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Neometals

26 October 2026

Dear Shareholder

Notice of Annual General Meeting

Neometals Ltd (**Company**) advises that its Annual General Meeting of Shareholders (**Meeting**) will be held on Friday, 27 November 2026 at 11:00am (Perth Time) at the Celtic Club, 48 Ord Street, West Perth, Western Australia, 6005.

The Company is not sending hard copies of the Notice of Meeting to shareholders unless they have elected to receive meeting-related documents in hard copy or otherwise request a hard copy. The Notice of Meeting is available to view and download on the Company's website at: www.neometals.com.au/investors-media/asx-announcements/ and on the ASX Company Announcement Platform at asx.com.au (ASX:NMT).

In addition to the physical meeting, the Company will provide a webinar facility to enable shareholders to observe the Meeting remotely. The webinar facility is for observation only. Shareholders will not be able to vote or otherwise participate via the webinar.

Shareholders who do not intend to attend the Meeting in person are encouraged to appoint a proxy. A personalised proxy form is enclosed with this letter. To be valid, proxy forms must be received by the Company by 11:00am (Perth Time) on Wednesday, 25 November 2026.

Details of the webinar, including instructions on how to access it, will be made available on the Company's website at www.neometals.com.au/investors-media/shareholder-information/ and the ASX Company Announcement Platform at asx.com.au (ASX:NMT).

Yours sincerely,

Mark Boyne
Joint Company Secretary

Giuliano Giordani
Joint Company Secretary

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Neometals Ltd ABN 89 099 116 631

Notice of 2026 Annual General Meeting

Notice is given that the 2026 Annual General Meeting of Neometals Ltd ABN 89 099 116 631 (**Company**) will be held at 11:00am (Perth Time) on Friday, 27 November 2026 at the Celtic Club Perth, 48 Ord Street, West Perth, Western Australia 6005.

The Explanatory Materials accompany and form part of this Notice of Meeting and provide additional information on the Resolutions to be considered at the AGM. Terms used in this Notice of Meeting and the Explanatory Materials are defined in the Glossary.

This Notice of Meeting and the Explanatory Materials should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss any matter in this Notice of Meeting please do not hesitate to contact either of the Joint Company Secretaries on +61 8 9322 1182 or at cosec@neometals.com.au.

Agenda items

Ordinary business

1 Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the year ended 30 June 2026.

Shareholders are invited to ask questions or make comments on these reports. A representative of the Company's auditor will be at the AGM to respond to any questions raised of the auditor or on the auditor's report in accordance with the Corporations Act.

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

2 Adoption of Remuneration Report

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

Resolution 1

That the remuneration report for the year ended 30 June 2026 be adopted.

Note: The remuneration report is set out in the 2026 Annual Report of the Company. In accordance with the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

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Voting prohibition statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP as disclosed in the remuneration report;
- by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or their Closely Related Parties,

unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

3 Election of Director - Darren Townsend

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

Resolution 2

That Darren Townsend, having been appointed as a Director since the last annual general meeting and who retires under rule 8.1(c) of the Constitution, and being eligible, is elected as a Director.

4 Re-election of Director – Steven Cole

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

Resolution 3

That Steven Cole, being a Director who retires by rotation under rule 8.1(d) of the Constitution, and being eligible, is re-elected as a Director.

Special business

5 Approval of Performance Rights Plan

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

Resolution 4

That, for the purposes of ASX Listing Rule 7.2 exception 13(b) and for all other purposes, approval be given to the Company's Performance Rights Plan and for the grant of performance rights under it, and further issues of Shares on vesting of such performance rights, on the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person who is eligible to participate in the Company's Performance Rights Plan; or
- an associate of that person or those persons.

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However, this does not apply to a vote cast in favour of Resolution 4 by:

- 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; or
- the chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 4 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

6 Approval of grant of long-term incentive Performance Rights to Darren Townsend

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

Resolution 5

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant long-term incentive performance rights to Darren Townsend, Executive Director and Chief Operating Officer, under the Company's Performance Rights Plan on the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Darren Townsend or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Performance Rights Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- 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; or
- the chair of the meeting as proxy 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

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- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 5 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

7 Approval of grant of retention incentive Performance Rights to Darren Townsend

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

Resolution 6

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant retention incentive performance rights to Darren Townsend, Executive Director and Chief Operating Officer, under the Company's Performance Rights Plan on the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Darren Townsend or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Performance Rights Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- 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; or
- the chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Voting prohibition statement

The Company will disregard any votes cast on Resolution 6 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

8 Approval of grant of retention incentive Performance Rights to Christopher Reed

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

Resolution 7

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant retention incentive performance rights to Christopher Reed, Managing Director and Chief Executive Officer, under the Company's Performance Rights Plan on the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- Christopher Reed or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Performance Rights Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- 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; or
- the chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 7 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

9 Approval of the issue of Convertible Notes to CHPL

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

Resolution 8

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company for the issue of up to 2,000,000 Convertible Notes to CHPL on the terms and conditions set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of CHPL and any of its associates.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- 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; or
- the chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10 Approval for issue of new Shares to OVH

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

Resolution 9

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 125,000,000 Shares to OVH (or its nominee) on the terms and conditions set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 9 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 9 (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any person who is an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- 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; or

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

Voting entitlements

The Board has determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, Shares will be taken to be held by the persons who are the registered holders at 4:00pm (Perth Time) on Wednesday, 25 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Chairman

Steven Cole will act as Chairman of the AGM (and, if Steven Cole is unable to attend, or if he steps away from the chair due to the subject matter of the Resolution being deliberated upon, another Director will act as chairman of the AGM for such purpose).

Proxies

(a) Votes at the AGM 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 of Meeting should be used for the AGM.

(d) Each Shareholder who is entitled to cast 2 or more votes at the AGM 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 thereof must be received by the Company as set out in paragraph (l) below.

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(g) Any corporation that is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of corporate representatives must be received by the Company as set out in paragraph (l) below or handed in at the AGM when registering as a corporate representative.

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

(i) Members of the KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 1, 4, 5, 6 and 7 unless the Shareholder directs them how to vote or, in the case of the Chairman of the AGM, unless the Shareholder expressly authorises him to do so.

(j) If a Shareholder intends to appoint a member of the KMP (other than the Chairman of the AGM) as their proxy, the Shareholder should ensure that they direct the member of the KMP how to vote on Resolutions 1, 4, 5, 6 and 7.

(k) If a Shareholder intends to appoint the Chairman of the AGM as their proxy for Resolutions 1, 4, 5, 6 and 7, the Shareholder can direct the Chairman how to vote by marking one of the boxes for Resolutions 1, 4, 5, 6 and 7 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, then by submitting the proxy form, the Shareholder will be expressly authorising the Chairman to exercise the proxy in respect of Resolutions 1, 4, 5, 6 and 7 even though they are connected to the remuneration of members of the KMP.

(l) Proxy forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be received by the Company by **11:00am (Perth Time) on Wednesday, 25 November 2026** as follows:

At the Company's share registry:

(1) by post to the Company's share registry:

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

(2) by facsimile to the Company's share registry:

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

Online

Alternatively, Shareholders can register their proxy voting instructions online at www.investorvote.com.au by **11:00am (Perth Time) on Wednesday, 25 November 2026**. Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.

Mobile

Alternatively, Shareholders can vote using their mobile phone by scanning the QR Code on the proxy form and following the prompts.

Custodians and nominees

Custodians and nominees are able to vote online at www.intermediaryonline.com.

BY ORDER OF THE BOARD



Mark Boyne
Joint Company Secretary
Neometals Ltd
26 October 2026



Giuliano Giordani
Joint Company Secretary
Neometals Ltd
26 October 2026

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Explanatory Materials

These Explanatory Materials form part of the Notice of Meeting and have been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting.

Resolution 1 – Adoption of remuneration report

Background

The remuneration report for the year ended 30 June 2026 is set out in the Company's 2026 Annual Report.

The remuneration report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of key management personnel and the Company's performance; and
- sets out the remuneration arrangements in place for the Directors and other key management personnel.

Section 250R(2) of the Corporations Act requires the AGM to include a vote on the adoption of the remuneration report. In accordance with section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the discussion at the AGM and the outcome of the vote into account when considering the Company's remuneration policies.

Section 250SA of the Corporations Act requires that a reasonable opportunity be allowed to Shareholders at the AGM to ask questions about, or make comments on, the remuneration report.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of votes cast are against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Directors (other than the Managing Director) would need to stand for re-election (**Spill Resolution**).

The votes cast against the Company's remuneration report at the Company's last annual general meeting held on 27 November 2025 represented less than 25% of the total votes cast. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the remuneration report it will not result in the Company putting a Spill Resolution to Shareholders.

Recommendation of Directors

The Directors encourage all eligible Shareholders to vote in favour of adoption of the remuneration report.

The Chairman intends to vote all undirected proxies in favour of the adoption of the remuneration report.

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Resolution 2 – Election of Director – Darren Townsend

Darren Townsend was appointed as a Director on 30 June 2026. Under the Constitution, he holds office only until this AGM and therefore offers himself for election.

Experience and qualifications

Mr Townsend is currently the Company's Chief Operating Officer and is a Mining Engineer with more than 30 years development, mining and corporate experience, including more than 10 years managing ASX and TSXV-listed companies and more than 7 years as a non-executive director of ASX-listed companies. His experience includes developing and operating tantalum mines in Australia, including Wodgina, and Mozambique and includes significant expertise in project development, corporate transactions, capital markets, strategic partnerships and project financing.

Special Responsibilities: Chair of Risk and Sustainability Committee and member of each of the Audit Committee and Nomination and Remuneration Committee.

Recommendation of Directors

The Directors (with Mr Townsend abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 2. Mr Townsend makes no recommendation regarding his election.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Re-election of Director – Steven Cole

As required by the Constitution and the Listing Rules, Steven Cole retires as a Director by rotation and, being eligible, offers himself for re-election. Mr Cole currently serves as Chairman of Neometals having been appointed to that role after the 2015 annual general meeting.

Experience and qualifications

Mr Cole has over 40 years of professional, corporate and business experience through senior legal consultancy, as well as a range of executive management and non-executive appointments. His extensive boardroom and board sub-committee experience includes ASX listed, statutory, proprietary and not-for-profit organisations covering the industrial, financial, educational, professional services, agribusiness, health and resources sectors.

Steven's professional qualifications include:

- LLB (hons) – University of Western Australia
- AICD Company Directors Diploma and Fellow
- Wharton Business School – University of Pennsylvania – Corporate Governance Program 2010
- Harvard – Corporate Governance Program 2015

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Appointed: 24 July 2008.

Special responsibilities: Chairman of each of the Nomination and Remuneration and Audit Committees and member of the Risk and Sustainability Committee.

Recommendation of Directors

The Directors (with Mr Cole abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 3. Mr Cole makes no recommendation regarding his re-election.

The chair of the meeting upon the consideration of this resolution intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Approval of Performance Rights Plan

Background

In 2011, the Company established a Performance Rights Plan (**PRP**) for its employees to reward contributions to the Company's performance and strengthen the link between the creation of value for Shareholders and rewards for its employees. The PRP was last approved at the Company's 2025 annual general meeting.

The Company believes that the PRP assists it to remunerate and provide ongoing incentives to its employees and will continue to help encourage Directors to hold a base level of Shareholding in the Company.

In summary, the rules of the PRP enable the Company to issue performance rights (**Performance Rights**) to eligible personnel subject to performance hurdles and vesting conditions determined by the Board. Each Performance Right entitles the holder, for nil cash consideration, to one fully paid ordinary share in the Company if the applicable performance hurdles and vesting conditions set for that holder are satisfied and the Performance Right is exercised by the holder.

Although the PRP was last approved by Shareholders at the Company's 2025 annual general meeting, the Company is seeking a new approval under Listing Rule 7.2, Exception 13(b). The principal change to the PRP for which the new approval is sought is to allow the issue of up to a maximum of 75,000,000 Performance Rights (excluding issues approved by Shareholders under Listing Rules 10.11 or 10.14) under the PRP in accordance with Listing Rule 7.2 (Exception 13(b)) rather than the current maximum.

In total at the date of this Notice of Meeting there are 35,638,798 unvested outstanding Performance Rights currently on issue under the PRP representing c.4% of the Company's current grossed up issued share capital.

Since the 2025 approval of the PRP, the Company's Share price has materially reduced and, as a result, a greater number of Performance Rights may be required to deliver the intended remuneration value under existing employment arrangements and future remuneration arrangements.

The proposed approval will provide the Company with flexibility to use Performance Rights as part of its remuneration framework, including as an alternative to cash remuneration where appropriate. This may assist the Company to preserve cash, attract, retain and

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incentivise eligible personnel, and align their interests with those of Shareholders through participation in the future performance of the Company.

The proposed maximum is a ceiling for Listing Rule purposes only. It is not a forecast of the number of Performance Rights the Company expects to issue, vest or be exercised. Approval of Resolution 4 does not oblige the Company to issue the maximum number of Performance Rights. Any future issue will remain subject to the PRP rules, applicable remuneration arrangements, relevant performance and vesting conditions, and the Board's discretion.

Listing Rules 7.1 and 7.2 exception 13(b)

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

Listing Rule 7.2, Exception 13(b) provides an exception to Listing Rule 7.1 for an issue of securities under an employee incentive scheme if, within three years before the date of issue, holders of the entity's ordinary securities have approved the issue of securities under that scheme. The exception is available only to the extent that the number of securities issued under the scheme does not exceed the maximum number disclosed in the relevant notice of meeting and approved by Shareholders.

Resolution 4 seeks Shareholder approval of the PRP for the purposes of Listing Rule 7.2, Exception 13(b), and for all other purposes.

If Resolution 4 is passed, the Company will be able to grant Performance Rights under the PRP without using up any of the Company's Placement Capacity and without Shareholder approval under Listing Rule 7.1 for a period of 3 years after the date of the passing of Resolution 4.

If Resolution 4 is not passed, the Company may still grant Performance Rights under the PRP but any grant will reduce the Company's capacity to issue equity securities under Listing Rule 7.1 for 12 months following such grant. This may limit the Company's ability to utilise the PRP without additional Shareholder approval.

The issue of Performance Rights under the PRP to a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3, including a Director or an associate of a Director, is not approved by Resolution 4 and requires separate Shareholder approval under Listing Rule 10.14.

Information required by Listing Rule 7.2 exception 13(b)

The following information is provided to Shareholders for the purposes of Listing Rule 7.2 exception 13(b):

- A summary of the rules of the PRP is set out in Appendix 1. A copy of the full rules of the PRP is also available on the Company's website or upon request from the Company.
- Since Shareholders last approved the PRP at the 2025 annual general meeting, the Company has granted a total of 12,469,588 Performance Rights and 436,777 Shares have been issued on the vesting of 436,777 Performance Rights in relation to Non-executive director salary sacrificing arrangements.
- The maximum number of Performance Rights proposed to be issued under the PRP following the passing of Resolution 4 in reliance on Listing Rule 7.2

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(Exception 13(b)) is 75,000,000 (representing c.8.6 % of the Company's current grossed up issued capital should such maximum number of Performance Rights be issued, although the number of Performance Rights actually to vest would be likely to be a lesser percentage given the KPIs and performance conditions needed to be satisfied as a pre-condition to their vesting). This maximum number is not intended to be a prediction of the actual number of Performance Rights likely to be granted, let alone vest, under the PRP, but simply a ceiling for the purposes of Listing Rule 7.2 exception 13(b).

- A voting exclusion statement in respect of Resolution 4 has been included in the Notice of Meeting.

Recommendation of Directors

Given that the Directors potentially may participate in the PRP, the Directors make no recommendation in respect of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Approval of grant of long-term incentive Performance Rights to Darren Townsend

Background

Under Mr Townsend's employment agreement and as announced by the Company on 3 August 2026, Mr Townsend is currently entitled to receive a base salary of $355,000 per annum (inclusive of statutory superannuation) for FY 2026/2027, a retention incentive of 3,500,000 Performance Rights (which is the subject of Resolution 6) and as determined thereafter by the Board within benchmarked constraints for listed companies of comparable size, market capitalisation and complexity, a variable remuneration component in the form of a short-term incentive annual discretionary bonus of up to 40% of the value of his base salary from time to time, and a long-term incentive component in the form of the grant of Performance Rights up to 35% of the value of his base salary from time to time, under the PRP (subject to any requisite Shareholder approvals).

As part of his long-term incentive remuneration structure, the Company has agreed to invite Mr Townsend to apply for tranches of long-term incentive Performance Rights over each of the next 3 financial years in accordance with agreed principles and subject to agreed performance conditions set out below.

Terms of long-term incentive Performance Rights

In respect of each financial year until 30 June 2029, in accordance with the terms of his employment contract, Mr Townsend will be invited to apply for a number of long-term incentive Performance Rights under the PRP that has been adopted by the Board and submitted for Shareholder approval under Resolution 5 at the AGM.

The number of rights that Mr Townsend will be entitled to apply for will be determined by reference to the following formula:

$$P = \frac{S}{VWAP}$$

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Where:

"**P**" is the whole number of long-term incentive Performance Rights;

"**S**" is the portion of Mr Townsend's annual salary package referrable to the long term incentive for the applicable period, set in accordance with his employment contract; and

"**VWAP**" is the 30-day volume weighted average price of Shares on ASX calculated as at 30 June before the commencement of the relevant financial year.

A worked example of the operation of this formula is set out in Appendix 2.

The long-term incentive Performance Rights will be granted subject to the rules of the PRP.

Under the rules of the PRP (subject to Rule 5.2), the long-term incentive Performance Rights will vest only if Mr Townsend remains an employee of the Company or a Related Body Corporate up to and including the relevant vesting date.

Rule 5.2 of the PRP allows for earlier vesting where Mr Townsend ceases to be an employee of the Company by reason of death, disability, bona fide redundancy or other reason with the approval of the Board.

When Rule 5.2 applies, the Board may determine the extent (if any) to which long-term incentive Performance Rights granted will vest, having regard to level of satisfaction of the performance conditions over the period from the date of grant to the date of cessation of employment.

No consideration is payable by Mr Townsend at the time that the long-term incentive Performance Rights are granted or upon the allocation of Shares to which he may become entitled on the vesting dates.

Performance conditions

The long-term incentive Performance Rights will not vest unless the performance conditions set out below have been satisfied. For the long-term incentive Performance Rights Mr Townsend will be invited to apply for in respect of the financial year ending 30 June 2027, the performance conditions will be measured over the period from 1 July 2026 to 30 June 2029 (**Vesting Date 1**) with an opportunity for the performance conditions to be re-measured six months later as at 31 December 2029 (**Vesting Date 2**) in respect of any long-term incentive Performance Rights which do not vest on 30 June 2029 (the period until 31 December 2029 being the **Relevant Period**). The long-term incentive Performance Rights available to Mr Townsend in the financial year ending 30 June 2028 will have corresponding vesting dates in 2030 and the long-term incentive Performance Rights available to Mr Townsend in the financial year ending 30 June 2029 will have corresponding vesting dates in 2031.

Any long-term incentive Performance Rights that do not vest following re-testing will lapse.

Tranche 1 – Relative TSR

The vesting of 40% of the long-term incentive Performance Rights will be measured at each Vesting Date by comparing the Company's total shareholder return (**TSR**) against the TSRs of a comparator group of companies determined by the Board on the recommendation of the Company's Remuneration Committee over the Relevant Period.

The long-term incentive Performance Rights will vest depending on the Company's percentile ranking within the comparator group on the relevant Vesting Date as follows:

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- If the Company ranks below the 50th percentile, none of the long-term incentive Performance Rights will vest.
- If the Company ranks at the 50th percentile, 50% of the long-term incentive Performance Rights will vest.
- For each percentile at or above the 51st percentile up to the 75th percentile, a further 2% of the long-term incentive Performance Rights will vest, with 100% vesting where the Company ranks at or above the 75th percentile.

Tranche 2 – Absolute TSR

40% of the long-term incentive Performance Rights will be measured as at each Vesting Date by calculating the Company's annualised TSR calculated over the Relevant Period (**Absolute TSR**).

The long-term incentive Performance Rights will vest depending on the Company's annualised Absolute TSR on the relevant Vesting Date as follows:

- If the Company's annualised Absolute TSR is less than 15%, none of the long-term incentive Performance Rights will vest.
- If the Company's annualised Absolute TSR is 15%, 50% of the long-term incentive Performance Rights will vest.
- For each additional 1% TSR above 15% annualised Absolute TSR, an additional 10% of the long-term incentive Performance Rights will vest, with 100% vesting where the Company's annualised Absolute TSR is at or above 20%.

Tranche 3 – Business Plan

The vesting of 20% of the long-term incentive Performance Rights will be tested as at each Vesting Date as follows:

- 10% will vest if the combined market capitalisation of the Company and any entity demerged from the Neometals group and separately listed on the ASX would meet the threshold for entry into the ASX/S&P 500 Index.
- The remaining 10% will vest at the discretion of the Board based on the achievement of its strategic objectives (both financial and non-financial) in delivering value to the Company's shareholders and broader stakeholders.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit a director of a company or their associates to acquire equity securities under an employee incentive scheme (such as the PRP) unless it obtains the approval of its shareholders.

The grant of long-term incentive Performance Rights to Mr Townsend falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 5 seeks Shareholder approval under Listing Rule 10.14 for the grant of long-term incentive Performance Rights, and further issues of Shares on vesting of such long-term incentive Performance Rights, to Mr Townsend on the terms described in these Explanatory Materials.

If Resolution 5 is passed, the Company will be able to proceed with the grant of the long-term incentive Performance Rights and any subsequent issue of Shares upon the vesting of

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such long-term incentive Performance Rights will not count towards the Company's Placement Capacity under Listing Rule 7.1 (without the need for separate Shareholder approval under Listing Rule 7.1).

If Resolution 5 is not passed, the Company will not be able to proceed to grant the long-term incentive Performance Rights to Mr Townsend. The Company will then consider alternative arrangements to appropriately remunerate and incentivise Mr Townsend.

Information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- The long-term incentive Performance Rights are to be issued to Darren Townsend, Executive Director and Chief Operating Officer of the Company, or his nominee.
- Mr Townsend falls within Listing Rule 10.14.1 as he is an Executive Director of the Company.
- Subject to Shareholder approval being obtained, the maximum number of Performance Rights (and hence Shares) that the Company may issue to Mr Townsend in respect of the financial years ending 30 June 2027, 30 June 2028 and 30 June 2029 will be determined in accordance with the terms of his employment agreement as described above.
- Mr Townsend's current total remuneration package is described above.
- Mr Townsend has previously been issued 6,126,238 Performance Rights (each for nil cash consideration) pursuant to the PRP (since its adoption in 2011).
- The long-term incentive Performance Rights will be granted under the terms of the PRP as described above and in Appendix 1.
- The Company has chosen to grant long-term incentive Performance Rights to Mr Townsend on the basis that:
  - the long-term incentive Performance Rights are unlisted and, therefore, will have no immediate dilutionary impact on Shareholders;
  - the issue of long-term incentive Performance Rights to Mr Townsend will further align his interests with those of Shareholders by linking his remuneration with the performance of the Company;
  - the issue of long-term incentive Performance Rights is a reasonable and appropriate method to provide cost effective remuneration to Mr Townsend; and
  - the vesting of the long-term incentive Performance Rights will only occur if the KPIs and the conditions upon which they have been issued have been satisfied.
- The value of each long-term incentive Performance Right is determined by the VWAP (as defined above), being the 30-day volume weighted average price of Shares traded on the ASX calculated as at 30 June before the commencement of the relevant financial year.
- The long-term incentive Performance Rights will be issued on a date which will be no later than three years after the date of the AGM, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
- No consideration is payable by Mr Townsend at the time of grant of the long-term incentive Performance Rights or upon the allocation of Shares to which he may

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become entitled on vesting and exercise of the long-term incentive Performance Rights.

- A summary of the terms of the PRP is set out in Appendix 1. A copy of the full rules of the PRP is also available on the Company's website or upon request from the Company.
- No loans will be made by the Company in relation to the acquisition of the long-term incentive Performance Rights by Mr Townsend.
- Details of any Performance Rights and/or Shares issued under the PRP will be published in the annual report of the Company relating to the period in which the Performance Rights and/or Shares were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons who become entitled to participate in an issue of securities under the PRP after Resolution 5 is approved and who are not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14 (if approval is required under that Listing Rule).
- A voting exclusion statement in respect of Resolution 5 has been included in the Notice of Meeting.

Recommendation of Directors

The Directors, other than Darren Townsend, recommend that Shareholders vote in favour of Resolution 5. Darren Townsend has an interest in the outcome of Resolution 5 and therefore declines to make any recommendation in relation to Resolution 5.

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Approval of grant of retention incentive Performance Rights to Darren Townsend

Background

On 29 June 2026, the Company announced the appointment of Mr Townsend as an Executive Director of the Company to commence effective 30 June 2026.

As announced on 3 August 2026, as part of the Company's adjustments to the remuneration packages of relevant Directors, senior management and staff, the Company intends to grant a one-off retention incentive of 3,500,000 Performance Rights to Mr Townsend.

The Company believes that the grant of retention incentive Performance Rights will support ongoing incentivisation and retention of key personnel.

Terms of retention incentive Performance Rights

The 3,500,000 retention incentive Performance Rights proposed to be issued to Mr Townsend will be subject to the PRP Rules and the following terms:

- The Performance Rights will vest on 30 June 2028 (**Vesting Date**) if Mr Townsend remains employed by the Company or a member of the Neometals group up to and including the Vesting Date.

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- If Mr Townsend's employment ceases before the Vesting Date because the Company terminates his employment other than for cause, the Board may determine that a pro rata number of the Performance Rights vest, having regard to the proportion of the vesting period completed as at the date his employment ceases. Any Performance Rights that do not vest will lapse automatically.
- If Mr Townsend resigns, or his employment is terminated for cause, before the Vesting Date, all unvested Performance Rights will lapse automatically, unless the Board determines otherwise in accordance with the PRP Rules.
- There are no market-based or financial performance hurdles applying to the Performance Rights. The Performance Rights are intended to operate solely as a retention incentive, by encouraging Mr Townsend's continued service over the vesting period and providing alignment with Shareholders through potential future Share ownership.
- No amount is payable by Mr Townsend on the issue of the Performance Rights or on the vesting and exercise of the Performance Rights. Each vested and exercised Performance Right will entitle Mr Townsend to one fully paid ordinary Share in the Company.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit a director of a company or their associates to acquire equity securities under an employee incentive scheme (such as the PRP) unless it obtains the approval of its shareholders.

The grant of retention incentive Performance Rights to Mr Townsend falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 6 seeks Shareholder approval under Listing Rule 10.14 for the grant of retention incentive Performance Rights, and further issues of Shares on vesting of such retention incentive Performance Rights, to Mr Townsend on the terms described in these Explanatory Materials.

If Resolution 6 is passed, the Company will be able to proceed with the grant of the retention incentive Performance Rights and any subsequent issue of Shares upon the vesting of such retention incentive Performance Rights will not count towards the Company's Placement Capacity under Listing Rule 7.1 (without the need for separate Shareholder approval under Listing Rule 7.1).

If Resolution 6 is not passed, the Company will not be able to proceed to grant the retention incentive Performance Rights to Mr Townsend. The Company will then consider alternative arrangements to appropriately remunerate and incentivise Mr Townsend.

Information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- The retention incentive Performance Rights are to be issued to Darren Townsend, Executive Director and Chief Operating Officer of the Company, or his nominee.
- Mr Townsend falls within Listing Rule 10.14.1 as he is an Executive Director of the Company.
- Subject to Shareholder approval being obtained, the Company will issue 3,500,000 retention incentive Performance Rights (and hence Shares) to Mr Townsend.

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- Mr Townsend's current total remuneration package is as described above.
- Mr Townsend has previously been issued 6,126,238 Performance Rights (each for nil cash consideration) pursuant to the PRP (since its adoption in 2011).
- The retention incentive Performance Rights will be granted under the terms of the PRP as described above and in Appendix 1.
- The Company has chosen to grant retention incentive Performance Rights to Mr Townsend on the basis that:
  - the retention incentive Performance Rights are unlisted and, therefore, will have no immediate dilutionary impact on Shareholders;
  - the issue of retention incentive Performance Rights to Mr Townsend will further align his interests with those of Shareholders by linking his remuneration with the performance of the Company;
  - the issue of retention incentive Performance Rights is a reasonable and appropriate method to provide cost effective remuneration to Mr Townsend; and
  - the vesting of the retention incentive Performance Rights will only occur if the conditions upon which they have been issued have been satisfied.
- The value of each retention incentive Performance Right is determined by the VWAP, being the 30-day volume weighted average price of Shares traded on the ASX calculated as at 30 June 2026 and has a value assessed with regard to the reduction in pay as announced by the Company on 3 August 2026.
- The retention incentive Performance Rights will be issued on a date which will be no later than three years after the date of the AGM, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
- No consideration is payable by Mr Townsend at the time of grant of the retention incentive Performance Rights or upon the allocation of Shares to which he may become entitled on vesting and exercise of the retention incentive Performance Rights.
- A summary of the terms of the PRP is set out in Appendix 1. A copy of the full rules of the PRP is also available on the Company's website or upon request from the Company.
- No loans will be made by the Company in relation to the acquisition of the retention incentive Performance Rights by Mr Townsend.
- Details of any Performance Rights and/or Shares issued under the PRP will be published in the annual report of the Company relating to the period in which the Performance Rights and/or Shares were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons who become entitled to participate in an issue of securities under the PRP after Resolution 6 is approved and who are not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14 (if approval is required under that Listing Rule).
- A voting exclusion statement in respect of Resolution 6 has been included in the Notice of Meeting.

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Recommendation of Directors

The Directors, other than Darren Townsend, recommend that Shareholders vote in favour of Resolution 6. Darren Townsend has an interest in the outcome of Resolution 6 and therefore declines to make any recommendation in relation to Resolution 6.

The Chairman intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7 – Approval of grant of retention incentive Performance Rights to Christopher Reed

Background

As announced on 3 August 2026, as part of the Company's adjustments to the remuneration packages of relevant Directors, senior management and staff, the Company proposes to grant a one-off retention incentive of 2,000,000 retention incentive Performance Rights to Mr Reed.

The proposed grant is a one-off retention incentive intended to support the continued service and retention of Mr Reed as a key member of the Company's executive management team. The Board considers that the proposed grant is an appropriate component of Mr Reed's remuneration arrangements, having regard to his role, responsibilities, experience and the importance of continuity in the Company's leadership.

Terms of retention incentive Performance Rights

The 2,000,000 retention incentive Performance Rights proposed to be issued to Mr Reed will be subject to the PRP Rules and the following terms:

- The Performance Rights will vest on 30 June 2028 (**Vesting Date**) if Mr Reed remains employed by the Company or a member of the Neometals group up to and including the Vesting Date.
- If Mr Reed's employment ceases before the Vesting Date because the Company terminates his employment other than for cause, the Board may determine that a pro rata number of the Performance Rights vest, having regard to the proportion of the vesting period completed as at the date his employment ceases. Any Performance Rights that do not vest will lapse automatically.
- If Mr Reed resigns, or his employment is terminated for cause, before the Vesting Date, all unvested Performance Rights will lapse automatically, unless the Board determines otherwise in accordance with the PRP Rules.
- There are no market-based or financial performance hurdles applying to the Performance Rights. The Performance Rights are intended to operate solely as a retention incentive, by encouraging Mr Reed's continued service over the vesting period and providing alignment with Shareholders through potential future Share ownership.
- No amount is payable by Mr Reed on the issue of the Performance Rights or on the vesting and exercise of the Performance Rights. Each vested and exercised Performance Right will entitle Mr Reed to one fully paid ordinary Share in the Company.

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Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit a director of a company or their associates to acquire equity securities under an employee incentive scheme (such as the PRP) unless it obtains the approval of its shareholders.

As Mr Reed is the Managing Director and Chief Executive Officer of the Company, the proposed issue of retention incentive Performance Rights to Mr Reed falls within Listing Rule 10.14.1 and requires Shareholder approval.

Resolution 7 seeks Shareholder approval under Listing Rule 10.14 for the grant of retention incentive Performance Rights, and further issues of Shares on vesting of such retention incentive Performance Rights to Mr Reed on the terms described in these Explanatory Materials and for all other purposes.

If Resolution 7 is passed, the Company will be able to proceed with the grant of the retention incentive Performance Rights and any subsequent issue of Shares upon the vesting of such retention incentive Performance Rights will not count towards the Company's Placement Capacity under Listing Rule 7.1 (without the need for separate Shareholder approval under Listing Rule 7.1).

If Resolution 7 is not passed, the Company will not be able to proceed to grant the retention incentive Performance Rights to Mr Reed. The Company will then consider alternative arrangements to appropriately remunerate and incentivise Mr Reed, which may include a cash payment of $50,000 by 31 December 2026.

Information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- The retention incentive Performance Rights are to be issued to Christopher Reed, the Managing Director and Chief Executive Officer of the Company, or his nominee.
- Mr Reed falls within Listing Rule 10.14.1 as he is the Managing Director of the Company.
- Subject to Shareholder approval, the Company will issue a maximum of 2,000,000 retention incentive Performance Rights to Mr Reed. Each vested and exercised Performance Right will entitle Mr Reed to one fully paid ordinary Share in the Company.
- Mr Reed's current remuneration arrangements were announced by the Company on 3 August 2026 in its announcement titled *Remuneration Restructure and new CEO Agreement*. Mr Reed's fixed cash remuneration is $431,500 per annum, inclusive of statutory superannuation, effective from 1 August 2026.
- The retention incentive Performance Rights the subject of Resolution 7 are a one-off retention incentive and are additional to Mr Reed's fixed cash remuneration. The Performance Rights are not part of Mr Reed's ordinary annual fixed cash remuneration.
- Since the PRP was adopted in 2011, Mr Reed has previously been issued 27,704,111 Performance Rights (each for nil cash consideration) pursuant to the PRP. This figure excludes the 2,000,000 retention incentive Performance Rights proposed to be issued under Resolution 7.
- The retention incentive Performance Rights will be granted under the terms of the PRP as described above and in Appendix 1.

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- The Company has chosen to grant retention incentive Performance Rights to Mr Reed on the basis that:
  - the retention incentive Performance Rights are unlisted and, therefore, will have no immediate dilutionary impact on Shareholders. Dilution may arise if, and to the extent that, the Performance Rights vest and are exercised, in which case up to 2,000,000 Shares may be issued;
  - the issue of retention incentive Performance Rights to Mr Reed will further align his interests with those of Shareholders by linking his remuneration with the performance of the Company;
  - the issue of retention incentive Performance Rights is a reasonable and appropriate method to provide cost effective remuneration to Mr Reed; and
  - the vesting of the retention incentive Performance Rights will only occur if the conditions upon which they have been issued have been satisfied.
- The value of each retention incentive Performance Right is determined by the VWAP, being the 30-day volume weighted average price of Shares traded on the ASX calculated as at 30 June 2026 and has a value assessed with regard to the reduction in pay as announced by the Company on 3 August 2026.
- The retention incentive Performance Rights will be issued on a date which will be no later than three years after the date of the AGM, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
- No consideration is payable by Mr Reed at the time of grant of the retention incentive Performance Rights or upon the allocation of Shares to which he may become entitled on vesting and exercise of the retention incentive Performance Rights.
- A summary of the terms of the PRP is set out in Appendix 1. A copy of the full rules of the PRP is also available on the Company's website or upon request from the Company.
- No loans will be made by the Company in relation to the acquisition of the retention incentive Performance Rights by Mr Reed.
- Details of any Performance Rights and/or Shares issued under the PRP will be published in the annual report of the Company relating to the period in which the Performance Rights and/or Shares were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons who become entitled to participate in an issue of securities under the PRP after Resolution 7 is approved and who are not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14 (if approval is required under that Listing Rule).
- A voting exclusion statement in respect of Resolution 7 has been included in the Notice of Meeting.

Recommendation of Directors

The Directors, other than Christopher Reed, recommend that Shareholders vote in favour of Resolution 7. Christopher Reed has an interest in the outcome of Resolution 7 and therefore declines to make any recommendation in relation to Resolution 7.

The Chairman intends to vote all undirected proxies in favour of Resolution 7.

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Resolution 8 – Approval of the issue of Convertible Notes to CHPL

Background

On 10 September 2026, the Company entered into a facility agreement with CHPL, a company owned by former Neometals Chairman David Reed, for the provision of a standby debt facility for up to $2 million for working capital requirements (**CHPL Loan Facility**).

The CHPL Loan Facility is secured by a first-ranking security over the Company's Barrambie Project in favour of CHPL (**Security**). As announced on 10 September 2026, the Company sought and obtained a waiver from ASX of the requirement to obtain shareholder approval under Listing Rule 10.1 in connection with the grant of the Security.

The key terms of the CHPL Loan Facility include:

- The CHPL Loan Facility may be drawn down in full, or by staged drawdowns based on cash flow requirements of the Company.
- An interest rate of 10% per annum.
- A termination date of 31 August 2029 (**Termination Date**).
- The Company must make repayment in full (including accrued interest or other amounts payable) by the Termination Date, except to the extent the relevant amount has been discharged in accordance with the CHPL Loan Facility.
- Subject to the Company obtaining shareholder approval under this Resolution 8, either the Company or CHPL can within 1 month after the date of the approval call for the issue of convertible notes to CHPL to satisfy all or part of the amount outstanding under the CHPL Loan Facility. The conversion of the notes to the Shares may be carried out at any time at the election of CHPL. If not converted, the notes must otherwise be redeemed on the Termination Date. Shareholder approval of the issue of convertible notes is not a condition precedent to draw down by the Company, but if shareholder approval to this Resolution 8 is not obtained by 30 November 2026, CHPL will be entitled to call for repayment of the full amount drawn down within 90 days.
- If an event of default occurs and CHPL enforces the Security, the assets of the Company can only be disposed of to CHPL or an associate of CHPL if the disposal is first approved by the Company's security holders under ASX Listing Rule 10.1. If CHPL exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the Security, the assets must be sold to an unrelated third party on arm's length commercial terms and the net proceeds of sale distributed to CHPL in accordance with CHPL's legal entitlements.
- CHPL will also be entitled to call for repayment for the full amount drawn down within 90 days of the occurrence of certain events, including a change in control of the Company, Christopher Reed being removed from the Board of the Company, there being a material change in the composition of the Board to which CHPL has not consented (not to be unreasonably withheld or delayed), or any new debt is raised by the Company without the prior consent of CHPL (not to be unreasonably withheld or delayed).

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Convertible notes

Another key term of the CHPL Loan Facility is that the Company may, subject to obtaining the shareholder approval sought by Resolution 8, elect to repay all or part of the outstanding amount under the CHPL Loan Facility by the issue of convertible notes to CHPL (**Convertible Notes**).

The key terms of the Convertible Notes are summarised below:

Number	Up to 2,000,000 Convertible Notes, subject to the maximum of the number that would, on conversion, result in CHPL and its associates holding voting power of 19.9% in the Company. This cap will be applied based on CHPL and its associates' voting power on the date of issue of the Convertible Notes.
Face value	$1 per Convertible Note.
Interest	10% per annum, payable monthly in arrears. At CHPL's election, interest may be capitalised, with further interest accruing on the capitalised amount.
Security	Secured by the Security.
Conversion period	Convertible at any time within 12 months of issue at CHPL's election. Convertible into Shares, ranking equally in all respects with the ordinary shares then on issue.
Conversion price	$0.025 per Share.
Redemption	Convertible notes not converted into Shares must be redeemed at face value on 31 August 2029. Any amount outstanding under the Facility that is not satisfied by the issue of convertible notes remains repayable under the Facility.
Rights	Convertible Notes do not confer any voting rights or rights to participate in dividends or other issues unless and until they are converted into Shares.
Reorganisations	The number and conversion price of the Convertible Notes will be adjusted on any reorganisation of the Company's capital in accordance with ASX Listing Rules.
Transferability	The Convertible Notes are non-transferable. Upon conversion of any Convertible Notes, CHPL can elect for the Shares to be issued to certain persons associated with CHPL.

Approval sought

Under Listing Rule 10.11, shareholder approval is required before the Company can issue securities to a related party of the Company. CHPL is an entity owned and controlled by former Chairman David Reed, who is the father of the current Managing Director and Chief

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Executive Officer of the Company, Christopher Reed. Therefore, CHPL is considered a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

Accordingly, the Company seeks the approval of shareholders for the issue of the Convertible Notes to CHPL.

Under Listing Rule 7.1, the Company must not issue or agree to issue Equity Securities without shareholder approval if those securities, when aggregated with the securities issued by the Company without approval and which were not subject to an exemption during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period. However, pursuant to Exception 14 in Listing Rule 7.2, if shareholder approval is given under Listing Rule 10.11 for the issue of securities, it is not required under Listing Rule 7.1. Accordingly, if Shareholders pass Resolution 8, the issue of Convertible Notes will not count towards the Company's 15% capacity under Listing Rule 7.1.

In addition, pursuant to Exception 9 in Listing Rule 7.2 and Exception 7 in Listing Rule 10.12, the Company will be not required to obtain further shareholder approval for the conversion of any Convertible Notes into Shares.

Consequences of not obtaining approval

Shareholders should be aware that if shareholder approval is not obtained for the issue of the Convertible Notes at the Annual General Meeting, CHPL will be entitled to call for early repayment of the full amount outstanding on 90 days' notice to the Company. The Company would need to consider at that time what funding sources were available to assist it to make the required early repayment.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Convertible Notes:

- The Convertible Notes will be issued to CHPL, an entity owned and controlled by former Chairman David Reed, who is the father of the current Managing Director and Chief Executive Officer of the Company, Christopher Reed. Therefore, CHPL is considered a related party of the Company for the purposes of ASX Listing Rule 10.11.1. Upon conversion of any Convertible Notes, CHPL can elect for the Shares to be issued to certain persons associated with it.
- The Company may issue CHPL up to 2,000,000 Convertible Notes, subject to a maximum of the number that would, on conversion, result in CHPL and its associates holding no more than 19.9% of the issued Shares in the Company (to be determined at the time of issuing the Convertible Notes).
- The material terms of the Convertible Notes are summarised above.
- Either the Company or CHPL can call for the issue of the Convertible Notes representing the full amount of funds then drawn down (plus accrued but unpaid interest) by no later than 1 month after the Meeting.
- The Convertible Notes will be issued at a face value of $1 per note, convertible into Shares at a conversion price of $0.025 per Share.
- The Company will use the funds advanced by CHPL for working capital purposes.
- The Convertible Notes are being issued pursuant to the terms of the facility agreement entered into by the Company and CHPL on 10 September 2026. Refer

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to the Company's announcement titled "Loan Facility Documentation Executed" as released on that date for a summary of the material terms of the facility agreement.

- A voting exclusion statement in respect of Resolution 8 has been included in the Notice of Meeting.

Recommendation of Directors

The Directors, other than Christopher Reed, recommend that shareholders vote in favour of Resolution 8. Christopher Reed does not make any recommendation in relation to Resolution 8.

The Chairman intends to vote all undirected proxies in favour of Resolution 8.

Resolution 9 – Approval for issue of Shares to OVH

General

On Monday, 20 April 2026, the Company announced an equity raising which comprised a two-tranche placement to sophisticated, professional and other institutional investors (**Placement**), as well as a non-renounceable entitlement offer of Shares to eligible Shareholders in Australia and New Zealand (**Entitlement Offer**). The Shares to be issued under each of the Placement and Entitlement Offer were at an issue price of A$0.04 per Share.

Included in the second tranche of the Placement was a proposed issue of 125,000,000 Shares to OVH, being a related entity of Omaha Value Inc. which is the Company's 49% USA-based partner in its US lithium-potash joint venture.

Shareholders approved the Company's proposed issue of Shares to OVH for the purposes of Listing Rule 7.1 and for all other purposes at the Company's extraordinary general meeting on Friday, 29 May 2026. As included in the notice of meeting, those Shares were proposed to be issued on or around Friday, 5 June 2026, and in any event, no later than 3 months after the date of that meeting.

Despite ongoing efforts by the Company to procure the subscription monies owing, OVH has not yet provided the subscription monies to the Company (being an amount of A$5 million) and therefore the Company has not issued any shares in respect of OVH's subscription. The Company continues to receive assurances from OVH via its Chairman and Chief Executive Officer, Mr Michael S. Luther that it remains committed to satisfying its respective payment obligations.[1] Notwithstanding those assurances, the Company is also taking legal advice on its enforcement rights against OVH and Mr Michael S. Luther and wishes to ensure that should subscription moneys by or on behalf of OVH be tendered, the Company is in a position to meet its obligations to issue the relevant securities.

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.

[1] *For further information, see the Company's announcement dated 17 September 2026 entitled "Drawdown Under Standby Loan Facility".*

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As the Shares were not issued to OVH within 3 months of the date of the extraordinary general meeting, any issue of those Shares would now fall within the Company's 15% placement limit under Listing Rule 7.1. On that basis, Resolution 9 seeks a new Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes for the issue of up to 125,000,000 Shares to OVH (or its nominee) to raise up to A$5 million.

Resolution 9 is an ordinary resolution.

The issue of Shares to OVH (or its nominee) does not fall within any of the exceptions to Listing Rule 7.1. On that basis, Resolution 9 seeks Shareholder approval to issue the new Shares to OVH (or its nominee) under and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed and the Company receives any amount of the subscription monies from OVH, the Company will be able to proceed with the issue of the Shares to OVH (or its nominee) and the issue of the Shares will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 9 is not passed and the Company receives any amount of the subscription monies from OVH, then the Company will assess at the relevant time whether it proposes to issue any new Shares under the Company's then available 15% placement capacity under Listing Rule 7.1.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the new Shares to be issued to OVH (or its nominee):

- the new Shares will be issued to OVH (or its nominee), being a related entity of Omaha Value Inc. which is the Company's 49% USA-based partner in its US lithium-potash joint venture. OVH (or its nominee) will become a substantial shareholder in the Company via the issue of the new Shares;
- up to 125,000,000 new Shares will be issued to OVH (or its nominee);
- the new Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing Shares on issue;
- the new Shares will be issued no later than 3 months after the date of the Meeting;
- the new Shares will have an issue price of A$0.04 per Share;
- the purpose of the issue of new Shares is to raise proceeds that are proposed to be used to fund the following:
  - Activities at the Barrambie Gold Project, including funding Neometals' share of Ironclad pre-development activities, Ironclad North resource extension and infill drilling, and high priority and brownfields prospects including Silver Linings, Woodies and Rinaldi Copper;
  - Project evaluation activities at the US Lithium-Potash Brine JV including release of an exploration target, bulk sampling for DLE pilot plant, well sampling to define and release a maiden JORC Resource and completion of a Scoping Study;
  - Lithium and vanadium technology research & development activities; and
  - Corporate and working capital purposes.

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- the new Shares will be issued under a short form subscription letter pursuant to which OVH agreed to be issued the new Shares at an issue price of A$0.04 per Share; and
- a voting exclusion statement is included in the Notice for Resolution 9.

Recommendation of Directors

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

The Chairman intends to vote all undirected proxies in favour of Resolution 9.

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Glossary

The meaning of the terms used in the Notice of Meeting and the Explanatory Materials are set out below.

Term	Meaning
$	Australian dollar.
AASB	the Australian Accounting Standards Board.
AGM	the annual general meeting of the Company that is the subject of the Notice of Meeting.
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the financial market that it operates.
Board	the board of Directors of the Company.
Business Day	has the meaning given in the Listing Rules.
Chairman	the chairman of the AGM.
CHPL	Coal Holdings Pty Ltd ACN 113 687 737.
Closely Related Party	has the meaning given in section 9 of the Corporations Act. It includes close family members and any controlled companies of a member of the KMP.
Company or **Neometals**	Neometals Ltd ABN 89 099 116 631.
Constitution	the constitution of the Company.

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Term	Meaning
Corporations Act	the *Corporations Act 2001* (Cth).
Director	a director of the Company.
Equity Securities	the meaning given to that term in the Listing Rules.
Explanatory Materials	the explanatory materials accompanying the Notice of Meeting.
KMP	the Company's key management personnel as defined in AASB Standard 124.
Listing Rules	the ASX Listing Rules.
Notice of Meeting or **Notice**	this notice of annual general meeting.
OVH	Omaha Value Holdings, Inc.
Performance Rights	performance rights issued under the Company's PRP.
Perth Time	the official time in Perth, Australia.
Proxy Form	the proxy form accompanying the Notice of Meeting.
PRP	the Company's Performance Rights Plan.
Resolution	a resolution contained in the Notice of Meeting.

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Term	Meaning
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of a Share in the Company.
TSR	Total Shareholder Return

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APPENDIX 1

SUMMARY OF RULES OF PRP

1. The Board may determine which persons are eligible to receive grants of performance rights under the PRP and may invite eligible persons to participate in the PRP and be granted a number of Performance Rights on terms and conditions specified by the Board. In particular, the PRP may be extended to employees (**Employee Participants**) and Non-Executive Directors (**NEDs**).

2. Performance Rights will not be quoted and will not be transferable except with the Board's consent or by force of law upon the participant's death or bankruptcy.

3. If the Performance Rights offer is for monetary consideration, the Board must not make an offer of Performance Rights unless at the time of making the offer there are reasonable grounds to believe that:

   (a) the total number of Shares in the Company that are covered by the Performance Rights that may be issued under the offer; and

   (b) the total number of Shares in the Company that are covered by the Performance Rights that have been issued, or could have been issued, under offers made in connection with these Rules at any time during the 3 year period ending on the day the offer is made,

   does not exceed 5% of the number of those Shares actually issued by the Company (whether in connection with these Rules or otherwise) as at the start of the day the offer is made.

4. Performance Rights confer on the participant no rights to vote, attend meetings, participate in a distribution or profit or a return of capital or any other participant rights or entitlements.

5. In general, Performance Rights vest when the applicable performance hurdles and vesting conditions are satisfied. Performance Rights may vest earlier where a participant ceases to be an employee of the Company by reason of death, disability, bona fide redundancy or other reason with the approval of the Board. Any Performance Right that does not vest as at the last available vesting date will be forfeited immediately.

6. On vesting of a Performance Right, the Performance Right will become exercisable in the form and manner determined by the Board. For some Performance Rights, the Board may approve an automatic exercise of such a Performance Right at a specified time or event.

7. On exercise of a Performance Right, the Company will either issue or transfer to the participant a share in the Company, unless the Board, in its discretion, determines to satisfy the entitlement through a cash payment in lieu of the allocation of Shares.

8. The Company will apply for quotation on ASX of any shares issued under the PRP. Any shares issued under the PRP will rank equally with those traded on ASX at the time of issue, except as regards any rights attaching to shares by reference to a record date prior to the date of allotment.

9. Participants must ensure that any trading in shares issued on vesting of Performance Rights is in compliance with the Company's Policy on the Trading of Company's Securities, and in compliance with any restrictions imposed by the Board in their discretion.

10. Where, in the opinion of the Board, an Employee Participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or a Related Body Corporate, the Board may deem any unvested Performance Rights to be forfeited and any shares issued on vesting of performance rights to be forfeited.

11. Where a NED ceases to hold office, any vested but unexercised Performance Rights held by the NED may still be exercised.

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12. Upon an Employee Participant ceasing to be an employee of the Company or a Related Body Corporate by reason of death, disability, bona fide redundancy or other reason approved by the Board:

    (a) if at that time the participant continues to satisfy any other relevant conditions of the grant the Board may determine the extent to which Performance Rights held by the participant vest (and if no determination is made by the Board all Performance Rights held by the participant will be forfeited); and

    (b) any vested but unexercised Performance Rights must be exercised within the later of 90 days following cessation of employment or vesting as relevant. Performance Rights not exercised within this period will lapse.

13. Upon an Employee Participant ceasing to be an employee of the Company or a Related Body Corporate for any other reason, all Performance Rights held by the participant are forfeited.

14. In the event of a takeover bid for the Company:

    (a) any performance rights granted to a NED will vest and any performance rights granted to an Employee Participant will vest where, in the Board's absolute discretion, pro rata performance is in line with the performance conditions applicable to those performance rights (any Performance Right in which the Board does not make such a determination or which the Board determines does not vest will automatically be forfeited); and

    (b) unless the Board determines otherwise, all vested but unexercised Performance Rights will be exercisable for a period of 30 days from the date of the takeover bid and will lapse if not exercised within that period.

15. In the event of a court-ordered arrangement or compromise, compulsory acquisition following a takeover bid or the winding up of the Company:

    (a) the Board may, in its absolute discretion, determine that some or all of a participant's performance rights vest if pro rata performance is in line with the performance conditions applicable to those performance rights (if no determination is made or if the Board determines that some or all of a Participant's Performance Rights do not vest, those Performance Rights will automatically be forfeited); and

    (b) unless the Board determines otherwise, all vested but unexercised Performance Rights will be exercisable for a period of 30 days from the date of the relevant event and will lapse if not exercised within that period.

16. If shares in the Company are issued under a bonus issue or there is a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of shares or the amount (if any) payable on vesting or both of performance rights to which a participant is entitled will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the participant.

17. The Board may amend or add to any of the rules of the PRP or the terms and conditions of any performance rights granted under the PRP, subject to certain restrictions.

18. The Board may establish a trust for the purpose of acquiring and holding shares issued on vesting of a performance right.

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APPENDIX 2

WORKED EXAMPLES

Worked Example: Operation of formula for calculation of Performance Rights to be granted to Mr Townsend

1. Mr Townsend's base salary is $355,000 per annum (inclusive of statutory superannuation). Under Mr Townsend's services agreement, Mr Townsend is entitled to receive a long-term incentive in the form of Performance Rights up to 35% of the value of his base salary (that is, up to $124,250).

2. Assuming Mr Townsend receives an award of 35% of the value of his base salary in the form of Performance Rights, the number of Performance Rights to be issued to Mr Townsend will be calculated as $124,250 divided by the 30-day VWAP of Neometals' Shares preceding 30 June of the relevant financial year, rounded down to the nearest whole number.

3. On that basis:

   (a) if the 30-day VWAP preceding 30 June is $0.025, Mr Townsend will be entitled to 4,970,000 Performance Rights, which is calculated on the basis of 35% of the value of Mr Townsend's base salary (ie $124,250) divided by $0.025;

   (b) if the 30-day VWAP preceding 30 June is $0.050 then Mr Townsend will be entitled to 2,485,000 Performance Rights, which is calculated on the basis of 35% of the value of Mr Townsend's base salary (ie $124,250) divided by $0.050; or

   (c) if the 30-day VWAP preceding 30 June is $0.075 then Mr Townsend will be entitled to 1,656,666 Performance Rights, which is calculated on the basis of 35% of the value of Mr Townsend's base salary (ie $124,250) divided by $0.075.

Neometals

ABN 89 099 116 631

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Perth Time) on Wednesday, 25 November 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 189264

SRN/HIN:

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

By Mail:

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

By Fax:

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

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

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

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☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Neometals Ltd hereby appoint

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Neometals Ltd to be held at the Celtic Club Perth, 48 Ord Street, West Perth, Western Australia 6005 on Friday, 27 November 2026 at 11:00am (Perth Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Director - Darren Townsend	☐	☐	☐
Resolution 3	Re-election of Director - Steven Cole	☐	☐	☐
Resolution 4	Approval of Performance Rights Plan	☐	☐	☐
Resolution 5	Approval of grant of long-term incentive Performance Rights to Darren Townsend	☐	☐	☐
Resolution 6	Approval of grant of retention incentive Performance Rights to Darren Townsend	☐	☐	☐
Resolution 7	Approval of grant of retention incentive Performance Rights to Christopher Reed	☐	☐	☐
Resolution 8	Approval of the issue of Convertible Notes to CHPL	☐	☐	☐
Resolution 9	Approval for issue of new Shares to OVH	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Computershare

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