

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Group 6 Metals Limited ABN 40 004 681 734 (**Company**) will be held at 10.00AM Brisbane Time on Thursday 23 November 2023 for the purpose of transacting the business set out in this notice.

The Meeting will be held as a hybrid meeting at the Company's Brisbane Office, Suite 7C, Level 7, 157 Ann Street Brisbane QLD 4000 and using the online platform provided by our share registry, ComputerShare at <https://meetnow.global/M4SDAQW>.

As permitted by the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has previously requested a hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the Company's website.

Persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at info@g6m.com.au at least 5 business days prior to the Meeting, so that appropriate arrangements can be made.

NOTICE OF ANNUAL GENERAL MEETING	1
1. ITEMS OF GENERAL BUSINESS	3
1.1. Financial Reports	3
1.2. Resolution 1: Adoption of the Remuneration Report	3
1.3. Resolution 2: Re-Election of Director – Mr Chris Ellis	4
2. ITEMS OF SPECIAL BUSINESS	4
2.1. Resolution 3: Approval of 10% Placement Facility	4
2.2. Resolution 4: Adoption of a Replacement Constitution	4
2.3. Resolution 5: Increase in Aggregate Non-Executive Director Remuneration	5
2.4. Resolution 6: Approval of Group 6 Metals Limited Equity Incentive Plan	5
2.5. Resolution 7: Approval of Granting of Performance Options to Mr Keith McKnight	5
3. VOTING EXCLUSION STATEMENTS	6
4. VOTING RIGHTS AND PROXIES	6
5. VENUE AND VOTING INFORMATION	6
5.1. Online Participation In the Meeting	6
5.2. Your Vote Is Important	7
5.3. Voting By Proxy	7
5.4. Power Of Attorney	8
5.5. Corporate Representatives	8
5.6. How The Chairman of the Meeting Will Vote Undirected Proxies	8
5.7. Date For Determining Holders of Shares	8
6. EXPLANATORY NOTES	9
6.1. Financial Reports	9
6.2. Resolution 1: Adoption of the Remuneration Report	9

6.3.	Resolution 2: Re-Election of Director – Mr Chris Ellis	10
6.4.	Resolution 3: Approval of 10% Placement Facility	11
6.5.	Resolution 4: Adoption of a Replacement Constitution	18
6.6.	Resolution 5: Increase in Aggregate Non-executive Director Remuneration	20
6.7.	Resolution 6: Approval of Group 6 Metals Limited Equity Incentive Plan	22
6.8.	Resolution 7: Granting of Performance Options to Mr Keith McKnight	29
6.9.	Interpretation	33
6.10.	Registered Office	34
7.	GLOSSARY	34

The accompanying Explanatory Notes provided information about the Resolutions, voting and a summary of important information which form part of this Notice and should be read in conjunction with it. Shareholders should read this Notice and the Explanatory Notes in full before making any decisions in relation to the Resolutions.

Date: 25 October 2023

By order of the Board of Group 6 Metals Limited



Megan McPherson

Company Secretary

1. ITEMS OF GENERAL BUSINESS

1.1. Financial Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2023.

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

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

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

If you would like to receive a hard copy of the statutory annual report free of charge, you can contact the Company by telephoning +61 2 8622 1402 or emailing info@g6m.com.au.

1.2. Resolution 1: Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution in accordance with section 250R of the Corporations Act as a **non-binding resolution**:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2023."

Notes:

- (a) This Resolution 1 is advisory only and does not bind the Company or the Directors.
- (b) The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- (c) The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.
- (d) If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days, at which all the Company's directors must go up for re-election.

Voting Exclusion Statement: The **Company** will disregard any votes cast in favour of Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member. Restrictions also apply to votes cast as proxy unless exceptions apply. However, the Company need not disregard a vote cast on Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chair decides.

1.3. Resolution 2: Re-Election of Director – Mr Chris Ellis

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

“That Mr Chris Ellis who retires from office and is eligible for re-election, is re-elected as a director of the Company.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Notes:

- (a) Mr Ellis has consented to be re-elected a director of the Company.
- (b) The non-candidate Directors unanimously support the re-election of Mr Ellis.

2. ITEMS OF SPECIAL BUSINESS

2.1. Resolution 3: Approval of 10% Placement Facility

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

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

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Voting exclusion statement for Resolution 3: The **Company** will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue being the subject of the Resolution (except a benefit solely by reason of being a holder of ordinary securities in the **Company**) or an **Associate** of those persons.

2.2. Resolution 4: Adoption of a Replacement Constitution

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

“That for the purposes of sections 136(1)(b) and 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be repealed and replaced with the new constitution in the form of the document entitled ‘Constitution of Group 6 Metals Limited’ tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the close of the Meeting.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

2.3. Resolution 5: Increase in Aggregate Non-Executive Director Remuneration

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

“That for the purposes of Rule 19.5 of the Company’s Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid in any year to the Company’s Non-Executive Directors for any financial year from and including the financial year ending 30 June 2024 be increased by \$290,000, from \$210,000 to \$500,000.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

Voting Exclusion Statement: The **Company** will disregard any votes cast in favour of Resolution 5 by or on behalf of any Directors or an Associate of those persons.

2.4. Resolution 6: Approval of Group 6 Metals Limited Equity Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, the employee incentive scheme titled “Group 6 Metals Limited Equity Incentive Plan”, as described in the Explanatory Notes, be approved for the issue of securities under the Group 6 Metals Equity Incentive Plan.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.

Voting Exclusion Statement: The **Company** will disregard any votes cast in favour of Resolution 6 by or behalf of any person eligible to participate in the plan or an Associate of those persons.

2.5. Resolution 7: Approval of Granting of Performance Options to Mr Keith McKnight

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

“That in accordance with Listing Rule 10.14, the Company be permitted and authorised to grant up to a maximum of 20,000,000 Performance Options under the Company’s equity incentive plan to Mr McKnight or his nominees for nil cash consideration, and otherwise on the terms and conditions set out in the accompanying Explanatory Notes.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 7.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr McKnight (or his nominee/s) and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or an Associate of that person (or those persons).

3. VOTING EXCLUSION STATEMENTS

Each Voting Exclusion Statement that applies to each of Resolutions 2, 3, 5, 6 and 7 does not apply to a vote cast in favour of that Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

The Company will not disregard a vote cast on either of Resolutions 1 or 5 if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

4. VOTING RIGHTS AND PROXIES

- (a) A member who is entitled to attend and vote at the meeting has a right to appoint a proxy.
- (b) This appointment may specify the proportion or number of votes that the proxy may exercise.
- (c) The proxy need not be a member of the Company.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

5. VENUE AND VOTING INFORMATION

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00AM Brisbane Time on Thursday 23 November 2023.

5.1. Online Participation In the Meeting

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL
<https://meetnow.global/M4SDAQW> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their unique email invitation link.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their unique email invitation link.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Online Meeting Guide: www.computershare.com.au/virtualmeetingguide

5.2. Your Vote Is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

5.3. Voting By Proxy

A proxy form is enclosed. You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of the Company. A proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be signed either under seal or in accordance with the Constitution of the Company. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting.

Proxies may be lodged using any of the following methods:

Online

Lodge the Proxy Form online at www.investorvote.com.au/login following the instructions:

Login to the Computershare voting platform using the Control Number and Security Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is set out on the enclosed Proxy Form.

By Mobile:

By scanning the QR code on the attached Proxy Form. You will also need your **SRN** or **HIN**.

By post

Returning a completed Proxy Form by post using the pre-addressed envelope provided with this Notice to Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001.

Facsimile

Faxing a completed Proxy Form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia).

Custodians

For intermediary online subscribers only (custodians), submit your voting intentions via www.intermediaryonline.com.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. To facilitate the conduct of the meeting, you are encouraged to nominate the chairman of the meeting as your proxy. Proxy Forms received later than this time will be invalid.

5.4. Power Of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

5.5. Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Annual General Meeting, the representative must have readily available adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

5.6. How The Chairman of the Meeting Will Vote Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

5.7. Date For Determining Holders of Shares

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 6:00 PM Brisbane time on Tuesday 21 November 2023 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of determining entitlements to attend and vote at the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

6. EXPLANATORY NOTES

These Explanatory Notes are provided to the Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Suite 7C, Level 7, 157 Ann Street Brisbane QLD 4000 commencing 10.00AM Brisbane Time on Thursday 23 November 2023.

The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

6.1. Financial Reports

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

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

6.2. Resolution 1: Adoption of the Remuneration Report

6.2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2023 is set out in the Company's 2023 Annual Report which is available on the Company's website <https://www.g6m.com.au/investors/financial-reports/>.

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

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all the Company's Directors must go up for re-election.

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

Key Management Personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2023. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

6.2.2. Recommendation

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

6.3. Resolution 2: Re-Election of Director – Mr Chris Ellis

6.3.1. Background

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Rule 19.3(b) of the Company's constitution requires that no Director (who is not a managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

The Directors to retire are those directors or director longest in office since last being elected.

As a major shareholder and Executive Director Chris has made, and continues to make, a significant contribution to the operation of the Company.

Mr Ellis stood for re-election at the annual general meeting of the Company held on 8 January 2021. Accordingly, Mr Ellis is due to retire at the end of the meeting and offers himself for re-election to the Board.

Chris Ellis (Executive Director)

B. Sc Hons

Appointed 8 November 2012

Chris has over 40 years' experience in the exploration and mining industry in Australia and overseas. He was a founding member and Executive Director of coal mining company Excel Coal Limited, which became Australia's largest independent coal mining company before being acquired by Peabody Energy Inc. in October 2006. Chris commenced his career in the UK coal industry, followed by positions within Shell's exploration group in Southern Africa and CRAE in Western Australia. He has also held senior positions for BP Coal (London and USA), Agipcoal Australia and the Stratford Joint Venture. Chris has core geology, mining engineering and mineral processing skills, mainly in the coal industry, with some experience in tungsten, gold, base metals and diamonds. He had overall responsibility for designing and

engineering four new mines during his career with Excel. Chris is a Non-Executive Director of Ausquest Limited (ASX: AQD).

6.3.2. Recommendation

Messrs Jacobs, Hancock and McKnight unanimously recommend that Shareholders **vote in favour** of Resolution 2.

6.4. Resolution 3: Approval of 10% Placement Facility

6.4.1. Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities, of up to 10% of its issued share capital on issue at the commencement of the relevant period being:

- (a) If the eligible entity has been admitted to the ASX's official list for 12 months or more, the 12-month period before the issue date or date of agreement to issue; or
- (b) If the eligible entity has been admitted to the ASX's official list less than 12 months, the period from the date the entity was admitted to the ASX official list to the date immediately preceding the date of the issue or agreement (**Relevant Period**),

through placements over the Relevant Period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is seeking Shareholders' approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility in addition to its 15% placement capacity under ASX Listing Rule 7.1. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Further information is set out in section 6.4.2 (c) of the Notice.

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1. If Resolution 3 is not passed, the Company will only be able to issue Equity Securities under the Company's available 15% placement capacity without first seeking Shareholder approval of the issue.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4.2. Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

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

(b) Equity Securities

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

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue a new class of Equity Securities (quoted or unquoted) of the Company without approval of holders of ordinary securities.

(c) Formula for calculating 10% Placement Facility

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

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

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

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9,16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or

- the agreement or issue was approved, or taken under these rules to have been approved, under rule ASX Listing Rule 7.1 or 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under the ASX Listing Rule 7.1A.2 in the Relevant Period before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

6.4.3. Number of Equity Securities on Issue

At the date of the Notice, the Company has 1,003,424,720 quoted Shares, 288,186,709 Unquoted Options and 148,214,286 Unquoted Warrants on issue.

6.4.4. Cash Only

Equity Securities can only be issued under ASX Listing Rule 7.1A for a cash amount which is not less than the prescribed minimum issue price described in section 6.4.5 below.

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue Equity Securities for non-cash consideration, or for cash consideration that is lower than the prescribed minimum issue price, without approval of holders of ordinary securities.

6.4.5. Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

6.4.6. Specific Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:
- the date that is the 12 months after the date of the annual general meeting at which approval is obtained; or
 - the time and date of the Company's next annual general meeting; or
 - the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

- (b) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the relevant class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 10 Trading Days of the date on which the Equity Securities are agreed to be issued, the date on which the Equity Securities are issued.
- (c) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to allocate the funds towards additional working capital while the Company progresses the Dolphin Tungsten Mine. Under ASX Listing Rule 7.1A, Equity Securities can only be issued for cash consideration.
- (d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
- the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (e) Table 1 below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

		Variables			
		50% decrease in Issue Price		Issue Price	100% Increase in Issue Price
Issue price examples		\$0.048		\$0.096	\$0.192
Variable ‘A’ in ASX Listing Rule 7.1A.2	Number of Shares examples				
Current Variable A	1,003,424,720	10% Voting Dilution	100,342,472	100,342,472	100,342,472
		Funds raised	\$4,816,439	\$9,632,877	\$19,265,755
50% increase in Current Variable A	1,505,137,080	10% Voting Dilution	150,517,708	150,517,708	150,517,708
		Funds raised	\$7,224,850	\$14,449,700	\$28,899,400
100% increase in Current Variable A	2,006,849,440	10% Voting Dilution	200,684,944	200,684,944	200,684,944
		Funds raised	\$9,632,877	\$19,265,755	\$38,531,509

(f) The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No options (including any options issued under the 10% Placement Facility) are exercised before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - The issue price is 9.6 cents (\$0.096), being the closing price of the Shares on the ASX on 19 October 2023.
- (g) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- the methods of raising funds that are available to the Company, including but not limited to, a pro rata rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the Equity Securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- (h) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (i) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held 16 November 2022.
- (j) As required to be disclosed under Listing Rule 7.3A.6(a) and 7.3A.6(b), the Company provides Shareholders with the following information;

Information Required pursuant to ASX Listing Rules 7.3A.6(a) and 7.3A.6(b)	
The total number and class of securities issued	44,826,473 fully paid ordinary shares
Percentage of the total number of equity securities on issue at 16 November 2022	5.5% of the total number of equity securities on issue at 16 November 2022 (at the commencement date, the Company had 630,754,715 quoted Shares, 31,375,000 Unquoted Options and 148,214,286 Unquoted Warrants on issue).
The name of the persons to whom the securities were issued	The Shares were allotted by the Company to professional and sophisticated investors under a private placement. The allocations to professional and sophisticated investors under

	<p>the Placement were determined by a range of factors including:</p> <ul style="list-style-type: none"> • Investment style with a focus on investors with a patient, long-term outlook; • Investors who have a history of supporting mining development projects and who are familiar with Tungsten; • Familiarity with the company, board and senior management including past meetings and presentations; and • Timing of the bid
The number and class of securities issued	44,826,473 fully paid ordinary shares
Issue Price	\$0.14
Discount to market price on date of agreement	15.2% discount to the last traded price on 28 April 2023
The use (or intended use) of the funds raised	The Company raised \$6.276m via the issue securities under the 10% placement capacity. The funds were fully utilised to finalise construction and to undertake commissioning activities at the Dolphin Tungsten Mine.

- (k) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.4.7. Recommendation

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

6.5. Resolution 4: Adoption of a Replacement Constitution

6.5.1. Background

In accordance with section 136(1)(b) and 136(2) of the Corporations Act, the Company proposes to put to Shareholders a resolution to repeal and replace the Company's existing constitution with the proposed new constitution (**Replacement Constitution**).

The existing constitution was adopted in 2014. Since that time, there have been several amendments to the legislation governing corporations under the Corporations Act and Listing Rules. The Replacement Constitution reflects amendments to the Corporations Act and Listing Rules since the existing Constitution was adopted, as well as reflecting technological changes and the current practices of the Company.

The proposed Replacement Constitution is available for viewing on the Company's website, www.g6m.com.au or you can contact the Company Secretary for a copy. A copy of the Replacement Constitution, signed by the Chairman for the purposes of identification, will be tabled at the Annual General Meeting.

Under the Corporations Act, a company may elect to either amend parts of its constitution or replace the entire document. As there has been a number of changes to the Corporations Act and Listing Rules since the adoption of the existing constitution, Directors consider that it is preferable in the circumstances to repeal the existing document and replace it with the Replacement Constitution rather than to amend and insert specific updates. If this Resolution 4 is passed, the existing Constitution will be repealed and replaced in its entirety and replaced with the Replacement Constitution.

The Replacement Constitution has been approved by ASX and contains a number of changes to the Company's current constitution, many of which are administrative or relatively minor in nature. A brief overview of the material differences between the current Constitution and the Replacement Constitution is set out in the table below. The overview is not exhaustive and does not identify all of the differences between the existing Constitution and the Replacement Constitution. There have been no fundamental changes to Shareholders' rights, such as the right to vote at a general meeting or to participate in dividends.

Shareholders will have an opportunity to ask questions about the Replacement Constitution at the Annual General Meeting or by contacting the Company Secretary in advance of the Annual General Meeting.

Overview of material differences

The following table sets out the main differences between the existing Constitution and the Replacement Constitution.

Subject	Summary of amendment	Old Rule	New Rule
Restricted Securities	The Replacement Constitution introduces new provisions which govern any restricted securities (as defined in the Listing Rules) that the Company may have on issue from time to time. This includes an obligation on a holder of restricted securities not to dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX.	2.5	2.5
Small Holdings	Small Holdings provisions have been replaced to reflect the provisions dealing with the treatment of less than a Marketable Parcel under the ASX Listing Rules.	13	13
Use of technology at general meetings	The Replacement Constitution now provides a mechanism for the use of technology at general meetings, including the ability for general meetings to be held entirely virtually.	16	16.6
Method of giving notice	The method of given notice under the Constitution has been updated to reflect that notice may be given by notifying the member by electronic means.	30	31

6.5.2. Special Resolution

Under section 136(2) of the Corporations Act, the resolution to adopt the Replacement Constitution must be passed as a special resolution of Shareholders.

6.5.3. Directors' recommendation

The Directors unanimously recommend the Shareholders approve the adoption of the Replacement Constitution and **vote in favour of** Resolution 4.

6.6. Resolution 5: Increase in Aggregate Non-executive Director Remuneration

6.6.1. Background

Rule 19.5(a) of the Company's Constitution and ASX Listing Rule 10.17 provide that the Company's non-executive Directors may be remunerated for their services from a maximum aggregate sum determine from time to time by the Company in general meeting. The Company must not increase the total maximum aggregate sum of non-executive Directors' remuneration payable by it without the members' approval by ordinary resolution at a general meeting.

In accordance with the Constitution and ASX Listing Rule 10.17, Shareholders are being asked to approve a \$290,000 increase in the maximum aggregate amount that may be paid as non-executive Directors' fees, to a maximum of \$500,000 (including superannuation) per annum. This amount may be divided among the non-executive directors in such proportion and manner as the Board agrees.

The current maximum aggregate fee pool of \$210,000 was approved at the annual general meeting in 2015. Since then, the size and complexity of the Company has grown, however the fees paid to non-executive directors have not increased to reflect the or increased in line with market movements.

The Board currently consists of the non-executive Chair, two executive directors and one non-executive Director. The proposed increase to the fee pool will allow room to accommodate an increase in the number of non-executive Directors in the event the Board feels additional appointments may be necessary and appropriate in light of the expanded scope and complexity of the Company's business and to ensure the Board has the appropriate mix of skills and experience in order to properly discharge its duties. The increase fee pool will also facilitate orderly Board succession planning, whereby new directors may be appointed prior to retirement of existing directors. This may result in short term increases in the size of the Board and the total fees payable to Directors.

If shareholder approval is obtained, the Board considers that it is appropriate to apply the increase to the non-executive pool from and including the financial year ending 30 June 2024 and thereafter in respect of each financial year of the Company.

If Shareholders do not approve Resolution 5, the fee pool will remain at \$210,000 and the amount paid to each non-executive Director will be proportionately adjusted so the amount paid in aggregate does not exceed that amount, if required.

In accordance with ASX Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors under Listing Rule 10.11 or Listing Rule 10.14 with the approval of shareholders at any time in the proceeding three (3) years:

Fully paid ordinary shares

Director	Date Approved	Date Issued	Issue Price	Fully Paid Ordinary Shares (number)	Reason for Issue
Johann Jacobs	8 Nov 2021	25 Nov 2021	\$0.14	692,857	Participation in placement announced 4 October 2021
	17 Jan 2023	23 Jan 2023	\$0.17	249,118	Participation in placement announced 28 November 2022
	15 June 2023	27 June 2023	\$0.14	250,000	Participation in placement announced 8 May 2023

Unquoted options

Director	Date Approved	Date Issued	Exercise Price	Expiry Date	Unquoted Options (number)	Reason for Issue
Johann Jacobs	17 Jan 2023	23 Jan 2023	\$0.28	31 Jan 2025	147,059	Free attaching options to the placement announced 28 November 2022
	15 June 2023	11 July 2023	\$0.21	30 June 2025	166,667	Free attaching options to the placement announced 8 May 2023

Performance Options

Director	Date Approved	Date Issued	Exercise Price	Expiry Date	Performance Options (number)	Reason for Issue
Johann Jacobs	8 Jan 2021	5 Feb 2021	\$0.00	30 Sept 2026	3,000,000	Tranche one performance options vested upon investment decision
	8 Jan 2021	5 Feb 2021	\$0.00	30 Sept 2028	4,000,000	Tranche two performance options vested upon first shipment of Tungsten concentrate
Greg Hancock	8 Jan 2021	5 Feb 2021	\$0.00	30 Sept 2026	3,000,000	Tranche one performance options vested upon investment decision
	8 Jan 2021	5 Feb 2021	\$0.00	30 Sept 2028	4,000,000	Tranche two performance options vested upon first shipment of Tungsten concentrate

6.6.2. Directors' recommendation

The Directors abstain from making a recommendation in Relation to Resolution 5, in the interests of good corporate governance.

6.7. Resolution 6: Approval of Group 6 Metals Limited Equity Incentive Plan

6.7.1. Background

The Company proposes to issue Shares, Options and Performance Rights to eligible employees under the Group 6 Metals Limited Equity Incentive Plan (**Plan**). The purpose of the Plan is to assist in the reward, retention and motivation of eligible employees, encourage participation of employees in the growth and success of the Company through equity ownership, align the interest of employees more closely with Shareholders, provide employees with the opportunity to share in any future growth in value and provide greater incentives for employees to focus on the Company's longer-term goals.

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

6.7.2. Why is Shareholder Approval being sought?

Under ASX Listing Rule 7.1, a listed company must not, without the approval of its shareholders, issue more than 15% of its equity securities in any 12-month period.

Exception 13 in ASX Listing Rule 7.2 provides that an issue of equity securities under an employee incentive plan (which would include an issue of Shares, Options and Performance Rights under the Plan) will be treated as an exception to ASX Listing Rule 7.1 if, within 3 years before the date of the grant of the equity securities, the shareholders of the listed company have approved the issue of equity securities pursuant to the relevant employee incentive plan as an exception to ASX Listing Rule 7.1 that this Resolution 6 is proposed. In the opinion of the Board, if the resolution is approved this will greatly assist the Company in managing its capital requirements efficiently by ensuring the 15% limit is not diminished by issues under the Plan and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

If Resolution 6 is passed, the Company will be able to issue Equity Securities under the employee incentive plan without utilising the Company's 15% placement capacity over a three-year period. If Resolution 6 is not passed, the Company will be limited to issuing Equity Securities under the employee incentive scheme subject to the Company's available 15% placement capacity.

Subject to there being no material amendments to the terms of the Plan, Shareholder approval of the resolution in this Resolution 6 will be effective for 3 years from the date of the resolution. In the absence of such an approval, future issues of Shares, Options and Performance rights under the Plan may still be made, but must be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 at the time of issue.

The Plan was last approved by Shareholders for the purposes of Exception 13 in ASX Listing Rule 7.2 at the Company's annual general meeting on 8 January 2021. The following securities have been issued under the scheme since that date;

KMP	Date Issued	Exercise Price	Expiry Date	Unquoted Options (number)
Charles Murcott	7 Sept 2021	\$0.10	7 Sept 2024	1,000,000
	14 July 2023	\$0.12	7 Sept 2025	1,000,000
	14 July 2023	\$0.15	7 Sept 2026	1,000,000

Megan McPherson	14 July 2023	\$0.18	14 July 2026	1,000,000
	14 July 2023	\$0.20	14 July 2027	1,000,000
	14 July 2023	\$0.22	14 July 2028	1,000,000

For the purposes of Listing Rule 7.2 exception 13, the maximum number of securities proposed to be issued under the Plan within the three-year period from the date of the passing of this resolution is 50,000,000 (which currently represents 5% of the Company's Share capital). This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

6.7.3. Key terms of the Plan

Details of the key terms of the Plan are provided in the table below:

Administration	The Plan is administered by the Board
Eligibility	Eligibility to participate in the Plan and the number of Shares, Options or Performance Rights offered to each eligible employee will be determined by the Board
Issue Price	Unless the Board otherwise determines, the Shares, Options or Performance Rights will be granted for nil consideration.
Award	Under the rules of the Plan, an Award may be offered by way of an invitation and granted to eligible employees of the Company and its subsidiaries from time to time in the form of Shares, Options and/or Performance Rights, at the absolute discretion of the Board.
Award in the form of Options and Performance Rights	Unless otherwise determined by the Board and specified in an invitation, each Option or Performance Right entitles the holder, on the exercise of the Option or Performance Right, to receive on Share by way of issue or transfer (at the discretion of the Board). An invitation may confer on the Board a discretion to make a cash payment to a

	<p>participant in lieu of the issue or transfer of Shares on the exercise of the Option or Performance Right.</p> <p>The Board may determine the grant, exercise and vesting conditions for each invitation of Options and/ or Performance Rights.</p> <p>The exercise price (if any) payable on the exercise of an Option or Performance Right or the manner of determining the exercise price (if any) of an Option or Performance Rights will be specified in the invitation. The Board may determine (in its discretion) that in exercising the Options or Performance Rights, a Participant may elect to pay the Exercise Price by use of a cashless exercise facility.</p>
Options and Performance Rights Vesting Conditions	Options or Performance Rights will vest and become exercisable if and to the extent than any applicable vesting conditions specified in the invitation are satisfied and the Shares, Options or Performance Rights have not been forfeited or lapsed.
Options and Performance Rights Vesting and Exercise	Following satisfaction (or waiver) of any vesting conditions, Options or Performance Rights will vest and participants must exercise their vested Options of Performance Rights and pay the exercise price (if any) to receive Shares or, if such a discretion is conferred on the Board, a cash payment in lieu of a Share.
Award in the form of Shares	Where an Award is to be granted to an employee in the form of Shares, the Board may determine and specify in an employee's invitation any vesting conditions attaching to any Shares granted under the Plan.
Share Vesting Conditions	Until all vesting conditions are satisfied or waived by the Board, the Share will be subject to disposal conditions and risk of forfeiture (as described below).
Share Vesting and Exercise	<p>Where an Award is to be granted to an employee in the form of Shares, a Share which has not lapsed in accordance with the terms of the Plan will vest if and when any vesting conditions applicable to the Share have been satisfied or waived by the Board.</p> <p>On Share vesting, they will cease to be subject to the disposal restrictions and forfeiture provisions applicable to Shares, or the Board may determine to pay a cash amount to the participant instead of the participant retaining the Share.</p>

Rights attaching to Options and Performance Rights	Options and Performance Rights will not carry any voting or dividend rights. Shares issued or transferred to participants on the exercise of an Option or Performance Right will rank equally with all existing Shares on issue and carry the same rights and entitlements as other issued Shares, including voting and dividend rights.
Rights attaching to Shares	Where an Award is to be granted to an employee in the form of Shares, a Share issued under the Plan will rank equally in respect with existing Shares on issue, and carry the same rights and entitlements as other issued Shares, including voting and dividend rights.
Restrictions on disposal and hedging of Shares	<p>Where an Award is to be granted to an employee in the form of Shares, Shares may not be sold, transferred, encumbered or otherwise dealt with without prior written approval of the Board, or unless required by law.</p> <p>Participants may not enter into any arrangement for the purpose of hedging or otherwise affecting their economic exposure with respect to Shares.</p>
Lapse of Options and Performance Rights	<p>Unless otherwise determined by the Board, an Option or Performance Right will lapse and become unable to be exercised on the earliest of:</p> <ul style="list-style-type: none"> • the date that the Board determines that any vesting conditions applicable to the Option or Performance Right cannot be satisfied; • the date that the Board determines that the Options or Performance Rights should lapse where the participant has acted fraudulently or dishonestly or materially breached their obligations to the Company (see Clawback below); • the expiry date; • in certain circumstances if the participant's employment is terminated (see Cessation of Employment below); • if the participant purports to deal in the Option or Performance Right in breach of any disposal or hedging restrictions in respect of the Option or Performance Right in breach of any hedging restrictions; or • in the event of a change of control (see Change of control below).

Forfeiture of Shares	<p>Where an Award is to be granted to an employee on the form of Shares, unless otherwise determined by the Board, a Share will be forfeited in certain circumstances including:</p> <ul style="list-style-type: none"> • the date that the Board determines that any vesting condition applicable to the Share cannot be satisfied; • the date that the Board determines that the Shares should be forfeited where the participant has acted fraudulently or dishonestly or materially breached their obligations to the Company (see Clawback below); • the expiry date; • in certain circumstances if the participant's employment is terminated (see Cessation of Employment below); • if the participant purports to deal in the Shares in breach of any disposal or hedging restrictions in respect of the Shares in breach of any hedging restrictions: or • in the event of a change of control (see Change of control below).
Cessation of employment	<p>Where a participant ceases employment with the Company, the treatment of their Shares, Options and Performance Rights on cessation will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation, termination by the Company for cause or other circumstances in which the Board determine the following treatment is warranted:</p> <ul style="list-style-type: none"> • all unvested Options and/ or Performance Rights will lapse at cessation of employment; • all unvested Shares will be forfeited at cessation of employment; and all vested Options and/ or Performance Rights that have not been exercised will lapse. <p>Where a participant ceases employment for any other reason (including in the case of redundancy, total and permanent disablement and death):</p>

	<ul style="list-style-type: none"> the participant will be entitled to retain all of their vested Options and/or Performance Rights that have not been exercised; all other unvested Options and/or Performance Rights will lapse at cessation of employment; and all unvested Shares will be forfeited at cessation of employment. <p>However, the Board has discretion to apply a different treatment to that outlined above if it deems it appropriate in the circumstances.</p>
Clawback	<p>If the Board becomes aware that the Participant has acted fraudulently or dishonestly or materially breached their obligations to the Company, there is a material misstatement in the Company's financial statements relating to a Performance Period or some other event has occurred during the Performance Period which, as a result, means that Shares, Options or Performance Rights should not have vested, the Board may elect to claw back the benefit of that vesting.</p>
Change of control	<p>Where a change of control event occurs, the Board has discretion to determine whether any unvested Shares, Options and/ or Performance Rights should ultimately vest, lapse or be treated otherwise in its absolute discretion.</p>
Reconstruction	<p>The Plan provides for adjustments to be made to the number of Shares which a participant would be entitled to receive on the exercise of Options or Performance Rights in the event of any reorganisation (including consolidation, sub-division, reduction, issue of bonus shares, buy back or cancellation) of the issued capital of the Company so that the percentage of the fully diluted share capital of the Company into which an Option or Performance Right is exercisable is the same before and after such reorganisation, provided any such adjustment must be made in accordance with ASX Listing Rules.</p>
Trading Restrictions	<p>Participants must not sell, transfer, encumber, hedge or otherwise deals with the Shares, Options or Performance Rights.</p> <p>Shares (including those Shares allocated to participants following the exercise of Options and Performance Rights) are subject to the Company's securities trading policy and</p>

	applicable laws (such as insider trading provision) when dealing with Shares.
Amendment	<p>The Board may, in its absolute discretion, amend the Plan rules, or waive or modify the application of the Plan rules in relation to a participant, provided that (except in specified circumstances) if such amendment would adversely affect the participants in respect of any awards then held by them, the Board must obtain the consent of:</p> <ul style="list-style-type: none"> • participants holding in aggregate at least 75% by value of the total Shares, Options or Performance Rights held by participants affected by the proposed change; and • a majority in the number of the participants affected by the proposed change, <p>before making the amendment.</p>

6.7.4. Directors' recommendation

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

6.8. Resolution 7: Granting of Performance Options to Mr Keith McKnight

6.8.1. Background

Mr Keith McKnight, the Managing Director and CEO of the Company.

ASX Listing Rule 10.14 provides that unless one of the exceptions in Listing Rule 10.16 applies, an entity must not issue, or agree to issue, equity securities under an employee incentive scheme to any of the following persons without the approval of the holders of its ordinary securities:

- (a) a director of the entity;
- (b) an associate of a person referred to in paragraphs (a) above; or
- (c) a person whose relationship with the entity or a person referred to in any of paragraphs (a) to (b) above is such that, in ASX's opinion the issue or agreement should be approved by securityholders.

As the issue of up to a maximum of 20,000,000 Performance Options to Mr Keith McKnight constitutes the issue of Equity Securities to a director of the Company, Shareholder approval pursuant to ASX Listing Rule 10.14 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.16 do not apply in the current circumstances.

The Company therefore seeks the required Shareholder approval for the issue of Performance Options to Mr Keith McKnight, or his nominee, under and for the purpose of ASX Listing Rule 10.14.

Under ASX Listing Rule 7.2 exception 14, approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Equity Securities to Mr Keith McKnight, or his nominee, if approval is obtained under ASX Listing Rule 10.14. Accordingly, the issue of Equity Securities, if approved, will not be included in the use of the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

Subject to Shareholder approval, the Company proposes to grant a maximum of 20,000,000 Performance Options to Mr McKnight (appointed 24 January 2022), or his nominee, on terms and conditions as set out in the Explanatory Notes.

Remuneration payable to Mr McKnight

The cash remuneration paid to date by the Company to Mr McKnight is at the rate of \$35,000 per month for Mr McKnight to be the Managing Director and Chief Executive Officer of the Company.

The remuneration received by Mr McKnight during the years ended 30 June 2023 and 30 June 2022 are as follows:

YEAR	Salary and fees \$	Cash bonus \$	Superannuation benefits \$	Total \$
2023	385,000	115,200	-	500,200
2022	158,735	-	-	158,735

6.8.2. Listing Rules

Pursuant to Listing Rule 10.15, the following information is provided regarding the approval sought under Listing Rule 10.14:

Rule 10.15.1: Name of person:

Mr Keith McKnight (or his nominee(s)).

Rule 10.15.2: Nature of relationship

As the Managing Director and Chief Executive Officer of the Company, Mr McKnight is a director under Listing Rule 10.14.1.

Rule 10.15.3: Number of securities to be issued:

Mr McKnight will be issued up to a maximum of 20,000,000 Performance Options.

Rule 10.15.4: Details of current total remuneration package

Mr McKnight is paid an annual total fixed remuneration (TFR) amount of \$420,000. Mr McKnight is entitled to receive an annual short-term incentive cash bonus of up to a maximum of 40% of his TFR subject to his performance against set objectives determined by the Board. On 14 July 2023, Mr McKnight was issued with 7,500,000 unlisted options as a long-term incentive connected to his appointment on 24 January 2022.

Rule 10.15.5: Number of securities previously issued to the person under the scheme:

No securities have previously been issued to Mr McKnight under the scheme.

Rule 10.15.6: Summary of material terms of the securities:

The performance period is three years, commencing 1 July 2023 and ending the date that is the end of the Company's 2026 financial year.

The Performance Options will be granted to Mr McKnight or his nominee for nil consideration. The Board considers that the grant of Performance Options to Mr McKnight to be a cost effective and efficient reward for the Company to appropriately incentivise Mr McKnight's continued performance and is consistent with the strategic goals and targets of the Company.

The Performance Options are subject to the following salient terms and conditions:

- the Performance Option will be issued at no cost;
- The formula to calculate the number of Performance Options to be granted is $(\$1,260,000 / \text{Market Value})$ where:

The Market Value is the market value of a fully paid ordinary Share in the Company on the day immediately before the issue date, calculated using a five-day Volume Weight Average Price (VWAP) of the Company's shares immediately before the issue date.
- each Performance Option entitles the holder thereof to subscribe for one Share in the Company;
- Vesting of the Performance Options is subject to certain performance milestones:
 - (i) A Category A Performance Option can only be exercised by the holder upon satisfaction of retention conditions over the performance period; and
 - (ii) A Category B Performance Option can only be exercised by the holder upon satisfaction of certain key performance indicators focussed on delivering shareholder value, as set by the Board, over the performance period.
- After vesting, the Performance Options may be exercised in whole or in part by notice in writing being delivered to the Company at any time prior to or on each Expiry Date;
- the exercise prices of the Performance Option is \$0.00 for each Share subscribed for;
- any Performance Options not exercised on or before each Expiry Date will expire and cease to carry any rights or benefits;
- a statement will be issued for the Performance Options. A new holding statement will be issued when a change takes place in the number Performance Options held;
- the holder of Performance Options will not have the right to participate in new issues of capital which may be offered to Shareholders during the currency of the performance options. Any change to the Performance Option's exercise price or the number of underlying securities must be made in accordance with Listing Rules 6.21 and 6.22;

- the rights of the holders of Performance Options will change to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of the reorganisation;
- the Performance Options are freely transferable;
- Shares issued pursuant to the exercise of the Performance Options will be allotted following receipt of all relevant documents and will rank for dividends pro rata with the existing issued Shares, as at the date of exercise of the performance options. Subject to any ASX ruling regarding Restricted Securities, Shares so issued will rank pari passu with the issued Shares of the Company; and
- The Performance Options will not be listed on the ASX. The Company will make application for any Shares issued upon the exercise of any Performance Options to be granted Official Quotation by the ASX.
- Based on an in-house non-independent valuation, the value that the Company attributes to the Performance Options using the Binominal Option Model as at 19 October 2023 is \$0.096 per option.

Rule 10.15.7: Date by which the securities are to be issued:

If Shareholders approve Resolution 7, the issue and allotment of the performance options to Mr McKnight, or his nominee, will occur on a date which is no later than 3 years after the date of this AGM.

Rule 10.15.8: Issue Price of the Securities and a statement of terms of issue:

The performance options will be granted to Mr McKnight or his nominee for nil consideration.

Rule 10.15.9: Summary of the material terms of the scheme:

The summary of the material terms of the scheme is outlined in the explanatory notes of Resolution 6 (6.7.3) above.

Rule 10.15.10: Summary of the material terms of any loan made to the person in relation to the acquisition:

No loan will be made to Mr McKnight in relation to the acquisition of Equity Securities under the scheme.

Rule 10.15.11: Compliance statement:

- Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issued was obtained under listing rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who became entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under Listing Rule 10.14.

Rule 10.15.12: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

Rule 7.2, Exception 14: Approval not required under Rule 7.1

As approval for the issue of the performance referred to in Resolution 7 is being sought under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

6.8.3. Effect of the Resolution

If Resolution 7 is passed, then the Company will be able to issue the performance to Mr McKnight.

If Resolution 7 is not passed, then the Company will not be able to proceed with the issue of the performance options. The Company may have to consider alternative methods of providing remuneration to Mr McKnight which may take the form of cash-based payments, which would reduce the Company's cash reserves.

6.8.4. Section 208 of the Corporations Act

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

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

The Board, with Mr McKnight abstaining on each respective resolution, has resolved that the grant of the performance options to Mr McKnight constitutes reasonable remuneration within the meaning of section 211(1) of the Corporations Act as:

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

Accordingly, Shareholder approval is not required under section 208(1) of the Corporations Act, however approval is still required for the purposes of Listing Rule 10.14.

6.8.5. Recommendation

The Directors abstain, in the interests of corporate governance from making a recommendation in relation to Resolution 7.

6.9. Interpretation

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

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;

- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Notes and the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

6.10. Registered Office

Group 6 Metals Limited ABN: 40 004 681 734

Suite 26.01

Level 26, Suncorp Place

259 George Street

Sydney NSW 2000

Telephone: +61 2 8622 1402

Email: info@g6m.com.au

Web: www.g6m.com.au

7. GLOSSARY

AGM or Annual General Meeting means the annual general meeting to commence 10.00AM Brisbane Time on Thursday 23 November 2023 and notified to the Company's Shareholders by this Notice.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691.

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

Board or Board of Directors means the board of Directors of the Company.

Brisbane Time means the current local time in Brisbane QLD, Australia.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) as amended from time to time.

Company means Group 6 Metals Limited ABN 40 004 681 734.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

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

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

Director means a director of the Company.

Equity Securities has the same meaning as in the ASX Listing Rules.

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

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

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

Meeting means the AGM.

Notice means this notice of Annual General Meeting.

Option means an option providing the holder with the right to subscribe for one (1) Share for the exercise price during the option period.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2023 and which is set out in the 2023 Annual Report.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

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

Share Registry means the Company's share registry - Computershare Investor Services Pty Ltd ABN 48 078 279 277, Yarra Falls, 452 Johnston Street, Abbotsford Vic 3067.

Trading Day means a day determined by the ASX to be a Trading Day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

Unquoted Options means the Company's unquoted Options.



ABN 40 004 681 734

Need assistance?



Phone:

1300 265 043 (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 **10:00am (AEST) on Tuesday, 21 November 2023.**

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: 183329

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.

☐ **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 Group 6 Metals Limited 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 Group 6 Metals Limited to be held at Suite 7C, Level 7, 157 Ann Street, Brisbane, QLD 4000 and as a virtual meeting on Thursday, 23 November 2023 at 10:00am (AEST) 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 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 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 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director - Mr Chris Ellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Replacement Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Increase in Aggregate Non-Executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Group 6 Metals Limited Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Granting of Performance Options to Mr Keith McKnight	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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