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Group 6 Metals Limited

ACN 004 681 734

Notice of 2026 Annual General Meeting

Time: 12:00pm (AEDT)

Date: Tuesday 17 November 2026

Place: Virtual Meeting Platform

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

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NOTICE OF 2026 ANNUAL GENERAL MEETING OF GROUP 6 METALS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Group 6 Metals Limited ACN 004 681 734 (**Company**) will be held at 12.00pm AEDT on 17 November 2026 for the purpose of transacting the business set out in this notice.

The Meeting will be held virtually via the Computershare Meeting Platform. To join and participate in the meeting you can log in via the below link on your computer, tablet or smartphone.

https://meetnow.global/ MRUDQKC

Online registration will open 30 minutes before the scheduled start time for the meeting. The Meeting will be held virtually (online) only. There will not be a meeting where shareholders can attend in person.

Proxyholders will need to contact Computershare prior to the meeting date to obtain their login details. To participate in the meeting online follow the instructions below.

Step 1: Click on 'Join Meeting Now'

Step 2: Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting date to obtain their login details.

Step 3: Enter the postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

Step 4: Accept the Terms and Conditions and click 'Continue'.

For further information, please refer to the Online Meeting Guide, available at www.computershare.com.au/virtualmeetingguide.

You will be able to cast votes at the appropriate times, as directed by the Chair, while the meeting is in progress.

Shareholders will be able to ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the meeting to the Company. To assist the Company to provide meaningful answers to questions, it is recommended that Shareholders provide questions in writing at least 48 hours before the meeting to Andrew Bickley, Company Secretary at andrewb@g6m.com.au.

If there is a technical difficulty affecting any online participants, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, the Company encourages Shareholders to lodge a direct vote or directed proxy by 12:00pm (AEDT) on Sunday 15 November 2026, even if they intend to participate online.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has previously requested a hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the Company's website. The accompanying Explanatory Notes provide information about the Resolutions, voting and a summary of important information that forms part of this Notice and should be read in conjunction with it. Shareholders should read this Notice and the Explanatory Notes in full before making any decisions in relation to the Resolutions.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company and your vote is important.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 12:00 (AEDT) on Sunday 15 November 2026.

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If you are not registered as a holder of the Company's shares at this time, you will not be entitled to attend or vote at the Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

As Shareholders are being asked to participate virtually in the Meeting, each resolution will be conducted by a poll.

DIRECT VOTING

Shareholders entitled to vote at the Meeting may submit a direct vote in respect of the Resolutions. Direct votes may be lodged online at https://www.investorvote.com.au in accordance with the instructions on the voting form.

To be effective, a direct vote must be received by the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 12:00pm (AEDT) on Sunday, 15 November 2026).

A Shareholder who submits a direct vote may still attend and vote at the Meeting. If a Shareholder votes at the Meeting, their direct vote will be withdrawn and their vote cast at the Meeting will be counted instead.

APPOINTING A PROXY

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies as an alternative to attend and vote at the Meeting in person. Where more than one proxy is appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy may but need not be a Shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if a proxy votes, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies in respect of which he is appointed in favour of all resolutions.

If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to ASX.

Lodging your proxy

For it to be effective, the proxy form and any authorities under which the proxy form has been signed (or certified copies of those authorities) must be received by the Company or the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 12:00pm AEDT) on 15 November 2026). Lodgement instructions are as follows:

VOTE ONLINE	www.investorvote.com.au or scan the QR Code on the proxy form with your mobile device and follow the instructions on the secure website to vote.
CUSTODIAN VOTING	For intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.
IN PERSON	Computershare, Yarra Falls, 452 Johnston Street Abbotsford, VIC, 3067
BY MAIL	Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote are suspended while you are present.

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1. ITEMS OF ORDINARY BUSINESS

1.1. Financial Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2026.

Note: There is no requirement for Shareholders to approve these reports.

The statutory annual report is available for Shareholders to access and download from

https://www.g6m.com.au/investors/annual-reports/

If you would like to receive a hard copy of the statutory annual report free of charge, you can contact the Company by emailing andrewb@g6m.com.au.

1.2. Resolution 1: Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution pursuant to section 250R(2) of the Corporations Act:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2026."

Notes:

(a) This Resolution 1 is advisory only and does not bind the Company or the Directors.

(b) The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

(c) The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

(d) If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days, at which all the Company's directors must go up for re-election.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. However, the Company need not disregard a vote cast on Resolution 1 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman 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:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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For the purpose of section 224 of the Corporations Act, the Company will not disregard a vote cast on Resolution 1 if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

(b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

1.3. Resolution 2: Election of Director – Dale Elphinstone

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

"That, for the purposes of rule 19.2(b) and 19.3(h) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Dale Elphinstone, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Statement."

1.4. Resolution 3: Approval of Employee Incentive Plan

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

"That, pursuant to and in accordance with Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve any issue of up to a maximum of 24,765,228 securities over a period of up to 3 years from the date of the Meeting under the Employee Incentive Plan (a summary of the rules of which are set out in the Explanatory Statement (including Annexure A to the Explanatory Statement), as an exception to Listing Rule 7.1."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the employee incentive scheme and any Closely Related Party of such a person and an associate of such a person. Restrictions also apply to votes cast as proxy unless exceptions apply. However, the Company need not disregard a vote cast on Resolution 3 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman 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:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purpose of section 224 of the Corporations Act, the Company will not disregard a vote cast on Resolution 3 if:

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(d) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

(e) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

1.5. Resolution 4: Renewal of proportional takeover provisions in Constitution

To consider and, if thought fit, with or without amendment, pass the following as a special resolution:

"That, pursuant to and in accordance with section 648G of the Corporations Act, the existing proportional takeover provisions set out in Rule 15 of the Company's Constitution are renewed for a period of three years commencing on the date of the Meeting."

1.6. Resolution 5 – Approval of issue of Performance Rights to Executive Chairman Mr Kevin Pallas.

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

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the issue of up to 600,000 Performance Rights to Mr Kevin Pallas, a Director and the Company's Executive Chairman, on the terms and conditions described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Kevin Pallas or any person who is a Closely Related Party of Mr Pallas and an associate of Mr Pallas. Restrictions also apply to votes cast as proxy unless exceptions apply. However, the Company need not disregard a vote cast on Resolution 5 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman 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:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purpose of section 224 of the Corporations Act, the Company will not disregard a vote cast on Resolution 5 if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

(b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Dated: 16 October 2026

By order of the Board



Andrew Bickley
Company Secretary
Group 6 Metals Limited

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EXPLANATORY STATEMENT

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary section at the end of this Explanatory Statement.

The Meeting of the Company is to be held at 12:00pm (AEDT) on 17 November 2026 via the Computershare Meeting Platform. The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

1. Financial Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements, Directors' Report and Auditor's Report) to be laid before the Meeting. There is no requirement for Shareholders to approve the report. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

SW Audit, the Company's external auditor will be in attendance at the meeting and will be available for Shareholders to ask questions about the conduct of the audit and the Auditor's report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of the Remuneration Report

2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2026 is set out in the Company's 2026 Annual Report which is available on the Company's website https://g6m.com.au/investors/financial-reports/

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings,

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Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all the Company's Directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the Meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key Management Personnel of the Group are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2026. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

2.2. Recommendation

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

3. Resolution 2: Election of Director – Mr Dale Elphinstone

3.1. Background

Under ASX Listing Rule 14.4 and Rules 19.2(b) & 19.3(h) of the Company's constitution, a Director, who is not the designated managing director, appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment. A director who retires in accordance with these requirements is eligible for re-election.

The Company may by resolution at an annual general meeting fill an office vacated by a Director by electing or re-electing an eligible person to that office.

The retirement of a Director from office under the Company's constitution and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.

Accordingly, Mr Elphinstone is due to retire at the end of the meeting and offers himself for re-election to the Board.

3.2. Dale Elphinstone (Non-Executive Director)

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing and heavy machinery for the mining industry and among other things is the longest-serving Caterpillar dealer principal in Australia, having acquired the Caterpillar dealership in Victoria and Tasmania in 1987.

Dale is the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council, a member of the Tasmanian Premier's Economic and Social Recovery Advisory Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd until December 2008 and formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Dale was also a director of ASX listed National Hire Group Limited until December 2011.

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Dale is a Non-Executive Director of Engenco Pty Ltd, (a company that was listed on the ASX until June 2025).

Mr Elphinstone was first appointed on 4 December 2024. If re-elected, the Board will not consider Mr Elphinstone to be an independent director as he is a significant Shareholder in the Company.

Mr Elphinstone has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

3.3. Recommendation

Messrs Pallas and Ellis recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3: Approval of Employee Incentive Plan

4.1. Background

The purpose of Resolution 3 is for the Company to obtain shareholder approval for the issue of up to 24,765,228 securities under an amended Employee Incentive Plan. The Company issues shares, options and performance rights to key personnel to assist in reward, retention and motivation of eligible employees, encourage participation of employees in the growth and success of the Company through equity ownership, align the interests of employees more closely with Shareholders, provide employees with the opportunity to share in any future growth in value and provide greater incentives for employees to focus on the Company's longer-term goals.

All present employees (full-time or part-time) including executive Directors, contractors and non-executive Directors are eligible to participate in the Plan.

4.2. Overview of ASX Listing Rule 7.2 Exception 13

Shareholder approval is sought under Listing Rule 7.2 Exception 13(b) and for all other purposes for the approval of the Amended Plan and the grant of incentives under the Amended Plan.

Shareholder approval is required if any issue of incentives pursuant to the Amended Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by the holders of Ordinary Securities within three years of the date of issue.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Amended Plan.

Under the Amended Plan, the Board may offer to Eligible Employees the opportunity to subscribe for such number of incentives in the Company as the Board may decide and, on the terms, set out in the rules of the Amended Plan, a summary of which is contained in the Annexure of this Explanatory Statement. incentives granted under the Amended Plan will be offered to Participants in the Amended Plan on the basis of the Board's view of the contribution of the Eligible Employee to the Company.

The maximum number of incentives proposed to be issued under the Amended Plan following approval of this Resolution is 24,765,228. The maximum number stated is not intended to be a prediction of the actual number of securities that may be issued under the Amended Plan – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). Should this number be reached, the Company would need to seek fresh approval from Shareholders if the subsequent issue of incentives is to fall within Listing Rule 7.2 Exception 13.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issue of Securities under the Plan to a Director of the

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entity (ASX Listing Rule10.14.1), an associate of a director of the entity (ASX Listing Rule10.14.2) or a person whose relationship with the entity or a person referred to in rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders (ASX Listing Rule10.14.3).

Subject to there being no material amendments to the terms of the Plan, Shareholder approval of Resolution 3 will be effective for 3 years from the date of the resolution. In the absence of such an approval, future issues of Shares, Options and Performance Rights under the Plan may still be made but must be counted towards the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1 at the time of issue.

The Plan was last approved by Shareholders for the purposes of Exception 13 in ASX Listing Rule 7.2 on 23 November 2023. 500,000 of securities have been issued under the Plan since that approval was given.

A summary of the key terms of the Employee Incentive Plan is provided as the Annexure to this Explanatory Statement.

4.3. Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4: Renewal of proportional takeover provisions in Constitution

5.1. Background

The Corporations Act permits a company to include in its constitution provisions (called takeover approval provisions) requiring that a proportional or partial takeover offer (i.e. an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed. In effect, the approval of Resolution 4 will enable the Company to refuse to register shares acquired under a proportional takeover bid unless that bid is approved by a majority of shareholders.

Under the Corporations Act, the proportional takeover provisions currently contained in Rule 15 of the Company's Constitution expire after three years from adoption or renewal and may be renewed. The adoption of the proportional takeover provisions was first approved by Shareholders at the general meeting held on 23 November 2023. Resolution 4 seeks Shareholder approval to renew these provisions under the Corporations Act with effect from the close of the Meeting, by way of a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed. If Resolution 4 is passed, then Rule 15 of the Constitution will have effect as and from the close of the Meeting for a period of three years. After a period of three years, Rule 15 of the Constitution would cease to apply unless renewed by a further special resolution of Shareholders.

5.2. Regulatory Requirements

The following information is provided pursuant to section 648G of the Corporations Act.

a) Operation of the Proportional Takeover Provisions

If the proportional takeover provisions set out in Rule 15 of the Company's Constitution are renewed the registration of a transfer of Shares acquired under a proportional takeover offer will be prohibited unless a resolution is passed by Shareholders in the Company in the manner provided in Rule 15 of the Company's Constitution.

The proportional takeover provisions do not apply to a full takeover bid for all of the Shares of the Company.

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If the Company's existing proportional takeover provisions are renewed and a proportional takeover offer is subsequently made for Shares in the Company, the Directors must seek Shareholder approval by a majority vote to register transfers under the proportional takeover bid. The Shareholder approval can be obtained at a general meeting of Shareholders.

Those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members at the end of the day on which the first of the takeover offers under the proportional takeover bid is made.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period, then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If the resolution is not passed by a majority of the shares voted, then the offer will be deemed to be withdrawn and registration of any transfer of shares resulting from the offer will be prohibited.

Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

b) Current Acquisition Proposals

As at the day on which this Notice and Explanatory Statement is prepared, none of the Directors of the Company are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

c) Advantages of Proportional Takeover Provisions to Shareholders

Potential advantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

i. The takeover approval provisions may enable Shareholders to consider a proportional takeover bid and then attend or be represented by a proxy at a meeting of Shareholders called to vote on the proposal. Furthermore, knowing the view of Shareholders assists each individual shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.
ii. The takeover approval provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much-reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns.
iii. If a partial bid is made, the takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.
iv. The body of Shareholders may more effectively advise and guide the Directors' response to a partial bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional bid and decide whether or not to accept an offer under the bid.
v. The takeover approval provisions may make it more probable that any takeover offer will be a full bid for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

d) Disadvantages of the proportional takeover provisions to Shareholders

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Potential disadvantages to Shareholders of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

i. By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for Shareholders to sell a portion of their holding.
ii. It is possible that the existence of the takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely thus reducing any takeover speculation element in the Share price.
iii. An individual Shareholder who wishes to accept a proportional offer will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover scheme (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).
iv. If a proportional takeover offer is made, the Company will incur the cost of calling a meeting of Shareholders.

e) Advantages and disadvantages of the proportional takeover provisions for the Directors

Potential advantages and disadvantages to the Directors of the renewal of proportional takeover provisions in the Company's Constitution are set out below:

i. If the Directors consider that a proportional bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.
ii. On the other hand, under the takeover approval provisions, if a proportional takeover offer is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
iii. If the takeover approval provisions are not renewed, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the takeover approval provisions, the most effective view on a proportional bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
iv. The takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

f) Reasons for Proposing the Resolution

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the takeover approval provisions offer, if a proportional takeover offer is made.

5.3. Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution. At least 75% of the votes cast must be in favour of the Resolution for it to pass.

6. Resolution 5 - Approval of issue of Performance Rights to Executive Chair Mr Kevin Pallas

6.1. Background

Resolution 5 seeks approval for the purposes of ASX Listing Rule 10.14 to issue up to six hundred thousand (600,000) Performance Rights to Mr Kevin Pallas, a Director and the

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Executive Chair of the Company pursuant to an Employee Incentive Plan, which is the subject of Resolution 3. The Performance Rights will be issued for no cash consideration.

ASX Listing Rule 10.14 requires the Company to obtain approval from Shareholder before it can issue securities, under an employee incentive scheme, to any person identified in ASX Listing Rule 10.14. As a director of the entity, the Company must not permit Mr Pallas to acquire equity securities under the employee incentive plan without obtaining the approval of shareholders (LR 10.14.1).

Under the long-term incentive scheme, the Company has agreed to issue up to six hundred thousand (600,000) Performance Rights to Mr Pallas in three equal tranches of 200,000 Performance Rights each.

Tranche 1 Performance Rights will vest if the Company's in increments of 40,000 performance rights up to 200,000 performance rights if the Company's share price meets or exceeds $4.00 per share prior to 30 September 2027. The Performance Rights will expire 30 September 2028. The schedule of vesting will be as follows:

30-day VWAP	**Number of Performance Rights to Vest**
$4.00	40,000
$4.20	40,000
$4.40	40,000
$4.60	40,000
$4.80	40,000
Total	200,000

The Tranche 1 Performance Rights will be issued within 7 days of Shareholder approval being granted at the Shareholder meeting.

Tranche 2 of 200,000 Performance Rights will vest in increments of 40,000 performance rights up to 200,000 performance rights if the Company achieves an average monthly production of at least 9,000 MTUs of WO_3 across the 2027 financial year. The schedule of vesting will be as follows:

Average monthly WO_3 MTU production across FY2027	**Cumulative Number of Performance Rights to Vest**
9,000	40,000
10,000	80,000
11,000	120,000
12,000	160,000
13,000	200,000

The Performance Rights will expire 30 September 2028. The Tranche 2 Performance Rights will be issued within 7 days of Shareholder approval being granted at the Shareholder meeting.

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Tranche 3 of 200,000 Performance Rights will vest if the Company's achieves a total operating cost per MTU of $550 or less for the 2027 financial year.

The Tranches 1,2 and 3 of the Performance Rights will be issued within 7 days of Shareholder approval being granted at the Shareholder meeting.

Each Performance Right may be exercised at the discretion of the holder for $nil after the vesting condition is met and prior to expiry.

A holder of Performance Rights is not entitled (in its capacity as a holder of Performance Rights) to participate in new issues of capital that may be offered to Shareholders. A Performance Right does not carry a right to vote at a general meeting of the Company, unless provided for by the Corporations Act.

In the event of a reconstruction, the Performance Right will be reorganised in accordance with ASX Listing Rule 7.22.

The Performance Rights will automatically vest in a change-of-control event, noting;

(i) a "change of control" occurs if an entity that Controls the Company ceases to Control the Company, or any entity that does not Control the Company comes to Control the Company; and

(ii) "Control" has the meaning given to it in section S0AA of the Corporations Act 2001 (Cth) except that in addition an entity controls a second entity if the first entity would be taken to control the second entity but for subsection 50AA(4), or the first entity has voting power (as defined in section 610 of the Corporations Act) of at least 50% in the second entity.

Mr Pallas' current total fixed remuneration (**TFR**) effective 1 March 2026 is $575,000 per annum. He is also entitled to a performance incentive of up to 50% of TFR upon achievement of performance indicators to be approved by the Board for the financial year 2026/2027 period.

The proposed maximum remuneration package for Mr Pallas (assuming full at risk STI and LTI payments are realised) for the current financial year is set out below:

RELATED PARTY	FINANCIAL YEAR ENDING 30 JUNE 2027
Kevin Pallas	$ 1,198,887[1]

Notes:

1. Comprising salaries of $438,784, superannuation of $101,107, at risk cash bonus paid or accrued of up to $287,500 and at-risk share-based payments of $336,387.

Mr Pallas was previously issued and holds 76,000,000 options (currently 760,000 following a 1:100 share consolidation completed in August 2025) under the long-term incentive scheme. The terms of the 760,000 options, which vested immediately upon issuance are as follows:

- 380,000 have an exercise price of $0.52 and expire on 23 April 2027; and
- 380,000 have an exercise price of $1.04 and expire on 23 April 2028.

Mr Pallas was also issued 1,000,000 performance rights in July 2026 500,000 of the performance rights vested upon the achievement of readmission to trading of the Company's shares on the ASX and 500,000 vesting upon the Company's shares achieving a 5-day VWAP in excess of $2.

The Options and performance rights were issued for nil consideration.

The Company values the Tranche 1 Performance Rights at $164,800 on the basis of a Monte Carlo model (being a statistical simulation technique that uses random sampling of key assumptions (including share price volatility, risk-free interest rates and expected life of the Options) to generate a range of possible future share prices and associated probabilities) which values each instrument at $1.21. The valuation has been performed by an independent valuation expert. The key estimates in the valuation model include:

- Annual risk-free interest rate – 4%
- Annualised volatility – 100%; and
- Fair value of the company's share price - $3

The Company values the Tranches 2 and 3 of the Performance Rights at $300,000 each on the basis of valuation methodology as per AASB 2 Share-based payments. Given the Performance Rights vest based on a non-market vesting condition, the Company must estimate whether it is more or less than probable that the non-market vesting condition will be met prior to expiry. In the circumstance where it is estimated that vesting is more than probable, the fair value is equivalent to the Company's share price on the date of the grant multiplied by the number of performance rights. The share price on the date of grant is estimated to be $2.80 with reference to the latest close price quoted on the ASX platform at the date of approval of this notice of meeting.

The Board considers the grant of the Performance Rights to Mr Pallas to be a cost effective and efficient reward for the Company to appropriately incentivise Mr Pallas's past performance and continued performance, having regard to Mr Pallas's role, responsibilities, and contribution to the Company as well as market practices for executives in similar positions.

If Resolution 5 is passed, then the Company will be able to issue the Performance Rights to Mr Pallas.

If Resolution 5 is not passed, then the Company will not be able to proceed with the issue of the Performance Rights to Mr Pallas. The Company may have to consider alternative methods of providing remuneration to Mr Pallas such as further cash payments.

Details of any securities issued under the long-term incentive scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. A Summary of the key terms of the Employee Incentive Plan can be found in the appendix to this explanatory statement.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the long-term incentive scheme after Resolution 5 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

Voting exclusions apply in respect of Resolution 5 which are set out in the Notice above.

6.2. Section 208 of the Corporations Act

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a related party unless an exception to the prohibition as set out in sections 210 to 216 of the Corporations Act applies to that issue.

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As a director of the Company, Mr Pallas is a related party of the Company for the purposes of section 228(2) of the Corporations Act. The issue of the Performance Rights will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board considers that the grant of the Performance Rights to Mr Pallas constitutes reasonable remuneration within the meaning of section 211(1) of the Corporations Act as:

- the Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as Performance Rights, are used to supplement cash-based remuneration; and
- the granting of the performance rights package proposed is commensurate with market practice.

Accordingly, Shareholder approval is not required under section 208(1) of the Corporations Act.

6.3. Recommendation

Having regard to the points raised in section 6.1-6.2 above, Messrs Ellis and Elphinstone unanimously recommend that Shareholders **vote in favour** of Resolution 5.

7. Interpretation

For the purposes of interpreting the Explanatory Notes and the Notice:

(a) the singular includes the plural and vice versa;

(b) words importing any gender include the other genders;

(c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;

(d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Notes and the Notice;

(e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and

(f) reference to cents, $, A$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Andrew Bickley (andrewb@g6m.com.au) if they have any queries in respect of the matters set out in this Notice.

9. Registered Office

Group 6 Metals Limited ACN: 004 681 734

255 Grassy Harbour Road,

Grassy, TAS 7256

Email: andrewb@g6m.com.au

Web: www.g6m.com.au

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10. GLOSSARY

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** or **Meeting** means the annual general meeting to commence at 12:00pm AEDT on Tuesday 17 November 2026 and notified to the Company's Shareholders by this Notice.

Amended Plan means the amended Employee Incentive Plan as summarised in the Annexure to this Notice,

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time.

Board means the board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) as amended from time to time.

Company means Group 6 Metals Limited ACN 004 681 734.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Director means a director of the Company.

Eligible Employee has the meaning given to the term in the Annexure.

Employee Incentive Plan means the incentive plan of the Company.

Equity Securities has the meaning given in ASX Listing Rule 19.12.

Explanatory Notes means the notes included in the Notice which convened this meeting.

Group means the Company's group, including the Company and its wholly owned subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice means this notice of Annual General Meeting.

Ordinary Securities has the meaning given in ASX Listing Rule 19.12

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2026 and which is set out in the 2026 Annual Report.

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

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

Share Registry means the Company's share registry - Computershare Investor Services Pty Ltd ABN 48 078 279 277.

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11. Annexure: Summary of terms of Employee Incentive Plan

Eligibility	The Board may designate as an eligible participant a full-time or part-time employee (including an executive director), non-executive director, contractor or qualifying casual employee of a Group Company (**Employee**). An Employee is an eligible Employee for the purpose of the Plan when the Board determines the Employee is to be issued awards under the Plan (**Eligible Employee**). The Board may also offer Awards to a person conditional on that person becoming an Eligible Employee.
Form of equity	Awards of fully paid ordinary Shares, Options and Performance Rights may be made under the Plan. An Option confers the right to subscribe for one Share, subject to the satisfaction or waiver of any Option vesting conditions, the payment of the exercise price (if any) and otherwise in the manner required by the Board and specified in the offer. A Performance Right confers a conditional right to receive one Share, subject to the satisfaction or waiver of any Performance Right vesting conditions and the other requirements set out in the offer and the Plan.
Terms of award	The grant of an Award under the Plan is subject to the rules of the Plan and the terms of the relevant offer.
Exercise price	The exercise price (if any) for an Option or Performance Right is the amount determined by the Board and set out in, or determined in accordance with, the offer. It is the price payable on exercise of an Option or Performance Right to acquire the underlying Share.
Exercise	Subject to the satisfaction or waiver of any vesting conditions, a participant may exercise an Option or Performance Right at any time up to 5.00pm (WST) on the last exercise date by delivering to the Company Secretary the relevant certificate (or, if it has been lost or destroyed, a declaration and indemnity), a signed notice of exercise and payment of the exercise price (if any) in cleared funds. The Board may specify in an offer that Options or Performance Rights may be exercised using a cashless exercise facility, under which the exercise price is set off against the value of the Shares otherwise issuable and the participant receives the number of Shares representing the surplus value, rounded down to the nearest whole Share. Shares issued on exercise of an Option or Performance Right will rank equally with all existing Shares from the date of issue, except in relation to an entitlement with a record date before the date of issue of the relevant Share.
Change of control	If a Change of Control Event occurs (including an unconditional takeover bid, a court-sanctioned scheme, a merger resulting in existing shareholders holding 50% or less of the voting Shares in the resulting body, a sale of businesses or assets representing a majority in value of the Group's businesses or assets, or another change of control determined by the Board), the Board may, in its sole and absolute discretion and subject to the Listing Rules, determine how unvested Shares, Options and Performance Rights will be treated.
Lapse	Unless otherwise specified in the applicable vesting conditions or determined by the Board, an Unvested Share, Option or Performance Right lapses on the earlier of:

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	(a) the Board determining that an applicable vesting condition has not been satisfied or is not capable of being satisfied; (b) the day immediately following the last exercise date; or (c) the award lapsing under the cessation of employment, Change of Control Event, or breach, fraud or misconduct provisions. **Bad Leaver** If the Eligible Employee ceases employment due to resignation (other than due to a Special Circumstance), dismissal for cause or poor performance, or other circumstances determined by the Board to constitute the person a Bad Leaver, then, subject to the Listing Rules and the Corporations Act and unless the Board decides otherwise: (a) unvested Shares are forfeited; (b) unvested Options and Performance Rights lapse; and (c) vested Options and Performance Rights which have not been exercised lapse on cessation of employment. **Good Leaver** If the Eligible Employee ceases employment due to a Special Circumstance (total and permanent disablement, mental illness, redundancy, death or terminal illness), or otherwise for reasons that do not make the person a Bad Leaver, then, unless the Board decides otherwise: (a) unvested Shares are forfeited; (b) unvested Options and Performance Rights lapse; and (c) vested Options and Performance Rights which have not been exercised continue in force and remain exercisable until the last exercise date. The Board may determine a different treatment for unvested awards where employment ceases during the vesting period. Unvested Shares may also be forfeited, and Options and Performance Rights may lapse, for specified breach, fraud, misconduct or reputational events, or where the awards vested on the basis of incorrect information. If the Board becomes aware of an event indicating that applicable vesting conditions were not, or should not have been, satisfied, the Board may cancel affected Options or Performance Rights, forfeit affected Shares, require repayment of the after-tax value, or adjust the participant's current or future remuneration, incentives or participation in the Plan.
Share issues	**Participation in further issues** A participant holding Options or Performance Rights can only participate in a new issue of securities if: (a) the Options or Performance Rights have become exercisable; and (b) the participant exercises them and receives Shares before the record date for the new issue. If the Company makes a pro rata issue of Shares (other than a bonus issue), the exercise price of an Option or Performance Right will be reduced in accordance with the formula specified in the Listing Rules. If the Company makes a bonus issue, the number of underlying Shares will increase by the number of Shares the participant would have received if the Option or Performance Right had been exercised before the record date, without any adjustment to the exercise price.

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	Reconstructions If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return), the rights of a participant, including the number of Options or Performance Rights and the exercise price, will be adjusted to the extent necessary to comply with the Listing Rules. In a capital reconstruction, the Board may also adjust the number of Shares to be issued under an offer as it considers appropriate, subject to the Listing Rules.
Transfer of awards	Participants may not: (a) create a security interest in; or (b) sell, transfer, assign, novate, swap, declare a trust over, dispose of or otherwise deal with, an Option or Performance Right issued under the Plan. A purported dealing causes the relevant Option or Performance Right to lapse immediately. An assignment or transfer by operation of law following a participant's death to their legal personal representative is permitted. The offer may contain Share vesting conditions that restrict dealings in unvested Shares. The Company must refuse to register a paper-based transfer and apply a holding lock to enforce those restrictions, subject to the Listing Rules.
Dividends	The Board may determine whether a participant is entitled to dividends on unvested Shares and may require those dividends to be held in escrow until the Shares fully vest.
Voting rights	A participant has no right or interest in a Share underlying an Option or Performance Right until the Option or Performance Right is exercised, and the Share is issued. In respect of an Option or Performance Right, a participant is not entitled to receive dividends, vote, attend general meetings or otherwise exercise the rights of a shareholder.
Administration of the Plan	The Board administers the Plan, and its decision as to the interpretation, effect or application of the Plan rules is final. The Board may appoint any persons it considers desirable for the proper administration and management of the Plan and may delegate such authority as it considers necessary or desirable. The Board may make regulations and establish procedures for the administration and management of the Plan as appropriate.
Amendment	Subject to the Listing Rules, the Board may amend (including revoke, add to or vary) all or any provisions of the Plan by an instrument in writing without obtaining shareholder approval. The Board must not make an amendment that would reduce or adversely affect the rights or entitlements attached to a Share, Option or Performance Right granted before the date of the amendment unless the affected participant gives prior written approval.

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ABN 40 004 681 734

Need assistance?

Phone:
1300 265 043 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEDT) on Sunday, 15 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 189129

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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☐ **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 their broker of any changes.

Voting Form

Please mark ☒ to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

At the 2026 Annual General Meeting of Group 6 Metals Limited to be held as a virtual meeting on Tuesday, 17 November 2026 at 12:00pm (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Group 6 Metals Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Election of Director – Dale Elphinstone	☐	☐	☐
Resolution 3	Approval of Employee Incentive Plan	☐	☐	☐
Resolution 4	Renewal of proportional takeover provisions in Constitution	☐	☐	☐
Resolution 5	Approval of issue of Performance Rights to Executive Chairman Mr Kevin Pallas	☐	☐	☐

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /

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