ASX: OD6

Annual General Meeting Notice

Dear Shareholder,

OD6 Metals Limited (the **Company**) will be holding its annual general meeting of shareholders at 9:00am (WST) on 23 November 2026 (**Meeting**) at Level 1, 1 Alvan Street Subiaco 6008.

In accordance with the section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy. The Notice can be viewed online and downloaded via:

- the Company's website at https://www.od6metals.com.au/investors/asx-announcements/;
- the Company's ASX platform at https://www.asx.com.au/markets/company/OD6; or
- if the shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the shareholder's nominated email address.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Xcend Pty Ltd by:

Post to: Xcend Pty Ltd, PO Box R1905, Royal Exchange NSW 1225. Proxy votes may also be lodged online using the following link: https://investor.xcend.app/sha.

Your proxy voting instruction must be received by 9:00am (WST) on 21 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Xcend Pty Ltd on +61 (2) 8591 8509.

If any updates are required to be given in relation to the Meeting, the Company will advise Shareholders by way of announcement on ASX, and the details will also be made available on our website at www.od6metals.com.au.

The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed above.

OD6 Metals Ltd
ACN 654 839 602

Level 1, 1 Alvan Street, Subiaco WA 6008
PO Box 277, North Beach, WA 6920
PO Box 2009, Esperance, WA 6450

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OD6 Metals Limited

ACN 654 839 602

Notice of Annual General Meeting

Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

Time 9:00am (AWST)

Date Monday, 23 November 2026

Place Level 1,
1 Alvan Street
Subiaco WA 6010

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

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Notice of Annual General Meeting

Notice is given that the annual general meeting of OD6 Metals Limited ACN 654 839 602 (**Company**) will be held at 9:00am (AWST) on Monday, 23 November 2026 at Level 1, 1 Alvan Street, Subiaco WA 6010.

Agenda

Annual Report

To table and consider the Annual Report of the Company for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolutions

1 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2026."*

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

Voting Prohibition: In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member.

2 Resolution 2 – Election of Director – Dr Mitch Loan

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

> *"That, in accordance with Article 7.2 of the Constitution and for all other purposes, Dr Mitch Loan retires by rotation and, being eligible and offering himself for re-election, is re-elected as a Director as described in the Explanatory Statement."*

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3 Resolution 3 – Renewed approval of the Employee Securities Incentive Plan

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

> *"That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders re-approve the "OD6 Metals Employee Securities Incentive Plan" (**Plan**) and the issue of up to 35,000,000 Securities under the Plan, as described in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Plan, or any of their respective associates.

4 Resolution 4 – Approval to issue Incentive Options to Related Parties under the Plan

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

> *"That, subject to Resolution 3 being passed, for the purposes of Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the issue of Incentive Options to Directors (or their respective nominees) under the Employee Securities Incentive Plan as follows:*
>
> *(a) up to 3,000,000 Incentive Options to Mr Brett Hazelden;*
>
> *(b) up to 3,000,000 Incentive Options to Mr Piers Lewis; and*
>
> *(c) up to 3,000,000 Incentive Options to Dr Mitch Loan,*
>
> *as described in the Explanatory Statement."*

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in any employee incentive scheme of the Company or any of their respective associates.

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

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

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

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

5 Resolution 5 – Approval to issue Performance Rights to Related Parties under the Plan

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

> *"That, subject to Resolution 3 being passed, for the purposes of Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the issue of Performance Rights to Directors (or their respective nominees) under the Employee Securities Incentive Plan as follows:*
>
> *(a) up to 4,000,000 Performance Rights to Mr Brett Hazelden;*
>
> *(b) up to 1,000,000 Performance Rights to Mr Piers Lewis; and*
>
> *(c) up to 1,000,000 Performance Rights to Dr Mitch Loan,*
>
> *as described in the Explanatory Statement."*

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in any employee incentive scheme of the Company or any of their respective associates.

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

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

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

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

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6 Resolution 6 – Approval of the Additional 10% Placement Capacity

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

> *"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution if, at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the Additional 10% Placement Capacity, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, an issue under the Additional 10% Placement Capacity (except a benefit solely by reason of being a holder of Shares) or any associate of those persons.

7 Resolution 7 – Re-insertion of Proportional Takeover Bid Approval Provisions

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

> *"That, pursuant to and in accordance with sections 648G(4) and 136(2) of the Corporations Act and for all other purposes, Shareholders approve the Company modifying its Constitution by re-inserting the proportional takeover bid approval provisions contained in clauses 5.5 to 5.10 of the Constitution for a period of 3 years from the date of approval of this Resolution."*

8 Resolution 8 – Change of name to "Adaven Limited"

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

> *"That, pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Adaven Limited" with effect from the date that ASIC alters the details of the Company's registration."*

9 Resolutions 9(a) and (b) – Ratification of agreement to issue Placement Shares to Placement Participants

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of or agreement to issue 72,842,106 Shares at $0.095 each to raise approximately $6.9 million (before costs) on or around 12 October 2026 under the Placement as follows:*
>
> *(a) 43,384,443 Shares under Listing Rule 7.1; and*

(b) 29,457,663 Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of Resolutions 9(a) and 9(b) by or on behalf of any person who participated in the issue of Placement Shares (including the persons named as "material investors" in Section 10.3(a) of the Explanatory Statement), or any of their respective associates).

10 Resolution 10 – Approval to issue JLM Options to Joint Lead Managers

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of 12,000,000 JLM Options to the Joint Lead Managers (or their respective nominees) as partial consideration for lead manager services with respect to the Placement, as described in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Joint Lead Managers (and/or their respective nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of JLM Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Voting exclusions and exceptions

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

Resolution	Exceptions
1, 4(a) to (c) and 5(a) to (c)	A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
3, 4(a) to (c), 5(a) to (c), 6, 9(a), 9(b) and 10	The voting exclusion does not apply to a vote cast in favour of the Resolution by:

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	(a)	a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
	(b)	the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
	(c)	a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
		(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
		(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 5:00pm (AWST) on 21 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

(a) Votes at the Meeting may be given personally or by proxy, attorney or representative.

(b) A proxy need not be a Shareholder of the Company.

(c) The Proxy Form sent with this Notice should be used for the Meeting.

(d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

(e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.

(f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.

(g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a

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corporate representative.

(h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.

(i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolutions 1, 4(a) to (c) and 5(a) to (c) unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.

(j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolutions 1, 4(a) to (c) and 5(a) to (c).

(k) If a Shareholder intends to appoint the Chair as its proxy for Resolutions 1, 4(a) to (c) and 5(a) to (c), the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolutions 1, 4(a) to (c) and 5(a) to (c) (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolutions 1, 4(a) to (c) and 5(a) to (c) even though it is connected to the remuneration of a member of the Key Management Personnel.

(l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Computershare:

(i) by post to GPO Box 242, Melbourne VIC 3001; or

(ii) online by visiting www.investorvote.com.au.

so that they are received no later than 48 hours before the commencement of the Meeting.

(m) The Chair intends to exercise all available proxies in favour of ***all*** Resolutions, unless the Shareholder has expressly indicated a different voting intention.

(n) If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1, 4(a) to (c) and 5(a) to (c) by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Document availability

In accordance with section 110D of the Corporations Act, this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

(a) the Company's website at https://www.od6metals.com.au/investors/asx-announcements/;

(b) the Company's ASX platform at https://www.asx.com.au/markets/company/OD6; or

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(c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Joel Ives
Company Secretary

8 October 2026

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Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

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

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

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

1 Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.od6metals.com.au;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of 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 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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2 Resolution 1 – Remuneration Report

2.1 Overview

Subsection 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

2.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

2.4 Board recommendation

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

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3 Resolution 2 – Election of Director – Dr Mitch Loan

3.1 General

Article 7.2(b) of the Constitution requires that there is an election of Directors at each annual general meeting of the Company. If no person or Director is standing for election or re-election in accordance with other Articles of the Constitution, Article 7.2(b)(iv) provides that any director who wishes to may retire and stand for re-election. Otherwise, the person who has been a Director the longest without re-election must retire and stand for re-election. If 2 or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Dr Mitch Loan was last elected as a non-executive Director on 27 November 2024 and has held office the longest since being last elected. Accordingly, Dr Loan retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

Resolution 2 is an ordinary resolution.

3.2 Dr Mitch Loan

Dr Loan is a mining executive with over 20 years of experience in operational, commercial, strategy, stakeholder management, governance, technical and corporate development across the minerals industry. Dr Loan is currently the Global Director of Strategy and Business Development of Alcoa of Australia.

Dr Loan has not held directorships with any other listed companies in the past 3 years.

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

The Board considers Dr Loan to be an independent director, notwithstanding that Dr Loan (together with his associates) holds 1,333,333 Shares and 4,466,667 options (with varying exercise prices and expiry dates). The Board considers that the number of Shares and options held by Dr Loan and his associates will not interfere, or reasonably be seen to interfere, with Dr Loan's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

3.3 Board recommendation

The Board (excluding Dr Loan who has an interest in the outcome of Resolution 2) recommends that Shareholders vote in favour of Resolution 2, due to Dr Loan's extensive experience which is relevant to the Company's phase of growth, strong leadership and focus on delivering shareholder returns.

4 Resolution 3 – Renewed approval of the Employee Securities Incentive Plan

4.1 General

The Company considers that it is desirable to maintain an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

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Resolution 3 seeks Shareholders' renewed approval for the adoption of the "OD6 Metals Employee Securities Incentive Plan" (**Plan**) in accordance with Listing Rule 7.2 exception 13(b), together with approval for the issue of up to 35,000,000 Securities under the Plan.

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 3 is an ordinary resolution.

The Directors decline to make a recommendation in relation to Resolution 3 due to their material personal interest in the outcome of the Resolution.

4.2 Listing Rules 7.1 and 7.2, exception 13(b)

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1. Any Equity Securities issued under the Plan will reduce the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolution 4 for the issue of Incentive Options to the Directors pursuant to the Plan.

4.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) the material terms of the Plan are summarised in Schedule 1;

(b) since the Plan was last approved by Shareholders on 22 October 2025, 20,500,000 Equity Securities have been issued under the terms of the Plan; and

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(c) the maximum number of Equity Securities available to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b) is 35,000,000 (representing 9.52% of the Shares on issue at the date of this Notice), subject to adjustment in the event of an alteration in capital and further subject to the applicable rules and regulations of all regulatory authorities to which the Company is subject, including ASX. This means that the Company may issue up to 35,000,000 Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b); and

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

5 Resolution 4 – Approval to issue Incentive Options to Related Parties under the Plan

5.1 General

The Company is proposing, subject to obtaining Shareholder approval and the renewed approval of the Plan (refer to Resolution 3), to issue up to a total of 9,000,000 Incentive Options (on the terms set out in Schedule 2 to Directors Mr Brett Hazelden, Mr Piers Lewis and Dr Mitch Loan (**Related Parties**), or their respective nominees, as follows:

Related Party	Class A Incentive Option	Class B Incentive Option	Total
Mr Brett Hazelden	1,500,000	1,500,000	**3,000,000**
Mr Piers Lewis	1,500,000	1,500,000	**3,000,000**
Dr Mitch Loan	1,500,000	1,500,000	**3,000,000**
Total	**4,500,000**	**4,500,000**	**9,000,000**

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

The Incentive Options are to be issued under the terms of the Plan, the terms of which are summarised in Schedule 1.

Subject to adoption of the Plan (refer to Resolution 3), Resolutions 4(a) to (c) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to a total of 9,000,000 Incentive Options under the Plan to the Related Parties (or their respective nominees).

Resolutions 4(a) to (c) (inclusive) are ordinary resolutions. Resolutions 4(a) to (c) are conditional on Shareholders approving Resolution 3, failing which Resolutions 4(a) to (c) will not be put to the Meeting.

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The Directors decline to make a recommendation to Shareholders in relation to Resolutions 4(a) to (c) (inclusive) due to the material personal interests of the Related Parties in the outcome of those Resolutions.

5.2 Section 195(4) of the Corporations Act

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

A Director does not have a material personal interest in Resolutions 4(a) to (c) other than in respect of the relevant Resolution to issue Incentive Options to that Director. However, in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest, the Directors have not considered whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions, and as it is proposed that Incentive Options be issued to all Directors, they are unable to form a quorum at Board level to make a determination on whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions.

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

5.3 Listing Rule 10.14

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, Equity Securities under an employee incentive scheme to:

(a) a director of the entity (Listing Rule 10.14.1);

(b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); or

(c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

If Resolutions 4(a) to (c) are passed, the Company will be able to proceed with the issue of the Incentive Options to the Related Parties (or their respective nominees) and the Related Parties will be remunerated accordingly.

If Resolutions 4(a) to (c) are not passed, the Company will not be able to proceed with the issue of the Incentive Options to the Related Parties (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

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5.4 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Incentive Options:

(a) the Incentive Options will be issued under the Plan to Brett Hazelden, Piers Lewis and Mitch Loan (or their respective nominees), each of whom is a Director of the Company;

(b) each of the Related Parties is a Director and falls within the category stipulated by Listing Rule 10.14.1. In the event that the Incentive Options are issued to a nominee of the Related Parties, that person will fall into the category stipulated by Listing Rule 10.14.2;

(c) a maximum of 9,000,000 Incentive Options will be issued to the Related Parties (or their nominees), in the proportions set out in section 5.1**;**

(d) the current total remuneration package for each Director is set out below:

Remuneration (per annum) [1]	Brett Hazelden	Piers Lewis	Mitch Loan
Salary and fees	320,000	56,000	46,000
Incentive payments	-	-	-
Leave entitlements	Statutory	N/A	N/A
Superannuation	Statutory	Statutory	Statutory
Share-based payments[2]	597,856	510,888	408,711

Notes:

1 For the year ended 30 June 2026.

2 The value of Incentive Options, the subject of Resolutions 4(a) to (c), are not reflected above.

(e) since the Plan was approved by Shareholders at the 2025 annual general meeting held on 22 October 2025[1]:

(i) Mr Hazelden has received 7,500,000 Securities under the Plan at an average acquisition price of $0;

(ii) Mr Lewis has received 5,000,000 Securities under the Plan at an average acquisition price of $0; and

(iii) Dr Loan has received 4,000,000 Securities under the Plan at an average acquisition price of $0;

[1] Since the Company's IPO in June 2022 (and inclusive of IPO Incentive packages), Mr Hazelden has been issued 11,500,000 Securities, Mr Lewis has been issued 5,250,000 Securities and Mr Loan has been issued 4,250,000 Securities, under the Plan.

(f) the Incentive Options:

(i) are subject to the material terms summarised in Schedule 2;

(ii) are being issued as a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors and is considered by the Board to be consistent with the strategic goals and targets of the Company; and

(iii) the current value that the Company attributes to each Class A Incentive Option is $0.064 and each Class B Incentive Option is $0.058 with the total value for each Director being:

(A) for Mr Hazelden: $183,000

(B) for Mr Lewis: $183,000 ; and

(C) for Dr Loan: $183,000.

The valuation of the Incentive Options is based on the Black & Scholes valuation model as set out below.

Item	Class A Incentive Options[1]	Class B Incentive Options[1]
Valuation date	2 October 2026	2 October 2026
Spot Share price	$0.11	$0.11
Exercise Price	$0.15	$0.20
Assumed Expiry Date	2 October 2029	2 October 2029
Expected future volatility	100%	100%
Risk free rate	5%	5%
Dividend yield	Nil	Nil

Notes:

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

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(g) the Incentive Options will be issued no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(h) the Incentive Options will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;

(i) a summary of the material terms of the Plan is detailed in Schedule 1;

(j) no loan will be provided to the Related Parties in relation to the issue of the Incentive Options;

(k) details of any Securities issued under the Plan will be published in the Company's annual report 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. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule; and

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

5.5 Chapter 2E of the Corporations Act

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

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

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

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Incentive Options proposed to be issued to the Related Parties pursuant to each of the resolutions which form part of Resolutions 4.

5.6 Information requirements for Chapter 2E of the Corporations Act

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

(a) **Identity of the related parties to whom Resolutions 4(a) to (c) (inclusive) permit financial benefits to be given**

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

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(b) **Nature of the financial benefit**

Resolutions 4(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the Incentive Options in the amounts specified in section 5.1 above to the Related Parties or their nominees. The Incentive Options are to be issued in accordance with the Plan and otherwise on the terms and conditions in Schedule 2.

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

(c) **Valuation of financial benefit**

The Company has calculated a value of $0.064 for each Class A Incentive Option and $0.058 for each Class B Incentive Option using the Black & Scholes valuation model and the assumptions and inputs set out in section 5.4(f)(iii).

Accordingly, the indicative value of the financial benefits to be given to the Related Parties under each of the resolutions which form part of Resolution 4 are set out below:

(i) for Mr Hazelden: $183,000;

(ii) for Mr Lewis: $183,000; and

(iii) for Dr Loan: $183,000.

(d) **Remuneration of Related Parties**

The total annual remuneration arrangements current for each of the Related Parties is set out in section 5.4(d) above.

(e) **Existing relevant interests**

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

Related Party	Shares	Options	Performance Rights
Brett Hazelden[1]	3,541,232	8,500,000	1,000,000
Piers Lewis[2]	4,598,754	5,300,000	Nil
Mitch Loan[3]	1,333,333	4,466,667	Nil

Notes:

1 Consisting of 1,500,000 Shares, 1,000,000 incentive options with an exercise price of $0.27 and expiry of 7 December 2026, 1,000,000 Class C MD performance rights, 4,500,000 incentive options exercisable at $0.10 expiring 30 October 2028 and 3,000,000 incentive options ($0.10 exercise price and expiry of 30 April 2028) held by Hazelden Corporate Pty Ltd <Hazelden Investment A/C> and 2,041,232 Shares held by Brett William Hazelden and Tanya Phyllis Hazelden <Bozden Super Fund A/C>.

2 Consisting of 2,537,487 Shares, 300,000 incentive options with an exercise price of $0.27 and expiry of 7 December 2026, 2,500,000 incentive options exercisable at $0.10 expiring 30 October 2028 and 2,500,000 incentive options ($0.10 exercise price and expiry of 30 April 2028) held by Cranley Consulting Pty Ltd <Cranley Consulting A/C>, an

entity controlled by Mr Lewis, 1,211,267 Shares held by Angora Blue Pty Ltd, an entity controlled by Mr Lewis and 850,000 Shares held by Les Go Pty Ltd <Magic Dust A/C>, an entity controlled by Mr Lewis.

3 Consisting of 1,333,333 Shares, 300,000 incentive options with an exercise price of $0.27 and expiry of 7 December 2026, 166,667 Options with an exercise price of $0.065 and expiry date of 7 May 2028, 2,000,000 incentive options exercisable at $0.10 expiring 30 October 2028 and 2,000,000 incentive options ($0.10 exercise price and expiry of 30 April 2028) held by Sebatu Capital Pty Ltd <MNM A/C>, an entity controlled by Dr Loan.

Assuming that each of the resolutions which form part of Resolution 4 are approved by Shareholders, all of the Incentive Options are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Parties in the Company would be as follows:

(i) Mr Hazelden's interest would represent approximately 1.7% of the Company's expanded capital;

(ii) Mr Lewis' interest would represent approximately 2.02% of the Company's expanded capital; and

(iii) Dr Loan's interest would represent approximately 1.15% of the Company's expanded capital.

(f) **Trading history**

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

Highest: $0.205 per Share on 22 April 2026.

Lowest: $0.05 per Share on 6, 9 and 10 February 2026.

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was $0.098 per Share on 6 October 2026.

(g) **Dilution**

If all of the Incentive Options to be issued under each of the Resolutions which form part of Resolution 4 are exercised into Shares, and no other Equity Securities are issued or exercised, then Shareholders would be diluted by approximately 2.45%.

(h) **Corporate governance**

The Board acknowledges the grant of the Incentive Options to each Related Party is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Incentive Options to each Related Party is reasonable in the circumstances for the reasons set out in section 5.1.

(i) **Taxation consequences**

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

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(j) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to each of the Resolutions which form part of Resolution 4 due to their material personal interests in the outcome of the Resolutions.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of the Resolutions which form part of Resolution 4.

6 Resolution 5 – Approval to issue Performance Rights to Related Parties under the Plan

6.1 General

The Company is proposing, subject to obtaining Shareholder approval and the renewed approval of the Plan (refer to Resolution 3), to issue up to a total of 6,000,000 Performance Rights (on the terms set out in Schedule 3 to Directors Mr Brett Hazelden, Mr Piers Lewis and Dr Mitch Loan (**Related Parties**), or their respective nominees, as follows:

Related Party	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Total
Mr Brett Hazelden	1,000,000	2,000,000	1,000,000	**4,000,000**
Mr Piers Lewis	Nil	1,000,000	Nil	**1,000,000**
Dr Mitch Loan	Nil	1,000,000	Nil	**1,000,000**
Total	**1,000,000**	**4,000,000**	**1,000,000**	**6,000,000**

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

The Performance Rights are to be issued under the terms of the Plan, the terms of which are summarised in Schedule 1.

Subject to adoption of the Plan (refer to Resolution 3), Resolutions 5(a) to (c) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to a total of 6,000,000 Performance Rights under the Plan to the Related Parties (or their respective nominees).

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Resolutions 5(a) to (c) (inclusive) are ordinary resolutions. Resolutions 5(a) to (c) are conditional on Shareholders approving Resolution 3, failing which Resolutions 5(a) to (c) will not be put to the Meeting.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 5(a) to (c) (inclusive) due to the material personal interests of the Related Parties in the outcome of those Resolutions.

6.2 Section 195(4) of the Corporations Act

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

A Director does not have a material personal interest in Resolutions 5(a) to (c) other than in respect of the relevant Resolution to issue Performance Rights to that Director. However, in the interests of good corporate practice consistent with ASIC Regulatory Guide 76 (Table 2) for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest, the Directors have not considered whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions, and as it is proposed that Performance Rights be issued to all Directors, they are unable to form a quorum at Board level to make a determination on whether an exception set out in sections 210 to 216 of the Corporations Act applies to these Resolutions.

Therefore, the Board has determined in accordance with section 195(4) of the Corporations Act to seek approval for the purposes of Chapter 2E of the Corporations Act in respect of the Performance Rights proposed to be issued to the Related Parties pursuant to each of the resolutions which form part of Resolution 5.

6.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in section 5.3.

If Resolutions 5(a) to (c) are passed, the Company will be able to proceed with the issue of the Performance Rights to the Related Parties (or their respective nominees) and the Related Parties will be remunerated accordingly.

If Resolutions 5(a) to (c) are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Related Parties (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

6.4 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

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(a) the Performance Rights will be issued under the Plan to Brett Hazelden, Piers Lewis and Mitch Loan (or their respective nominees), each of whom is a Director of the Company;

(b) each of the Related Parties is a Director and falls within the category stipulated by Listing Rule 10.14.1. In the event that the Performance Rights are issued to a nominee of the Related Parties, that person will fall into the category stipulated by Listing Rule 10.14.2;

(c) a maximum of 6,000,000 Performance Rights will be issued to the Related Parties (or their nominees), in the proportions set out in section 6.1**;**

(d) the current total remuneration package for each Director is set out in section 5.4(d);

(e) the number of Securities received and average acquisition price paid by each Related Party since the Plan was approved by Shareholders at the 2025 annual general meeting held on 22 October 2025 is set out in section 5.4(e);

(f) the Performance Rights:

(i) are subject to the material terms summarised in Schedule 3;

(ii) are being issued as a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors and is considered by the Board to be consistent with the strategic goals and targets of the Company; and

(iii) the current value that the Company attributes to each Performance Right is $ with the total value for each Director being:

(A) for Mr Hazelden: $110,000

(B) for Mr Lewis: $27,500; and

(C) for Dr Loan: $27,500 .

The valuation of the Performance Rights is based on the closing price on 12 October 2026, being $0.11, and a 25% probability of meeting the vesting conditions;

(g) the Performance Rights will be issued no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(h) the Performance Rights will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;

(i) a summary of the material terms of the Plan is detailed in Schedule 1;

(j) no loan will be provided to the Related Parties in relation to the issue of the Performance Rights;

(k) details of any Securities issued under the Plan will be published in the Company's annual report 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. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities

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under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule; and

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

6.5 Chapter 2E of the Corporations Act

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

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

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

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Performance Rights proposed to be issued to the Related Parties pursuant to each of the resolutions which form part of Resolution 5.

6.6 Information requirements for Chapter 2E of the Corporations Act

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

(a) **Identity of the related parties to whom Resolutions 5(a) to (c) (inclusive) permit financial benefits to be given**

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

(b) **Nature of the financial benefit**

Resolutions 5(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the Performance Rights in the amounts specified in section 6.1 above to the Related Parties or their nominees. The Performance Rights are to be issued in accordance with the Plan and otherwise on the terms and conditions in Schedule 3.

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

(c) **Valuation of financial benefit**

The Company has calculated a value of $0.0275 for each Performance Right as set out in section 6.4(f)(iii).

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Accordingly, the indicative value of the financial benefits to be given to the Related Parties under each of the resolutions which form part of Resolution 5 are set out below:

(i) for Mr Hazelden: $110,000;

(ii) for Mr Lewis: $27,500; and

(iii) for Dr Loan: $27,500.

(d) **Remuneration of Related Parties**

The total annual remuneration arrangements current for each of the Related Parties is set out in section 5.4(d) above.

(e) **Existing relevant interests**

The relevant interests in Equity Securities of the Company held by each of the Related Parties as at the date of this Notice is set out in section 5.6(e).

Assuming that each of the resolutions which form part of Resolution 5 are approved by Shareholders, all of the Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Parties in the Company would be as follows:

(i) Mr Hazelden's interest would represent approximately 2.02% of the Company's expanded capital;

(ii) Mr Lewis' interest would represent approximately 1.5% of the Company's expanded capital; and

(iii) Dr Loan's interest would represent approximately 0.62% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice and the latest available closing market sale price of the Shares on ASX prior to the date of this Notice are set out in section 5.6(f).

(g) **Dilution**

If all of the Performance Rights to be issued under each of the Resolutions which form part of Resolution 5 are exercised into Shares, and no other Equity Securities are issued or exercised, then Shareholders would be diluted by approximately 1.63%.

(h) **Corporate governance**

The Board acknowledges the grant of the Performance Rights to each Related Party is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Performance Rights to each Related Party is reasonable in the circumstances for the reasons set out in section 6.1.

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(i) **Taxation consequences**

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

(j) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to each of the Resolutions which form part of Resolution 5 due to their material personal interests in the outcome of the Resolutions.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of the Resolutions which form part of Resolution 5.

7 Resolution 6 – Approval of the Additional 10% Placement Capacity

7.1 General

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under Resolution 6 to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

Resolution 6 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 7.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 6 is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

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

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7.2 Listing Rule 7.1A

(a) **Eligible Entity**

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than $300 million. The Company has a market capitalisation of $36.04 million and is currently an 'eligible entity'.

(b) **Special resolution**

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(c) **Type of Securities which may be issued**

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

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities, being Shares (ASX: OD6) and Options with an exercise price of $0.10 and expiring 30 April 2028 (ASX: OD6O).

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 6**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the Additional 10% Placement Capacity:

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

(i) the date that is 12 months after the Meeting;

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

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(iii) the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (change involving main undertaking),

(**Additional 10% Placement Period**).

(b) **Minimum issue price**

The issue price of Equity Securities issued under the Additional 10% Placement Capacity must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the issue price is agreed for Equity Securities; or

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

(**Minimum Issue Price**).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

(i) general working capital expenses;

(ii) activities associated with its current assets, including exploration expenditure on the Company's projects;

(iii) repayment of debt; and

(iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

(i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule 7.1A (i.e. the date of the Meeting); and

(ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised from the issue of the Equity Securities.

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The table below illustrates:

(i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);

(ii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

(iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 6 October 2026.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	**Issue price per Share**			
		$0.049 (50% decrease)	**$0.098 (current)**	**$0.147 (50% increase)**
367,704,457 (current)	**Shares issued – 10% voting dilution**	36,770,446	36,770,446	36,770,446
	Funds raised	$1,801,752	$3,603,504	$5,405,256
551,556,686 (50% increase)	**Shares issued – 10% voting dilution**	55,155,669	55,155,669	55,155,669
	Funds raised	$2,702,628	$5,405,256	$8,107,883
735,408,914 (100% increase)	**Shares issued – 10% voting dilution**	73,540,891	73,540,891	73,540,891
	Funds raised	$3,603,504	$7,207,007	$10,810,511

Notes:

1 There are currently 367,704,457 Shares on issue.

2 The issue price used is the closing price of the Shares on the ASX on 6 October 2026, being $0.098.

3 The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.

4 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes new Options, it is assumed that those new Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

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5 The calculations do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

6 This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

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

(e) **Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

(i) prevailing market conditions;

(ii) the purpose for the issue of the Equity Securities;

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

(iv) impacts of the placement on control;

(v) other methods of raising capital; and

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

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

(f) **Previous approval and issues under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 22 October 2025.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 49,698,389 Shares under Listing Rule 7.1A.2 (noting that 20,240,726 Shares were ratified by Shareholders pursuant to Listing Rule 7.4 on 22 April 2026, with 29,457,663 Shares being the subject of Resolution 9(b)). This represents 24.87% of the total number of Shares on issue at the commencement of that 12-month period.

Details of each issue of or agreement to issue Equity Securities under Listing Rule 7.1A.2 by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 4.

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to

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participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8 Resolution 7 – Re-insertion of Proportional Takeover Bid Approval Provisions

8.1 General

The Company's Constitution contains proportional takeover bid approval provisions (**PTBA Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after 3 years from adoption or renewal and may then be renewed. The PTBA Provisions in the current Constitution expired on 8 March 2025 and have ceased to apply since that date.

Resolution 7 seeks the approval of Shareholders to modify the Constitution by re-inserting the PTBA Provisions for a further 3 years under sections 648G(4) and 136(2) of the Corporations Act. The proposed PTBA Provisions set out in Schedule 5 are identical to those previously contained in clause 5.5 to 5.10 of the Constitution.

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

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

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

8.2 Information required by section 648G of the Corporations Act

(a) **What is a proportional takeover bid?**

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

(b) **Effect of renewal**

If re-inserted, under clauses 5.5 to 5.10 of the Constitution if a PT Bid is made to Shareholders of the Company, the board of the Company is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 15 days before the offer under the PT Bid closes.

The resolution is taken to have been passed if a majority of Securities voted at the meeting, excluding the Securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 15 days before the close of the PT Bid, the resolution is deemed to have been passed. Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of Securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

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The Directors consider that Shareholders should have the opportunity to re-insert the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company.

Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the PTBA Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

(c) **No knowledge of present acquisition proposals**

As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

(d) **Potential advantages and disadvantages**

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders reinserting the PTBA Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this section.

On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the re-insertion of the PTBA Provisions is in the interest of Shareholders.

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9 Resolution 8 – Change of name to “Adaven Limited”

9.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 8 seeks the approval of Shareholders for the Company to change its name to "Adaven Limited".

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.2 Rationale for proposed change

The Board proposes the change of name to "Adaven Limited" on the basis that it reflects the significant evolution of the Company and its increasing focus on the Quinn Fluorspar Project in Nevada, USA, alongside its existing Australian critical minerals portfolio. The name Adaven is derived from “Nevada” spelt in reverse, providing a distinctive connection to the location of the Company’s Quinn Fluorspar Project while establishing a broader corporate identity capable of supporting the Company's longer-term critical minerals strategy.

In connection with the change of Company name, the Company's ASX code is also proposed to change from "OD6" to "ADA".

9.3 Effect of approval of the Resolution

The proposed name has been reserved by the Company with ASIC prior to the date of this Notice and if Resolution 8 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

9.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

10 Resolutions 9(a) and (b) – Ratification of agreement to issue Placement Shares to Placement Participants

10.1 General

On 5 October 2026, the Company announced that it had received binding commitments for a placement to raise approximately $6.92 million before costs (**Placement**) by the issue of Shares at $0.095 each (**Placement Shares**). On 12 October 2026, the Company issued a total of 72,842,106 Placement Shares to unrelated sophisticated and professional investors (**Placement Participants**) using the Company's placement capacity under Listing Rules 7.1 and 7.1A as follows:

(a) 43,384,443 Placement Shares were issued using the Company's placement capacity under Listing Rules 7.1 (which the Company is seeking to ratify pursuant to Resolution 9(a)); and

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(b) 29,457,663 Placement Shares were issued using the Company's additional placement capacity under Listing Rule 7.1A (which the Company is seeking to ratify pursuant to Resolution 9(b)).

Resolutions 9(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Placement Shares.

Resolutions 9(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 9(a) and (b).

10.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 22 October 2025.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the issue of or agreement to issue securities pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 9(a) and (b) seek shareholder approval for the issue of or agreement to issue the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 9(a) is passed, the issue of 43,384,443 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares (being 12 October 2026).

If Resolution 9(a) is not passed, the 43,384,443 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 9(b) is passed, the issue of 29,457,663 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 9(b) is not passed, the 29,457,663 Placement Shares will be included in calculating the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

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10.3 Specific information required by Listing Rule 7.5

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

(a) the Placement Shares were issued to the Placement Participants, none of whom are a related party of the Company. Investors were identified through a bookbuild process and selected by the Company, in consultation with the Joint Lead Managers, based on existing shareholdings in the Company, investor demand, investment profile and experience in the critical minerals sector. Of the Placement Participants, the following parties are "material investors" as per ASX Guidance Note 21, sections 7.2 to 7.4:

(i) Mark Hanlon, a substantial shareholder of the Company, who was issued 4,210,526 Placement Shares.

No other Placement Participants are considered to be “material investors” for the purposes of ASX Guidance Note 21, sections 7.2 to 7.4;

(b) the Company issued a total of 72,842,106 Placement Shares as follows:

(i) 43,384,443 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and

(ii) 29,457,663 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;

(c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the Placement Shares were issued on 12 October 2026;

(e) a total of 72,631,579 Placement Shares were issued at $0.095 per Placement Share;

(f) the proceeds from the issue of the Placement Shares will be applied to the Company’s maiden drilling and bulk sampling program at the Quinn Fluorspar Project and related activities, including:

(i) Quinn maiden drilling program, including drill pad and access construction, drilling and assaying (upon receipt of USFS approval);

(ii) Quinn bulk sampling and metallurgical testwork, including ore sorting and beneficiation;

(iii) Resource definition, geological modelling and progression towards a maiden JORC Mineral Resource Estimate;

(iv) ongoing Permitting and ancillary approvals;

(v) cash component of the deferred consideration payable under the Quinn acquisition agreement;

(vi) evaluation and potential acquisition of additional fluorspar and critical minerals projects consistent with the Company's strategy;

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(vii) costs and expenses of the Placement; and

(viii) general working capital.;

(g) the material terms on which the Placement Shares were issued are set out in section 10.1; and

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

11 Resolution 10 – Approval to issue JLM Options to Joint Lead Manager

11.1 General

On or about 30 September 2026, the Company entered into an agreement with Petra Capital Pty Limited (ACN 110 952 782) (**Petra Capital**), GBA Capital Pty Limited (ACN 643 039 123) (**GBA**) and Euroz Hartleys Limited (ACN 104 195 057) (**Euroz**) (Petra Capital, GBA and Euroz, together the **Joint Lead Managers** or **JLMs**) for the provision of lead manager services to the Company in connection with the Placement (**Lead Manager Mandate**).

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

(a) (**Term**): The Lead Manager Mandate commenced on 30 September 2026 and will terminate on the later of the conclusion of the issue of all Placement Shares and JLM Options under the Placement and 30 November 2026.

(b) (**Services**): The services to be provided by the JLMs to the Company in connection with the Lead Manager Mandate include (but are not limited to) the following:

(i) lead managing and marketing the Placement; and

(ii) liaising with the Company to agree an allocation of Placement Shares under the Placement.

(c) (**Lead Manager Fees**)**:** The Company agreed to pay the JLMs (or their respective nominees) the following fees in connection with the Placement:

(i) 4% cash capital raising fee (plus GST) on the Gross Proceeds raised by investors under the Placement;

(ii) 2% management fee (plus GST) on the Gross Proceeds from all investors under the Placement; and

(iii) 12,000,000 JLM Options on the terms and conditions set out in Schedule 6,

where "**Gross Proceeds**" means the gross amount raised under the Placement excluding proceeds raised from investors introduced by the Company under a chairman's list (being in the amount of $614,500 for the Placement). The above fees and JLM Options are to be divided between Petra Capital, GBA and Euroz in thirds.

(d) (**Expenses**): The Company has agreed to reimburse the JLMs for expenses incurred in connection with the Lead Manager Mandate and the Placement.

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

Resolution 10 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 12,000,000 JLM Options to the JLMs (or their respective nominees) as part consideration for the JLMs acting as joint lead managers to the Placement.

Resolution 10 is an ordinary resolution.

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

11.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in section 10.2 above.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the JLM Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 10 will be to allow the Company to issue 12,000,000 JLM Options to the JLMs during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed to issue the 12,000,000 JLM Options to the JLMs and the Company will need to pay the JLMs the value of the JLM Options (as determined as at the date of the Meeting) in cash within 5 Business Days of the Meeting.

11.3 Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the JLM Options to the JLMs:

(a) the JLM Options will be issued to the JLMs (or their respective nominees) pursuant to the Lead Manager Mandate;

(b) the maximum number of JLM Options that the Company proposes to issue to the JLMs (or their respective nominees) is 12,000,000 JLM Options;

(c) the JLM Options are exercisable at $0.133 each on or before the date that is 36 months from the date of issue. The JLM Options will otherwise be issued on the terms and conditions set out in Schedule 6;

(d) the JLM Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the JLM Options will be issued for nil cash consideration as part consideration for lead management services provided by the JLMs to the Company in connection with the Placement;

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(f) no funds will be raised from the issue of the JLM Options as the JLM Options will be issued as part consideration for lead management services provided by the JLMs to the Company in connection with the Placement;

(g) the JLM Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement is set out in section 11.1; and

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

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Definitions

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

$ or A$ means Australian Dollars.

Additional 10% Placement Capacity has the meaning given in section 7.1.

Additional 10% Placement Period has the meaning given in section 7.3(a).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

Auditor's Report means the auditor's report on the Financial Report.

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

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

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

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

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

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Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Incentive Option means an Option on the terms set out in Schedule 2.

JLM or **Joint Lead Managers** has the meaning in section 11.1.

JLM Option means an Option on the terms set out in Schedule 6.

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company or, if the Company is part of a consolidated entity, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning in section 11.1.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of annual general meeting.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Performance Right means a performance right on the terms set out in Schedule 3.

Placement has the meaning in section 10.1.

Placement Participants means the non-related sophisticated and professional investors that participated in the Placement.

Placement Share has the meaning in section 10.1.

Plan means the Company's Employee Securities Incentive Plan which is the subject of Resolution 3, a summary of which is set out in Schedule 1.

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

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

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

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

Shareholder means the holder of a Share.

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VWAP means volume weighted average market price.

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Schedule 1 – Summary of the Plan

A summary of the key terms of the Plan is set out below:

1 (**Purpose of Plan**): The purpose of the Plan is to:

(a) assist in the reward, retention and motivation of Eligible Participants;

(b) link the reward of Eligible Participants to Shareholder value creation; and

(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Related Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Awards (being securities exercisable for Shares, including options and performance rights).

2 (**Eligibility to participate**): An Eligible Participant means a person that:

(a) is a "primary participant" (as defined in section 1100L(1)(a) Corporations Act or any amendment or replacement thereof) in relation to the Company or a Related Body Corporate; and

(b) has been determined by the Board to be eligible to participate in the Plan from time to time.

3 (**Permitted Nominees**): If an Eligible Participant is permitted in the Offer, they may, by written notice to the Board, nominate a Permitted Nominee in whose favour the Eligible Participant wishes to renounce the Offer.

A "Permitted Nominee" is defined as a "related person" of an Eligible Participant (section 1100L(b) of the Corporations Act) or a trustee(s) of a trust set up solely for the benefit of the Eligible Participant and/or a "related person".

4 (**Administration of Plan**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its absolute discretion. The Board may delegate its powers and discretion.

5 (**Offers of Awards**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an offer to that Eligible Participant to apply for Options or Performance Rights (**Awards**).

6 (**Applications for Awards**): An Eligible Participant who wishes to apply to participate in the Plan in response to an Offer must provide a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the Offer, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation in order for that nominee to be granted the Awards the subject of the Offer.

7 (**Grant of Awards**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Awards, subject to the terms and conditions set out in the Offer, the Plan rules and any ancillary documentation required.

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8 (**Terms of Awards**): Each 'Award' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to an Award being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Award by virtue of holding the Award.

9 (**Vesting of Awards**): Any vesting conditions applicable to the grant of Awards will be described in the Offer. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Awards have vested. Unless and until the vesting notice is issued by the Company, the Awards will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Award are not satisfied and/or otherwise waived by the Board, that Award will lapse.

10 (**Delivery of Shares on exercise of Awards**): As soon as practicable after the valid exercise of an Award by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Awards held by that Participant.

11 (**Exercise of Awards and cashless exercise**): In the case of an Award which is an Option, to exercise an Award, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Awards (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. In the case of an Award which is a Performance Right, following the issue of a Vesting Notice, a vested Performance Right will automatically be exercised within the period specified by the Board in the relevant Offer.

The Participant may elect not to be required to provide payment of the exercise price for the number of Awards specified in a notice of exercise, but that on exercise of those Awards the Company will transfer or issue to the Participant that number of Shares as are equal in value to the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading-day period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = A \times \frac{(MSP - EP)}{MSP}$$

Where:

(a) **S** = Number of Shares to be issued on exercise of the Awards;

(b) **A** = Number of Awards;

(c) **MSP** = Market value of Shares (calculated using the volume weighted average price (as that term is defined in the ASX Listing Rules) at which Shares were traded on the ASX during the 5 trading day-period immediately preceding the exercise date); and

(d) **EP** = Exercise Price.

If the difference between the total Exercise Price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then a holder will not be entitled to use the Cashless Exercise Facility.

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12 (**Restrictions on Dealing**): A Participant may not sell, transfer, assign, grant a security interest over, option, swap, alienate or otherwise deal with an Award that has been granted to them.

The Board may impose a restriction on dealing with Shares allocated on exercise or vesting of an Award. The Board may implement any procedure it considers appropriate to ensure the compliance by the Participant with this restriction, including the imposition of a holding lock or requiring that Shares be held in trust on behalf of the Participant.

13 (**Forfeiture of Awards**): Where a Participant who holds Awards ceases to be an Eligible Participant or becomes insolvent, all unvested Awards will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Awards to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Awards held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(a) any Awards which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(b) any Awards which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

14 (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its absolute discretion determine that:

(a) all or a specified number of a Participant's unvested Awards are deemed to have vested;

(b) all or specified number of a Participant's Options may be exercised for a period specified by the Board, and if not exercised within that period, will lapse;

(c) the Dealing Restrictions or any other terms which apply to the Award cease to apply; and/or

(d) the Dealing Restrictions which apply to Shares allocated on the vesting of or exercise of an Award (as applicable) cease to apply.

15 (**Rights**): All Shares issued under the Plan or issued or transferred to a Participant upon the valid exercise of an Award, will rank equally in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares.

16 (**Adjustment for capital reconstructions**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Awards will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards,

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to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Awards are exercised.

Unless otherwise determined by the Board, a holder of Awards does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

17 (**Participation in new issues**): There are no participation rights or entitlements inherent in the Awards and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Awards without exercising the Awards.

18 (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including the terms upon which any Awards have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19 (**Term of Plan**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

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Schedule 2 – Terms and Conditions of Incentive Options

The following terms and conditions apply to the Incentive Options:

1 (**Entitlement**): Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.

2 (**Plan**): The Options are granted by the Company under the Company's Employee Securities Incentive Plan (**Plan**). Terms not otherwise defined in these terms and conditions have the same meaning as in the Plan.

In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3 (**Issue Price**): The Options will be issued for nil consideration.

4 (**Exercise Price**): Subject to the terms and conditions set out below, the amount payable upon exercise of each Option is as follows:

(a) Class A Incentive Option: $0.15; and

(b) Class B Incentive Option: $0.20.

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

6 (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

7 (**Quotation of the Options**): The Options will be unquoted.

8 (**Transferability of the Options**): The Options are not transferable, except where Special Circumstances (as defined in the Plan) apply.

9 (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company, including cashless exercise as described in paragraph 10.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

10 (**Cashless exercise of Options**): The holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares (rounded down to the nearest whole number) equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading-day period immediately preceding the exercise date) calculated in accordance with the following formula:

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$$S = A \times \frac{(MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options

A = Number of Options

MSP = Market value of Shares (calculated using the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading day-period immediately preceding the exercise date)

EP = Exercise Price

If the difference between the total Exercise Price otherwise payable for the Shares on the Options being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then the holder will not be entitled to cashless exercise of the Options.

11 (**Shares issued on exercise**): Shares issued on exercise of the Options rank equally with the then Shares of the Company.

12 (**Quotation of Shares on exercise**): Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the exercise of the Options.

13 (**Timing of issue of Shares**): Within 5 business days after the later of the following:

(a) valid exercise of an Option; and

(b) if paragraph 13(d) applies, when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(c) issue the Shares pursuant to the exercise of the Options;

(d) if required and subject to paragraph 14, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(e) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

14 (**Restriction on transfer of Shares**): If the Company is unable to deliver a notice under paragraph 13(d) (to the extent required) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where this clause applies, any Shares issued on exercise of Options will be subject to a holding lock until

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the earlier of such time as a prospectus is issued by the Company or 12 months from the date of issue of the Shares.

15 (**Dividend and voting rights**): The Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

16 (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be the minimum number of business days required by ASX (from time to time) after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

17 (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

18 (**Adjustment for entitlements issue**): If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 17 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

19 (**Adjustments for reorganisation**): In the event that the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all the holder's rights as a holder of Options will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.

20 (**Leaver**): The Options will not lapse where the holder of the Options (or the relevant Eligible Participant in the case of a Permitted Nominee) is no longer employed, or their office or engagement is discontinued with the Group. Unvested Options (if any) will automatically lapse and be forfeited by the holder, unless the Board otherwise determines in its discretion in accordance with the Plan.

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Schedule 3 – Terms and Conditions of Performance Rights

(a) (**Plan**) The Performance Rights will be issued under the Company's Employee Securities Incentive Plan (**Plan**). Terms not otherwise defined in these terms have the same meaning in the Plan.

In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

(b) (**Entitlement**): Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder, on conversion, to the issue of one fully paid ordinary share in the capital of the Company **(Share**).

(c) (**Conditions**): The Performance Rights have the following Milestones and Expiry Dates:

Class	Number	Milestone	Expiry Date
A	1,000,000	The Company announcing to ASX a JORC Code compliant Mineral Resource Estimate for the Quinn Fluorspar Project of at least 5 million tonnes at an average grade of at least 30% CaF_2, together with metallurgical testwork demonstrating an average CaF_2 recovery of at least 75%.	5pm (AWST) on the date that is 3 years from the date of issue
B	4,000,000	Completion and announcement to ASX of a Feasibility Study for the Quinn Fluorspar Project demonstrating an economically viable development case, including a post-tax project IRR of at least 20%, supported by a JORC Code compliant Mineral Resource.	5pm (AWST) on the date that is 3 years from the date of issue
C	1,000,000	The Company announcing to ASX a JORC Code compliant Mineral Resource Estimate for the Quinn Fluorspar Project of at least 10 million tonnes at an average grade of at least 30% CaF_2, together with metallurgical testwork demonstrating an average CaF_2 recovery of at least 75%.	5pm (AWST) on the date that is 3 years from the date of issue

(d) (**Vesting and Independent Verification**) Unless otherwise determined by the Board in accordance with the Plan, subject to the relevant Eligible Participant remaining an officeholder, or employed or engaged by the Group at the date of achievement of the relevant Milestone, the Performance Rights will vest on the date the relevant Milestone has been satisfied.

The Milestones must be independently verified by a Competent Person (as defined in the JORC Code) (**Independent Verification**) prior to the Performance Rights being able to be converted into

Shares. Following Independent Verification, the Company will notify the holder in writing (**Vesting Notice**) within a reasonable period of time of becoming aware that the Milestone has been satisfied.

(e) (**Expiry and Lapse**) Each Performance Right will lapse upon the earlier to occur of:

(i) the Milestone not being satisfied on or before the relevant Expiry Date; or

(ii) the Performance Right lapsing and being forfeited under the Plan or these terms.

(f) (**Conversion**) Upon achievement of the relevant Milestone and receipt of a Vesting Notice, each Performance Right will, at the election of the holder, convert into one Share.

(g) (**Shares issued on conversion**) Shares issued on conversion of the Performance Rights rank equally with the then Shares of the Company.

(h) (**No cash consideration**) The Performance Rights will be issued for nil consideration and no consideration will be payable upon the issue of Shares after conversion.

(i) (**Quotation of Performance Rights**) The Performance Rights will be unquoted.

(j) (**Transferability of Performance Rights**) The Performance Rights are not transferable, except where Special Circumstances (as defined in the Plan) apply.

(k) (**Timing of issue of Shares**) Within 10 business days after the later of the following:

(i) the date the Company issues the holder a Vesting Notice; and

(ii) if a Cleansing Notice is required, when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(iii) issue the Shares pursuant to the conversion of the Performance Rights;

(iv) if required and subject to paragraph (l), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**); and

(v) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

(l) (**Restriction on transfer of Shares**): If the Company is unable to deliver a Cleansing Notice (to the extent required) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on vesting of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where this clause applies, any Shares issued on vesting of Performance Rights will be subject to a holding lock until the earlier of such time as a prospectus is issued by the Company or 12 months from the date of issue of the Shares.

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(m) (**Quotation of Shares on conversion**) Application will be made by the Company to ASX, on the business day the Shares are issued, for quotation of the Shares issued upon the conversion of the Performance Rights.

(n) (**Dividend and voting rights**) The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

(o) (**Participation in entitlements and bonus issues**) Subject always to the rights under paragraphs (p) and (s), holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(p) (**Adjustment for bonus issue**) If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which the holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder had converted to Shares immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.

(q) (**No rights to return of capital**) The Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) (**Rights on winding up**) The Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(s) (**Adjustments for reorganisation**) In the event that the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.

(t) (**Leaver**) Where the holder of the Performance Rights (or the relevant Eligible Participant in the case of a Permitted Nominee) of the Performance Rights is no longer employed, or their office or engagement is discontinued with the Group, any unvested Performance Rights will automatically lapse and be forfeited by the holder, unless the Board otherwise determines in its discretion in accordance with the Plan.

(u) (**Change of Control**) If prior to the earlier of the conversion of Performance Rights or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically vest, regardless of whether the Milestones have been satisfied.

For the purposes of these terms, a Change of Control Event occurs if:

(i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;

(ii) a Takeover Bid (as defined in the Corporations Act):

(A) has become unconditional; and

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(B) the person making the Takeover Bid has a Relevant Interest (as defined in the Corporations Act) in fifty percent (50%) or more of the issued Shares; or

(iii) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means.

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Schedule 4 - Equity Securities issued in the previous 12 months under Listing Rule 7.1A.2

In accordance with Listing Rule 7.3A.6, details of each issue of or agreement to issue Equity Securities under Listing Rule 7.1A.2 by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security / Basis on which recipients were identified or selected	Issue Price and details of any discount to Market Price* (if applicable) on date of issue / agreement	Cash consideration received / to be received and Use of Funds
9 March 2026	20,240,726	Shares	Sophisticated and professional investors under the placement via a bookbuild announced to ASX on 4 March 2026.	$0.05 per Share, representing a discount of 7.4% to the Market Price on the date of the agreement to issue	$1,012,036.30 (before costs) was raised, of which all that amount has been expended on exploration and test work at the Company's Splinter Rock and Gulf Creek Projects and general working capital, and advancing the Quinn Fluorspar Project.
12 October 2026	29,457,663	Shares	Sophisticated and professional investors placement under the Placement via a bookbuild.	$0.095 per Share, representing a discount of 13.6% to the Market Price on the date of the agreement to issue	$2,776,925.81 (before costs) was raised, none of which has been expended, with use of funds as set out in section 10.3(f).

Notes:

"Market Price" means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of agreement to issue the relevant Equity Securities.

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Schedule 5 – Clauses 5.5 to 5.10 of the Constitution (Proportional Takeover Bid Approval)

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1 **Resolution required for proportional takeover provisions**

Despite clauses 5.1(a) and 5.1(b) of the Constitution, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:

(a) paragraphs 2 to 6 apply;

(b) the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an "approving resolution") to approve the bid is passed or taken to be passed in accordance with paragraph 4 or 5; and

(c) the Directors must ensure that an approving resolution is voted on in accordance with paragraphs 2 to 3 before the 14th day before the last day of the bid period.

2 **Procedure for resolution**

The Directors may determine whether the approving resolution is voted on:

(a) at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of paragraph 3, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or

(b) by means of a postal ballot conducted in accordance with the following procedure:

(i) a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;

(ii) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;

(iii) the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;

(iv) each ballot paper must specify the name of the person entitled to vote;

(v) a postal ballot is only valid if the ballot paper is duly completed and:

(A) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or

(B) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;

(vi) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and

(vii) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

3 **Persons entitled to vote**

The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time. Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

4 **Resolution passed or rejected**

If the resolution is voted on in accordance with paragraphs 1 to 3, then it is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

5 **Resolution taken as passed**

If a resolution to approve the bid has not been voted on as at the end of the day before the 14th day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with paragraphs 2 to 4.

6 **Takeover articles cease to have effect**

Paragraphs 1 to 5 cease to have effect on the day 3 years after the later of their adoption or last renewal.

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Schedule 6 – JLM Options

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each JLM Option will be $0.133 (**Exercise Price**).

(c) Expiry Date

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

(d) Exercise Period

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

(e) Exercise Notice

The JLM Options may be exercised during the Exercise Period by notice in writing to the Company (**Exercise Notice**) and payment of the Exercise Price for each JLM Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms in respect of the number of JLM Options specified in the Exercise Notice and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**) or, if the Company is unable to issue a Cleansing Notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act (**Cleansing Prospectus**) and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of the Shares issued pursuant to the exercise of the JLM Options.

If for any reason a Cleansing Notice issued is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days

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after becoming aware of the Cleansing Notice being ineffective, lodge with ASIC a Cleansing Prospectus and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

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

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Transferability

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

(l) Quotation

The JLM Options are unquoted.

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Your Annual General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 23 November 2026 at 9:00am (AWST)
Location	Level 1, 1 Alvan Street, Subiaco WA 6010
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: OD6 Metals Limited
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Saturday, 21 November 2026 at 9:00am (AWST)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect
- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - OD6 Metals Limited Annual General Meeting November 2026

For personal use only

Appointment of Proxy

I/We, being member(s) of OD6 Metals Limited ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Monday, 23 November 2026 at 9:00am (AWST) at Level 1, 1 Alvan Street, Subiaco WA 6010 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolutions 1, 4(a), 4(b), 4(c), 5(a), 5(b) and 5(c), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions		For	Against	Abstain
1	Remuneration Report			
2	Election of Director – Dr Mitch Loan			
3	Renewed approval of the Employee Securities Incentive Plan			
4(a)	Approval to issue Incentive Options to Related Parties under the Plan – up to 3,000,000 Incentive Options to Mr Brett Hazelden (or his nominee)			
4(b)	Approval to issue Incentive Options to Related Parties under the Plan – up to 3,000,000 Incentive Options to Mr Piers Lewis (or his nominee)			
4(c)	Approval to issue Incentive Options to Related Parties under the Plan – up to 3,000,000 Incentive Options to Dr Mitch Loan (or his nominee)			
5(a)	Approval to issue Performance Rights to Related Parties under the Plan – up to 4,000,000 Performance Rights to Mr Brett Hazelden (or his nominee)			
5(b)	Approval to issue Performance Rights to Related Parties under the Plan – up to 1,000,000 Performance Rights to Mr Piers Lewis (or his nominee)			
5(c)	Approval to issue Performance Rights to Related Parties under the Plan – up to 1,000,000 Performance Rights to Dr Mitch Loan (or his nominee)			
6	Approval of the Additional 10% Placement Capacity			
7	Re-insertion of Proportional Takeover Bid Approval Provisions			
8	Change of name to "Adaven Limited"			
9(a)	Ratification of agreement to issue Placement Shares to Placement Participants – 43,384,443 Shares under Listing Rule 7.1			
9(b)	Ratification of agreement to issue Placement Shares to Placement Participants – 29,457,663 Shares under Listing Rule 7.1A			
10	Approval to issue JLM Options to Joint Lead Managers			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.