

15 March 2023

Dear Shareholders

Shareholders Meeting of Omnia Metals Group Limited

You are invited to attend the general meeting of shareholders of Omnia Metals Group Limited (**Company**) (ASX: OM1) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Wednesday, 12 April 2023 at 10:00am (AWST) (**Meeting**).

In accordance with section 253RA of the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 253RB of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at www.omniametals.com.au/announcements;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/OM1; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology. With regards to the COVID-19 pandemic, the Company considers the health and safety of shareholders, advisers and staff to be paramount. As such, the Company has put in place measures to adhere to physical distancing requirements set by the government authorities for the Meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at anna@omniametals.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely

Anna Mackintosh
Company Secretary
Omnia Metals Group Limited

Authorised for release by the Board of Omnia Metals Group Limited.

For further information please contact:

James Warren
Omnia Metals Group Limited
james@omniametals.com.au



Omnia Metals Group Limited

ACN 648 187 651

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 12 April 2023

10:00am (AWST)

22 Townshend Road

Subiaco WA 6008

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 08 9388 0051.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Omnia Metals Group Limited (ACN 648 187 651) (**Company**) will be held at 22 Townshend Road, Subiaco, Western Australia, 6008 on Wednesday, 12 April 2023 commencing at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 11:00am AWST Monday 10th April 2023.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1– Approval to issue Consideration Shares

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, the Vendors); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a 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 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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue Facilitation Shares

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 450,000 Shares to GTT Ventures Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, GTT Ventures Pty Ltd (and/or its nominees)); or
- (b) an Associate of that person or those persons.

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

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

3. Resolution 3 – Approval to issue Placement Shares

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue Shares up to a total value of a maximum of \$2,250,000 (before costs) to sophisticated and/or professional investors pursuant to a capital raising on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

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

- (a) any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Placement Participants);
- (b) or an Associate of that persons or those persons.

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

- (a) a person as a 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 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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Dated 15 March 2023

BY ORDER OF THE BOARD

Ms Anna MacKintosh
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road, Subiaco, Western Australia, 6008 on 12 April 2023 commencing at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting via virtual means or attend in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting via virtual means or voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend via virtual means/ or in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If you wish to appoint the Chair as your proxy and wish to direct the Chair how to vote, please mark the appropriate "For", "Against" or "Abstain" boxes on the proxy form for each proposed resolution.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

IN PERSON:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
BY MAIL:	Automic, GPO Box 5193, Sydney NSW 2000
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
BY MOBILE:	Scan the QR Code on your proxy form and follow the prompts

3. Resolution 1 – Approval to Issue Consideration Shares

3.1 Background

On 7 February 2023 the Company announced it had entered into a binding option agreement (**Earn-In Agreement**) with 9219-8845 Qc. Inc. (dba Canadian Mining House), Anna Giglio and Steve Labranche (**Vendors**) to earn-in up to a 100% interest of the rights to the Lac des Montagnes Project (**Project**) (**Acquisition**).

GTT Ventures Pty Ltd acted as facilitator and corporate advisor to the Acquisition.

The Company has agreed to issue a total of 10,350,000 Shares (subject to shareholder approval) in consideration for the acquisition of the Project pursuant to the Earn-In Agreement (summary of Earn-In Agreement is set out below at Section 3.2). The 10,350,000 Shares will be issued progressively to the Vendors (subject to shareholder approval), upon the Company satisfying each earn-in stage (as set out in Section 3.2(c) below).

Resolution 1 seeks Shareholder approval for the issue of 4,500,000 Shares (**Consideration Shares**) to be issued to the Vendors in consideration for the first earn-in stage, pursuant to the Earn-In Agreement.

3.2 Earn-In Agreement

The material terms of the Earn-In Agreement are:

- (a) (**Option Fee**): the Company has agreed to pay the Vendors a non-refundable option fee of CAD 50,000, within 14 days of execution of the Earn-In Agreement (**Execution Date**). The Option Fee will be subtracted from the stage 1 cash consideration, if the Company exercises the Option;
- (b) (**Option**): upon payment of the Option Fee, the Company has an exclusive option from Execution Date, until the date that is 60 days from the Execution Date (or such later date as agreed in writing between the parties);
- (c) (**Consideration**): the Company has agreed to pay and/or issue (subject to shareholder approval) the following consideration to the Vendors:

Stage	Timing	Cash (CAD)	Consideration Shares	OM1 Expenditure Commitment on Project (CAD)	% Interest
1	Upon exercise of the Option	120,000	4,500,000		25%
2	6 months after exercise of the Option	120,000	2,700,000		33%
3	12 months after the exercise of the Option	120,000	1,650,000	500,000	51%
4	24 months after the exercise of the Option	120,000	900,000	1,000,000	80%
5	36 months after the exercise of the Option	120,000	600,000	1,000,000	100%
	Total	600,000	10,350,000	2,500,000	

- (d) (**Royalty**): on and from the Company completing the 5th Stage earn-in, the Company grants the Vendors a 3% net smelter royalty over all minerals produced from the area within the boundary of the Project. The Company will have the right (at its sole discretion and at any time) to buy-back from the Vendors 1.5% of the Royalty for a payment of CAD \$2,000,000 in cash.
- (e) (**Withdrawal**): the Company may withdraw from its obligations under this agreement at any time by giving not less than 1 month prior written notice to that effect to CMH.

The Earn-In Agreement otherwise contains terms considered standard for an agreement of this nature.

3.3 ASX Listing Rule 7.1

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

3.4 Technical information required by ASX Listing Rules 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares which will allow the Company to proceed with the Acquisition pursuant to the Earn-In Agreement. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and will not be able to proceed with the Acquisition pursuant to the Earn-In Agreement.

3.5 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Consideration Shares:

- (a) the Consideration Shares will be issued to 9219-8845 Qc. Inc. (dba Canadian Mining House) (and/or its nominees) (who is not a related party of the Company);
- (b) the maximum number of Consideration Shares to be issued is 4,500,000;
- (c) the Consideration Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all the Consideration Shares will be issued on the same date;
- (e) the Consideration Shares will be issued at a deemed issue price of \$0.20;
- (f) the purpose of the issue of the Consideration Shares is as consideration pursuant to the Earn-In Agreement;
- (g) the Consideration Shares are being issued under the Earn-In Agreement. A summary of the material terms of the Earn-In Agreement is set out in Section 3.2 above;
- (h) the Consideration Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 1 of this Notice.

3.6 Board Recommendation

The Board believes that Resolution 1 is in the best interest of the Company and its Shareholders and unanimously recommends that the Shareholders vote in favour of Resolution 1. The Chair intends to vote all undirected Proxies in favour of Resolution 1.

4. Resolution 2 – Approval to issue Facilitation Shares

4.1 General

The Company is seeking shareholder approval under Listing Rule 7.1 to issue 450,000 Shares to GTT Ventures Pty Ltd (**GTT Ventures**) (and/or its nominee/s) (**Facilitation Shares**), as agreed between the Company and GTT Ventures.

In consideration for GTT Ventures introducing the Project to the Company and facilitating the Acquisition between the Company and the Vendors, the Company agreed to issue GTT Ventures that number of shares which represent 10% of the Consideration Shares under the Earn-In Agreement.

4.2 Listing Rule 7.1

A summary of ASX listing Rule 7.1 is provided at Section 3.3 above.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the proposed issue of Facilitation Shares which will allow the Company to fulfil its obligations to GTT Ventures. In addition, the issue of the Facilitation Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Facilitation Securities to GTT Ventures (or its nominees) and the Company may need to consider an alternative form of payment to GTT Ventures as consideration for the facilitation services provided by GTT Ventures, including the payment of cash.

4.4 Technical information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 2:

- (a) the Facilitation Shares will be issued to GTT Ventures Pty Ltd (and/or its nominees) (who is not a related party of the Company);
- (b) the maximum number of Facilitation Shares to be issued is 450,000;
- (c) the Facilitation Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Facilitation Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all the Facilitation Shares will be issued on the same date;
- (e) the purpose of the issue of the Facilitation Shares is to fulfil the Company's contractual obligations with GTT Ventures in respect of GTT introducing and facilitating the Acquisition between the Company and the Vendors;
- (f) the Facilitation Shares are being issued pursuant to the agreement between the Company and GTT Ventures, a summary of which is set out above at Section 4.1;
- (g) the Facilitation Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in this Notice.

4.5 Board Recommendation

The Board believes Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 2. The Chair intends to vote all undirected Proxies in favour of Resolution 2.

5. Resolution 3 – Approval to Issue Placement Shares

5.1 General

The Company intends to raise up to \$2,250,000 (before costs) to be used towards the Acquisition, exploration activities on the Company's existing assets and additional working capital (**Placement**).

Resolution 3 seeks Shareholder approval for the issue of Shares up to the value of \$2,250,000 (before costs) (**Placement Shares**) pursuant to the Placement to sophisticated and/or professional investors. The issue price of the Placement Shares will be set at not less than 70% the Company's volume weighted average price (**VWAP**) to the five (5) days prior to the date of the issue of the Placement Shares.

The Company's price on the ASX as at close on 17 February 2023 was \$0.265. The following examples show the number of Shares that would be issued to raise \$2,250,000 (before costs) based on different assumed issue prices:

Assumed issue price per Placement Share	Total number of Placement Shares
\$0.20	11,250,000
\$0.22	10,227,272
\$0.24	9,375,000
\$0.26	8,653,846
\$0.28	8,035,714
\$0.30	7,500,000

Note: Please note that these are examples only and the issue price may be lower or higher if the prevailing share price is lower or higher at the time that the issue is made.

5.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is provided at Section 3.3 above.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Placement Shares which will allow the Company to raise the necessary capital required to proceed with the Acquisition and fund exploration activities on the Company's existing assets. In addition, the issue of the Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and will need to consider alternative means to raise the necessary funds.

5.4 Technical information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 3:

- (a) the Placement Shares will be issued to sophisticated and professional investors or to other investors who do not require disclosure pursuant to section 708 of the Corporations Act (**Placement Participants**);

- (b) the maximum number of Placement Shares to be issued will be the number determined by dividing \$2,250,000 (the maximum amount to be raised pursuant to the Placement) by the issue price, which shall be not less than 70% of the Company's VWAP in the five (5) days prior to the date of issue of the Placement Shares; ;
- (c) the Placement Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all the Placement Shares will be issued on the same date;
- (e) the Placement Shares will be issued at an issue price of not less than 70% of the Company's VWAP in the five (5) days prior to the date of issue of the Placement Shares;
- (f) the purpose of the issue is to raise funds to be used towards the Acquisition, exploration activities on the Company's existing assets and additional working capital;
- (g) the Placement Shares will not be issued under an agreement;
- (h) the Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice.

5.5 Board Recommendation

The Board believes that Resolution 3 is in the best interest of the Company and Shareholders and unanimously recommends that the Shareholders vote in favour of Resolution 3. The Chair intends to vote all undirected Proxies in favour of Resolution 3.

SCHEDULE 1– DEFINITIONS

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition has the meaning given to it in Section 3.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

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

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Omnia Metals Group Limited (ACN 141 128 841).

Consideration Shares has the meaning given to it in Section 3.1.

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

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

Director means a director of the Company.

Earn-In Agreement has the meaning given to it in Section 3.2.

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitation Shares has the meaning given to it in Section 4.1.

GTT Ventures means GTT Ventures Pty Ltd (ACN 601 029 636).

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement has the meaning given to it in Section 5.1.

Placement Participants has the meaning given to it in Section 5.4.

Placement Shares has the meaning given to it in Section 5.1.

Project has the meaning given to it in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Vendors has the meaning given to it in Section 3.2.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Monday, 10 April 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

