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ASX ANNOUNCEMENT
Friday, 19 April 2024

2024 Annual General Meeting – Notice of Meeting

The 2024 Annual General Meeting ('**AGM**') of 29Metals Limited ('**29Metals**' or, the '**Company**') will be held on Tuesday, 21 May 2024, commencing at 10.30am (Melbourne time).

Accompanying this release is the Notice of Meeting for the AGM, the Voting and Proxy Form, and the Online Meeting Guide for the AGM.

As set out in the Notice of Meeting, 29Metals' AGM will be conducted as a *hybrid* meeting, with shareholders able to attend and participate in person, or virtually via the online platform. Information regarding how shareholders may participate in the AGM, including:

- voting at the AGM; and
- asking questions at the AGM,

as well as how to obtain physical copies of the Notice of Meeting and other documents, including the 2023 Annual Report (separately released today), is available on the dedicated AGM page on 29Metals' website at: https://www.29metals.com/investors/agm.

- ENDS -

Authorised for release by the Company Secretary, Clifford Tuck

Enquiries

Michael Slifirski

Group Manager, Investor Relations

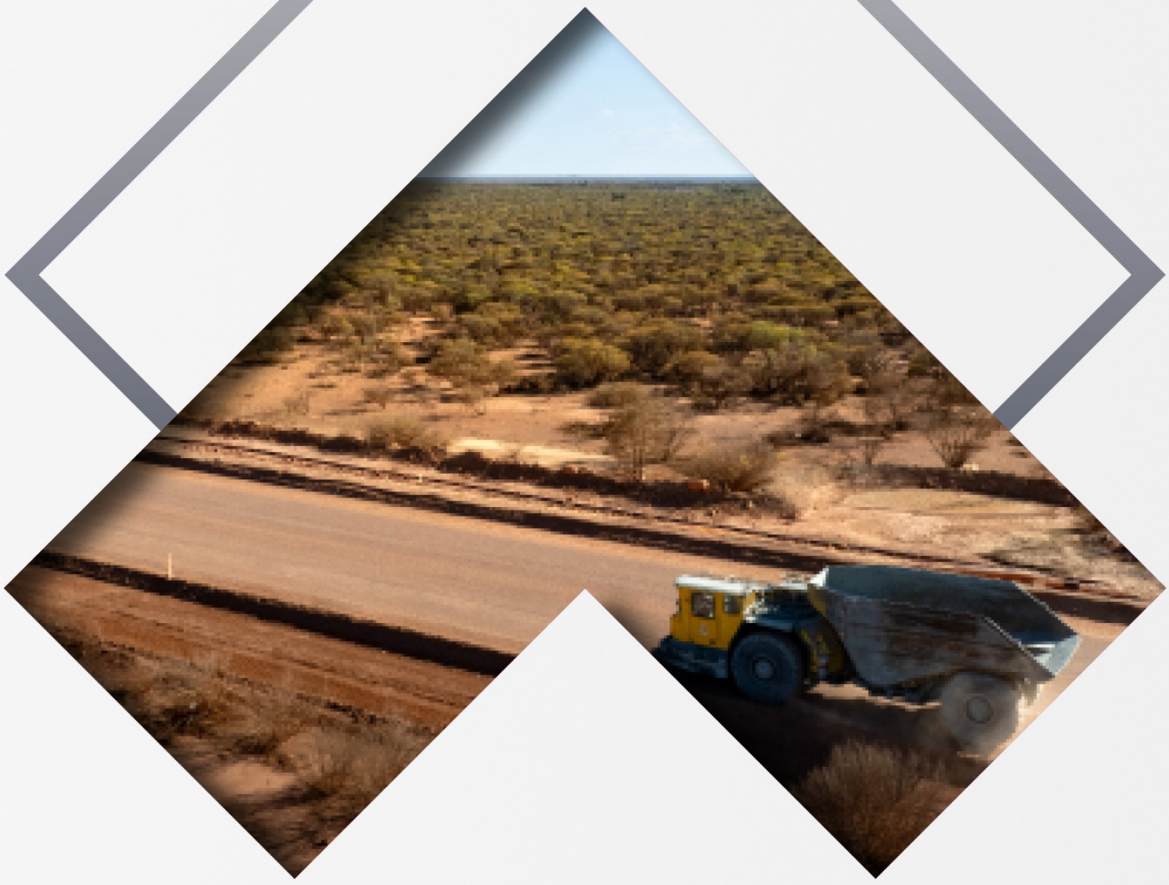
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29 Metals

2024 Annual General Meeting – Notice of Meeting



Working together to unlock value

29Metals Limited
ACN: 650 096 094

The 2024 Annual General Meeting ('**AGM**') of 29Metals Limited ('**29Metals**' or, the '**Company**') will be held at The Hotel Windsor, 111 Spring Street, Melbourne VIC 3000, and virtually at https://meetings.linkgroup.com/29magm24 on **Tuesday, 21 May 2024,** commencing at **10.30am** (Melbourne time).

29Metals shareholders ('**Shareholders**') wishing to participate are encouraged to visit the AGM page on our website at https://www.29metals.com/investors/agm for information on how to participate, including how to attend, vote and ask questions.

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19 April 2024

Dear Shareholder,

On behalf of the Board of Directors of 29Metals Limited ('**29Metals**' or, the '**Company**'), I am pleased to invite you to the 2024 Annual General Meeting ('**AGM**').

My fellow Directors and I are looking forward to engaging with Shareholders, either in person at the AGM or online, and I encourage you to participate.

Without a doubt, 2023 was a challenging year for 29Metals and its owners – you, our Shareholders. The AGM is an opportunity for the Board and Management to talk directly to Shareholders about the performance in 2023, the challenges faced, and the changes that are being implemented by the Company to underpin 29Metals' future performance.

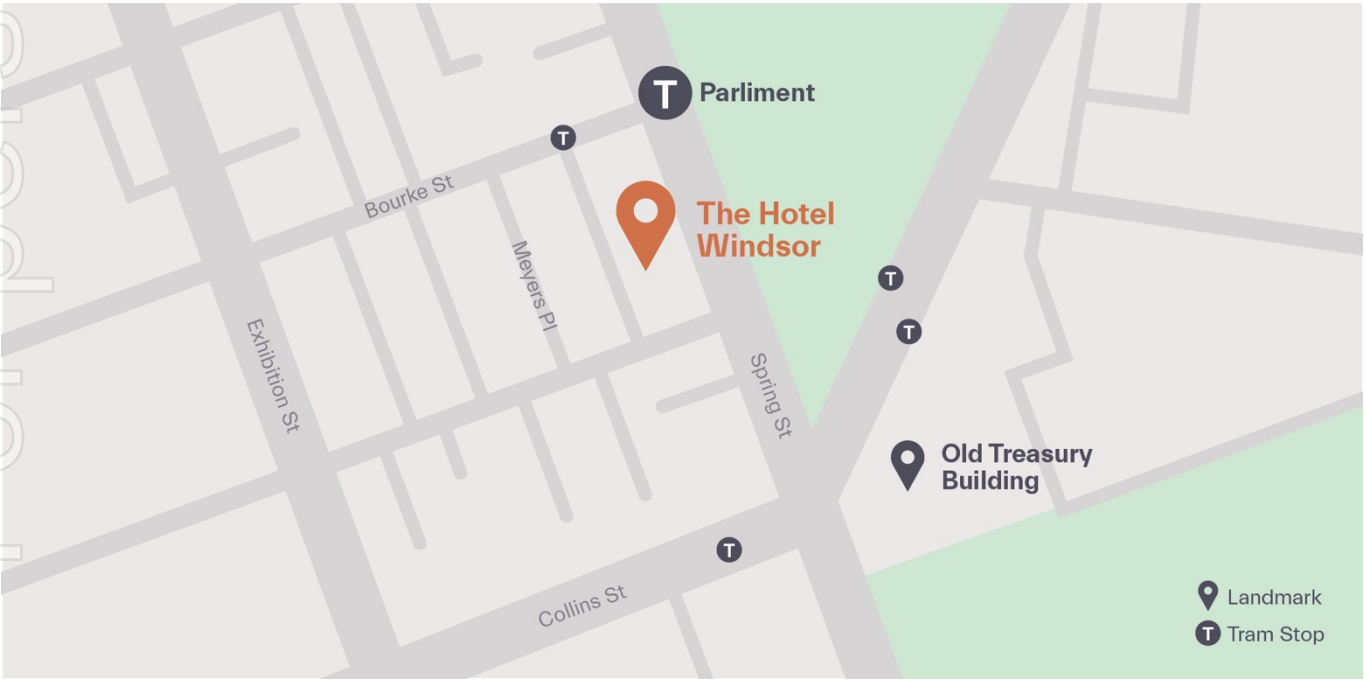
At the AGM, Shareholders will also have the opportunity to meet and hear from our new Chief Executive Officer, James Palmer.

AGM Details

The AGM will be held on **Tuesday, 21 May 2024,** commencing at **10.30am** (Melbourne time). The meeting will be conducted as a *hybrid meeting*. Shareholders have the opportunity to participate in the AGM in person or virtually via the online platform. Details regarding how to participate in the AGM are set out below.

Attending the AGM in person – how to find us

The AGM will be held physically at **The Hotel Windsor, 111 Spring Street, Melbourne VIC 3000**. The venue is easily accessible from Parliament train station and there are multiple parking stations located within walking distance.



Participating in the AGM virtually

Shareholders may also participate in the AGM virtually through the online platform available at https://meetings.linkgroup.com/29magm24. We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time. The online platform will allow Shareholders to view the meeting, ask questions and vote in real time. An Online Meeting Guide on how to use the online platform is available on 29Metals' website at https://www.29metals.com/investors/agm.

Shareholders that do not participate in the AGM will also be able to listen to our addresses and view the presentations via the live AGM webcast. Copies of the addresses and presentations will be released on the ASX announcements platform on the morning of the AGM.

Shareholders should monitor the 29Metals website and the ASX announcements platform where updates will be provided (if necessary) in relation to the holding or conduct of the AGM.

Voting before the AGM

You may enter your vote on the items of business ahead of the AGM online at https://investorcentre.linkgroup.com or by completing and returning the enclosed Voting and Proxy Form no later than **10.30am** (Melbourne time) on **Sunday, 19 May 2024**.

The details on how to do this are set out in the Notice of Meeting and on the Voting and Proxy Form.

Questions and comments

While Shareholders as a whole will have a reasonable opportunity to ask questions during the AGM, I encourage you to submit questions and comments online ahead of the AGM. Where questions and comments are provided in advance of the meeting, there may be an opportunity to address matters raised in the presentations and addresses at the AGM.

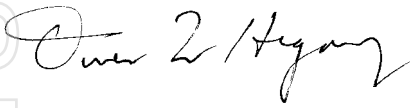
All questions and comments must be received by **5.00pm** (Melbourne time) on **Tuesday, 14 May 2024** (see page 7 for further information). Please note that individual responses will not be sent to Shareholders.

For Shareholders participating in the AGM virtually, instructions on how to ask questions through the online platform, as well as verbally, are set out in the Online Meeting Guide available on 29Metals' website.

If you have not already done so, I encourage you to elect to receive electronic Shareholder communications. By making this election, you will assist the Company to communicate with you. You can do this by logging into Link's Investor Centre and selecting 'Electronic Communications' under the 'Communications' tab or contacting 29Metals' Share Registry directly.

On behalf of the Board, I thank you for your continuing support and look forward to welcoming you to our 2024 AGM.

Yours faithfully



Owen Hegarty OAM
Chair
Board of Directors

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ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 31 December 2023, together with the Directors' Report and the Independent Auditor's Report.

Note: there is no requirement for Shareholders to approve the financial statements and reports.

Resolutions

1. Remuneration Report

To consider and, if thought fit, pass as a **non-binding ordinary resolution**:

"That the Remuneration Report for 29Metals Limited for the year ended 31 December 2023, as set out in the Directors' Report, be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or 29Metals.

Note: a voting exclusion statement applies to this resolution. Refer to Resolution 1 in the Explanatory Notes.

2. Issue of 2023 STI Performance Rights to Peter Albert, Managing Director & CEO (to retire)

To consider and, if thought fit, pass as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, the issue of 803,010 performance rights (and any shares on vesting of performance rights) to Peter Albert under the 29Metals 2023 Short Term Incentive Plan on the terms and conditions described in the Explanatory Notes which forms part of the Notice of Meeting, be approved."

Note: a voting exclusion statement applies to this resolution. Refer to Resolution 2 in the Explanatory Notes.

3. Issue of Securities under the 29Metals Equity Incentive Plan

To consider and, if thought fit, pass as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.2 Exception 13, and for all other purposes, the issue of any equity securities under the 29Metals Equity Incentive Plan during the three years following the date of this AGM, as described in the Explanatory Notes which forms part of the Notice of Meeting, is approved."

Note: a voting exclusion statement applies to this resolution. Refer to Resolution 3 in the Explanatory Notes.

4. Re-Election of Director, Jacqueline 'Jacqui' McGill AO

To consider and, if thought fit, pass as an **ordinary resolution**:

"That Jacqueline McGill who will retire and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution, being eligible, be re-elected as a director of the Company."

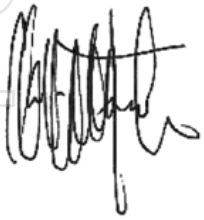
5. Re-Election of Director, Martin Alciaturi

To consider and, if thought fit, pass as an **ordinary resolution**:

"That Martin Alciaturi who will retire and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution, being eligible, be re-elected as a director of the Company."

The Explanatory Notes accompanying this Notice of Meeting provide additional information regarding the above items of business and form part of this Notice of Meeting.

By Order of the Board



Clifford Tuck
Company Secretary
29Metals Limited
19 April 2024

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IMPORTANT INFORMATION – PARTICIPATION AND VOTING

Determining if you are eligible to vote and participate at the AGM

Investor	Eligibility
Shareholder	In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), registered holders of shares of 29Metals as at **7.00pm** (Melbourne time) on **Sunday**, **19 May 2024**, will be entitled to participate in and vote at the AGM.
Joint holder	If more than one joint holder of shares participates in the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How you can vote

If you are entitled to participate in and vote at the AGM, you can vote your shares in one of the following ways. 29Metals reserves the right to declare a Voting and Proxy Form invalid if it is not received in either of these ways.

Shareholders are encouraged to call 29Metals' share registry, Link Market Services ('**Link**'), if you have any questions regarding submitting your votes, by phoning 1300 554 474 (within Australia) or +61 1300 554 474 (Overseas).

Voting Option	Details	Steps
Online, prior to the AGM	You may appoint a proxy or vote your shares online prior to the AGM.	Go to http://www.linkmarketservices.com.au To be effective, your proxy appointment or votes must be entered online no later than **10.30am** (Melbourne time) on **Sunday, 19 May 2024**.
By Post or Fax, prior to the AGM	**Direct Vote** Shareholders may complete Section A of the enclosed **Voting and Proxy Form** and deliver it to 29Metals prior to the AGM. Shareholders should complete their voting directions by selecting 'FOR' or 'AGAINST' or 'ABSTAIN' for each resolution on the Voting and Proxy Form. **Appoint a Proxy or Nominee** Alternatively, Shareholders may appoint a proxy to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes. To appoint a proxy, Shareholders should complete Section B of the enclosed Voting and Proxy Form. If you appoint the Chair of the AGM as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 1, 2, or 3 then by submitting the Voting and Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of 29Metals' Key Management Personnel ('**KMP**'). If no direction is given on a resolution or if Section A and Section B are both completed on the Voting and Proxy Form, then the Chair of the AGM will become your proxy by default. All proxies given to the Chair of the AGM, or proxies that do not contain a direction, will be voted by the Chair of the AGM in accordance with the voting intentions stated on page 6.	Completed Voting and Proxy Forms may be **posted** to: 29Metals Limited C/- Link Market Services Limited Locked Bag A14 Sydney South, NSW 1235 Australia Alternatively, completed Voting and Proxy Forms may be **faxed** to: +61 2 9287 0309 To be effective, your completed Voting and Proxy Form must be received by 29Metals no later than **10.30am** (Melbourne time) on **Sunday, 19 May 2024**.

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Voting Option	Details	Steps
Attending the Meeting – Virtually	You may vote during the AGM by attending the AGM virtually. You can do this by logging into the online platform at https://meetings.linkgroup.com/29magm24, where you will be able to register and vote online, in real time, during the AGM. You should ensure that you have access to a laptop, computer, tablet or mobile device and be connected to internet to use the virtual AGM facility.	Registration for the online platform will commence from **10.00am** on **Tuesday, 21 May 2024**. **Shareholders** When you log into the online platform at https://meetings.linkgroup.com/29magm24, you will be invited to register as a Shareholder or proxy holder and once registered, will be able to vote your shares or the shares you represent as proxy. To register as a Shareholder, you will need to provide your Shareholder number and the postcode for your shareholding. IMPORTANT: to join the online platform, you must have your Shareholder number (being your HIN or SRN) available. If you need assistance in locating your Shareholder number, please contact Link on 1300 554 474 where they may assist you or direct you to your broker (if applicable). **Proxy holders** A proxy who is attending virtually (online) will need a proxy number, issued by Link, to register to vote. The share registry, Link, will endeavour to provide confirmation of the proxy number to nominated proxy holders to the registered email address of the appointing Shareholder the day prior to the AGM. **If you experience any technical difficulties during the AGM, please contact Link by phoning: 1800 990 363.** More information on how to use the online platform is available in the Online Meeting Guide which is available on 29Metals' website at https://www.29metals.com/investors/agm.
Attending the Meeting – Physically	If you attend the AGM in person, you will be able to register and vote at the AGM by attending **The Hotel Windsor, 111 Spring Street, Melbourne VIC 3000**.	Registration will commence from **10.00am** (Melbourne time) on **Tuesday, 21 May 2024**. To facilitate a smooth registration, please bring a copy of your Voting and Proxy Form with you on the day.

Power of attorney

If you appoint an attorney to act on your behalf at the AGM your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by 29Metals' share registry no later than **10.30am** (Melbourne time) on **Sunday, 19 May 2024**, unless it has been previously provided.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints an individual as its representative in accordance with section 250D of the Corporations Act to exercise its powers at the AGM. 29Metals requires written proof of the representative's appointment to be lodged with, or presented to, 29Metals prior to the AGM. Please provide your appointment documentation to 29Metals' share registry before the commencement of the meeting, unless it has previously been provided.

Please contact 29Metals' share registry to obtain the relevant corporate representative documentation before the AGM by calling 1300 554 474.

Voting intentions

The Chair of the AGM intends to vote all available proxies in favour of all Resolutions.

Voting on each of the proposed Resolutions at the AGM will be conducted by a poll.

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Voting exclusions

Voting exclusions apply to Resolutions 1, 2, and 3 as set out below.

Resolution 1

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of KMP whose remuneration details are included in the Remuneration Report for the year ended 31 December 2023, or their closely related parties, regardless of the capacity in which the vote is cast; and
- by a person who is a member of KMP as at the date of the AGM, or their closely related parties as proxy,

unless the vote on Resolution 1 is cast as proxy on behalf of a person entitled to vote on Resolution 1:

- in accordance with a direction in the Voting and Proxy Form; or
- by the Chair of the AGM pursuant to an express authorisation to exercise the proxy, even though Resolution 1 is connected with the remuneration of KMP.

Resolution 2

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of Peter Albert or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of KMP on the date of the AGM, or their closely related parties,

unless the vote on Resolution 2 is cast:

- as proxy or attorney for a person entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- as a proxy for a person entitled to vote on Resolution 2 by the Chair of the AGM pursuant to an express authorisation to exercise the proxy as the Chair of the AGM decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 2; and
  - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

The Company will disregard any votes cast on Resolution 3:

- in favour of Resolution 3 by or on behalf of a person who is eligible to participate in the 29Metals Equity Incentive Plan, or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of KMP on the date of the AGM, or their closely related parties,

unless the vote on Resolution 3 is cast:

- as proxy or attorney for a person entitled to vote on Resolution 3, in accordance with a direction given to the proxy or attorney to vote on Resolution 3 in that way; or
- as a proxy for a person entitled to vote on Resolution 3 by the Chair of the AGM pursuant to an express authorisation to exercise the proxy as the Chair of the AGM decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

How you can ask questions and make comments

Before the AGM

Shareholders are invited to submit questions in advance of the AGM. If you wish to submit questions or comments to 29Metals or the external auditor before the AGM, questions must be received by **5.00pm** (Melbourne time) on **Tuesday, 14 May 2024**.

Online: go to www.linkmarketservices.com.au

Post or Fax: complete and submit the enclosed Question Form to:

29Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235 Australia

+61 2 9287 0309

Written questions to the auditor must be in relation to the content of the auditor's report or the conduct of the audit. Please note that individual responses will not be sent to Shareholders.

During the AGM

During the AGM, as a whole, Shareholders and proxyholders will have a reasonable opportunity to ask questions or make comments. Online participants can ask questions via the online platform at https://meetings.linkgroup.com/29magm24.

Shareholders and proxyholders who would prefer to ask questions by telephone can do so by dialling **1800 921 305 (within Australia)** or **+61 02 8016 6115 (outside Australia)**. For verification purposes, Shareholders and proxyholders will require a PIN code before calling this number during the AGM. A PIN can be obtained by contacting Link on 1300 990 363 (within Australia) or +61 1300 990 363 (Overseas) at any time before or during the AGM.

More information on how to use the online facility (including the question telephone line) is available in the Online Meeting Guide which is available on 29Metals' website at https://www.29metals.com/investors/agm.

The Chair of the AGM will seek to address as many of the more frequently raised topics as possible. It is not uncommon for a number of Shareholders to ask the same or similar questions. To facilitate the orderly conduct of the meeting and ensure that, as a whole, all Shareholders have a reasonable opportunity to participate, questions may be moderated or grouped together to avoid repetition and to make them more concise.

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Technical difficulties

Technical difficulties may arise during the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the AGM will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected. Where they consider it appropriate, the Chair of the AGM may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if Shareholders have already decided how they will cast their vote, they are encouraged to lodge a direct vote or directed proxy by **10.30am** (Melbourne time) on **Sunday, 19 May 2024** even if they plan to attend the AGM.

If you experience any technical difficulties during the AGM, please contact Link by phoning 1800 990 363.

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EXPLANATORY NOTES

These Explanatory Notes have been prepared in relation to the items of business to be conducted at the AGM.

The purpose of these Explanatory Notes is to provide Shareholders with the information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the AGM.

Resolutions 1, 2, 3, 4 and 5 are ordinary resolutions which require a simple majority of votes cast by Shareholders entitled to vote on the Resolution.

Financial Statements and Reports

The Corporations Act requires that:

- the reports of the Directors and Auditor; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2023,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given an opportunity to raise questions or comments on the management of the Company.

Shareholders, as a whole, will also have a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions regarding the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in the Financial Report, and the independence of the auditor.

The Company's Annual Financial Report for the year ended 31 December 2023 (including the Director's Report and the Independent Auditor's Report) is included in the Company's 2023 Annual Report. Shareholders can access a copy of the Company's 2023 Annual Report via the Company's website at: https://www.29metals.com/investors/agm.

Resolution 1

Adopt 2023 Remuneration Report

The Company's 2023 Remuneration Report is set out on pages 110-134 of the Company's 2023 Annual Report, and outlines the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for the Company's *key management personnel* ('**KMPs**') during the year ended 31 December 2023.

Shareholders, as a whole, will have a reasonable opportunity at the AGM to ask questions about, or make comments on, the Company's 2023 Remuneration Report.

The vote on the resolution is advisory only and does not bind the Directors or 29Metals. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Recommendation

The Directors abstain from making a recommendation on this Resolution in the interests of good corporate governance.

Voting exclusion statement

Voting restrictions apply in relation to this Resolution and are described on page 7.

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Resolution 2

Issue of 2023 STI Performance Rights to Peter Albert, Managing Director & CEO (to retire)

Resolution 2 seeks Shareholder approval for the issue of securities to Peter Albert under the Company's short term incentive ('**STI**') plan for 2023. As at the date of this Notice of Meeting, Peter is 29Metals' Managing Director & CEO, being a person that falls within Listing Rule 10.14.1.

As announced on 14 December 2023, Peter will retire on 30 April 2023. Under the terms agreed between Peter and the Board, Peter remained eligible to participate in the 2023 STI, in recognition that Peter was employed throughout the 2023 performance period and earned remuneration for past performance. The Board has determined Peter's 2023 STI outcome and, in so doing, has determined that it is in the best interests of the Company for Peter's 2023 STI award to be delivered in the form of deferred equity, the subject of this resolution.

Consistent with prior years, if shareholders do not approve the proposed award of performance rights to Peter under the Company's STI pursuant to this resolution, Peter's 2023 STI outcome will be delivered as cash.

Overview of the proposed 2023 Short Term Incentive Award to Mr Albert

Subject to Shareholder approval, 29Metals proposes to award and grant 803,010 unquoted performance rights to Peter for nil consideration subject to the 29Metals Equity Incentive Plan Rules ('**Plan Rules**') (the '**2023 STI Award**'). The proposed award is in respect of the 2023 STI outcome for Peter as determined by the Board.

Each performance right will entitle Peter to one fully paid ordinary share in the Company if the vesting conditions are met.

The Company's remuneration framework provides that 2023 STI outcomes are delivered to executive KMPs (including the Managing Director & CEO) as a combination of cash and/or equity, subject to the Board's overall discretion. In considering the remuneration outcomes for 2023 and the financial position of the Company, the Board determined that 100% of the 2023 STI outcome for Peter will be delivered in the form of deferred equity (performance rights).

The 2023 STI award outcome is determined by the Board's assessment of performance against specific performance metrics (or '**KPIs**') set for the relevant STI performance period (i.e. 1 January 2023 to 31 December 2023). Details of the 2023 STI Award, including the performance KPIs set by the Board for 2023 and the Board's assessment of performance against those KPIs, is described in section 4.3 of 29Metals' Remuneration Report for the year ended 31 December 2023.

The number of performance rights proposed to be awarded to Peter for the 2023 STI Award has been calculated by dividing the nominal face value of Peter's 2023 STI award outcome (being, $554,077) by $0.69. In determining 2023 STI outcomes, the Board determined to apply a price-per-performance-right of $0.69 on the basis that:

- first, $0.69 was the price applied in the Company's successful capital raising in 2023 and, therefore, represented the price recently paid by shareholders; and
- secondly, it represented a substantial premium to the prevailing price of the Company's shares trading on the ASX at the time of the 2023 STI award decision and, in so doing, provided a mechanism to ensure that a significant improvement in share price would be required in order that eligible KMPs realise the nominal face value of 2023 STI award outcomes.

The performance period, vesting date and performance conditions for the 2023 STI Award are summarised in the table below.

Vesting Date	31 December 2024
Vesting Period	Period commencing 1 January 2024 and ending 31 December 2024
Vesting conditions	If approved, performance rights awarded to Peter will vest following 31 December 2024. Vesting of performance rights remain subject to clawback and malus provisions under 29Metals' Equity Incentive Plan.

Additional information for Resolution 2

The Company is required under ASX Listing Rules to provide additional information relating to the proposed issue of securities under the 29Metals Equity Incentive Plan to Peter Albert. This additional information is provided in Annexure A.

Recommendation

The Directors (with Peter abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Voting exclusion statement

Voting restrictions apply in relation to this Resolution and are described on page 7.

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Resolution 3

Issue of Securities under the 29Metals Equity Incentive Plan

Resolution 3 seeks shareholder approval for the issue of securities to 29Metals' eligible employees under the 29Metals Equity Incentive Plan.

Overview of the 29Metals Equity Incentive Plan

29Metals adopted Equity Incentive Plan Rules ('**Plan Rules**') prior to its listing on the ASX on 2 July 2021. The Plan Rules provide a framework pursuant to which 29Metals may award employees with equity-based remuneration components intended to:

- assist with motivating and retaining selected employees of the 29Metals group; and
- align the interests of eligible incentive plan employees more closely with the interests of 29Metals by providing an opportunity to receive an equity interest in the Company.

Under the Plan Rules, and subject to the discretion of the Board, eligible incentive plan employees may be offered awards of performance rights, restricted shares, shares or options, which may be subject to vesting conditions set by the Board.

ASX Listing Rule approval requirements

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12-month period without obtaining shareholder approval (unless an exception applies).

ASX Listing Rule 7.2, Exception 13, provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within three years before the issue date, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Shareholder approval under ASX Listing Rule 7.2, Exception 13, was previously obtained at the Company's 2022 AGM, which approval was limited to maximum number of securities proposed to be issued of 7,000,000 ('**Maximum Limit**'), as outlined in the Notice of Meeting for the 2022 AGM.

The Maximum Limit will shortly be reached. Accordingly, this resolution seeks shareholder approval to refresh the Company's ability to issue securities under the Plan Rules under ASX Listing Rule 7.2, Exception 13.

Additional information

The Company provides the following additional information relating to the proposed issue of securities under the 29Metals Equity Incentive Plan.

(a) **Summary of Plan Rules**: A summary of the material terms of the Plan Rules is provided in Annexure B of this Notice of Meeting. A full copy of the Plan Rules was released to the ASX Announcements Platform on 2 July 2021.

(b) **Number of equity securities issued under the Plan Rules since the 2022 AGM**: 4,746,479 securities (including performance rights and shares issued on vesting of performance rights).

The number of performance rights awarded under Plan Rules since the 2022 AGM (cited above), does not include the proposed award of performance rights to Peter Albert under the 2023 STI Award, which proposed award is the subject of Resolution 2 (above).

(c) **Maximum number of equity securities proposed to be issued under the Plan Rules, following approval**: 27,000,000.

(d) **What happens if this resolution is approved by shareholders**: issues of securities under the Plan Rules during the three-year period after the AGM will fall under ASX Listing Rule 7.2, Exception 13. As such, securities issued under the Plan Rules (including shares issued upon vesting of performance rights) will not affect 29Metals' ability to separately issue up to 15% of its total ordinary securities in any 12-month period without having to obtain shareholder approval. An approval under this Resolution is only available to the extent that:

- any issue of equity securities under the Plan Rules does not exceed the maximum number of securities proposed to be issued which is set out in paragraph (c) (above); and
- there is no material change to the terms of the Plan Rules.

(e) **What happens if this resolution is not approved by shareholders**: the issue of securities under the Plan Rules will be included in calculating 29Metals' 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue of any securities under the Plan Rules.

Recommendation

The Directors (with Peter Albert abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Voting exclusion statement

Voting restrictions apply in relation to this Resolution and are described on page 7.

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Resolution 4

Re-election of Director, Jacqueline 'Jacqui' McGill AO (BSc, MBA)

Jacqui has served as an Independent Non-executive Director of 29Metals since 27 May 2021.

Article 10.3(b) of the Company's Constitution and ASX Listing Rule 14.5 provide that the Company must hold an election of Directors at each annual general meeting of the Company.

Jacqui will retire from office and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution and is eligible for re-election as a Director of the Company.

Jacqui has more than 30 years' experience in the mining sector, including in executive and senior leadership roles spanning operations, business development, technology and project management across copper, iron ore and energy, where Jacqui developed extensive experience in managing financial performance, risk management and sustainability.

Jacqui's executive career includes 16 years with BHP where Jacqui held roles as President Olympic Dam and President BHP-Mitsui Coal, as well as other senior leadership roles in BHP's copper, uranium and iron ore divisions.

Jacqui was included in the 2020 Australia Day honours list recognising her services to the resources sector, and diversity and inclusion.

Jacqui is currently an independent non-executive director of ASX-listed New Hope Corporation Limited (ASX: NHC) and Mineral Resources Limited (ASX: MIN), and Johannesburg-listed Gold Fields Limited (JSE: GFI).

At New Hope Corporation, Jacqui is also chair of the sustainability committee and serves as a member of the audit and risk, and nomination and remuneration committees.

At Goldfields, Jacqui is also chair of the social, ethics and transformation committee, and serves as a member of a number of the board's other standing committees.

Jacqui is also a non-executive director of the Royal Automobile Association of South Australia and the Adelaide Festival Centre.

Jacqui is Chair of 29Metals' Sustainability Committee and serves as a member of 29Metals' Remuneration & Nominations Committee.

The Directors (acting without Jacqui) have determined that Jacqui is an independent Director, having regard to the Board's published independence guideline.

Based on Jacqui's extensive experience and contribution to the Board, the Board supports Jacqui's election for the skills and experience that Jacqui brings to the Board.

Recommendation

The Directors (with Jacqui abstaining) unanimously recommend that Shareholders vote in favour of the Resolution.

Resolution 5

Re-election of Director, Martin Alciaturi (BSc(Eng)(Hons), Grad Dip (Applied Finance))

Martin has served as an Independent Non-executive Director of 29Metals since 27 May 2021.

Article 10.3(b) of the Company's Constitution and ASX Listing Rule 14.5 provide that the Company must hold an election of Directors at each annual general meeting of the Company.

Martin will retire from office and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution and is eligible for re-election as a Director of the Company.

Martin is an experienced finance professional with combined experience of more than 40 years in investment banking and corporate finance, and as a mining executive.

Martin is currently the executive Finance Director for Sierra-Rutile Holdings Limited (ASX: SRX). At Sierra Rutile, Martin also serves as a member of the sustainability and social accountability committee.

Previously Martin spent 11 years as chief financial officer and executive director with Aquila Resources Limited (ASX: AQA, delisted 2014).

Prior to Aquila, Martin spent 30 years in investment banking and corporate finance, including as Head of Corporate Finance at Macquarie Capital in Perth, Partner-in-charge for Corporate Finance at EY in Perth (including head of the EY natural resources team), and as an executive director with Poynton Corporate.

Martin has also served as a member of the Australian Government's Takeovers Panel between 2006 and 2015

Martin is Chair of 29Metals' Remuneration & Nominations Committee and serves as a member of 29Metals' Audit, Governance & Risk Committee.

The Directors (acting without Martin) have determined that Martin is an independent Director, having regard to the Board's published independence guideline.

Based on Martin's extensive experience and contribution to the Board, the Board supports Martin's election for the skills and experience that Martin brings to the Board.

Recommendation

The Directors (with Martin abstaining) unanimously recommend that Shareholders vote in favour of the Resolution.

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Annexure A
Additional information for Resolution 2

The Company provides the following additional information relating to the proposed issues of securities under the 29Metals Equity Incentive Plan to Peter Albert.

(a) **Number and class of securities:** 803,010 unquoted performance rights are proposed to be issued to Peter under the 2023 STI Award. Subject to, and upon vesting, each performance right converts to one fully paid ordinary share.

(b) **Remuneration details:** As at the date of this Notice of Meeting, Peter's current total remuneration package comprises:

- Total annual fixed remuneration ('**TFR**') of $947,141 paid monthly (pro rata) until Peter's retirement on 30 April 2024; and
- Pursuant to the CEO transition terms agreed between the Board and Peter, in consideration of supporting the transition, and including payments in lieu of notice, Peter will receive payments totalling approximately $903,000 (along with payments for accrued statutory entitlements).

For completeness, Peter is not eligible to participate in the 2024 STI or 2024 long term incentive ('**LTI**'), and all unvested performance rights awarded to Peter previously under the 2021, 2022 and 2023 LTI will be forfeited on retirement and lapse unvested (refer section 'c' below for further details of prior awards).

Information regarding Peter's 2023 remuneration, including the CEO transition terms, is set out in 29Metals' 2023 Remuneration Report, a copy of which is contained within the 2023 Annual Report which is available on 29Metals website at https://www.29metals.com/investors/agm.

(c) **Number of securities previously issued to Peter Albert under the Plan Rules:** 29Metals has previously issued the following securities to Peter under the Plan Rules:

- 200,000 IPO Restricted Shares at nil acquisition price;
- 45,000 performance rights awarded under the Staff Offer Incentive implemented by the Board in connection with the 29Metals IPO, whereby all eligible 29Metals employees were awarded performance rights with a nominal cash value at award equal to 10% of TFR and applying the final IPO offer price of $2.00 per share at nil acquisition price,

the details of the above securities are set out in sections 7.3.3.5 and 7.3.5 of the Prospectus, and:

- 182,926 performance rights awarded under the Company's 2021 long term incentive award at nil acquisition price;
- 328,467 performance rights awarded under the Company's 2022 long term incentive award, at nil acquisition price;
- 427,366 performance rights awarded under the Company's 2023 long term incentive award, at nil acquisition price,

all of which will be forfeited on retirement and lapse unvested, and:

- 145,304 performance rights awarded under the Company's 2022 short term incentive award at nil acquisition price.

(d) **Additional information regarding the performance rights:** The performance rights are not quoted on the ASX and carry no voting or dividend rights.

Shares issued upon vesting of the performance rights will rank equally with fully paid ordinary shares on issue. In determining the 2023 STI outcome for Peter, the Board determined that the delivery of 2023 STI outcomes in the form of deferred equity (performance rights) was in the best interests of the Company, and in particular it would result in the realisation of the remuneration benefit being deferred and, a price-per-performance right being set which is at a significant premium to the prevailing price of the Company's shares at the time of the proposed award decision, providing a mechanism to ensure a significant improvement in performance was required in order for Peter to realise the nominal face value.

The nominal face value of the 2023 STI Award is $554,077 (calculated by multiplying the price determined by the Board of $0.69 for the award, by the number of performance rights proposed to be awarded).

(e) **Timing for issue:** Subject to shareholder approval, performance rights under the 2023 STI Award will be issued to Peter following the AGM, but in any event no later than three years after the date of the AGM.

(f) **Issue price:** The issue price of the performance rights under the 2023 STI Award is nil.

(g) **Material terms of the Plan Rules:** A summary of the material terms of the 29Metals Equity Incentive Plan is provided in Annexure B. There has not been any material change to the 29Metals Equity Incentive Plan since the date of the Company's Prospectus.

The proposed award of performance rights to Peter under the 2023 STI will not be subject to any service condition.

(h) **Loans to Peter Albert:** No loan will be made to Peter in relation to the acquisition of the performance rights under the 2023 STI Award.

(i) **Information regarding issue of securities:** Details of any securities issued under the 29Metals Equity Incentive Plan will be published in the 29Metals annual report relating to the period in which they were issued, along with a statement that Shareholder approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in 29Metals' Equity Incentive Plan after Resolution 2 is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

(j) **What happens if Resolution 2 is approved:** 29Metals will proceed with the 2023 STI Award and 803,010 unquoted performance rights will be issued to Peter on the terms and conditions described above.

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(k) **What happens if Resolution 2 is not approved:** In the event that Shareholders do not approve the proposed award of performance rights to Peter under the 2023 STI, consistent with prior years, the Board has determined that the 2023 STI outcome will be delivered as a cash payment of $554,077 (being, the nominal face value of the proposed award) and will be subject to the vesting period that would have applied to performance rights awarded under the 2023 STI and, as such, the payment would be remitted in early 2025.

(l) **ASX Listing Rule approval requirements**: Under ASX Listing Rule 10.14, certain persons, including executive Directors, are not permitted to acquire equity securities under an employee incentive scheme unless approved by Shareholders.

Resolution 2 seeks approval for the acquisition of equity securities by Peter Albert under the Plan Rules, on the basis that on the date of the determination of the proposed award of performance rights (and the date of this notice of meeting) Peter was and is an executive director. For completeness, it is noted that, as announced on 14 December 2023, Peter will retire as Managing Director & CEO on 30 April 2024 and, as such, will no longer be an executive director on the date of the AGM.

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Annexure B
Summary of the Material Terms of 29Metals Equity Incentive Plan

Defined terms have the meaning as set out in the Plan Rules.

Key Terms	Description
Eligibility	An employee of the Group, Director, contractor or prospective employee of the Group, or other person the Board, in its discretion, determines to be eligible to participate in the Plan.
Award	The Plan permits the Board to grant one or more types of award, including: ▪ Performance Rights; ▪ Shares; ▪ Restricted Shares; and ▪ Options.
Vesting	A Performance Right or Option which has not lapsed shall vest if and when any conditions applicable to the Performance Right or Option have been satisfied or waived by the Board at its discretion. A Share which has not been forfeited shall vest if and when any conditions applicable to the Share have been satisfied, or waived by the Board at its discretion, although a vested Share may remain subject to dealing restrictions.
Exercise	A vested Performance Right or Option may only be exercised by a participant once the Board has notified the participant that the conditions have been satisfied or waived.
Restrictions on dealing	The Board may determine at its discretion whether dealing restrictions or restriction periods will apply to any Shares, or, for Performance Rights or Options, that Shares allocated or transferred on exercise are Restricted Shares or subject to restriction periods.
Cessation of employment	Under the Plan Rules, the Board has discretion to determine, subject to compliance with applicable law, the treatment of an award if a participant ceases to be employed within the Group prior to the vesting or exercise of an award.
Change of control	If there is a change of control prior to the vesting and exercise of an award, the Board may determine in its absolute discretion, whether some or all of the awards vest, lapse or are forfeited, remain on foot subject to the applicable, substitute or varied conditions or dealing restrictions, or can only be exercised within a specific period, and the Board will have regard to any matter the Board considers relevant. Where the Board does not exercise its discretion and a change of control occurs then, unless the Board determines otherwise: ▪ any unvested award with a remaining vesting period of 12 months or less will vest; ▪ any unvested award with a remaining vesting period of more than 12 months will vest pro rata based on the proportion of the performance period that has passed; ▪ an award subject to dealing restrictions will no longer be subject to dealing restrictions; and where the change of control occurs during the period an award is exercisable, the award may only be exercised during the period specified by the Board.
Rights of Shares granted under the Plan	Unless the Board determines otherwise, all Shares allotted and issued or transferred under the Plan will rank equally in all respects with other Shares already on issue.
Clawback	Where the Board is of the opinion that a participant under the Plan has acted fraudulently or dishonestly, is in breach of any of that participant's duties or obligations or has acted in a way that could reasonably be regarded to have contributed to material reputational damage to a member of the Group, or any other events specified in the Plan Rules have occurred, the Board may, at its discretion, determine any treatment in relation an award (including by reducing or extinguishing a participant's entitlement to an award).

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Key Terms	Description
Lapse of Performance Rights, Restricted Shares or Options	Unless the Board determines otherwise, a Share, Performance Right or Option will be forfeited or lapse on the earliest of: ▪ the date that the Board determines that any condition in respect of the Share, Option or Performance Right cannot be satisfied; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with the cessation of employment provision; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with the clawback provisions; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with change of control provisions; or ▪ the participant purporting to deal or enter into any arrangement in respect of the Option or Performance Right in breach of the provisions under the Plan relating to rights and restrictions attached to Options or Performance Rights; or ▪ in the case of Options or Performance Rights, the date falling 15 years from the date on which they were granted.

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29 Metals

ACN 650 096 094

LODGE YOUR VOTE

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
29Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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SAMPLE

X99999999999

VOTING AND PROXY FORM

I/We being a member(s) of 29Metals Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

☐ **elect to lodge my/our vote(s) directly (mark box)**

in relation to the Annual General Meeting of the Company to be held at **10:30am (Melbourne time) on Tuesday, 21 May 2024** (the **Meeting**), and at any adjournment or postponement of the Meeting. You should mark "FOR" or "AGAINST" or "ABSTAIN" for each item.

OR

B APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Melbourne time) on Tuesday, 21 May 2024** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 2 & 3: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 2 & 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Hotel Windsor, 111 Spring Street, Melbourne, VIC 3000** or logging in online at **https://meetings.linkgroup.com/29MAGM24** (refer to details in the online meeting guide). The **Notice of Annual General Meeting** can be viewed and downloaded at the Company's website at **www.29Metals.com/investors/agm**.

STEP 2 VOTING AND PROXY DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting (i.e. no later than 10:30am (Melbourne time) on Sunday 19 May 2024).

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Issue of 2023 STI Performance Rights to Peter Albert, Managing Director & CEO (to retire)	☐	☐	☐
3 Issue of Securities under the 29Metals Equity Incentive Plan	☐	☐	☐
4 Re-Election of Director, Jacqueline 'Jacqui' McGill AO	☐	☐	☐
5 Re-Election of Director, Martin Alciaturi	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING AND PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER STEP 1 SECTION A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please mark either "**for**", "**against**" or "**abstain**" for each item. If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy. Custodians and nominees may, with the Share Registrar's consent, identify on the Voting and Proxy Form the total number of votes in each of the categories "**for**", "**against**" or "**abstain**" and their votes will be valid. If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote. The Chair's decision as to whether a direct vote is valid, is final.

VOTING UNDER STEP 1 SECTION B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1 Section B. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in the space provided in Section B. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting in accordance with the voting directions will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the Chair's voting intentions set out in this Voting and Proxy Form. If the Chair of the Meeting is or becomes your proxy, and you do not direct them how to vote for Resolutions 1, 2 or 3, then by submitting the Voting and Proxy Form, you will be expressly authorising the Chair of the Meeting to vote in respect of the relevant resolution even though it is connected with the remuneration of the Company's KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting and Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Voting and Proxy Form and the second Voting and Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au before the commencement of the meeting, unless it has been previously provided. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING AND PROXY FORM

This Voting and Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Melbourne time) on Sunday, 19 May 2024,** being not later than 48 hours before the commencement of the Meeting. Any Voting and Proxy Form received after that time will not be valid for the scheduled Meeting.

Voting and Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **https://investorcentre.linkgroup.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

29Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

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SAMPLE

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29 Metals

Online Meeting Guide



Working together to unlock value

Online Meeting Guide

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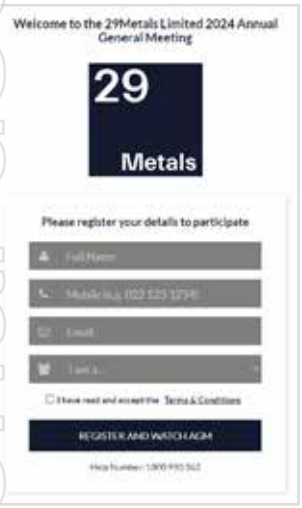
Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 11 and up

To attend and vote you must have your shareholder number and postcode. Your proxy number will be provided by Link before the meeting. **Please make sure you have this information before proceeding.**



Step 1

Open your web browser and go to https://meetings.linkgroup.com/29MAGM24 and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

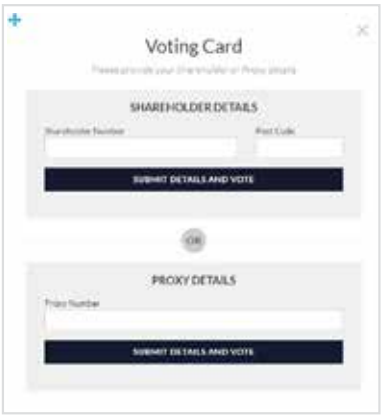
- On the left – a live webcast of the Meeting starts automatically once the Meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or electronic device is turned on
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



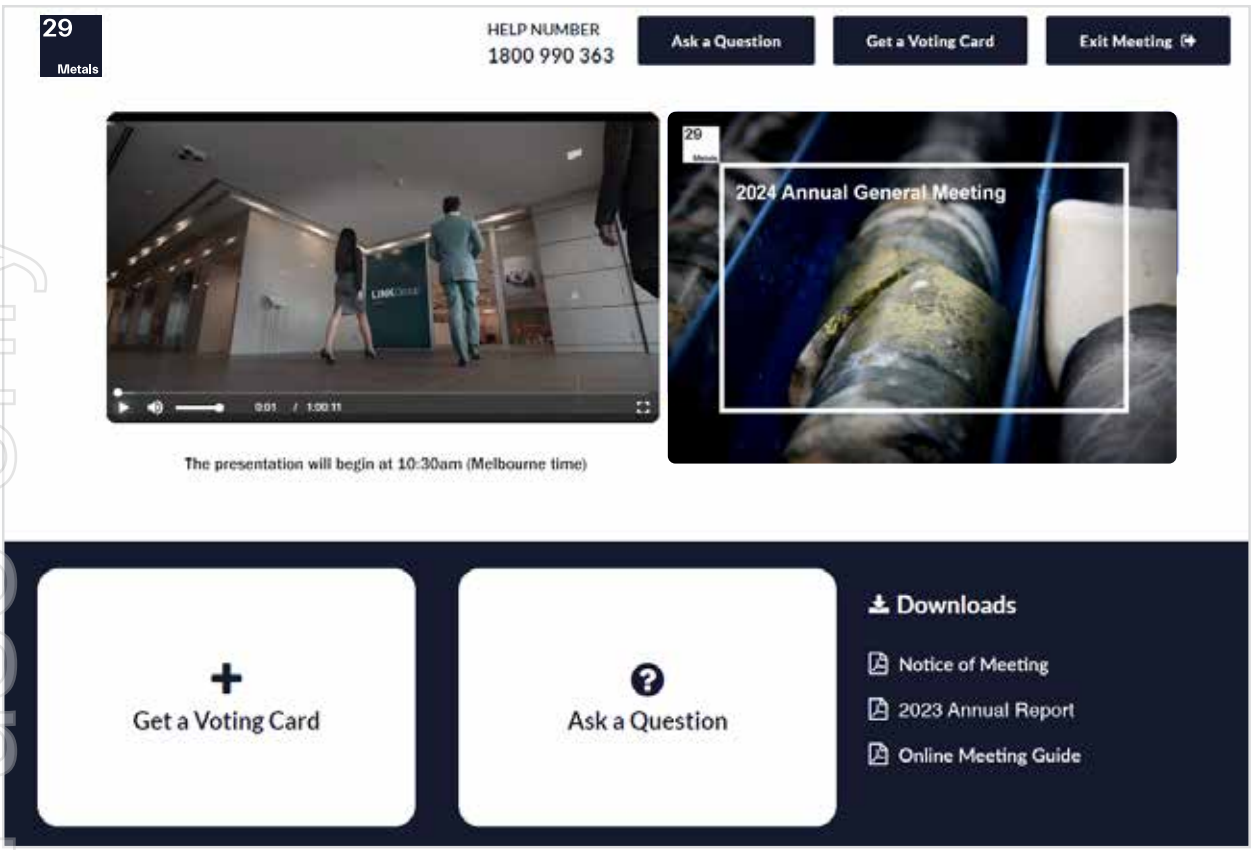
If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed proxy, please enter the proxy number issued by Link Market Services in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

If you need assistance in locating your shareholder number or proxy number, please contact Link on 1300 554 474 where they may assist you or direct you to your broker (if applicable).

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can either submit a Full Vote or Partial Vote.





Full Votes

To submit a full vote on a resolution ensure you are in the 'Full Vote' tab. Place your vote by clicking on the 'For', 'Against', or 'Abstain' voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed, all submitted voting cards cannot be changed.

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Online Meeting Guide *continued*

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2. How to ask a question

Note: Only verified shareholders, proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number or proxy number before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



In the 'Regarding' section, click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

If you wish to ask a question orally during the Meeting, instructions to do so are set out over-page under 'Phone Participation'.

The Chair of the Meeting will seek to address as many of the more frequently raised topics as possible although it is possible that not all questions will be answered.

We encourage you to submit questions and comments online ahead of the Meeting and as early as possible during the Meeting.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time.

To ensure that your vote is counted, we encourage you to submit your votes on resolutions as early as possible during the Meeting.

Phone Participation

What you will need

a) A land line or mobile phone

b) The name of your holding/s

c) Your unique PIN. To obtain your PIN, please contact Link Market Services at any time before or during the AGM by calling +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Australia: 1800 921 305
International: +61 2 8016 6115

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked for your PIN by the moderator. This will verify you as a shareholder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chair calls for questions or comments on each item of business, press *1 on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the Meeting. Your line will be unmuted and you will be prompted to speak.

IMPORTANT: If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once question or comment has been asked/responded to.

If you experience any technical difficulties during the Meeting, please contact Link by phoning: 1800 990 363.

Contact details

Australia
T 1300 554 474
E info@linkmarketservices.com.au

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