they have not yet been approved by the Company's Shareholders, they effectively use up the Company's placement capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval following the date the Company agreed to issue those Placement Shares to the Placement Participants.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the issue of or agreement to issue securities pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 1(a) and 1(b) seek shareholder approval for the issue of or agreement to issue the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1(a) is passed, the agreement to issue (and the issue itself) of 10,881,686 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 1(a) is not passed, the 10,881,686 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 1(b) is passed, the agreement to issue (and the issue itself) of 10,245,075 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares (being 14 April 2022).

If Resolution 1(b) is not passed, the 10,245,075 Placement Shares will be included in calculating the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

## 2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) the Company is expected to issue a total of 21,126,761 Placement Shares as follows:
  - (i) 10,881,686 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (ii) 10,245,075 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) a total of 21,126,761 Placement Shares will be issued at \$0.071 per Placement Share;

- (c) the Placement Shares are expected to be issued on or about 8 April 2024;
- (d) the Placement Shares are being issued to the Placement Participants. The Placement Participants were identified through a bookbuild process which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.
- (e) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company at the time of issue.
- (f) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (g) the proceeds from the issue of the Placement Shares are intended to be used to advance the Splinter Rock project towards development. Key activities include focused infill drilling primarily at the Inside Centre Prospect, plus extensional drilling targeting Mineral Resource Estimate (**MRE**) growth, as well as reconnaissance regional drilling. Proceeds will also be focussed on the ANSTO metallurgical program to optimise leach recovery and impurity removal with the aim to produce a Mixed Rare Earth Carbonate (**MREC**), which will enable completion of a Scoping Study, and for general working capital purposes;
- (h) the Placement Shares will not be issued pursuant to an agreement; and
- (i) a voting exclusion statement is included in the Notice.

### 3 Resolution 2 – Approval to issue New Options to Lead Manager

---

#### 3.1 General

On or about 11 March 2024, the Company entered into an agreement with Euroz Hartleys for the provision of corporate advisory and capital raising services to the Company (**Advisor Mandate**).

The material terms of the Advisor Mandate are set out below.

- (a) (**Term**): The Advisor Mandate commenced on 11 March 2024 and will continue until terminated by either party in accordance with the terms of the Advisor Mandate. The minimum term under the Advisor Mandate is 6 months.
- (b) (**Services**): The services to be provided by Euroz Hartleys to the Company in connection with the Advisor Mandate include (but are not limited to) the following:
  - (i) lead managing and marketing the Placement;
  - (ii) liaising with the Company to agree an allocation of Placement Shares under the Placement;
  - (iii) assisting the Company to determine timing, pricing, structure, marketing, distribution and aftermarket strategies for any potential capital raisings; and
  - (iv) providing strategic, corporate and financial advice as reasonably required by the Company from time to time.
- (c) (**Lead Manager Fees**): The Company agreed to pay Euroz Hartleys (or its nominees) the following fees in connection with the Placement:



- (i) 6% cash fee on the gross proceeds raised pursuant to the Placement; and
  - (ii) 5,000,000 New Options on the terms and conditions set out in Schedule 1.
- (d) **(Corporate Advisory Fees):** The Company has agreed to pay Euroz Hartleys (or its nominees) a corporate advisory fee of \$6,000 per month for the duration of the Term.
- (e) **(Expenses):** The Company has agreed to reimburse Euroz Hartleys for expenses incurred in connection with the Advisor Mandate and the Placement. Euroz Hartleys must seek the consent of the Company prior to incurring expenses more than \$2,000.
- (f) **(Termination):** Euroz Hartleys or the Company may terminate the Advisor Mandate by providing not less than 2 months' written notice to the other party. Neither party may terminate within the first 4 months of the Term.

The Advisor Mandate otherwise contains terms and conditions considered customary for an agreement of this nature (including in relation to representations, warranties, confidentiality and indemnities).

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 5,000,000 New Options to the Lead Manager (or its nominees) as part consideration for Euroz Hartleys acting as lead manager to the Placement. The New Options will be unquoted.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

### 3.1 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in section 2.2 above.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the New Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Company to issue the New Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed to issue the New Options and the Company will need to reach agreement as to an alternative way to remunerate the Lead Manager for its services pursuant to the Advisor Mandate.

### 3.2 Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Options to the Lead Manager:

- (a) the maximum number of New Options that the Company proposes to issue to the Lead Manager (or its nominees) is 5,000,000 New Options;
- (b) the New Options will be issued to the Lead Manager (or its nominees) pursuant to the Advisor Mandate. The Lead Manager is considered to be a "material investor" within the meaning in ASX Guidance Note 21 paragraph 7.2, by virtue of being an advisor to the Company who will receive Equity Securities which constitute more than 1% of the Company's anticipated issued capital at the time of issue;
- (c) a total of 5,000,000 New Options will be issued;
- (d) the New Options will be issued at \$0.00001 each and are exercisable at \$0.114 each on or before the date that is 3 years from the date of issue. The New Options will otherwise be

issued on the terms and conditions set out in Schedule 1;

- (e) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (f) the New Options will be issued for a nominal issue price of \$0.00001 per New Options, as partial consideration for lead management services provided by the Lead Manager to the Company in connection with the Placement;
- (g) nominal funds will be raised from the issue of the New Options which are intended to be used for general working capital;
- (h) the New Options will be issued pursuant to the Advisor Mandate, a summary of the material terms of this agreement is set out in section 3.1; and
- (i) a voting exclusion is included in the Notice.

## Definitions

---

**A\$ or \$** means Australian dollars.

**Advisor Mandate** means the capital raising and corporate advisory mandate between the Company and Euroz Hartleys dated 11 March 2024.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chairman of the Meeting.

**Company** means OD6 Metals Limited (ACN 654 839 602).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means this explanatory statement (including all section references, definitions, schedules, attachments, and similar components within this document) accompanying the Notice.

**Key Management Personnel** has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company or, if the Company is part of a consolidated entity, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager or Euroz Hartleys** means Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230052).

**Listing Rules** means the official listing rules of ASX.

**Meeting or General Meeting** means the general meeting convened by this Notice.

**New Option** means Option issued on the terms and conditions set out in Schedule 1.

**Notice or Notice of General Meeting** means this document (including the Explanatory Statement and Proxy Form) or the notice section at the commencement of this document (as applicable).

**Option** means an option to acquire a Share.

**Placement** means the placement of 21,126,761 Shares at \$0.071 each to raise \$1.5 million (before costs), as announced to ASX on 26 March 2024.

**Placement Participants** means the sophisticated and professional investors introduced to the Company by Euroz Hartleys, acting as lead manager, who participated in the Placement.

**Placement Shares** has the meaning in section 2.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution set out in the Notice.

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

**Shareholder** means a registered holder of one or more Shares.

## Schedule 1 – Terms and conditions of the New Options

---

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Issue Price**

The New Options will be issued for a nominal issue price of \$0.00001 each.

(c) **Exercise Price**

Subject to section (j), the amount payable upon exercise of each New Option will be \$0.114 (**Exercise Price**).

(d) **Expiry Date**

Each New Option will expire at 5:00pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse.

(e) **Exercise Period**

The New Options are exercisable at any time before the Expiry Date (**Exercise Period**).

(f) **Exercise Notice**

The New Options may be exercised during the Exercise Period by notice in writing to the Company (**Exercise Notice**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms in respect of the number of Incentive Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**) or, if the Company is unable to issue a Cleansing Notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act (**Cleansing Prospectus**) and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of the Shares issued pursuant to the exercise of the New Options.

If for any reason a Cleansing Notice issued is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of the Cleansing Notice being ineffective, lodge with ASIC a Cleansing

Prospectus and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising their New Options.


(l) **Transferability**

The New Options are transferable with the prior written consent of the Company, which consent may be withheld in its absolute discretion.

(m) **Quotation**

The Company will not seek to have the New Options quoted by ASX.

## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Tuesday, 7 May 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 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 183680**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### 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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of OD6 Metals Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of OD6 Metals Limited to be held at Level 1, 50 Kings Park Road, West Perth, WA 6005 on Thursday, 9 May 2024 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items 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
Resolution 1(a)	Ratification of agreement to issue Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1(b)	Ratification of agreement to issue Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue New Options to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

### Update your communication details *(Optional)*

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

Mobile Number  Email Address

