

General Meeting Notice

Dear Shareholder,

OD6 Metals Limited (the **Company**) will be holding a general meeting of shareholders at 9:00am (AWST) on 9 April 2025 (**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 <https://www.asx.com.au/markets/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 or by email to info@od6metals.com.au. Proxy votes may also be lodged online using the following link: www.investorvote.com.au.

Your proxy voting instruction must be received by 9:00am (AWST) on 7 April 2025, 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.

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. 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 9:00am (AWST) on 9 April 2025 at Level 1, 50 Kings Park Road, West Perth, Western Australia 6005

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

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

OD6 METALS LIMITED

ACN 654 839 602

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 April 2025 at Level 1, 50 Kings Park Road, West Perth, Western Australia 6005 (**Meeting**).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of the Notice.

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 April 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

AGENDA

1 Resolution 1 - Approval to issue Placement Options to Placement Participants

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 12,277,778 Placement Options under the Placement as described in the Explanatory Statement."

<p>Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.</p>
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2 Resolutions 2(a) and (b) - Ratification of agreement to issue Placement Shares to Placement Participants

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 24,555,555 Shares at \$0.045 each to raise \$1,105,000 on or around 19 February 2025 under the Placement as follows:

(a) 11,686,538 Shares under Listing Rule 7.1; and

(b) 12,869,017 Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

<p>Voting exclusion: The Company will disregard any votes cast in favour of Resolutions 2(a) and 2(b) by or on behalf of any person who participated in the agreement to issue of</p>
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Shares under the Placement (or any of their respective associates), subject to any applicable exception described below.

3 Resolution 3 - Approval to issue Placement Securities to Directors

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

"That, pursuant to and in accordance Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Placement Shares and Placement Options to Directors (or their nominees) as follows:

- (a) *up to 555,556 Placement Shares and up to 277,778 Placement Options to Dr Holden (or his nominee);*
- (b) *up to 555,556 Placement Shares and up to 277,778 Placement Options to Mr Hazelden (or his nominee); and*
- (c) *up to 333,333 Placement Shares and up to 166,667 Placement Options to Mr Loan (or his nominee),*

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of: (a) Resolution 3(a) by or on behalf of Dr Holden (and his nominees), or any of their respective associates; (b) Resolution 3(b) by or on behalf of Mr Hazelden (and his nominees), or any of their respective associates; and (c) Resolution 3(c) by or on behalf of Mr Loan (and his nominees), or any of their respective associates.

4 Resolution 4 - Approval to issue Advisor 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 3,000,000 Advisor 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 Advisor Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, subject to any applicable exception described below.

5 Resolution 5 - Approval to issue Advisor Options to Yelverton Capital

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 Advisor Options to Yelverton Capital (or its nominees) as partial consideration for corporate advisory services to be provided to the Company, 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 Yelverton Capital (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 Advisor Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, subject to any applicable exception described below.

6 Resolution 6 - Ratification of prior issue of Completion Consideration Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 to Mr Jonathan Downes (or his nominees) 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 Mr Jonathan Downes (or his nominees) and 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 to 6	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none">• 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;• 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• 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">– 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– the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

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;
 - (ii) online by visiting www.investorvote.com.au; or
 - (iii) by email to info@od6metals.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

4 March 2025

OD6 METALS LIMITED

ACN 654 839 602

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 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; 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 Resolution 1 - Approval to issue Placement Options to Placement Participants

2.1 Background

On 12 February 2025, the Company announced that it had received binding commitments for a placement to raise approximately \$1.17 million before costs (**Placement**) by the issue of Shares at \$0.045 each (**Placement Shares**). The Company also agreed to issue, subject to Shareholder approval, one (1) free-attaching unquoted option exercisable at \$0.065 per Share and expiring 3 years from the issued date (and otherwise on the terms set out in Schedule 1, for every two (2) Shares subscribed for under the Placement (**Placement Options**)).

On 19 February 2025, the Company issued a total of 24,555,555 Placement Shares to unrelated sophisticated and professional investors (**Placement Participants**) using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$1.105 million (before costs) as follows:

- 12,869,017 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

- 11,686,538 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)).

In addition to the Placement Shares issued to the Placement Participants, the Company has agreed to issue a total of 1,444,445 to certain Directors of the Company to raise a further \$65,000 (before costs), subject to shareholder approval (being the subject of the Resolutions which form Resolution 3).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue up to 12,277,778 Placement Options to the Placement Participants.

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

2.2 Listing Rule 7.1

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.

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 Placement 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 1 will be to allow the Company to issue 12,277,778 Placement Options to the Placement Participants during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed to issue the 12,277,778 Placement Options.

2.3 Specific 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 Placement Options:

- the Placement Options will be issued to Placement Participants, none of whom will be a related party of the Company. Investors were selected by the Company in consultation with the Company's lead manager, JP Equity Holdings Pty Ltd. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraphs 7.2 to 7.4;
- a maximum of 12,277,778 Placement Options are to be issued;
- the Placement Options will be exercisable at \$0.065 each on or before the date that is 3 years after the issue date and will otherwise be issued on the terms and conditions set out in Schedule 1;
- the 12,277,778 Placement 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);

- (e) the Placement Options are free-attaching to the Placement Shares issued and therefore will be issued at an issue price of nil;
- (f) no funds will be raised from the issue of the Placement Options as they are free-attaching to the Placement Shares; and
- (g) the material terms on which the Placement Options will be issued are set out in section 2.1; and
- (h) a voting exclusion statement is included in the Notice.

3 Resolutions 2(a) and (b) - Ratification of agreement to issue Placement Shares to Placement Participants

3.1 Background

As set out in section 2.1 above, on 19 February 2025:

- 12,869,017 Placement Shares were issued using the Company's placement capacity under Listing Rules 7.1 (which the Company is seeking to ratify pursuant to Resolution 2(a)); and
- 11,686,538 Placement Shares were issued using the Company's additional placement capacity under Listing Rule 7.1A (which the Company is seeking to ratify pursuant to Resolution 2(b)).

Resolutions 2(a) and (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 2(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 2(a) and (b).

3.2 Listing Rules 7.1, 7.1A and 7.4

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

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 27 November 2024.

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 2(a) and (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 2(a) is passed, the issue of 12,869,017 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 (being 19 February 2025).

If Resolution 2(a) is not passed, the 12,869,017 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 2(b) is passed, the issue of 11,686,538 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.

If Resolution 2(b) is not passed, the 11,686,538 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.

3.3 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 Placement Shares were issued to the Placement Participants, none of whom are a related party of the Company. Investors were selected by the Company in consultation with the Company's lead manager JP Equity Holdings Pty Ltd. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraphs 7.2 to 7.4;
- (b) the Company issued a total of 24,555,555 Placement Shares as follows:
 - (i) 12,869,017 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 11,686,538 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) 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;
- (d) the Placement Shares were issued on 19 February 2025;
- (e) a total of 24,555,555 Placement Shares were issued at \$0.045 per Placement Share;
- (f) the proceeds from the issue of the Placement Shares will be used to advance the recently acquired Gulf Creek Copper Project, for general working capital purposes and expenses relating to the assessment of potential future opportunities;
- (g) the material terms on which the Placement Shares were issued are set out in section 2.1; and
- (h) a voting exclusion statement is included in the Notice.

4 Resolution 3 - Approval to issue Placement Securities to Directors

4.1 General

Background to the Placement is set out in section 2.1.

Directors Dr Darren Holden, Mr Brett Hazelden and Mr Mitch Loan (together, the **Related Party Participants**) each wish to participate in the Placement, subject to Shareholder approval being obtained.

The Resolutions which form Resolution 3 seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 1,444,445 Placement Shares and 722,223 Placement Options to the Related Party Participants (or their nominees) arising from their participation in the Placement (**Participation**).

Each of the resolutions which forms part of Resolution 3 is an ordinary resolution.

The Board (other than Messrs Holden, Hazelden and Loan who have a material personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of each of the Resolutions which form Resolution 3.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The Related Party Participants are related parties of the Company by virtue of being Directors. As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 3(a), (b) and (c) seek the required Shareholder approval to the proposed issues of Placement Shares and Placement Options to the Related Party Participants under and for the purposes of Listing Rule 10.11.

If Resolutions 3(a), (b) and (c) are passed the Company will be able to proceed with the issue of the Placement Shares and Placement Options to the Related Party Participants (or their respective nominees).

If Resolutions 3 (a), (b) and (c) are not passed, the Company will not be able to proceed with the issue of the Placement Shares and Placement Options to the Related Party Participants (or their respective nominees) and the Company will need to return funds received from the Related Party Participants.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Placement Shares and Placement Options to the Related Party Participants (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

4.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

- (a) the Placement Shares and Placement Options will be issued to Directors Dr Darren Holden, Mr Brett Hazelden and Mr Mitch Loan (or their respective nominees);
- (b) each of the Directors is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event that the Placement Shares and Placement Options are issued to nominees of the Directors, those persons will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Placement Shares and Placement Options to be issued to the Related Party Participants is 1,444,445 Placement Shares and 722,223 Placement Options in the following proportions:
 - (i) up to 555,556 Placement Shares and up to 277,778 Placement Options to Dr Holden (or his nominee);
 - (ii) up to 555,556 Placement Shares and up to 277,778 Placement Options to Mr Hazelden (or his nominee); and
 - (iii) up to 333,333 Placement Shares and up to 166,667 Placement Options to Mr Loan (or his nominee).
- (d) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be exercisable at \$0.065 each on or before the date that is 3 years after the issue date and will otherwise be issued on the terms and conditions set out in Schedule 1;
- (e) the Placement Shares and Placement Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the issue price of each Placement Share will be \$0.045 per Share, being the same as all other Shares issued under the Placemen. The Placement Options are free-attaching to the Placement Shares issued and therefore will be issued at an issue price of nil;

- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in section 3.3(f);
- (h) the proposed Participation is not intended to remunerate or incentivise the Related Party Participants;
- (i) the material terms on which the Placement Shares and Placement Options are to be issued are set out in section 2.1; and
- (j) a voting exclusion statement is included in the Notice.

5 Resolution 4 - Approval to issue Advisor Options to Lead Manager

5.1 General

On or about 9 February 2025, the Company entered into an agreement with JP Equity Holdings Pty Ltd for the provision of lead manager services to the Company in connection with the Placement (**Lead Manager Mandate**).

The material terms of the Lead Manager Mandate are set out below.

- (a) **(Term):** The Lead Manager Mandate commenced on 9 February 2025 and will terminate upon the later of conclusion of the issue of all Placement Shares and Placement Options under the Placement and 2 months from the commencement date.
- (b) **(Services):** The services to be provided by the Lead Manager to the Company in connection with the Lead Manager Mandate include (but are not limited to) the following:
 - (i) lead managing and marketing the Placement; and
 - (ii) liaising with the Company to agree an allocation of Placement Shares and Placement Options under the Placement.
- (c) **(Lead Manager Fees):** The Company agreed to pay the Lead Manager (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) 3,000,000 Advisor Options on the terms and conditions set out in Schedule 2.
- (d) **(Expenses):** The Company has agreed to reimburse the Lead Manager for expenses incurred in connection with the Lead Manager Mandate and the Placement.

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

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 3,000,000 Advisor Options to the Lead Manager (or its nominees) as part consideration for the Lead Manager acting as lead manager to the Placement. The Advisor Options will be unquoted.

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

5.2 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 Advisor 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 4 will be to allow the Company to issue the Advisor Options to the Lead Manager 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 4 is not passed, the Company will not be able to proceed to issue the Advisor Options to the Lead Manager and the Company will need to reach agreement as to an alternative way to remunerate the Lead Manager for its services pursuant to the Lead Manager Mandate.

5.3 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 Advisor Options to the Lead Manager:

- (a) the Advisor Options will be issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Mandate;
- (b) the maximum number of Advisor Options that the Company proposes to issue to the Lead Manager (or its nominees) is 3,000,000 Advisor Options;
- (c) the Advisor Options are exercisable at \$0.065 each on or before the date that is 3 years from the date of issue. The Advisor Options will otherwise be issued on the terms and conditions set out in Schedule 2;
- (d) the Advisor 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);
- (e) the Advisor Options will be issued for nil cash consideration as part consideration for lead management services provided by the Lead Manager to the Company in connection with the Placement;
- (f) no funds will be raised from the issue of the Advisor Options as the Advisor Options will be issued as part consideration for lead management services provided by the Lead Manager to the Company in connection with the Placement;
- (g) the Advisor Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement is set out in section 5.1; and
- (h) a voting exclusion is included in the Notice.

6 Resolution 5 - Approval to issue Advisor Options to Yelverton Capital

6.1 General

On or about 11 February 2025, the Company entered into an agreement with Yelverton Capital Pty Ltd (**Yelverton Capital**) for the provision of corporate advisory services to the Company (**Corporate Advisor Mandate**).

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

- (a) **(Term):** The Corporate Advisor Mandate commenced on 11 February 2025 and will be for a period of 3 months, which can be extended for a further 3 months upon mutual agreement between the Company and Yelverton Capital.
- (b) **(Services):** The services to be provided by Yelverton Capital to the Company in connection with the Corporate Advisor Mandate include (but are not limited to) the following:
 - (i) assisting the Company to assess the strategic merit of pursuing potential acquisitions, asset sales or conducting any material corporate activity;
 - (ii) in conjunction with the Company's legal and other professional advisers, providing advice and recommendations on the structure of any capital raising including terms and pricing, market perception and impact;
 - (iii) identifying possible strategies and tactics which may assist Company to successfully execute any material corporate transaction; and
 - (iv) providing advice on the marketing of the Company to potential investors and including without limitation, investor presentations, roadshows, presentations to investors and publicity to the market generally (as appropriate).
- (c) **(Fees):** The Company agreed to pay Yelverton Capital (or its nominees) the following fees under the Corporate Advisor Mandate:
 - (i) \$2,000 (plus GST) per month; and
 - (ii) 5,000,000 Advisor Options on the terms and conditions set out in Schedule 2.
- (d) **(Expenses):** The Company has agreed to reimburse Yelverton Capital for expenses incurred in connection with the Corporate Advisor Mandate. Yelverton Capital must seek the consent of the Company prior to incurring any single cost or expense more than \$1,000 or \$5,000 in aggregate.

The Corporate 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 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 5,000,000 Advisor Options to Yelverton Capital (or its nominees) as part consideration for the services to be provided to the Company under the Corporate Advisor Mandate. The Advisor Options will be unquoted.

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

6.2 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 Advisor 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 5 will be to allow the Company to issue the Advisor Options to Yelverton Capital 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 4 is not passed, the Company will not be able to proceed to issue the Advisor Options to Yelverton Capital and the Company will need to reach agreement as to an alternative way to remunerate Yelverton Capital for its services pursuant to the Corporate Advisor Mandate.

6.3 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 Advisor Options to Yelverton Capital:

- (a) the Advisor Options will be issued to Yelverton Capital (or its nominees) pursuant to the Corporate Advisor Mandate;
- (b) the maximum number of Advisor Options that the Company proposes to issue to Yelverton Capital (or its nominees) is 5,000,000 Advisor Options;
- (c) the Advisor Options are exercisable at \$0.065 each on or before the date that is 3 years from the date of issue. The Advisor Options will otherwise be issued on the terms and conditions set out in Schedule 2;
- (d) the Advisor 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);
- (e) the Advisor Options will be issued for nil cash consideration as part consideration for corporate advisory services provided to the Company by Yelverton Capital under the Corporate Advisory Mandate;
- (f) no funds will be raised from the issue of the Advisor Options as the Advisor Options will be issued as part consideration for corporate advisory services provided to the Company by Yelverton Capital under the Corporate Advisory Mandate;
- (g) the Advisor Options will be issued pursuant to the Corporate Advisor Mandate, a summary of the material terms of this agreement is set out in section 6.1; and
- (h) a voting exclusion is included in the Notice.

7 Resolution 6 - Ratification of prior issue of Completion Consideration Shares

7.1 General

As announced on 30 October 2024, the Company, together with wholly owned subsidiary, Gulf Creek Copper Pty Ltd (**Buyer**), entered into a tenement sale agreement (**Acquisition Agreement**) with Mr Jonathan Downes (**Seller**), to acquire a 100% legal and beneficial interest in the Gulf Creek Copper Project (**Acquisition**).

The material terms for the Acquisition are set out in Schedule 3.

On 15 January 2025, completion of the Acquisition Agreement occurred, with the Company issuing 6,000,000 Shares (subject to 12 months voluntary escrow) to the Seller (and his nominees) (**Completion Consideration Shares**). The Completion Consideration Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Completion Consideration Shares.

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

7.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in sections 2.2 and 3.2 above.

If Resolution 6, is passed, the Completion Consideration 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 Completion Consideration Shares (being 15 January 2025).

If Resolution 6 is not passed, the Completion Consideration Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares (being 15 January 2025).

7.3 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 Completion Consideration Shares:

- (a) the Completion Consideration Shares were issued to the Seller (and its nominees), none of whom is a related party of the Company or a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2
- (b) a total of 6,000,000 Completion Consideration Shares were issued;
- (c) the Completion Consideration Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Completion Consideration Shares were issued on 15 January 2025;

- (e) the Completion Consideration Shares were issued for nil cash consideration, as part consideration for the Acquisition;
- (f) no funds were raised from the issue of the Completion Consideration Shares as the Completion Consideration Shares were issued as part consideration for the Acquisition;
- (g) the Completion Consideration Shares were issued pursuant to the Acquisition Agreement, the material terms of which are set out in section 7.1 and Schedule 3; and
- (h) a voting exclusion statement is included in the Notice.

Definitions

A\$ or \$ means Australian dollars.

Acquisition has the meaning in section 7.1.

Acquisition Agreement has the meaning in section 7.1.

Advisor Option means an Option issued on the terms and conditions set out in Schedule 2.

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.

Buyer means Gulf Creek Copper Pty Ltd, a wholly owned subsidiary of the Company.

Chair means the chairman of the Meeting.

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

Completion Consideration Shares has the meaning in section 7.1.

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 means JP Equity Holdings Pty Ltd, corporate authorised representative (CAR 001265594) of JP Equity Partners Pty Ltd (ABN 85 626 069 467) holder of AFSL 512529.

Lead Manager Mandate has the meaning in section 5.1.

Listing Rules means the official listing rules of ASX.

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

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.

Participation has the meaning in section 4.1.

Placement has the meaning in section 2.1.

Placement Option means an Option issued on the terms and conditions set out in Schedule 1.

Placement Participants means the non-related sophisticated and professional investors introduced to the Company by the Lead Manager that participated in the Placement.

Placement Share has the meaning in section 2.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Participants has the meaning in section 4.1.

Resolution means a resolution set out in the Notice.

Seller means the seller of the Gulf Creek Copper Project, being Mr Jonathan Downes.

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

Shareholder means a registered holder of one or more Shares.

Yelverton Capital means Yelverton Capital Pty Ltd.

Schedule 1 - Terms and conditions of Placement Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to section (i), the amount payable upon exercise of each Placement Option will be \$0.065 (**Exercise Price**).

(c) **Expiry Date**

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

(d) **Exercise Period**

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

(e) **Exercise Notice**

The Placement 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 Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **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 Placement Option being exercised in cleared funds (**Exercise Date**).

(g) **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 Placement 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.

(h) Shares issued on exercise

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

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Transferability

The Placement Options are not transferable.

(l) Quotation

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

Schedule 2 - Terms and conditions of the Advisor Options

(a) **Entitlement**

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

(b) **Exercise Price**

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

(c) **Expiry Date**

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

(d) **Exercise Period**

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

(e) **Exercise Notice**

The Advisor 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 Advisor Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **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 Advisor Option being exercised in cleared funds (**Exercise Date**).

(g) **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 Advisor 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.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Transferability**

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

(l) **Quotation**

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

Schedule 3 - Terms of Acquisition of Gulf Creek Project

(a) Consideration

The consideration payable by the Company for the Acquisition is comprised of:

- (i) a non-refundable cash deposit of \$50,000 (exclusive of GST) to the Seller which was paid upon execution of the Acquisition Agreement;
- (ii) at Completion (which occurred on 15 January 2025):
 - payment of \$150,000 (exclusive of GST) to the Seller in immediately available funds (**Completion Cash Consideration**); and
 - the issue of 6,000,000 Shares pursuant to the Company's placement capacity under Listing Rule 7.1 (**Completion Consideration Shares**); and
- (iii) post Completion, and subject to the satisfaction of the Deferred Milestone (see below), either:
 - subject to the approval of Shareholders, the issue of such number of Shares to the Seller (or its nominee) with a deemed value of \$200,000 based on the volume weighted average price of Shares traded on ASX during the 10 trading days on which sales in Shares were recorded on ASX ending on the date that the Deferred Milestone is satisfied (**Deferred Consideration Shares**); or
 - if, approval of the issue of Deferred Consideration Shares is not obtained after seeking approval, a cash payment by the Company of \$200,000 to the Seller in immediately available funds (**Deferred Cash Consideration**), payable within 5 Business Days of the relevant Shareholder meeting,

(together, the **Consideration**). The Company must seek Shareholder approval to issue the Deferred Consideration Shares within 60 days of satisfaction of the Deferred Milestone (or such later date agreed by the Seller).

The Deferred Consideration is payable upon an announcement by the Company to ASX that it has commenced a second phase of drilling in respect of the Gulf Creek Project (**Deferred Milestone**). The second phase of drilling will be taken to have commenced upon remobilisation of a drill rig occurring on the Tenement following completion of an agreed initial drilling program or, in the event drilling following completion of the Initial drilling program is continuous, when total drilling by the Company on the tenement has exceeded 2,500m. The Company must make the announcement to ASX as soon as reasonably practicable following satisfaction of the Deferred Milestone.

(b) Voluntary Escrow

The Completion Consideration Shares are subject to a voluntary escrow period of 12 months from 15 January 2025 (**Completion Share Escrow Period**). If Deferred Consideration Shares are issued, they will be subject to voluntary escrow for the greater of:

- (i) any remaining Completion Share Escrow Period; and
- (ii) 4 months from the date of issue of the Deferred Consideration Shares.

(c) **Guarantee**

The Company has agreed to guarantee the various obligations of the Buyer under the Acquisition Agreement.

Proxy Form



OD6
METALS LTD

ABN 34 654 839 602

OD6

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **9:00am (AWST) on Monday, 7 April 2025.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

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: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Wednesday, 9 April 2025 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	Approval to issue Placement Options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Ratification of agreement to issue Placement Shares to Placement Participants under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Ratification of agreement to issue Placement Shares to Placement Participants under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Approval to issue Placement Securities to Dr Holden (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Approval to issue Placement Securities to Mr Hazelden (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c	Approval to issue Placement Securities to Mr Loan (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Advisor Options to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Advisor Options to Yelverton Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Completion Consideration Shares	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

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

