

General Meeting Notice

Dear Shareholder,

OD6 Metals Limited (the **Company**) will be holding a general meeting of shareholders at 10:00 am (AWST) on 22 April 2026 (**Meeting**) at Level 1, 1 Alvan Street, Subiaco WA 6008.

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 10:00 am (AWST) on 20 April 2026, 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 (**Meeting**) will be held at:

Time 10:00 am (AWST)
Date Wednesday, 22 April 2026
Place Level 1,
1 Alvan Street
Subiaco WA 6008

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 10:00 am (AWST) on Wednesday, 22 April 2026 at Level 1, 1 Alvan Street, Subiaco WA 6008.

Agenda

1 Resolutions 1(a) and (b) – Ratification of prior issue of Placement Shares under the Placement

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 49,000,000 Placement Shares at \$0.05 per Placement Share under the Placement as follows:

(a) 28,759,274 Placement Shares under Listing Rule 7.1; and

(b) 20,240,726 Placement 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 Tranche 1 Placement Participant (including the persons named as "material investors" in Section 1.3(a) of the Explanatory Statement), or any of their respective associates).

2 Resolution 2 – Approval to issue Tranche 2 Placement Shares under the Placement

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 Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,500,000 Placement Shares at an issue price of \$0.05 per Placement Share to the Tranche 2 Placement Participants, as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any Tranche 2 Placement Participant and 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.

3 Resolution 3 – Approval to issue Placement Shares 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, section 195(4) of the Corporations Act, and for all other purposes, Shareholders approve the issue of Placement Shares to Directors (or their nominees) as follows:

- (a) up to 600,000 Placement Shares to Mr Brett Hazelden (or his nominee)
- (b) up to 700,000 Placement Shares to Mr Piers Lewis (or his nominee); and
- (c) up to 1,000,000 Placement Shares to Dr Mitch 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 Mr Hazelden (and his nominees) and 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; (b) Resolution 3(b) by or on behalf of Mr Lewis (and his nominees) and 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; and (c) Resolution 3(c) by or on behalf of Dr Loan (and his nominees) and 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.

4 Resolution 4 – Ratification of prior issue of Shares to Sapphire Beginnings Capital Pty Ltd

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 500,000 Shares to Sapphire Beginnings Capital Pty Ltd (or its nominees) in consideration for facilitation services 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 Sapphire Beginnings Pty Ltd (and/or its nominees), or any of their respective associates.

5 Resolution 5 – Approval to issue New Options to Sapphire Beginnings Capital Pty Ltd

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 10,000,000 New Options to Sapphire Beginnings Capital Pty Ltd (or its nominees) in consideration for facilitation services 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 Sapphire Beginnings Pty Ltd (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 (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

6 Resolution 6 – Approval to issue Shares to S3 Consortium Pty Ltd

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 8,250,000 Shares to S3 Consortium Pty Ltd (or its 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 S3 Consortium Pty Ltd (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 (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

7 Resolution 7 – Approval to issue New Options to Related Parties

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the issue of New Options to Directors (or their respective nominees) as follows:

- (a) up to 3,000,000 New Options to Mr Brett Hazelden;*
- (b) up to 2,500,000 New Options to Mr Piers Lewis; and*
- (c) up to 2,000,000 New Options to Dr Mitch Loan,*

as described in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of: (a) Resolution 5(a) by or on behalf of Mr Hazelden (and his nominees) and 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; (b) Resolution 5(b) by or on behalf of Mr Lewis (and his nominees) and 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; and (c) Resolution 5(c) by or on behalf of Dr Loan (and his nominees) and 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.

Voting prohibition: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party. However, the above prohibition does not apply if: (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

8 Resolution 8 – Approval of the issue of New Options to Geospy Pty Ltd

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, Shareholders approve the issue of up to 1,000,000 New Options to Geospy Pty Ltd (or its 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 Geospy Pty Ltd (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 (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

9 Resolution 9 – Approval of the issue of New Options to LCP Corporate Pty Ltd

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, Shareholders approve the issue of up to 1,000,000 New Options to LCP Corporate Pty Ltd (or its 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 LCP Corporate Pty Ltd (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 (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

10 Resolution 10 – Approval to amend terms of OD6AP Options

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 6.23.4 and for all other purposes, Shareholders approve the amendment to the terms and conditions of the OD6AP Options 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 holders of OD6AP Options, or any of their respective associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
7(a) to 7(c)	<p>A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either:</p> <ul style="list-style-type: none">• the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or• the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">– does not specify the way the proxy is to vote on the Resolution; and– expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
1(a) and 1(b), 2, 3(a), 3(b) and 3(c), 4, 5, 6, 7(a) to 7(c), 8, 9 and 10	<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.

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 20 April 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (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) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolution 7 unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolution 7.
- (k) If a Shareholder intends to appoint the Chair as its proxy for Resolution 7, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolution 7 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 7 even though it is connected to the

remuneration of a member of the Key Management Personnel.

- (l) 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.
- (m) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.
- (n) If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 7 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Document availability

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 <https://www.asx.com.au/markets/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.

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

17 March 2026

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.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

A Proxy Form is located at the end of the Explanatory Statement.

1 Resolutions 1(a) and (b) – Ratification of prior issue of Placement Shares under the Placement

1.1 General

On 4 March 2026, the Company announced that it had received firm commitments for a two- tranche Placement to sophisticated and professional investors of 66,800,000 new fully paid ordinary shares in the Company (**Placement Shares**) at an issue price of \$0.05 per Placement Share to raise A\$3,400,000 (before costs) (**Placement**).

No lead manager was appointed for the Placement and the Placement was not underwritten. However, AFSL Holders that assisted with the Placement will receive a fee of 6% (plus GST) on funds raised by those AFSL Holders.

On 9 March 2026, the Company issued a total of 49,000,000 Placement Shares to non-related sophisticated and professional investors (**Tranche 1 Placement Participants**) as follows:

- (a) 28,759,274 Placement Shares using the Company's placement capacity under Listing Rule 7.1 (which the Company is seeking to ratify pursuant to Resolution 1(a)); and
- (b) 20,240,726 Placement Shares using the Company's additional placement capacity under Listing Rule 7.1A (which the Company is seeking to ratify pursuant to Resolution 1(b)),

(together, the Tranche 1 Placement Shares).

A further issue of approximately 15,500,000 Placement Shares under the Placement, which are proposed to be issued to sophisticated and professional investors under tranche 2 of the Placement (**Tranche 2**), is subject to approval of Shareholders pursuant to Listing Rule 7.1 (being the subject of Resolution 2). An additional 2,300,000 Placement Shares under the Placement, which is proposed to be issued to Directors, Brett Hazelden, Piers Lewis and Mitch Loan, are subject to approval of Shareholders pursuant to Listing Rule 10.11 (being the subject of the Resolutions which form Resolution 3).

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

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

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

1.2 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 22 October 2025.

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 (b) seek shareholder approval for the issue of or agreement to issue the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1(a) is passed, the issue of 28,759,274 Tranche 1 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 Tranche 1 Placement Shares (being 9 March 2026).

If Resolution 1(a) is not passed, the 28,759,274 Tranche 1 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 Tranche 1 Placement Shares.

If Resolution 1(b) is passed, the issue of 20,240,726 Tranche 1 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 Tranche 1 Placement Shares.

If Resolution 1(b) is not passed, the 20,240,726 Tranche 1 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 Tranche 1 Placement Shares.

1.3 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 Tranche 1 Placement Shares:

- (a) the Tranche 1 Placement Shares were issued to the Tranche 1 Placement Participants, none of whom are a related party of the Company, being unrelated professional and sophisticated investors selected by the Company or introduced by AFSL Holders that assisted with the Placement. Investors were identified through a bookbuild process and selected based on existing shareholdings in the Company, investor demand, investment

profile and experience in the critical minerals sector. Of the Tranche 1 Placement Participants, the following parties are "material investors" as per ASX Guidance Note 21, section 7.4:

- (i) Mark Hanlon, a substantial shareholder of the Company, who was issued 3,000,000 Placement Shares; and
- (ii) S3 Consortium Pty Ltd, an adviser to the Company, was issued 2,400,000 Placement Shares.

No other Tranche 1 Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, sections 7.4;

- (b) the Company issued a total of 49,000,000 Placement Shares as follows:
 - (i) 28,759,274 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 20,240,726 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) the Tranche 1 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 Tranche 1 Placement Shares were issued on 9 March 2026;
- (e) each Tranche 1 Placement Shares was issued at \$0.05 per Placement Share;
- (f) the proceeds from the issue of the Tranche 1 Placement Shares (together with other funds raised under the Placement) will be used, together with the Company's existing cash reserves, towards due diligence, transaction costs and the Completion cash consideration payable in relation to the Option Agreement for the Quinn Fluorspar Project (as announced on 4 March 2026), exploration and test work at the Company's existing Splinter Rock and Gulf Creek Projects and general working capital;
- (g) the material terms on which the Tranche 1 Placement Shares were issued are set out in section 1.1; and
- (h) a voting exclusion statement is included in the Notice.

2 Resolution 2 – Approval to issue Tranche 2 Placement Shares under the Placement

2.1 General

As set out in section 1.1, an issue of 15,500,000 Placement Shares under the Placement, which are proposed to be issued to non-related sophisticated and professional investors under Tranche 2 (**Tranche 2 Placement Participants**), are subject to approval of Shareholders pursuant to Listing Rule 7.1 (being the subject of Resolution 2) (**Tranche 2 Placement Shares**).

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Tranche 2 Placement Shares.

Resolution 2 is an ordinary resolutions.

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

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2.

If Resolution 2 is passed, the Company will be allowed to issue the Tranche 2 Placement Shares to the Tranche 2 Participants 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 with the issue of part of Tranche 2 Placement Shares to the Tranche 2 Participants.

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 Tranche 2 Placement Shares:

- (a) the Tranche 2 Placement Shares will be issued to the Tranche 2 Participants, being unrelated professional and sophisticated investors selected by the Company or introduced by AFSL Holders that assisted with the Placement. Investors were identified through a bookbuild process and selected based on investor demand, investment profile and experience in the critical minerals sector. No Tranche 2 Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, section 7.2;
- (b) a maximum of 15,500,000 Placement Shares are proposed to be issued to the Tranche 2 Placement Participants;
- (c) the Tranche 2 Placement Shares issued will 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 Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting;
- (e) each Tranche 2 Placement Share will be issued at \$0.05 per Placement Share;
- (f) the proceeds from the issue of the Tranche 2 Placement Shares are intended to be applied as set out in section 1.3(f) above;
- (g) the material terms on which the Tranche 2 Placement Shares will be issued are set out in section 1.1;
- (h) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice.

3 Resolution 3 – Approval to issue Placement Shares to Directors

3.1 General

Background to the Placement is set out in section 1.1.

Directors Mr Brett Hazelden, Mr Piers Lewis and Dr 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 2,300,000 Placement Shares 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.

As each of Messrs Hazelden, Lewis and Loan have a material personal interest in the outcome of the Resolutions, the Board does not make any recommendation in respect of the Resolutions which form Resolution 3.

3.2 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 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 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 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 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.

3.3 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 will be issued to Directors Mr Brett Hazelden, Mr Piers Lewis and Dr 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 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 to be issued to the Related Party Participants is 2,300,000 Placement Shares in the following proportions:
 - (i) up to 600,000 Placement Shares to Mr Hazelden (or his nominee);
 - (ii) up to 700,000 Placement Shares to Mr Lewis (or his nominee); and
 - (iii) up to 1,000,000 Placement Shares to Dr 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;
- (e) the Placement Shares will be issued no later than 1 month after the date of the Meeting;
- (f) the issue price of each Placement Share will be \$0.05 per Placement Share, being the same as all other Shares issued under the Placement;
- (g) the proceeds from the issue of the Placement Shares to the Related Party Participants are intended to be applied as set out in section 1.3(f) above.
- (h) the proposed Participation is not intended to remunerate or incentivise the Related Party Participants;
- (i) the material terms on which the Placement Shares will be issued are set out in section 1.1; and
- (j) a voting exclusion statement is included in the Notice.

3.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

As the Related Party Participants have a personal interest in the outcome of each of their respective Resolutions under Resolutions 3(a) to (c) (inclusive) and, as a result of a quorum of Directors not being achieved, have exercised their right under section 195(4) of the Corporations Act to put the issue of the Participation to Shareholders to resolve.

3.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Placement Shares to the Related Party Participants constitutes giving a financial benefit and each Related Party Participant is a related party of the Company by virtue of being a Director. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Placement Shares to the Related Party Participants on the basis that the Placement Shares will be issued to the Related Party Participants on the same terms as all other Placement Shares to be issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4 Resolution 4 – Ratification of prior issue of Shares to Sapphire Beginnings Capital Pty Ltd

4.1 General

As announced on 4 March 2026, in consideration for facilitating the Company's entry into the option agreement to acquire a 100% legal and beneficial interest in 48 unpatented lode mining claims covering 400 hectares in Nye County, Nevada, United States which are prospective for Fluorspar and comprise the Quinn Fluorspar Project (**Option Agreement**), the Company has agreed to issue or pay Sapphire Beginnings Capital Pty Ltd (**Facilitator**) the following consideration:

- (a) 500,000 shares (**Facilitation Shares**), which were issued on 9 March 2026 pursuant to the Company's existing Listing Rule 7.1 capacity (being the subject of Resolution 4);
- (b) subject to shareholder approval pursuant to ASX Listing Rule 7.1, 10,000,000 New Options (**Facilitation Options**) (being the subject of Resolution 5); and

- (c) subject to the Company exercising the option in the Option Agreement to acquire the Quinn Fluorspar Project and shareholder approval pursuant to ASX Listing Rule 7.1, 1,500,000 shares.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Facilitation Shares.

Resolution 4 is an **ordinary** resolution.

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

4.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is contained in section 1.2 above.

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. To this end, Resolution 4 seeks shareholder approval for the issue of or agreement to issue the Facilitation Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of Facilitation 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 Facilitation Shares (being 9 March 2026).

If Resolution 4 is not passed, the issue of Facilitation 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 Facilitation Shares.

4.3 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 Facilitation Shares:

- (a) the Facilitation Shares were issued to the Facilitator;
- (b) the Company issued a total of 500,000 Shares to the Facilitator;
- (c) the Facilitation 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 Facilitation Shares were issued on 9 March 2026;
- (e) the Facilitation Shares were issued for nil cash consideration as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement;
- (f) no funds were raised from the issue of Facilitation Shares as the Facilitation Shares were issued as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement;
- (g) the material terms on which the Facilitation Shares were issued are set out in section 4.1; and

- (h) a voting exclusion statement is included in the Notice.

5 Resolution 5 – Approval to issue New Options to Sapphire Beginnings Capital Pty Ltd

5.1 General

A summary of the consideration to be paid to the Facilitator is set out in section 4.1.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Facilitation Options to the Facilitator (or its nominees).

Resolution 5 is an ordinary resolution.

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

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 1.2 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 Facilitation 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 Facilitation 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 5 is not passed, the Company will not be able to proceed to issue the Facilitation Options and the Company will, within 10 Business Days of the Meeting, be required to pay the Facilitator an amount equal to the Black Scholes value of the Facilitation Options based on the 20 day VWAP of the Company's Shares on ASX on the date immediately prior to the Meeting in cash, reducing the cash reserves of the Company.

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 Facilitation Options to the Facilitator:

- (a) the Facilitation Options will be issued to the Facilitator (or its nominees);
- (b) the maximum number of Facilitation Options that the Company proposes to issue to the Facilitator (or its nominees) is 10,000,000 New Options;
- (c) the New Options are exercisable at \$0.10 each on or before 30 April 2028. The New Options will otherwise be issued on the terms and conditions set out in Schedule 1;
- (d) the New Options will be issued no later than 3 months after the date of the Meeting;
- (e) the New Options will be issued for nil cash consideration as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement;

- (f) no funds will be raised from the issue of the Facilitation Options as the Facilitation Options will be issued as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement. Funds raised upon any exercise of the New Options are intended to be used for general working capital purposes;
- (g) the material terms on which the Facilitation Options will be issued are set out in section 4.1; and
- (h) a voting exclusion is included in the Notice.

6 Resolution 6 – Approval to issue Shares to S3 Consortium Pty Ltd

6.1 General

On 28 February 2026, the Company entered into an agreement with S3 Consortium Pty Ltd (ACN 135 239 968) (trading as **StocksDigital**) whereby the Company engaged StocksDigital to provide online content creation and content distribution (**StocksDigital Agreement**). Pursuant to the StocksDigital Agreement, the Company agreed to pay StocksDigital a fee of \$375,000 (plus GST) payable by the issue of 8,250,000 Shares (**StocksDigital Shares**), subject to the approval of Shareholders under Listing Rule 7.1.

The StocksDigital Agreement is for a service period of two years to create and distribute investor-focused content including the announcement of StocksDigital’s investment in the Company, “investment memos”, long-form and short-form updates on Company progress, and periodic mentions of the Company in StockDigital communications. Content will be distributed by StocksDigital via the provider’s websites, email databases, social media, and through paid third-party email distribution and digital advertising platforms.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the StocksDigital Shares to StocksDigital (or its nominees).

Resolution 6 is an ordinary resolution.

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

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 1.2 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 StocksDigital Shares 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 6 will be to allow the Company to issue the StocksDigital Shares to StocksDigital 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 6 is not passed, the Company will not be able to proceed to issue the StocksDigital Shares to StocksDigital and the Company will be required to pay the fees payable to StockDigital in cash, reducing the cash reserves of the Company.

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 StocksDigital Shares to StocksDigital:

- (a) the StocksDigital Shares will be issued to StocksDigital (or its nominees);
- (b) the maximum number of StocksDigital Shares that the Company proposes to issue to StocksDigital (or its nominees) is 8,250,000 Shares;
- (c) the StocksDigital Shares will be 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 StocksDigital Shares will be issued no later than 3 months after the date of the Meeting;
- (e) the StocksDigital Shares will be issued for nil cash consideration as consideration for content creation and content distribution services provided by StockDigital;
- (f) no funds will be raised from the issue of the StocksDigital Shares as the StocksDigital Shares will be issued as part consideration for content creation and content distribution services provided by StockDigital;
- (g) the material terms on which the StocksDigital Shares will be issued are set out in section 6.1; and
- (h) a voting exclusion is included in the Notice.

7 Resolution 7 – Approval to issue New Options to Related Parties

7.1 General

The Company is proposing to issue up to a total of 7,500,000 New Options (on the terms set out in Schedule 1) to Directors Mr Brett Hazelden, Mr Piers Lewis and Dr Mitch Loan (**Related Parties**), or their respective nominees, as follows:

Related Party	New Options
Brett Hazelden	3,000,000
Mr Piers Lewis	2,500,000
Dr Mitch Loan	2,000,000
Total	7,500,000

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with New Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these New Options to

continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolutions 7(a) to (c) seek Shareholder approval pursuant to Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act for the issue of up to a total of 7,500,000 New Options under the Plan to the Related Parties (or their respective nominees).

Resolutions 7(a) to (c) (inclusive) are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 7(a) to (c) (inclusive) due to the material personal interests of the Related Parties in the outcome of those Resolutions.

7.2 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company must not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

A Director does not have a material personal interest in Resolutions 7(a) to (c) other than in respect of the relevant Resolution to issue New Options to that Director. However, in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest, the Directors have not considered whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions, and as it is proposed that New Options be issued to all Directors, they are unable to form a quorum at Board level to make a determination on whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions.

Therefore, the Board has determined in accordance with section 195(4) of the Corporations Act to seek approval for the purposes of Chapter 2E of the Corporations Act in respect of the New Options proposed to be issued to the Related Parties pursuant to each of the resolutions which form part of Resolution 7.

7.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.2.

The Related Parties are related parties of the Company by virtue of being Directors. As the proposed issue of New Options is 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.

If Resolutions 7(a) to (c) are passed, the Company will be able to proceed with the issue of the New Options to the Related Parties (or their respective nominees) and the Related Parties will be remunerated accordingly.

If Resolutions 7(a) to (c) are not passed, the Company will not be able to proceed with the issue of the New Options to the Related Parties (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rules 7.1 is not required.

7.4 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 issue of the New Options:

- (a) the New Options will be issued to Brett Hazelden, Piers Lewis and Mitch Loan (or their respective nominees), each of whom is a Director of the Company
- (b) each of the Related Parties is a Director and falls within the category stipulated by Listing Rule 10.11.1. In the event that the New Options are issued to a nominee of the Related Parties, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) a maximum of 7,500,000 New Options will be issued to the Related Parties (or their nominees), in the proportions set out in section 7.1;
- (d) the New Options are exercisable at \$0.10 each on or before 30 April 2028. 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 1 month after the date of the Meeting;
- (f) the New Options will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;
- (g) the New Options are being issued as a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors and is considered by the Board to be consistent with the strategic goals and targets of the Company. Funds raised upon any exercise of the New Options are intended to be used for general working capital purposes;
- (h) the current total remuneration package for each Director is set out below:

Remuneration (per annum) ¹	Brett Hazelden	Piers Lewis	Mitch Loan
Salary and fees	320,000	36,000	36,000
Incentive payments	24,000	Nil	Nil
Leave entitlements	Statutory	N/A	N/A
Superannuation	29,995	4,140	4,140
Share-based payments ²	201,600	112,000	89,600

Notes:

1 For the year ended 30 June 2025.

2 The value of New Options, the subject of Resolutions 7(a) to (c), are not reflected above.

- (i) the New Options are not being issued under any agreement;
- (j) a voting exclusion statement is included in the Notice.

7.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the New Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the New Options proposed to be issued to the Related Parties pursuant to each of the resolutions which form part of Resolutions 7.

7.6 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the New Options:

- (a) Identity of the related parties to whom Resolutions 7(a) to (c) (inclusive) permit financial benefits to be given

The New Options will be issued to Messrs Hazelden, Lewis and Loan or their respective nominees.

- (b) Nature of the financial benefit

Resolutions 7(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the New Options in the amounts specified in section 7.1 above to the Related Parties or their nominees. The New Options are to be issued on the terms and conditions in Schedule 1.

The Shares to be issued upon conversion of the New Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

- (c) Valuation of financial benefit

The Company has calculated a value of \$0.029 for each New Option using the Black & Scholes valuation model and the assumptions and inputs set out.

Item	New Options ¹
Valuation date	27 February 2026
Spot Share price	\$0.054
Exercise Price	\$0.10
Assumed Expiry Date	30 April 2028
Expected future volatility	125%
Risk free rate	3.91%
Dividend yield	Nil

Notes:

- 1 The valuation noted above is not necessarily the market price that the New Options could be traded at and is not automatically the market price for taxation purposes.

Accordingly, the indicative value of the financial benefits to be given to the Related Parties under each of the resolutions which form part of Resolutions 7 are set out below:

- (i) for Mr Hazelden: \$130,500
 - (ii) for Mr Lewis: \$72,500; and
 - (iii) for Dr Loan: \$58,000.
- (d) Remuneration of Related Parties

The total annual remuneration arrangements current for each of the Related Parties is set out in section 7.4(h) above.

- (e) Existing relevant interests

At the date of this Notice, the Related Parties hold the following relevant interests in Equity Securities of the Company:

Related Party	Shares	Options	Performance Rights
Brett Hazelden ¹	2,663,454	7,277,778	1,000,000
Piers Lewis ²	3,248,754	3,150,000	Nil
Mitch Loan ³	333,333	4,816,667	Nil

Notes:

- 1 Consisting of 1,500,000 Shares, 4,500,000 incentive options with an exercise price of \$0.10 and expiring 30 October 2028, 1,500,000 incentive options with an exercise price of \$0.30 and expiry of 31 March 2026, 1,000,000 incentive options with an exercise price of \$0.27 and expiry of 7 December 2026, 1,000,000 Class C MD performance rights held by Hazelden Corporate Pty Ltd <Hazelden Investment A/C> and 1,163,454 Shares and 277,778 Options with an exercise price of \$0.065 and expiry date of 7 May 2028 held by Brett William Hazelden and Tanya Phyllis Hazelden <Bozden Super Fund A/C>.

- 2 Consisting of 2,748,754 Shares, 2,500,000 incentive options with an exercise price of \$0.10 and expiring 30 October 2028, 300,000 incentive options with an exercise price of \$0.27 and expiry of 7 December 2026 and 350,000 incentive options with an exercise price of \$0.30 and expiry of 31 March 2026 held by Cranley Consulting Pty Ltd <Cranley Consulting A/C>, an entity controlled by Mr Lewis, 350,000 Shares held by Angora Blue Pty Ltd, an entity controlled by Mr Lewis and 150,000 Shares held by Odds On Pty Ltd <Odds On Super Fund A/C>, an entity controlled by Mr Lewis.
- 3 Consisting of 333,333 Shares, 2,500,000 incentive options with an exercise price of \$0.10 and expiring 30 October 2028, 350,000 incentive options with an exercise price of \$0.30 and expiry of 31 October 2025, 1,500,000 Performance Options with an exercise price of \$0.50 and expiry of 31 March 2026 (with exercise subject to certain vesting conditions), 300,000 incentive options with an exercise price of \$0.27 and expiry of 7 December 2026 and 166,667 Options with an exercise price of \$0.065 and expiry date of 7 May 2028 held by Sebatu Capital Pty Ltd <MNM A/C>, an entity controlled by Dr Loan.

Assuming that each of the resolutions which form part of Resolution 7 are approved by Shareholders, each of the resolutions which form part of Resolution 3 are approved by Shareholders and all of the New Options are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Parties in the Company would be as follows:

- (i) Mr Hazelden's interest would represent approximately 2.86% of the Company's expanded capital;
 - (ii) Mr Lewis' interest would represent approximately 2.37% of the Company's expanded capital; and
 - (iii) Dr Loan's interest would represent approximately 1.23% of the Company's expanded capital.
- (f) Trading history

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.12 per Share on 11 and 16 March 2026.

Lowest: \$0.022 per Share on 29 April 2025 and 1 August 2025

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.12 per Share on 16 March 2026.

- (g) Dilution

If all of the New Options to be issued under each of the Resolutions which form part of Resolution 7 are exercised into Shares, and no other Equity Securities are issued or exercised, then Shareholders would be diluted by approximately 3.50%.

- (h) Corporate governance

The Board acknowledges the grant of the New Options to each Related Party is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of New Options to each Related Party is reasonable in the circumstances for the reasons set out in section 7.1.

(i) Taxation consequences

There are no taxation consequences for the Company arising from the issue of the New (including fringe benefits tax).

(j) Director recommendations

The Directors decline to make a recommendation to Shareholders in relation to each of the Resolutions which form part of Resolution 7 due to their material personal interests in the outcome of the Resolutions.

(k) Other information

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of the Resolutions which form part of Resolution 7.

8 Resolution 8 – Approval of the issue of New Options to Geospy Pty Ltd

8.1 General

The Company is proposing to issue up to a total of 1,000,000 New Options to Geospy Pty Ltd (or its nominees), an entity associated with former Non-Executive Chairman, Dr Darren Holden, as part consideration for geological advisory services to be provided by Geospy Pty Ltd under a consultancy agreement between Geospy Pty Ltd and the Company (**Consultancy Agreement**).

The material terms of the Consultancy Agreement are set out below:

- (a) (**Term**): The Consultancy Agreement commenced on 1 August 2025 and will continue on an ongoing basis unless otherwise terminated in accordance with the terms of the Consultancy Agreement.
- (b) (**Services**): The services to be provided by Geospy Pty Ltd include:
- (i) exploration and geological targeting and assistance in compilation of data;
 - (ii) writing and assisting with press-releases and presentations, including availability for delivering technical content of presentations;
 - (iii) sign off, when appropriate and able to do so, on JORC compliant Competent Person statements; and
 - (iv) other tasks as required and varied by agreement between the parties.
- (c) (**Fees**): The Company agreed to pay Geospy Pty Ltd (or its nominees) the following fees:
- (i) \$7,500.00 per month (plus GST) inclusive of all other charges and costs other than any approved expenses;
 - (ii) \$1,500 per day field stipend, plus travel expenses (requiring pre-approval as noted above) if required to attend field operations of the Company outside of the main base of Fremantle, Western Australia; and

- (iii) 1,000,000 Options exercisable at \$0.10, expiring on 31 October 2028 (previously issued following shareholder approval on 31 October 2025).
- (d) **(Expenses):** The Company has agreed to reimburse Geospy Pty Ltd for expenses incurred in connection with the Consultancy Agreement.

The Board seeks to incentivise Geospy Pty Ltd with additional New Options as a reward for Dr Holden's work in respect of the Quinn Fluorspar Project to date, which has led to the Company entering into the Option Agreement (as announced on 4 March 2026) and believes that the issue of New Options is a prudent means of conserving the Company's available cash reserves. In addition, the Board believes it is important to offer these New Options to retain Geospy Pty Ltd (and Dr Holden), a highly experienced and qualified geologist with strong knowledge of the Company's operations, with Dr Holden having been the Company's non-executive Chairman since listing on ASX until 31 July 2025.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of Dr Holden in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising Dr Holden with New Options is a prudent means of conserving the Company's available cash reserves.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a total of 1,000,000 New Options to Geospy Pty Ltd (or its nominees).

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 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 Company further notes that Dr Holden is no longer considered a Listing Rule 10.11 party, having resigned from the Board on 31 July 2025.

The effect of Resolution 8 will be to allow the Company to issue 1,000,000 New Options to Geospy Pty Ltd (or its nominees) 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 8 is not passed, the Company will not be able to proceed to issue the 1,000,000 New Options to Geospy Pty Ltd (or its nominees) and the Company will need to reach agreement with Geospy Pty Ltd as to an alternative way to remunerate Geospy Pty Ltd.

8.3 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 New Options to Geospy Pty Ltd:

- (a) the New Options will be issued to the Geospy Pty Ltd (or its nominees);

- (b) the maximum number of New Options that the Company proposes to issue to Geospy Pty Ltd (or its nominees) is 1,000,000 New Options;
- (c) the New Options are exercisable at \$0.10 each on or before 30 April 2028. The New Options will otherwise be issued on the terms and conditions set out in Schedule 1;
- (d) the New Options will be issued no later than 3 months after the date of the Meeting;
- (e) the New Options will be issued for nil cash consideration as part consideration for services provided by Geospy Pty Ltd under the Consultancy Agreement;
- (f) no funds will be raised from the issue of the New Options to Geospy Pty Ltd (or its nominees) as the New Options will be issued as part consideration for services provided under the Consultancy Agreement;
- (g) the material terms on which the New Options will be issued are set out in section 8.1; and
- (h) a voting exclusion is included in the Notice.

9 Resolution 9 – Approval of the issue of New Options to LCP Corporate Pty Ltd

9.1 General

The Company is proposing to issue up to a total of 1,000,000 New Options to LCP Corporate Pty Ltd (or its nominees), being an entity controlled by the Company's Joint Company Secretaries, Joel Ives and Troy Cavanagh.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of Messrs Ives and Cavanagh in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising Messrs Ives and Cavanagh with New Options is a prudent means of conserving the Company's available cash reserves.

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a total of 1,000,000 New Options to LCP Corporate Pty Ltd (or its nominees).

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 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 9 will be to allow the Company to issue 1,000,000 New Options to LCP Corporate Pty Ltd (or its nominees) 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 9 is not passed, the Company will not be able to proceed to issue the 1,000,000 New Options to LCP Corporate Pty Ltd (or its nominees) and the Company will need to reach agreement with LCP Corporate Pty Ltd as to an alternative way to remunerate LCP Corporate Pty Ltd.

9.3 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 New Options to LCP Corporate Pty Ltd:

- (a) the New Options will be issued to the LCP Corporate Pty Ltd (or its nominees);
- (b) the maximum number of New Options that the Company proposes to issue to LCP Corporate Pty Ltd (or its nominees) is 1,000,000 New Options;
- (c) the New Options are exercisable at \$0.10 each on or before 30 April 2028. The New Options will otherwise be issued on the terms and conditions set out in Schedule 1;
- (d) the New Options will be issued no later than 3 months after the date of the Meeting;
- (e) the New Options will be issued for nil cash consideration as part consideration for company secretarial services provided by Messrs Ives and Cavanagh via LCP Corporate Pty Ltd;
- (f) no funds will be raised from the issue of the New Options to LCP Corporate Pty Ltd (or its nominees) as the New Options will be issued as part consideration for services provided under the Consultancy Agreement;
- (g) the material terms on which the New Options will be issued are set out in section 8.1; and
- (h) a voting exclusion is included in the Notice.

10 Resolution 10 – Approval to amend terms of OD6AP Options

10.1 General

The Company currently has 24,230,769 OD6AP Options on issue (having an exercise price of \$0.10 and an expiry date of 30 April 2028), having been issued on 30 October 2025 on the terms and conditions set out in Schedule 1 of the notice of annual general meeting released to ASX on 22 September 2025 (with shareholder approval obtained on 22 October 2025). The OD6AP Options were issued in connection with the placement announced by the Company on 19 August 2025.

In addition to the New Options contemplated to be issued in this Notice (being, subject to approval of Resolution 10, on the same terms as the OD6AP Options), the Company intends to seek quotation of the OD6AP Options. As transferability is a requirement for quotation, the Company proposes to amend the terms of the OD6AP Options to permit transferability and quotation.

The Company therefore proposes to amend the terms of the OD6AP Options (referred to as “Placement Options” in the relevant terms) by:

- (a) under paragraph (k) (Transferability), deleting:

“The Placement Options are not transferable.”

and replacing it with:

“The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX Listing Rules or under applicable Australian securities laws”; and

- (b) under paragraph (l) (Quotation), deleting:

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

and replacing it with:

“The Placement Options may be quoted by the Company, subject to meeting the minimum ASX quotation requirements.”

(together, the **Variations**).

10.2 Rationale for the proposed amendments to the terms and conditions of the OD6AP Options

The Company is proposing to amend the terms and conditions of the OD6AP Options in order to seek quotation of the OD6AP Options (and New Options contemplated to be issued in this Notice) and in accordance with ASX Listing Rule 6.23.4, any change to the terms of the OD6AP Options that is not prohibited under Listing Rule 6.23.3 may only be made with the approval of Shareholders. The Company therefore proposes to vary the terms of the OD6AP Options to permit their transferability prior to applying for quotation of OD6AP Options, subject to obtaining Shareholder approval.

The Board considers that it must at a minimum:

- (a) act in good faith and for a proper purpose;
- (b) continue to review, amend and align its interests of its incentive mechanisms to those of Shareholders;
- (c) consider all relevant material and considerations and act fairly;
- (d) not take into account irrelevant considerations; and
- (e) act reasonably in the exercise of that power, including whether to exercise the power or not.

The Board has considered the points set out in (a) to (e) above and considers it has satisfied these points in its decision to approve the Variations.

10.3 ASX Listing Rules 6.23.3 and 6.23.4

Listing Rule 6.23.4 provides that a change to the terms of options, which is not prohibited under ASX Listing Rule 6.23.3, can only be made if Shareholders approve the change.

Listing Rule 6.23.3 prohibits a change to the terms of options which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities on exercise.

The Company does not consider the Variations to be prohibited under Listing Rule 6.23.3.

10.4 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the Variations and may, in its discretion, seek quotation of the OD6AP Options (and any New Options contemplated to be issued

in this Notice) following the date of the Meeting. Other than the Variations, the terms and conditions of the OD6AP Options will remain unchanged. The full terms and conditions of the OD6AP Options (as varied) are the same as the New Options set out in Schedule 1.

If Resolution 1 is not passed, the terms and conditions of the OD6AP Options will remain unchanged and the Company would not be able to seek quotation of the OD6AP Options (or any New Options contemplated to be issued in this Notice).

10.5 Additional Information

Resolution 10 is an **ordinary resolution**.

The Board recommends that Shareholders vote in favour of Resolution 10.

The Chair intends to exercise all available proxies in favour of Resolution 10.

In accordance with ASX Listing Rule 6.23.4, a voting exclusion statement is included in the Notice.

Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$ means Australian Dollars.

Article means an article of the Constitution.

AFSL means an Australian Financial Services Licence.

AFSL Holders means brokers holding AFSLs that assisted with the Placement.

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.

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 person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

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

Constitution means the constitution of the Company as at the date of the Meeting.

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 the explanatory statement which forms part of the Notice.

Facilitation Options has the meaning in section 4.1.

Facilitation Shares has the meaning in section 4.1.

Facilitator has the meaning in section 4.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

New Option means an Option on the terms set out in Schedule 1.

Notice means this notice of annual general meeting.

OD6AP Option means an Option with an exercise price of \$0.10 and expiry date of 30 April 2028, on the terms set out in Schedule 1 of the Company's notice of annual general meeting released to ASX on 22 September 2025.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Option Agreement has the meaning in section 4.1.

Placement has the meaning in section 1.1.

Placement Share has the meaning in section 1.1.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares, Options and/or performance rights).

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

Shareholder means the holder of a Share.

StocksDigital has the meaning in section 6.1.

StocksDigital Agreement has the meaning in section 6.1.

StocksDigital Shares has the meaning in section 6.1.

Tranche 1 Placement Shares has the meaning in section 1.1.

Tranche 1 Placement Participants has the meaning in section 1.1.

Tranche 2 has the meaning in section 1.1.

Tranche 2 Placement Shares has the meaning in section 2.1.

Tranche 2 Placement Participants has the meaning in section 2.1.

VWAP means volume weighted average market price.

WST means Western Standard Time being the time in Perth, Western Australia.

Schedule 1 – Terms and Conditions of New Options

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph 10(i), the amount payable upon exercise of each New Option will be \$0.10 (**Exercise Price**).

(c) Expiry Date

Each New Option will expire at 5:00pm (AWST) on 30 April 2028 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse.

(d) Exercise Period

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

(e) 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.

(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 New 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 New 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.

(h) Shares issued on exercise

Shares issued on exercise of the New 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 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.

(j) 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.


(k) Transferability

The New Options are transferable subject to any restriction or escrow arrangements imposed by the ASX Listing Rules or under applicable Australian securities laws.

(l) Quotation

The New Options may be quoted by the Company, subject to meeting the minimum ASX quotation requirements.

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 **10:00 am (AWST) on Monday, 20 April 2026.**

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:

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: 188676

SRN/HIN:

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.

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

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

the Chair of the Meeting **OR** **PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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, 1 Alvan Street, Subiaco, WA 6008 on Wednesday, 22 April 2026 at 10:00 am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7(a), 7(b) and 7(c) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 7(a), 7(b) and 7(c) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 7(a), 7(b) and 7(c) by marking the appropriate box in step 2.

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			For	Against	Abstain
1(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Approval to issue New Options to Sapphire Beginnings Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Approval to issue Shares to S3 Consortium Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(a)	Approval to issue New Options to Mr Brett Hazelden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(b)	Approval to issue New Options to Mr Piers Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				7(c)	Approval to issue New Options to Dr Mitch Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of the issue of New Options to Geospy Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of the issue of New Options to LCP Corporate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to amend terms of OD6AP Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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