

ASX ANNOUNCEMENT

Wednesday, 23 April 2025

2025 Annual General Meeting – Notice of Meeting

The 2025 Annual General Meeting ('AGM') of 29Metals Limited ('29Metals' or, the 'Company') will be held on Friday, 23 May 2025, commencing at 10:30am (AEST).

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

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

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

as well as how to obtain physical copies of the Notice of Meeting and other documents, including the 2024 Annual Report (separately released today), is available on the dedicated AGM page on 29Metals' website at: <https://www.29metals.com/investors/agm>.

- ENDS -

Authorised for release by the Company Secretary, Melinda Shiell

Enquiries

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A CLEAR RESET FOR A BRIGHT FUTURE

ANNUAL GENERAL MEETING
NOTICE OF MEETING 2025

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Metals

29METALS LIMITED
ACN: 650 096 094

The 2025 Annual General Meeting ('AGM') of 29Metals Limited ('29Metals' or, the 'Company') will be held at Le Meridien Hotel, 20 Bourke Street, Melbourne, VIC 3000, and virtually at <https://meetings.openbriefing.com/29magm25> on **Friday, 23 May 2025**, commencing at **10:30am** (AEST).

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

23 April 2025

Dear Shareholder,

On behalf of the Board of Directors of 29Metals Limited, I am pleased to invite you to the 2025 Annual General Meeting. My fellow Directors and I are looking forward to engaging with Shareholders, either in person at the AGM or online, and I encourage you to participate.

2024 presented a challenging year for the 29Metals team and for our Shareholders. The suspension of Capricorn Copper's operations weighed on the Company's performance. However, we have been buoyed by strong progress made at Golden Grove, including increases in production and development, cost reductions, improvements in the mining and processing infrastructure and receiving approvals and funding required for our new mine development at Gossan Valley.

We invite Shareholders to attend the AGM where the Board and Management team will update Shareholders about the Company's 2024 performance, alongside initiatives to improve and ultimately rebuild confidence amongst our shareholder base.

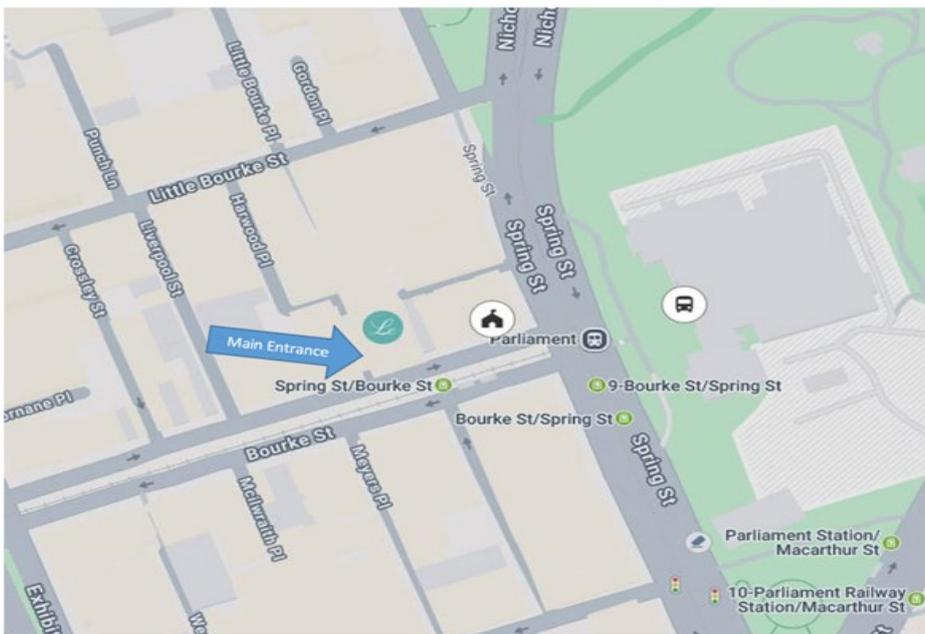
At the AGM, Shareholders will also have the opportunity to meet and hear from our Chief Executive Officer ('CEO'), James Palmer.

AGM Details

The AGM will be held on **Friday, 23 May 2025**, commencing at **10:30am** (AEST) and will be conducted as a *hybrid meeting*. Shareholders have the opportunity to participate in the AGM in person or virtually via the online platform. Details regarding how to participate in the AGM are set out below.

Attending the AGM in person – how to find us

The AGM will be held physically at **Le Meridien Hotel, 20 Bourke Street, Melbourne, VIC 3000**. The venue is easily accessible from Parliament train station and there are multiple parking stations located within walking distance.



Participating in the AGM virtually

You may also participate in the AGM virtually through the online platform available at <https://meetings.openbriefing.com/29magm25>. We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time. The online platform will allow Shareholders to view the meeting, ask questions and vote in real time. An Online Meeting Guide on how to use the online platform is available on 29Metals' website at <https://www.29metals.com/investors/aggm>. Shareholders should monitor the 29Metals website and the ASX announcements platform where updates will be provided (if necessary) in relation to the holding or conduct of the AGM.

Voting before the AGM

You may enter your vote on the items of business ahead of the AGM online at <https://au.investorcentre.mpms.mufg.com> or by completing and returning the Voting and Proxy Form no later than **10.30am** (AEST) on **Wednesday, 21 May 2025**.

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

Questions and comments

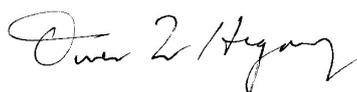
While Shareholders as a whole will have a reasonable opportunity to ask questions during the AGM, I encourage you to submit questions and comments online ahead of the AGM. Where questions and comments are provided in advance of the meeting, there may be an opportunity to address matters raised in the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

All questions and comments must be received by **5.00pm** (AEST) on **Friday, 16 May 2025** (see page 7 for further information). Please note that individual responses will not be sent to Shareholders.

If you have not already done so, I encourage you to elect to receive electronic Shareholder communications. By making this election, you will assist the Company in communicating with you. You can do this by logging into the Investor Centre at <http://au.investorcentre.mpms.mufg.com/Login> and selecting 'Electronic Communications' under the 'Communications' tab or contacting 29Metals' Share Registry directly.

On behalf of the Board, I thank you for your continuing support and look forward to welcoming you to our 2025 AGM.

Yours faithfully



Owen Hegarty OAM

Chair
Board of Directors

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 31 December 2024, together with the Directors' Report and the Independent Auditor's Report.

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

Resolutions

1. Remuneration Report

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

“That the Remuneration Report for 29Metals Limited for the year ended 31 December 2024, as set out in the Directors' Report, be adopted.”

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

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

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

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

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

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

3. Re-Election of Directors

To consider and, if thought fit, pass the following resolutions as **ordinary resolutions**:

- a. *“That Fiona Robertson AM who will retire and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution, being eligible, be re-elected as a Director of the Company.”*
- b. *“That Owen Hegarty OAM who will retire and stand for re-election pursuant to Article 10.3(b)(iii) of the Company's Constitution, being eligible, be re-elected as a Director of the Company.”*

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

By Order of the Board



Melinda Shiell
Company Secretary
29Metals Limited
23 April 2025

IMPORTANT INFORMATION – PARTICIPATION AND VOTING

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

Investor	Eligibility
Shareholder	In accordance with regulation 7.11.37 of the <i>Corporations Regulations 2001</i> (Cth), registered holders of shares of 29Metals as at 7.00pm (AEST) on Wednesday, 21 May 2025 , will be entitled to participate in and vote at the AGM.
Joint holder	If more than one joint holder of shares participates in the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to vote

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

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

Voting Option	Details	Steps
Online, prior to the AGM	You may appoint a proxy or vote your shares online prior to the AGM.	Go to http://au.investorcentre.mpms.mufg.com To be effective, your proxy appointment or votes must be entered online no later than 10.30am (AEST) on Wednesday, 21 May 2025 .
By Post or Fax, prior to the AGM	<p>Direct Vote</p> <p>Shareholders may cast a Direct Vote by completing Section A of the Voting and Proxy Form and delivering it to 29Metals prior to the AGM.</p> <p>Shareholders should complete their voting directions by selecting 'FOR' or 'AGAINST' or 'ABSTAIN' for each resolution on the Voting and Proxy Form.</p> <p>Appoint a Proxy or Nominee</p> <p>Alternatively, Shareholders may appoint a proxy to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.</p> <p>If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half of your votes.</p> <p>To appoint a proxy, Shareholders should complete Section B of the enclosed Voting and Proxy Form.</p> <p>If you appoint the Chair of the AGM as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 1 or 2 then by submitting the Voting and Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of 29Metals' Key Management Personnel ('KMP').</p> <p>If no direction is given on a resolution or if Section A and Section B are both completed on the Voting and Proxy Form, then the Chair of the AGM will become your proxy by default.</p> <p>It is intended that proxies in favour of the Chair of the AGM, or undirected proxies, will be voted by the Chair of</p>	<p>Completed Voting and Proxy Forms may be posted to:</p> <p>29Metals Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South, NSW 1235 Australia</p> <p>Alternatively, completed Voting and Proxy Forms may be faxed to:</p> <p>+61 2 9287 0309</p> <p>To be effective, your completed Voting and Proxy Form must be received by 29Metals no later than 10.30am (AEST) on Wednesday, 21 May 2025.</p>

Voting Option	Details	Steps
Attending the AGM – Virtually	<p>the AGM in accordance with the voting intentions stated on page 6.</p> <p>You may vote during the AGM by attending the AGM virtually. You can do this by logging into the online platform at https://meetings.openbriefing.com/29magm25, where you will be able to register and vote online, in real time, during the AGM.</p> <p>You should ensure that you have access to a laptop, computer, tablet or mobile device and be connected to the internet to use the virtual AGM facility.</p>	<p>Registration for the online platform will commence from 10.00am (AEST) on Friday, 23 May 2025.</p> <p>Shareholders</p> <p>When you log into the online platform at https://meetings.openbriefing.com/29magm25, you will be invited to register as a Shareholder or proxy holder and once registered, you will be able to vote your shares or the shares you represent as proxy. To register as a Shareholder, you will need to provide your Shareholder number and the postcode for your shareholding.</p> <p>IMPORTANT: to join the online platform, you must have your Shareholder number (being your HIN or SRN) available. If you need assistance in locating your Shareholder number, please contact MUFG Corporate Markets on 1300 554 474 where they may assist you or direct you to your broker (if applicable).</p>
Attending the AGM – Physically	<p>If you attend the AGM in person, you will be able to register and vote at the AGM by attending Le Meridien Hotel, 20 Bourke Street, Melbourne, VIC 3000.</p>	<p>Registration will commence from 10.00am (AEST) on Friday, 23 May 2025.</p> <p>To facilitate a smooth registration, please bring a copy of your holding statement or Voting and Proxy Form with you on the day.</p>

Power of attorney

If you appoint an attorney to act on your behalf at the AGM, your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by 29Metals' share registry no later than **10.30am** (AEST) on **Wednesday, 21 May 2025**, unless it has been previously provided.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints an individual as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) ('**the Corporations Act**') to exercise its powers at the AGM. 29Metals requires

written proof of the representative's appointment to be lodged with, or presented to, 29Metals prior to the AGM. Please provide your appointment documentation to 29Metals' share registry before the commencement of the meeting, unless it has previously been provided.

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

Voting intentions

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

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

Voting exclusions

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

Resolution 1

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of KMP whose remuneration details are included in the Remuneration Report for the year ended 31 December 2024, or their closely related parties, regardless of the capacity in which the vote is cast; and
- by a person who is a member of KMP as at the date of the AGM, or their closely related parties as proxy,

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

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

Resolution 2

The Company will disregard any votes cast on Resolution 2

- in favour of Resolution 2 by or on behalf of a person who is eligible to participate in the 29Metals Equity Incentive Plan, or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of KMP on the date of the AGM, or their closely related parties,

unless the vote on Resolution 2 is cast:

- as proxy or attorney for a person entitled to vote on Resolution 2, in accordance with a direction given to the proxy or attorney to vote on Resolution 2 in that way; or
- as a proxy for a person entitled to vote on Resolution 2 by the Chair of the AGM pursuant to an express authorisation to exercise the proxy as the Chair of the AGM decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

How you can ask questions and make comments

Before the AGM

Shareholders are invited to submit questions in advance of the AGM. If you wish to submit questions or comments to 29Metals or the external auditor before the AGM, questions must be received by **5.00pm (AEST) on Friday, 16 May 2025**.

Online: go to <https://au.investorcentre.mpms.mufg.com>

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

29Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South, NSW 1235 Australia
+61 2 9287 0309

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

During the AGM

During the AGM, as a whole, Shareholders and proxyholders will have a reasonable opportunity to ask questions or make comments. Online participants can ask questions in writing via the online platform at

<https://meetings.openbriefing.com/29magm25>.

Shareholders and proxyholders who would prefer to ask verbal questions during the meeting can do so by dialling **1800 497 114 (within Australia)** or **+61 2 9189 1123 (outside Australia)**. For verification purposes, Shareholders and proxyholders will require a PIN code before calling this number during the AGM. A PIN can be obtained by contacting MUFG Corporate Markets on 1300 990 363 (within Australia) or +61 1300 990 363 (Overseas) at any time before or during the AGM.

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

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

Technical difficulties

Technical difficulties may arise during the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the AGM will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected. Where they consider it appropriate, the Chair of the AGM may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if Shareholders have already decided how they will cast their vote, they are encouraged to lodge a direct vote or directed proxy by **10.30am (AEST) on Wednesday, 21 May 2025** even if they plan to attend the AGM.

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

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

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

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

Financial Statements and Reports

The Corporations Act requires that:

- the reports of the Directors and Auditor; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2024,

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

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

The Company's Annual Financial Report for the year ended 31 December 2024 (including the Director's Report and the Independent Auditor's Report) is included in the Company's 2024 Annual Report. Shareholders can access a copy of the Company's 2024 Annual Report via the Company's website at: <https://www.29metals.com/investors/agm>.

Resolution 1

Adopt 2024 Remuneration Report

The Company's 2024 Remuneration Report is set out on pages 103-130 of the Company's 2024 Annual Report and outlines the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for the Company's *key management personnel* ('KMPs') during the year ended 31 December 2024.

Shareholders as a whole will have a reasonable opportunity at the AGM to ask questions about, or make comments on, the Company's 2024 Remuneration Report.

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

Recommendation

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

Voting exclusion statement

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

Resolution 2

Issue of Securities under the 29Metals Equity Incentive Plan

Resolution 2 seeks shareholder approval for the issue of securities to 29Metals' eligible employees under the 29Metals Equity Incentive Plan.

Overview of the 29Metals Equity Incentive Plan

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

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

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

ASX Listing Rule approval requirements

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

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

Shareholder approval under ASX Listing Rule 7.2, Exception 13, was previously obtained at the Company's 2024 AGM. This approval was limited to 27,000,000 securities ('**Maximum Limit**'), as outlined in the Notice of Meeting for the 2024 AGM.

Given recent changes in the Company's share price, the Maximum Limit will shortly be reached. Accordingly, this resolution seeks shareholder approval to refresh the Company's ability to issue securities under the Plan Rules under ASX Listing Rule 7.2, Exception 13. This will help 29Metals to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by the issue of securities under the Plan Rules and the capacity is available for capital management and other purposes if necessary.

Additional information

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

- (a) Summary of Plan Rules:** A summary of the material terms of the Plan Rules is provided in Annexure A of this Notice of Meeting. A full copy of the Plan Rules was released to the ASX Announcements Platform on 2 July 2021.
- (b) Number of equity securities issued under the Plan Rules since the 2024 AGM:** 11,852,971 securities (including performance rights and shares issued on vesting of performance rights).
- (c) Maximum number of equity securities proposed to be issued under the Plan Rules, following approval:** 65,000,000.

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

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

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

Recommendation

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

Voting exclusion statement

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

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Resolution 3

Re-Election of Directors

Resolution 3(a)

Re-election of Director, Fiona Robertson AM (MA (Oxon) Geology, FAICD, FAusIMM)

Fiona Robertson has served as an independent Non-Executive Director of 29Metals since 27 May 2021.

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

Fiona has more than 40 years' experience as a finance executive and non-executive director, most of this spent within the resources sector. Fiona's senior and executive finance roles included serving as CFO of ASX-listed companies Petsec Energy Limited, Climax Mining Limited and Delta Gold Limited. Fiona's earlier career included credit risk management, corporate banking and resource financing roles with Chase AMP and Chase Manhattan Bank in Australia, New York and London.

Fiona is currently an independent non-executive director of ASX-listed Bellevue Gold Limited (ASX: BGL) and Whitehaven Coal Limited (ASX: WHC), where Fiona also chairs the Audit & Risk Committee for both companies.

Fiona also serves as a member of Whitehaven Coal's governance & nomination and remuneration committees, and previously served on its health, safety, environment and community committee. Fiona serves on the nomination and remuneration committee and health, safety & sustainability committee for Bellevue Gold.

Fiona was previously an independent non-executive director of ASX-listed Drillsearch Energy Limited (ASX: DLS) and ASX-listed Heron Resources Limited (ASX: HRR), where Fiona also held roles on board committees focussed on audit, risk, ESG, people, remuneration and nomination matters.

Fiona's successful career in the mining industry, and contribution to the empowerment and encouragement of women developing careers within the mining industry was recognised in 2022 when Fiona received the NSW Mining Industry and Suppliers "Outstanding Contribution in Mining" award. In 2020 Fiona was named as one of "100 Global Inspirational Women in Mining" by Women in Mining UK.

Fiona was included in the 2023 King's Birthday Honours List, being awarded the Member of the Order of Australia, recognising her services to the mining sector.

Fiona is the chair of 29Metals' Audit, Governance & Risk Committee is also a member of the Sustainability Committee.

Taking into account the skills and experience that Fiona brings to the Board, the Board supports Fiona's re-election.

Recommendation

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

Resolution 3(b)

Re-election of Director, Owen Hegarty OAM (BEc (Hons), FAusIMM, FAICD)

Owen Hegarty has served as Chair and Non-Executive Director of 29Metals since 27 May 2021.

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

Owen has more than 40 years' experience in the global mining industry with a career spanning executive and directorship roles across multiple mineral commodities and assets in Australia, Asia, Africa, Europe and the Americas. Owen co-founded and is Executive Chairman of EMR Capital, a specialist resources private equity manager with deep operational, investment, sustainability and ESG management expertise applied across the EMR investment portfolio companies. Owen was formerly the Managing Director and Chief Executive Officer of ASX-listed Oxiana Limited, leading the company to its merger with Zinifex Limited in 2008 to form ASX-listed OZ Minerals Limited (ASX: OZL). Prior to Oxiana, Owen's career included 25 years with the Rio Tinto Group, including as Managing Director of Rio Tinto Asia and Rio Tinto's Australian copper and gold business. Owen currently serves as a director on a number of EMR Capital portfolio companies.

Owen's previous non-executive directorship roles include ASX-listed Fortescue Metals Group Limited (ASX: FMG), Highfield Resources Limited (ASX: HFR), Tigers Realm Coal Limited (ASX: TIG) and Hong Kong-listed G-Resources Limited and CST Mining.

Owen has served and continues to serve on a number of government and industry mining advisory bodies and is the recipient of a number of awards and citations in recognition of his achievements and service to the mining industry.

Owen was included in the 2021 Queen's Birthday honours list, being awarded the Medal of the Order of Australia recognising his services to the minerals and mining sector.

Taking into account the skills and experience that Owen brings to the Board, the Board supports Owen's re-election.

Recommendation

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

Annexure A

Summary of the Material Terms of 29Metals Equity Incentive Plan

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

Key Terms	Description
Eligibility	An employee of the Group, Director, contractor or prospective employee of the Group, or other person the Board, in its discretion, determines to be eligible to participate in the Plan.
Award	The Plan permits the Board to grant one or more types of awards, including: <ul style="list-style-type: none"> ▪ Performance Rights; ▪ Shares; ▪ Restricted Shares; and ▪ Options.
Vesting	<p>A Performance Right or Option which has not lapsed shall vest if and when any conditions applicable to the Performance Right or Option have been satisfied or waived by the Board at its discretion.</p> <p>A Share which has not been forfeited shall vest if and when any conditions applicable to the Share have been satisfied, or waived by the Board at its discretion, although a vested Share may remain subject to dealing restrictions.</p>
Exercise	A vested Performance Right or Option may only be exercised by a participant once the Board has notified the participant that the conditions have been satisfied or waived.
Restrictions on dealing	The Board may determine at its discretion whether dealing restrictions or restriction periods will apply to any Shares, or, for Performance Rights or Options, that Shares allocated or transferred on exercise are Restricted Shares or subject to restriction periods.
Cessation of employment	Under the Plan Rules, the Board has discretion to determine, subject to compliance with applicable law, the treatment of an award if a participant ceases to be employed within the Group prior to the vesting or exercise of an award.
Change of control	<p>If there is a change of control prior to the vesting and exercise of an award, the Board may determine in its absolute discretion, whether some or all of the awards vest, lapse or are forfeited, remain on foot subject to the applicable, substitute or varied conditions or dealing restrictions, or can only be exercised within a specific period, and the Board will have regard to any matter the Board considers relevant.</p> <p>Where the Board does not exercise its discretion and a change of control occurs then, unless the Board determines otherwise:</p> <ul style="list-style-type: none"> ▪ any unvested award with a remaining vesting period of 12 months or less will vest; ▪ any unvested award with a remaining vesting period of more than 12 months will vest pro rata based on the proportion of the performance period that has passed; ▪ an award subject to dealing restrictions will no longer be subject to dealing restrictions; and <p>where the change of control occurs during the period an award is exercisable, the award may only be exercised during the period specified by the Board.</p>
Rights of Shares granted under the Plan	Unless the Board determines otherwise, all Shares allotted and issued or transferred under the Plan will rank equally in all respects with other Shares already on issue.
Clawback	Where the Board is of the opinion that a participant under the Plan has acted fraudulently or dishonestly, is in breach of any of that participant's duties or obligations or has acted in a way that could reasonably be regarded to have contributed to material reputational damage to a member of the Group, or any other events specified in the Plan Rules have occurred, the Board may, at its discretion, determine any treatment in relation an award (including by reducing or extinguishing a participant's entitlement to an award).

Key Terms	Description
Lapse of Performance Rights, Restricted Shares or Options	<p>Unless the Board determines otherwise, a Share, Performance Right or Option will be forfeited or lapse on the earliest of:</p> <ul style="list-style-type: none"> ▪ the date that the Board determines that any condition in respect of the Share, Option or Performance Right cannot be satisfied; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with the cessation of employment provision; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with the clawback provisions; ▪ the Share, Option or Performance Right being forfeited or lapsing in accordance with change of control provisions; or ▪ the participant purporting to deal or enter into any arrangement in respect of the Option or Performance Right in breach of the provisions under the Plan relating to rights and restrictions attached to Options or Performance Rights; or ▪ in the case of Options or Performance Rights, the date falling 15 years from the date on which they were granted.

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LODGE YOUR VOTE

-  **ONLINE**
https://au.investorcentre.mpms.mufg.com
-  **BY MAIL**
29Metals Limited
C/- MUG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

VOTING AND PROXY FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

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

 in relation to the Annual General Meeting of the Company to be held at **10:30am (AEST) on Friday, 23 May 2025** (the Meeting), and at any adjournment or postponement of the Meeting.

You should mark "FOR" or "AGAINST" or "ABSTAIN" for each item.

OR B APPOINT A PROXY

the Chair of the Meeting (mark box)

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

Name _____

Email _____

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEST) on Friday, 23 May 2025** (the Meeting) and at any postponement or adjournment of the Meeting.

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

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

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Le Meridien Hotel, 20 Bourke Street, Melbourne, VIC 3000** or logging in online at <https://meetings.openbriefing.com/29MAGM25> (refer to details in the online meeting guide). The **Notice of Annual General Meeting** can be viewed and downloaded at the Company's website at www.29Metals.com/investors/aggm.

STEP 2

VOTING AND PROXY DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting (i.e. no later than 10:30am (AEST) on Wednesday 21 May 2025).

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

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Securities under the 29Metals Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-Election of Director, Fiona Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-Election of Director, Owen Hegarty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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



HOW TO COMPLETE THIS SHAREHOLDER VOTING AND PROXY FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 SECTION A

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

VOTING UNDER STEP 1 SECTION B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A VOTING AND PROXY FORM

This Voting and Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEST) on Wednesday, 21 May 2025**, being not later than 48 hours before the commencement of the Meeting. Any Voting and Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufg.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

29Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309

Online Meeting Guide

Before you begin

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

Supported browsers are:

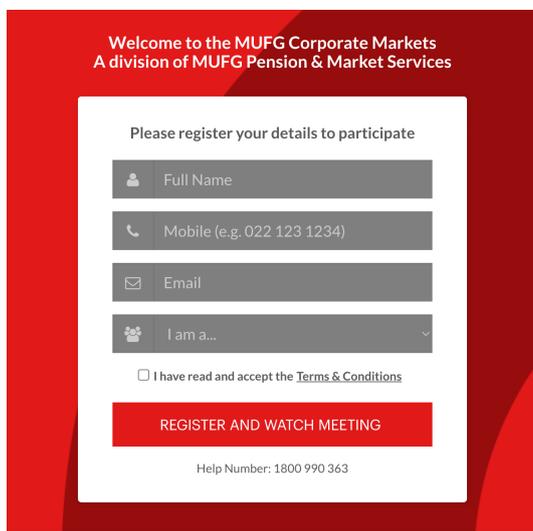
- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Online Meeting Guide



Welcome to the MUFG Corporate Markets
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/29MAGM25>

Step 2

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

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

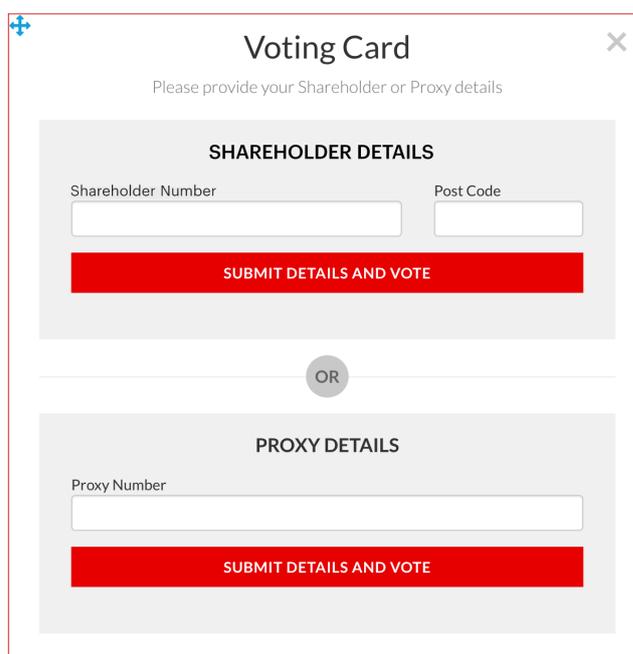
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during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

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

1. Get a Voting Card

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

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

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

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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

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



+
Get a Voting Card

?
Ask a Question

Downloads

- Notice of meeting
- Annual report
- Online Guide

SAMPLE
*****7133
✕

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1A For Against Abstain

AMENDMENT TO THE CONSTITUTION

SUBMIT VOTE

Full Votes

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

Partial Votes

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

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

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

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

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

Online Meeting Guide *continued*

2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

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

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

Ask a Question

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND ASK A QUESTION

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND ASK A QUESTION

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

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

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

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

Note, the company will do their best to address all questions.

View Questions

Your submitted questions can be viewed below.
We will endeavour to answer all questions during the Meeting.

When will this meeting be held?

Asked regarding *General Business*

Asked at: 9:41 AM Updated: 9:41 AM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

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

Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact MUFG on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: +61 1800 497 114 (within Australia)
+61 2 9189 1123 (International)

Step 2

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

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a holder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

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

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

Step 4

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

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or the Resolution number.

Contact us

Australia
T +61 1800 990 363

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.