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EUROPEAN METALS HOLDINGS LIMITED

ARBN 154 618 989

NOTICE OF ANNUAL GENERAL MEETING

DATE: 24 November 2021

TIME: 4:00 pm AWST (8:00 am GMT)

PLACE: The Celtic Club
48 Ord Street
WEST PERTH WA 6005

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9389 2111

Shareholders are urged to attend or vote by lodging the Proxy Form or Voting Instruction Form attached to the Notice

EUROPEAN METALS HOLDINGS LIMITED

ARBN 154 618 989

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of European Metals Holdings Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 24 November 2021 at 4:00 pm (AWST) (8:00 am GMT) (**Meeting**).

Shareholders will be able to participate in person at the Meeting. For more information on Shareholder questions and how to vote, refer to the Notes section in the Notice. Should you have any further questions in relation to this Notice of Meeting, please email info@europeanmet.com.

As a result of the uncertainty and potential health risks created by the COVID-19 pandemic, it may become necessary or appropriate to make alternative arrangements for the holding or conducting the Meeting (for example in the case of a lockdown, where the meeting format could be changed to being wholly-virtual) and if so required, the Company will make further information available through the ASX website at https://www.asx.com.au/asx/statistics/announcements.do (ASX code: EMH) and on its website at www.europeanmet.com/announcements/.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, the Proxy Form, and the Voting Instruction Form are part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

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AGENDA

1. Resolution 1 – Re-election of Director – Mr Kiran Morzaria

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

"That, for the purposes of Listing Rule 14.4 and Article 8.5 of the Company's Articles of Association and for all other purposes, Mr Kiran Morzaria retires, and being eligible, is re-elected as a Director on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2 – Election of Director – Ambassador Lincoln Bloomfield

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

"That, for the purposes of Listing Rule 14.4 and for all other purposes, Ambassador Lincoln Bloomfield retires, and being eligible, is re-elected as a Director on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3 – Ratification of Prior Issue of Funding Facility CDIs – 6466 Investments Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,463,734 CDIs to 6466 Investments Pty Ltd on the terms and conditions in the Explanatory Memorandum. "

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of 6466 Investments Pty Ltd or any of its associates.

4. Resolution 4 – Ratification of Prior Issue of Placement CDIs

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,454,546 CDIs to sophisticated investors on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

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5. Resolution 5 – Ratification of Prior Issue of Digital Marketing Services CDIs – S3 Consortium Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 300,000 CDIs to S3 Consortium Pty Ltd on the terms and conditions in the Explanatory Memorandum. "

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of S3 Consortium Pty Ltd or any of its associates.

6. Resolution 6 – Ratification of Prior Issue of Warrants to RK Equity Advisors LLC

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,200,000 Warrants to RK Equity Advisors LLC on the terms and conditions set out in the Explanatory Memorandum. "

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of RK Equity Advisors LLC or any of its associates.

7. Resolution 7 – Approval of 10% Placement Facility

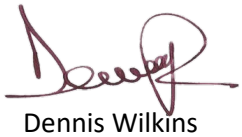
To consider and, if thought fit, to pass, as a **special resolution** the following:

"That, in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is expected to participate in the 10% Placement Facility; or a person who will obtain a material benefit due to the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 7 is passed; or an Associate of that person or those persons.

Dated: 18 October 2021

By Order of the Board



Dennis Wilkins
COMPANY SECRETARY

Voting exclusions:

Each Voting Exclusion Statement that applies to a Resolution as noted in the Agenda, does not apply to a vote cast in favour of a resolution by:

(a) 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;

(b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

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EUROPEAN METALS HOLDINGS LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 24 November 2021 at 4:00 pm (AWST) (8.00 am GMT).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolutions 1 and 2 – Re-election of Directors
Section 4	Resolution 3 – Ratification of prior issue of Funding Facility CDIs – 6466 Investments Pty Ltd
Section 5	Resolutions 4 – Ratification of prior issue of Placement CDIs
Section 6	Resolution 5 – Ratification of prior issue of Digital Marketing Services CDIs – S3 Consortium Pty Ltd
Section 7	Resolution 6 – Ratification of prior issue of Warrants to RK Equity Advisors LLC
Section 8	Resolution 7 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms and Conditions of RK Equity Warrants

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

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2.1 Shareholder attendance, Voting and Proxy Appointment

The Directors have determined pursuant to Article 7.5 of the Articles of Association that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 20 November 2021 at 2:00 am (AWST) (6.00 pm GMT on 19 November 2021).

If you are a Shareholder, to vote in person, attend the Annual General Meeting at the time, date and place set out above.

If you are a Shareholder, to vote by proxy, please complete and sign the enclosed Proxy Form and return by one of the methods and by 4.00 pm AWST (8.00 am GMT) on 22 November 2021.

Proxy Forms received later than the specified time will be invalid.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing info@europeanmet.com. In order for questions to be appropriately considered, it is recommended that questions be received by 11.30 am (AWST) on 19 November 2021.

2.2 CDI Holders Attendance, Voting and Proxy Appointment

CDIs, representing beneficial interests in the Shares, have been issued to allow trading on the electronic transfer and settlement system operated by the ASX as the laws of the British Virgin Islands, the place of incorporation of the Company, do not recognise electronic transfer of legal title to Shares.

A CDI holder is not a Shareholder and, under the laws of the British Virgin Islands, is not entitled to attend the Annual General Meeting unless as a proxy.

Each CDI holder has the right to:

(a) direct CHESS Depositary Nominees Pty Ltd (**CDN**), the legal holder of the Shares to which the CDIs relate, how to vote the underlying Shares in respect of their CDIs in respect of the business of the Annual General Meeting; or

(b) instruct CDN to appoint the CDI holder or a person nominated by the CDI holder the CDI holder's proxy for the purposes of attending and voting at the Annual General Meeting.

If you are a CDI holder and you wish to direct or instruct CDN in the manner contemplated above, please read, complete, and sign the enclosed CDI Voting Instruction Form and return by one of the methods and by the deadline set out on the CDI Voting Instruction Form.

CDI Voting Instruction Forms received later than the specified time will be invalid.

2.3 DI Holders Attendance, Voting and Proxy Appointment

DIs, representing beneficial interests in the Shares, have been issued as the laws of the British Virgin Islands, the place of incorporation of the Company, do not recognise electronic transfer of legal title to Shares and securities of foreign issuers cannot be directly registered, transferred, or settled through CREST (which is the electronic settlement system in the UK).

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DI Holders are invited to attend the Annual General Meeting but are not entitled to vote at the Annual General Meeting.

In order to have votes cast at the Annual General Meeting on their behalf, DI holders must complete, sign, and return the DI Voting Instruction Form forwarded to them along with the Notice to the Company's agent, Computershare UK, by 19 November 2021 at 4.00 pm AWST (8.00 am GMT). DI Voting Instruction Forms received later than the specified time will be invalid.

DI Holders in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a **CREST Voting Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 19 November 2021 at 4.00 pm AWST (8.00 am GMT). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. DI Holders in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time.

In this connection, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

3. Resolutions 1 and 2 – Re-election of Directors

3.1 General

Listing Rule 14.4 provides that no Director shall hold office past the third annual general meeting following their appointment or 3 years, whichever is longer.

In addition, Article 8.5 of the Articles of Association sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

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3.2 Mr Kiran Morzaria

Kiran Morzaria was appointed as a Director on 10 December 2015 and was last elected by Shareholders at the 2019 annual general meeting held on 20 December 2019. In accordance with Listing Rule 14.4 and the Articles of Association, Mr Morzaria will retire and being eligible, seeks re-election from Shareholders.

Resolution 1 is an ordinary resolution. If Resolution 1 is passed, Mr Morzaria will be re-elected as a Director. At the time of this Annual General Meeting, Mr Morzaria's term of office will be approximately 5.5 years. Mr Morzaria is a Non-Executive Director. If Resolution 1 is not passed, Mr Morzaria will not be re-elected as a Director.

The Board (excluding Mr Morzaria) recommends that Shareholders vote in favour of Resolution 1.

Qualifications and other material directorships

Mr Morzaria is currently Chief Executive Officer and Director of the Company's largest shareholder, Cadence Minerals.

Mr Morzaria holds a Bachelor of Engineering (Industrial Geology) from the Camborne School of Mines and an MBA (Finance) from CASS Business School. He has extensive experience in the mineral resource industry working in both operational and management roles. Kiran spent the first four years of his career in exploration, mining, and civil engineering before obtaining his MBA. He has served as a director on a number of public companies in both an executive and non-executive capacity.

Mr Morzaria is the Chair of the Audit & Risk Committee and a member of the Remuneration Committee and Nomination Committee.

3.3 Ambassador Lincoln Bloomfield

Ambassador Bloomfield was appointed as a Director on 3 January 2021 and has not yet been elected by Shareholders at an annual general meeting. In accordance with Listing Rule 14.4 and Article 8.5 of the Articles of Association, Ambassador Bloomfield resigns as a Director at the Meeting and being eligible, seeks approval to be re-elected as a Director pursuant to Resolution 2.

Resolution 2 is an ordinary resolution. If Resolution 2 is passed, Mr Bloomfield will be re-elected as a Director. The Board considers Mr Bloomfield is an independent Director due to his role as a Non-Executive Director. If Resolution 2 is not passed, Mr Bloomfield will not be re-elected as a Director.

The Board (excluding Mr Bloomfield) recommends that Shareholders vote in favour of Resolution 2.

Qualifications and other material directorships

Ambassador Bloomfield is a former US official specialising in foreign policy and international security, having held policy positions in five previous administrations, most recently in 2008 as a Presidential Envoy with the rank of Ambassador. He has dealt with a wide range of issues and has experience working effectively with governments in Europe and around the world.

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Ambassador Bloomfield also has many years of experience working with companies in the private sector, primarily involving renewable energy technology, private equity, and security issues. He will bring governance and regulatory experience to the Company Board, along with a North American presence while his private sector experience is centred on sustainability, resilience, and renewable energy.

4. Resolutions 3 – Ratification of Prior Issue of Funding Facility CDIs – 6466 Investments Pty Ltd

4.1 General

On 31 December 2020, the Company announced it had signed an interim funding facility agreement with 6466 Investments Pty Ltd, an Australian based investor,

> *which allows for the drawdown of up to $1 Million in tranches as required over 12 months. The Company may draw down funds at its election and on drawn down is required to issue CDIs to 6466 Investments Pty Ltd at a 15% discount to the 10 day VWAP in the Company's securities (**Funding Facility CDIs**).*
>
> *In consideration for providing the facility, the Company has paid an establishment fee of 4% of the facility limit (paid from the proceeds of the first advance) and a standby fee of 2% of each advance (paid from the proceeds of each advance). Each party has rights to terminate the agreement if the other party fails to satisfy its obligations.*

As at the date of this Notice, the full facility of $1,000,000 has been drawn down resulting in the issue of 1,463,734 Funding Facility CDIs under the funding facility agreement within the 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

4.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Funding Facility CDIs does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

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In the current environment, 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 Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval to the issue of the Funding Facility CDIs under and for the purposes of Listing Rule 7.4.

4.3 Effect of the Resolutions

If Resolution 3 is passed, the issue of the Funding Facility CDIs will no longer use up a portion of the Company's issue capacity 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 issue date.

If Resolution 3 is not passed, the issue of the Funding Facility CDIs will continue to use up a portion of the Company's issue capacity under Listing Rule 7.1 until that date that is 12 months from their date of issue, effectively decreasing the number of Equity Securities it can issue without Shareholder approval until that time.

Failure to ratify the issue of the Funding Facility CDIs would result in the Company being unable to maximise further business opportunities by making a further issue of equity securities within the next 12-month period without first undertaking the administrative burden and delay and cost of obtaining Shareholder approval. Any delay associated with obtaining Shareholder approval means that the Company cannot act in an opportunistic manner and potentially puts any such raising at risk through the approval period.

4.4 Specific information required by ASX 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 Funding Facility CDIs:

(a) the Funding Facility CDIs were issued to 6466 Investments Pty Ltd, who is an Australian based investor;

(b) a total of 1,463,734 Funding Facility CDIs were issued.

(c) the Funding Facility CDIs issued represent beneficial ownership in fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing CDIs representing the Company's Shares on issue;

(d) 1,463,734 Funding Facility CDIs were issued on 6 January 2021 under Listing Rule 7.1;

(e) the Funding Facility CDIs were issued at an issue price of $0.7242 each;

(f) the proceeds of the Funding Facility CDIs will be used to continue to progress the development of the Cinovec Project, as well as for general working capital; and

(g) the Funding Facility CDIs were issued pursuant to a funding facility agreement, the material terms of which are set out in Section 4.1.

5. Resolution 4 – Ratification of Prior Issue of Placement CDIs

5.1 General

On 3 February 2021, the Company announced that it had received binding commitments for a placement to raise a total of $7,100,000 (before costs) (**Placement**) by the issue of a total of 6,454,546 CDIs at $1.10 each (**Placement CDIs**) to UK investors (**Placement Participants**).

On 8 February 2021, the Company issued 6,454,546 Placement CDIs to the Placement Participants using the Company's placement capacity under Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

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

5.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Placement CDIs does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

In the current environment, 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 Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to the issue of the Placement CDIs under and for the purposes of Listing Rule 7.4.

5.3 Effect of the Resolution

If Resolution 4 is passed, the issue of the Placement CDIs will no longer use up a portion of the Company's placement capacity 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 issue date.

If Resolution 4 is not passed, the issue of the Placement CDIs will continue to use up a portion of the Company's placement capacity under Listing Rule 7.1 until that date that is 12 months from their date of issue, effectively decreasing the number of Equity Securities it can issue without Shareholder approval until that time.

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Failure to ratify the issue of the Funding Facility CDIs would result in the Company being unable to maximise further business opportunities by making a further issue of equity securities within the next 12-month period without first undertaking the administrative burden and delay and cost of obtaining Shareholder approval. Any delay associated with obtaining Shareholder approval means that the Company cannot act in an opportunistic manner and potentially puts any such raising at risk through the approval period.

5.4 Specific information required by ASX Listing Rule 7.5

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

(a) the Placement CDIs were issued to the Placement Participants (or their respective nominees), who were sophisticated and professional investors introduced to the Company by Shard Capital Partners LLP and none of whom is considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21 (being a related party, member of the key management personnel, substantial holder or adviser to the Company or an associate of any of those persons);

(b) a total of 6,454,546 Placement CDIs were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the Placement CDIs issued represent beneficial ownership in fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing CDIs representing the Company's Shares on issue;

(d) the Placement CDIs were issued on 8 February 2021;

(e) the Placement CDIs were issued at an issue price of $1.10 each;

the proceeds of the Placement CDIs were used to continue to progress the development of the Cinovec Project, as well as for costs of the Placement and general working capital; and

(f) the Placement CDIs were not issued pursuant to an agreement.

6. Resolution 5 – Ratification of Prior Issue of Digital Marketing Services CDIs – S3 Consortium Pty Ltd

6.1 General

On 5 March 2021, the Company announced the issued 300,000 CDIs (**S3 CDIs**) in satisfaction of a $330,000 fee for the provision of digital marketing services to an investor relations consultant, S3 Consortium Pty Ltd trading as StocksDigital, using the Company's placement capacity under Listing Rule 7.1.

Resolution 5 is an ordinary resolution.

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

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6.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the S3 CDIs does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

In the current environment, 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 Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval to the issue of the S3 CDIs under and for the purposes of Listing Rule 7.4.

6.3 Effect of the Resolution

If Resolution 5 is passed, the issue of the S3 CDIs will no longer use up a portion of the Company's placement capacity 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 issue date.

If Resolution 5 is not passed, the issue of the S3 CDIs will continue to use up a portion of the Company's placement capacity under Listing Rule 7.1 until that date that is 12 months from their date of issue, effectively decreasing the number of Equity Securities it can issue without Shareholder approval until that time.

Failure to ratify the issue of the S3 CDIs would result in the Company being unable to maximise further business opportunities by making a further issue of equity securities within the next 12-month period without first undertaking the administrative burden and delay and cost of obtaining Shareholder approval. Any delay associated with obtaining Shareholder approval means that the Company cannot act in an opportunistic manner and potentially puts any such raising at risk through the approval period.

6.4 Specific information required by ASX 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 S3 CDIs:

(a) the CDIs were issued to the S3 Consortium Pty Ltd in satisfaction of a $330,000 fee for the provision of digital marketing services;

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(b) a total of 300,000 Placement CDIs were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the S3 CDIs issued represent beneficial ownership in fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing CDIs representing the Company's Shares on issue;

(d) the S3 CDIs were issued on 4 March 2021;

(e) the S3 CDIs were issued at a deemed issue price of $1.10 each;

(f) no funds were raised in relation to the issue of the CDIs; and

(g) The Company entered into an agreement with S3 Consortium Pty Ltd (ACN 135 239 968) trading as StocksDigital on 16 February 2021 to provide digital marketing services through the generation, distribution, and promotion of sponsored online content for a period of 18 months. The Company agreed to pay the contracted fees due to S3 Consortium of $330,000, including GST, via the issue of the S3 CDIs. Terms of payment included 20% of the S3 CDIs to be released immediately, 40% were released 16 August 2021 and the remaining 40% will be issued 16 November 2021.

7. Resolution 6 – Ratification of Prior Issue of Warrants to RK Equity Advisors LLC

7.1 General

On 12 October 2020, the Company entered into an Advisory Services agreement (**Agreement**) with RK Equity Advisors, LLC (**RK Equity**) for the provision of public and investor relations services (**Advisory Services**). Partial compensation for the Agreement was ratified by Shareholders under Resolution 12 of the 2020 Annual General Meeting by way of 1,000,000 unquoted options.

The Agreement was silent on fees for any new equity capital raises by RK Equity for the benefit of the Company. An amendment was made to the Agreement, dated 15 January 2021, providing for the payment of a fee for further funds raised introduced by RK Equity (**Amendment**).

Under the Amendment, the Company must pay US$250 for future investor call/meeting set up. Any further equity capital raised through an RK Equity introduction will incur a fee of 7% times the amount invested into EMH, by way of cash, options, or a mixture of both payable to RK Equity.

On 5 March 2021 the Company announced that on 4 March 2021, the Company issued 1,200,000 unquoted warrants each with an exercise price of $1.10 and expiring 31 January 2023 for the payment of fees to RK Equity under the Amendment (**RK Equity Warrants**).

Resolution 6 is an ordinary resolution.

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

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7.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 and 7.4 is provided in Section 6.2.

To this end, Resolution 6 seeks Shareholder ratify to the issue of the RK Equity Warrants under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of the RK Equity Warrants will no longer use up a portion of the Company's placement capacity 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 issue date.

If Resolution 6 is not passed, the issue of the RK Equity Warrants will continue to use up a portion of the Company's placement capacity under Listing Rule 7.1 until that date that is 12 months from their date of issue, effectively decreasing the number of Equity Securities it can issue without Shareholder approval until that time.

Failure to ratify the issue of warrants to RK Equity would result in the Company being unable to maximise further business opportunities by making a further issue of equity securities within the next 12-month period without first undertaking the administrative burden and delay and cost of obtaining Shareholder approval. Any delay associated with obtaining Shareholder approval means that the Company cannot act in an opportunistic manner and potentially puts any such raising at risk through the approval period.

7.3 Specific information required by ASX 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 RK Equity Warrants:

(a) the RK Equity Warrants were issued to RK Equity Advisors, LLC;

(b) a total of 1,200,000 RK Equity Warrants were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the RK Equity Warrants are exercisable at $1.10 each on or before 31 January 2023 and were otherwise issued on the terms and conditions set out in Schedule 2;

(d) the RK Equity Warrants were issued on 4 March 2021;

(e) the RK Equity Warrants were issued for nil cash consideration, in consideration for the provision of public and investor relations services under the terms and conditions of the Amendments to the RK Equity Agreement. Accordingly, no funds were raised from the issue; and

(f) the RK Equity Warrants were issued pursuant to the Amendment of the Agreement, the material terms of which are set out in Section 7.1.

8. Resolution 7 – Approval of 10% Placement Facility

8.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of $300 million or less at the date of the Meeting. The Company is an eligible entity for these purposes as at the date of this Notice.

Resolution 7 seeks Shareholder approval by away of a special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Facility**).

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

8.2 Additional Information

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that, eligible entities who have obtained shareholder approval at an annual general meeting may issue or agree to issue during a period of up to 12 months after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period,

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- plus, the number of fully paid ordinary securities issued in the relevant period under an exemption in rule 7.2 other than exception 9, 16 or 17,

- plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

    - the issue of, or agreement of issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

- plus, the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:

    - the agreement was entered into before the commencement of the relevant period; or

    - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

- plus, the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,

- plus, the number of partly paid ordinary securities that became fully paid in the relevant period,

- less the number of fully paid ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary securities under Listing Rule 7.4.

8.3 ASX Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being CDIs.

8.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) **Statement of the period for which the approval will be valid (ASX Listing Rule 7.3A.1)**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the AGM at which the approval is obtained;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of the approval by the holders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or 11.2 (disposal of main undertaking).

(**10% Placement Period**).

The Company will only issue and allot the Equity Securities pursuant to the 10% Placement Facility during the 10% Placement Period.

(b) **Minimum issue price (ASX Listing Rule 7.1A.2)**

Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration which is not less than 75% of the volume weighted average price for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) **Purposes for which the funds raised may be used (ASX Listing Rule 7.3A.3)**

Equity Securities issued under Listing Rule 7.1A.2 can only be issued for cash consideration. The purpose of seeking the 10% Placement Facility is to give the Company the flexibility to issue Equity Securities in addition to the 15% placement capacity afforded to the Company under Listing Rule 7.1, should the Board identify a need and opportunity to do so.

The Company intends to use funds raised for the acquisition of new assets or investments (including expenses associated with such acquisition), activities

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associated with its current business, including continued exploration, and scoping and feasibility study expenditure on the Company's current assets, repayment of debt and/or general working capital.

(d) **Risk of economic and voting dilution (ASX Listing Rule 7.3A.4)**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below tables (in the case of Options, only if the Options are converted into CDIs). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue than on the date of the approval under Listing Rule 7.1A; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

The table below shows:

(i) the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at 11 October 2021.

(ii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 11 October 2021; and

(iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 11 October 2021.

Variable 'A' in Listing Rule 7.1A.2*		**Dilution**		
		\$0.7100 **50% decrease in Issue Price**	\$1.420 **Issue Price**	\$2.8400 **50% increase in Issue Price**
Current Variable A 175,357,485 CDIs	**10% Voting Dilution**	17,535,748		
	Funds raised	\$12,450,381	\$24,900,762	\$49,801,524
50% increase in current Variable A 263,036,228 CDIs	**10% Voting Dilution**	26,303,622		
	Funds raised	\$18,675,572	\$37,351,143	\$74,702,286
100% increase in current Variable A 350,714,970 CDIs	**10% Voting Dilution**	35,071,497		
	Funds raised	\$24,900,763	\$49,801,526	\$99,603,051

* The number of CDIs on issue (Variable A in the formula) could increase as a result of the issue of CDIs that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. Shareholders approve Resolution 7.

2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

3. No convertible Securities (including any issued under the 10% Placement Facility) are exercised or converted into CDIs before the date of the issue of the Equity Securities.

4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

7. The issue of Equity Securities under the 10% Placement Facility consists only of CDIs. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into CDIs for the purpose of calculating the voting dilution effect on existing Shareholders.

8. The issue price is $1.42 being the closing price of Shares on the ASX on 11 October 2021.

9. Variable A is equal to the number of existing CDIs on issue as at 11 October 2021, being 175,357,485.

(e) **Allocation policy (ASX Listing Rule 7.3A.5)**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) financial situation and solvency of the Company; and

(iv) advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

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(f) **Issues in the past 12 months under ASX Listing Rule 7.1A.2**

The Company has not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

(g) **Voting exclusion statement**

A voting exclusion statement is not included in the Notice as the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 at the time of dispatching the Notice.

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Schedule 1- Definitions

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

10% Placement Facility has the meaning given in Section 8.1.

$** or **A$ means Australian Dollars.

£ or **GBP** means Great British Pounds and pence means one hundredth of a £.

Annual General Meeting means a duly convened annual general meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed to be held at The Celtic Club, 48 Ord Street, West Perth 6005 at 4.00pm (AWST) on 24 November 2021.

Article means an article of the Articles of Association.

Articles of Association means the articles of association of the Company as at the date of the Meeting.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

Board means the board of Directors.

CDIs means a CHESS Depository Interest representing beneficial ownership in a Share.

CDI Voting Instruction Form means the CDI voting instruction form for use in connection with the Annual General Meeting which accompanies this document.

Chair means the person appointed to chair the Meeting convened by the Notice.

Company means European Metals Holdings Limited (ARBN 154 618 989).

Company Secretary means the company secretary of the Company, Mr Dennis Wilkins.

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

CREST Voting Instruction has the meaning as defined in Section 2.3 of the Explanatory Memorandum.

Director means a director of the Company.

DI Voting Instruction Form means the depositary interest voting instruction form for use in connection with the Annual General Meeting which accompanies this document.

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

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Funding Facility CDIs means CDIs issued to 6466 Investments Pty Ltd (ACN 151 780 540).

GMT means Greenwich Mean Time.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of Annual General Meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form for use in connection with the Annual General Meeting which accompanies this document.

Resolution means a resolution referred to in the Notice.

RK Equity means RK Equity Advisors, LLC.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

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

Shareholder means a shareholder of the Company.

Trading day has the meaning given in the Listing Rules.

Voting Instruction Form means the CDI Voting Instruction Form and /or the DI Voting Instruction Form as applicable.

VWAP means volume weighted average market price.

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Schedule 2 - Terms and Conditions of RK Equity Advisor, LLC Warrants

(a) Entitlement

Each Warrant entitles the holder to subscribe for one CDI upon exercise of the Warrant.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Warrant will be AUD $1.10 (**Exercise Price**).

(c) Expiry Date

Each Warrant will expire at 5.00pm (AWST) 31 January 2023 (**Expiry Date**). A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Warrants are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Warrants may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Warrant certificate (**Notice of Exercise**) and payment of the Exercise Price for each Warrant being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

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

(g) Timing of issue of CDIs on exercise

Within 15 Business Days after the later of the following:

(i) the Exercise Date; and

(ii) no later than 20 Business Days after the Exercise Date, the Company will:

a. issue the number of CDIs required under these terms and conditions in respect of the number of Warrants specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

b. if admitted to the official list of ASX at the time, apply for official quotation on ASX of CDIs issued pursuant to the exercise of the Warrants.

(h) CDIs issued on exercise

CDIs issued on exercise of the Warrants rank equally with the then issued CDIs of the Company.

(i) Quotation of CDIs issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the CDIs issued upon the exercise of the Warrants.

(j) Reconstruction of capital

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

(k) Participation in new issues

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

(l) Change in exercise price

A Warrant does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Warrant can be exercised.

(m) Transferability

The Warrants are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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European Metals Holdings Limited

ARBN 154618989

Need assistance?

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

Online:
www.investorcentre.com/contact

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **4:00pm (AWST) Friday, 19 November 2021.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 19 November 2021 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 186126

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.

☐ **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.

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

Please mark box A **OR** B

A ☐ vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below.

OR

B ☐ **appoint the Chair of the Meeting** **OR** ☐

to attend, speak and vote the shares underlying my/our holding at the Annual Meeting of European Metals Holdings Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 24 November 2021 at 4:00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed 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.

	Ordinary Resolutions	**For**	**Against**	**Abstain**
1	Re-election of Director – Mr Kiran Morzaria	☐	☐	☐
2	Election of Director – Ambassador Lincoln Bloomfield	☐	☐	☐
3	Ratification of prior issue of Funding Facility CDIs – 6466 Investments Pty Ltd	☐	☐	☐
4	Ratification of prior issue of Placement CDIs	☐	☐	☐
5	Ratification of prior issue of Digital Marketing Services CDIs - S3 Consortium Pty Ltd	☐	☐	☐
6	Ratification of prior issue of Warrants to RK Equity Advisors LLC	☐	☐	☐
	Special Resolution			
7	Approval of 10% Placement Facility	☐	☐	☐

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

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