

8 September 2023

Dear Shareholders

Annual General Meeting of Omnia Metals Group Limited

You are invited to attend the annual general meeting of shareholders of Omnia Metals Group Limited (**Company**) (ASX: OM1) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Monday, 16 October 2023 at 11:00am (AWST) (**Meeting**).

In accordance with recent modifications 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 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.

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

info@omniametals.com.au



Omnia Metals Group Limited (ACN 648 187 651)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

16 October 2023

11:00am (AWST)

To be held by in person at 22 Townshend Road, Subiaco WA 6008

The Annual Report is available online at https://www.omniametals.com.au/

This Notice of Annual 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 Annual General Meeting of Shareholders of Omnia Metals Group Limited (ACN 648 187 651) (**Company**) will be held by in person at 22 Townshend Road, Subiaco WA 6008 on 16 October 2023 commencing at 11:00am (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) on 14 October 2023.

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

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2023 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Christopher Zielinski

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

"That, for the purpose of clause 7.2(b) of the Constitution and for all other purposes, Mr Christopher Zielinski, a Director who was appointed on 11 May 2021, retires, and being eligible for re-election, is elected as a Director with immediate effect."

3. Resolution 3 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with 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 Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Approval to issue Stage 2 Consideration 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, Shareholders approve the issue of 2,700,000 Consideration Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

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

- (a) any 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 Company) (namely, the Vendors); or
- (b) any Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution 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 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 directors given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – 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 270,000 Facilitation 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 in 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 case 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.

6. Resolution 6(a), (b) and (c) – Approval to issue Performance Rights to Directors

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

"That for the purposes of section 195(4) and section 208 of the Corporations Act and ASX Listing Rule 10.11, and for all other purpose, approval is given for the Company to issue:

- (a) 1,000,000 Performance Rights to Mr James Warren (and/or his nominees);
- (b) 500,000 Performance Rights to Mr Mark Connelly (and/or his nominees); and
- (c) 500,000 Performance Rights to Mr Christopher Zielinski (and/or her nominees);

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of:

- (a) Resolution 6(a) by or on behalf of:
 - (i) Mr James Warren (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (i) an Associate of that person or those persons;
- (b) Resolution 6(b) by or on behalf of:
 - Mr Mark Connelly (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) an Associate of that person or those persons;

- (c) Resolution 6(c) by or on behalf of:
 - (i) Mr Christopher Zielinski (and/or her nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
 - (ii) an Associate of that person or those persons;

However, this does not apply to a vote case 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;
- (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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 7 – Approval to issue Performance Rights to Company Secretary

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of 250,000 Performance Rights to Ms Anna MacKintosh (and/or her nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

- (a) any 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 Company);
 or
- (b) any Associate of that person (or those persons).

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

(ii) the holder votes on the Resolution in accordance with directors given by the beneficiary to the holder to vote in that way.

Dated 7 September 2023

BY ORDER OF THE BOARD

Ms Anna MacKintosh Company Secretary

Ama MacRetoch

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 in person at 22 Townshend Road, Subiaco WA 6008 on 16 October 2023 commencing at 11:00am (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 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 in person.

Please note that:

- (a) a member of the Company entitled to attend 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 a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 1 and 6(a)-6(c).

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 1 and 6(a)-6(c), by marking "For", "Against" or "Abstain" for each of those resolutions.

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. Annual Report

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at https://www.omniametals.com.au/;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for reelection.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

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

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 - Re-election of Director - Mr Christopher Zielinski

5.1 General

Listing Rule 14.5 and clause 7.2 of the Company's Constitution require that the Company hold an election of Directors at each annual general meeting.

Article 7.2(b)(iv) of the Company's Constitution provides that if no person or Director is standing for election or re-election in accordance with the other clauses of the Constitution, any Director may retire and stand for re-election. Otherwise, the Director to retire at an annual general meeting is the person who has been a Director the longest without re-election.

Mr Christopher Zielinski (**Mr Zielinski**) and Mr Mark Connelly (**Mr Connelly**) were re-elected at the 2022 Annual General Meeting. Mr James Warren (**Mr Warren**) by virtue of being the Company's Managing Director, consistent with clause 7.2(c) is exempt from retirement and re-election. Therefore, as determined by ballot (consistent with clause 7.2(iv) of the

Constitution), Mr Zielinski, having been appointed a Director of the Company on 11 May 2021, is the Director required to stand for re-election.

A Director who retires by rotation under clause 7.2 of the Constitution is eligible for reelection.

Mr Zielinski will retire in accordance with clause 7.2(b)(iv) of the Constitution and being eligible, seeks re-election.

5.2 Qualifications and other material directorships

Details of Mr Zielinski's background and experience are set out in the Annual Report.

5.3 Board Recommendation

The Board (excluding Mr Zielinski) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained:
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of \$7,874,391 and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

6.2 Description of 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.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(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, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX: OM1) and Listed Options (ASX: OM10).

(c) Formula for calculating 10% Placement Facility

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 annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- **A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:
 - (A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9,16 or 17;
 - (B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
 - (1) 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 approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
 - (C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) 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 7.1 or rule 7.4;
 - (D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
 - (E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

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

- **D** is 10%.
- is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) Listing Rule 7.1A and Listing Rule 7.3A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 53,555,611 Shares and therefore has a capacity to issue:

- (i) 8,033,342 Equity Securities under Listing Rule 7.1; and
- (ii) 5,335,561 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) Minimum Issue Price

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

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained:
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under 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).

6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

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) on the Resolution.

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
 - (i) 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 of the date of the Meeting; and
 - (ii) 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.

The below table 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 Listing Rule 7.1A(2) as at the date of this Notice.

The table shows:

- (i) 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price or ordinary securities has decreased by 50% and increased by 100% as against the current market price.

	Dilution			
Number of Shares on Issue	,	\$0.0700	\$0.140	\$0.2800
	Issue Price (per Share)	(50% decrease in current issue price)	(Current issue price)	(100% increase in current issue price)
53,555,611	Shares issued	5,355,561	5,355,561	5,355,561
(Current)	Funds raised	\$374,890	\$749,779	\$1,499,558
80,333,416	Shares issued	8,033,341	8,033,341	8,033,341
(50% increase)*	Funds raised	\$562,334	\$1,124,668	\$2,249,335
107,111,222	Shares issued	10,711,122	10,711,122	10,711,122
(100% increase)*	Funds raised	\$749,779	\$1,499,558	\$2,999,115

Note

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- 2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- 3. 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 at 10%.
- 4. 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 the Shareholder's holding at the date of the Meeting.
- 5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- 6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 7. The issue price is \$0.14, being the closing price of the Shares on ASX on 29 August 2023.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards the earn-in agreement for the Lac des Montagnes project, further exploration activities on existing assets and general working capital.
- (e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (f) 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 the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 8 November 2022. In the 12 months preceding the date of the 2023 Annual General Meeting, the Company has not issued any Equity Securities.
- (h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 6.4(b) above):
 - (i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
 - (ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

6.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 4 – Approval to issue Stage 2 Consideration Shares

7.1 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 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 7.2). 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 7.2(c) below).

Resolution 4 seeks Shareholder approval for the issue of 2,700,000 Shares (**Consideration Shares**) to be issued to the Vendors in consideration for the second earn-in stage, pursuant to the Earn-In Agreement.

7.2 Earn-In Agreement

The material terms of the Earn-In Agreement are:

- (a) (Option Fee): the Company 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 has been subtracted from the stage 1 cash consideration, upon the Company exercising the Option;
- (b) (**Option**): upon payment of the Option Fee, the Company had an exclusive option from Execution Date, until the date that was 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 it 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 Canadian Mining House.

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

7.3 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.

The effect of Resolution 4 will be to allow the Company to issue the Shares pursuant to the Placement (as announced on the ASX platform on 1 May 2023) (**Placement**) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.4 Technical information required by ASX Listing Rules 14.1A

If Resolution 4 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 4 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares. Therefore the Company will not satisfy the conditions for the 2nd Earn-In Interest and will not obtain an additional 8% interest in the Project (i.e. it will continue to hold 25% of the Project). The Company will then need to re-negotiate other forms of consideration with the Vendors in order to earn the 2nd Earn-In Interest.

7.5 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 2,700,000;
- (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 7.2 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 4 of this Notice.

7.6 Board Recommendation

The Directors of the Company believe Resolution 4 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

8. Resolution 5 – Approval to issue Facilitation Shares

8.1 General

The Company is seeking shareholder approval under Listing Rule 7.1 to issue 270,000 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.

8.2 Listing Rule 7.1

A summary of ASX listing Rule 7.1 is provided at Section 7.3 above.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 5 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 5 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.

8.4 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 5:

- (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 270,000;

- (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 Facilitation Shares will be issued for nil cash consideration;
- (f) 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;
- (g) 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 8.1;
- (h) the Facilitation Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice.

8.5 Board Recommendation

The Board believes Resolution 5 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 5. The Chair intends to vote all undirected Proxies in favour of Resolution 5.

9. Resolution 6(a), (b) and (c) – Approval to issue Performance Rights to Directors

9.1 General

Resolutions 6(a) to 6(c) seek the approval of Shareholders for the issue of a total of 2,000,000 Performance Rights to the Directors (**Director Performance Rights**) comprising:

- (a) 1,000,000 Performance Rights to Mr Warren (and/or his nominees); and
- (b) 500,000 Performance Rights to Mr Connelly (and/or his nominees);
- (c) 500,000 Performance Rights to Mr Zielinski (and/or her nominees);

in accordance with sections 195(4) and 208 of the Corporations Act and Listing Rule 10.11.

The Director Performance Rights are being issued to incentivise and reward the Directors of the Company.

9.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As the Directors participation by way of being issued the Director Performance Rights involves the issue of Performance Rights to Related Parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

9.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company must not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

Each of the Directors have a material personal interest in the outcome of Resolutions 6(a) to 6(c) (as applicable to each Director) by virtue of the fact that Resolutions 6(a) to 6(c) are concerned with the issue of Director Performance Rights to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

9.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party of that public company unless one of a number of exceptions applies.

A "financial benefit" is defined in the Corporations Act in broad terms and includes the issue of securities. For the purpose of the General Meeting, a related party includes a director of the Company.

For the purposes of Chapter 2E of the Corporations Act, the recipients of the Director Shares are related parties of the Company by virtue of the fact that they are Directors of the Company.

Section 208 of the Corporations Act provides that for a public company, or an entity that a public company controls, to give a financial benefit to a related third party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

Given that all Directors have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

9.5 ASX Listing Rule 14.1A

If Resolutions 6(a) to 6(c) are passed, the Company will be able to proceed with issuing the Director Performance Rights. This will occur within one (1) month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Director Performance Rights will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 6(a) to 6(c) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to the Directors and the Company may consider alternative forms of remuneration in lieu of such issue.

9.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6(a) to 6(c):

- (a) the Director Performance Rights will be issued to Mr Warren, Mr Connelly and Mr Zielinski (and/or their nominees);
- (b) each of Mr Warren, Mr Connelly and Mr Zielinski fall within the category of Listing Rule 10.11.1 by virtue of being Directors of the Company;
- (c) the total number of Director Performance Rights to be issued to the Directors 2,000,000 Director Performance Rights comprising:
 - (i) 1,000,000 Director Performance Rights to Mr Warren (and/or his nominees) (Warren Performance Rights);
 - (ii) 500,000 Performance Rights to Mr Connelly (and/or his nominees) (**Connelly Performance Rights**);
 - (iii) 500,000 Performance Rights to Mr Zielinski (and/or her nominees) (**Zielinski Performance Rights**);
- (d) a summary of the material terms of the Director Performance Rights is set out in Schedule 2;
- (e) the Director Performance Rights will be granted to the Directors no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX listing Rules);

- (f) the Director Performance Rights will be issued for nil cash consideration and accordingly no funds will be raised;
- (g) the purpose of the issue is to incentivise the Directors;
- (h) the Director Performance Rights have the values shown in Schedule 3;
- (i) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options
James Warren ¹	135,000	2,525,000
Mark Connelly ²	500,000	1,250,000
Christopher Zielinski ³	125,000	1,062,500

Notes:

- 50,000 Shares and 25,000 Options held directly by Mr Warren. 85,000 Shares and 2,500,000 unquoted Options exercisable at \$0.25 expiring on 28 February 2025, held indirectly by Warren Investments Nominees Pty Ltd (an entity of which Mr Warren is a director and shareholder).
- 500,000 Shares held directly by Mr Connelly. 250,000 Options and 1,000,000 unquoted Options exercisable at \$0.25 expiring on 28 February 2025.
- 3 50,000 Shares and 25,000 Options held directly by Mr Zielinski. 75,000 Shares, 1,000,000 unquoted Options exercisable at \$0.25 expiring on 28 February 2025 and 37,500 Options held indirectly by YMG Fine Art Pty Ltd (an entity of which Mr Zielinski is a director and shareholder).
- (j) the remuneration from the Company to each Director and his associates for the prior financial year and the proposed remuneration for the current financial year are set out below:

Related Party	Current Financial Year (ending 30 June 2024)	Prior Financial year (ending 30 June 2023)
James Warren ¹	\$150,000	\$150,000
Mark Connelly ²	\$60,000	\$60,000
Christopher Zielinski ³	\$40,000	\$40,000

Notes:

- Mr Warren was appointed as a Director on 23 February 2021 and as Managing Director is entitled to receive \$150,000 per annum (plus superannuation), effective from the date the Company was admitted to the Official List of ASX. Mr Warren also received equity share based payments valued at \$38,188 for the financial year ended 30 June 2022.
- 2 Mr Connelly was appointed Non-Executive Chairman on 11 May 2021 and is entitled to receive \$60,000 per annum (plus superannuation), effective from the date the Company was admitted to the Official List of ASX. Mr Connelly also received equity share based payments valued at \$15,275 for the financial year ended 30 June 2022.
- 3 Mr Zielinski was appointed as Non-Executive Director on 11 May 2021 and is entitled to receive \$40,000 per annum (plus superannuation), effective from the date the Company was admitted to the Official List of ASX. Mr Zielinski also received equity share based payments valued at \$15,275 for the financial year ended 30 June 2022.
- (k) the Director Performance Rights are not being issued under any agreement;
- (I) if the Director Performance Rights granted to the Directors are converted on achievement of the relevant milestones, a total of 2,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 53,555,611 to 55,555,611 (assuming that no other Options are exercised and no other Shares are

- issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 3.60%;
- (m) if the performance milestones are achieved and Mr Warren, Mr Connelly and Mr Zielinski convert all Director Performance Rights the subject of resolutions 6(a) to 6(c) and no other Shares are issued by the Company, they would hold 2.04%, 1.80% and 1.12% respectively (which includes their current Shareholding noted in 9.6(i) but does not take into account any other issues of Securities under this Notice) of the issue capital of the Company, on an undiluted basis;
- (n) the highest and lowest closing prices of Shares on the ASX during the 12 months preceding the date of this Notice, and the latest closing price, are set out below.

High – 21/04/23 & 26/025/23	Low - 22/11/2022 - 25/11/2023	Latest - 28/08/2023
\$0.32	\$0.135	\$0.14

- (o) in respect of Resolutions 6(a) to 6(c):
 - (i) the primary purpose of the grant of the Director Performance Rights is to provide a performance and retention linked incentive component of the remuneration package to the Directors to motivate and reward their performance. By providing the Directors with a portion of their remuneration as Performance Rights, the Company retains that additional cash for use in other aspects of its operations;
 - (ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the milestones to be achieved and the value that will be derived if the milestone is achieved, the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number of the Director Performance Rights to be issued to the Directors; and
 - (iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Performance Rights to the Directors.
- (p) each Director has a material personal interest in the outcome of Resolutions 6(a) to 6(c) on the basis that all the Directors (or their nominee/s) are to be issued Director Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 6(a) to 6(c) of this Notice;
- (q) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions; and
- (r) a voting exclusion statement is included for Resolutions 6(a) to 6(c) of this Notice.

10. Resolution 7 – Approval to issue Performance Rights to Company Secretary

10.1 General

The Company has agreed, subject to Shareholder approval, to grant 250,000 Performance Rights to Ms Anna MacKintosh (and/or her nominees) (**Ms MacKintosh**) (**MacKintosh**) **Performance Rights**) as remuneration for services provided to the Company in her role as Company Secretary. Ms MacKintosh was first appointed as Company Secretary on 11 May 2021.

10.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.3 above.

10.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the MacKintosh Performance Rights to Ms MacKintosh. In addition, the issue of the 250,000 MacKintosh Performance Rights to Ms MacKintosh will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the 250,000 MacKintosh Performance Rights to Ms MacKintosh.

10.4 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 Resolution 7:

- (a) the MacKintosh Performance Rights will be issued to Ms MacKintosh (and/or her nominees), who is not a related party of the Company;
- (b) the maximum number of securities the Company may grant under Resolution 7 is 250,000 MacKintosh Performance Rights;
- (c) the terms and conditions of the MacKintosh Performance Rights are set out in Schedule 2;
- (d) the MacKintosh Performance Rights will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (e) the MacKintosh Performance Rights will be issued for nil consideration (either at their issue or upon their conversion);
- (f) the MacKintosh Performance Rights are being issued to Ms MacKintosh (and/or her nominees) as a cost-effective incentive based form of remuneration in connection with her role as Company Secretary;
- (g) the MacKintosh Performance Rights are not being issued under an agreement;
- (h) the MacKintosh Performance Rights are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in Resolution 7 of this Notice.

10.5 Board Recommendation

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 7.

SCHEDULE 1 - Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f).

Acquisition has the meaning given in Section 7.1.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2023.

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.

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

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

Board means the board of Directors.

Business Day means:

- (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 648 187 651).

Consideration Shares has the meaning given in Section 7.1.

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.

Director Performance Rights has the meaning given in Section 9.1.

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

Earn-In Agreement has the meaning given in Section 7.1.

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

Execution Date has the meaning given in Section 7.2(a).

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitation Shares has the meaning given in Section 8.1.

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

GTT Ventures has the meaning given in Section 8.1.

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.

Listed Options means listed options of the Company each with an exercise price of \$0.25 and expiry date of 28 February 2025.

Listing Rules means the listing rules of ASX.

MacKintosh Performance Rights has the meaning given in Section 10.1.

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

Notice means this notice of meeting.

Performance Rights means a right to acquire a Share, subject to satisfaction of any vesting conditions.

Placement has the meaning given in Section 7.3.

Project has the meaning given in Section 7.1.

Proxy Form means the proxy form attached to the Notice.

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

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.

Two Strikes Rule has the meaning in Section 4.

Vendors has the meaning given in Section 7.1.

VWAP means volume weight average price.

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

Schedule 2 – Terms of Director Performance Rights and MacKintosh Performance Rights

1. Vesting Conditions

Subject to the terms and conditions below, each (1) Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon the following milestones being achieved (**Vesting Conditions**):

Vesting Condition	Expiry Date	Quantum to convert
Company achieving a VWAP of at least \$0.40	3 years from the date of grant	333,334 Warren Performance Rights
over a period of 20 consecutive trading days		166,667 Connelly Performance Rights
		166,667 Zielinski Performance Rights
		83,334 MacKintosh Performance Rights
Company achieving a VWAP of at least \$0.55	3 years from the date of grant	333,333 Warren Performance Rights
over a period of 20 consecutive trading days		166,667 Connelly Performance Rights
		166,667 Zielinski Performance Rights
		83,333 MacKintosh Performance Rights
Company achieving a VWAP of at least \$0.75	3 years from the date of grant	333,333 Warren Performance Rights
over a period of 20 consecutive trading days		166,666 Connelly Performance Rights
		166,666 Zielinski Performance Rights
		83,333 MacKintosh Performance Rights

2. Expiry Date

The Performance Rights will lapse at 5:00pm (WST) on the date that is 3 years from date of issue of issue of the Performance Rights (**Expiry Date**).

3. General Terms

- (a) The Performance Rights will be granted for nil consideration, as their primary purpose is to provide a performance and retention linked incentive component of the remuneration package to each of the Directors and Company Secretary (**Recipients**), to motivate and reward their performance with the Company.
- (b) The Performance Rights will not convert to Shares until such time as the relevant Vesting Conditions referred to above have been satisfied.
- (c) The Board may, at its discretion, and by notice to the Recipients, adjust or vary the terms of a Performance Right, subject to the requirements of the Listing Rules. No adjustment or variation to these terms will be made without the prior written consent of each Recipient, if such adjustment or variation would have a materially prejudicial effect upon that Recipient (in respect of their outstanding Performance Rights).
- (d) The Performance Rights are otherwise subject to the following standard terms and conditions:
 - (i) (No Voting Rights) The Performance Rights do not entitle the Recipient to vote on any resolutions proposed at a general meeting of shareholders of the Company.
 - (ii) (**No Dividend Rights**) The Performance Rights do not entitle the Recipient to any dividends.
 - (iii) (Rights on Winding Up) The Performance Rights do not entitle the Recipient to participate in the surplus profits or assets of the Company upon winding up of the Company.
 - (iv) (Not Transferable) The Performance Rights are not transferable.
 - (v) (**Not Quoted**) The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into Shares, the Company must, within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.
 - (vi) (Participation in Entitlements and Bonus Issues) Recipients of Performance Rights will not be entitled to participate in new issues of securities offered to holders of Shares such as bonus issues and entitlement issues, unless and until the Recipient is entitled to convert the Performance Rights, and does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.
 - (vii) (**No Other Rights**) The Performance Rights give the Recipients no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

4. Conversion of Performance Rights

- (a) A certificate or holding statement will be issued to each Recipient for their respective Performance Rights.
- (b) Recipients may only convert their Performance Rights by delivering to the Company Secretary, in the period between the relevant Vesting Condition being satisfied and the relevant Expiry Date:
 - (i) the certificate or holding statement for the Performance Rights or, if either or

- both have been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company by relying on the declaration; and
- (ii) a notice signed by the Recipient stating the Recipient wishes to convert the Performance Rights and specifying the number of Performance Rights which are converted.
- (c) Vested Performance Rights may be converted in one or more parcels of any size. A conversion of only some Performance Rights shall not affect the rights of the Recipient to the balance of the Performance Rights held by the Recipient.
- (d) The Company shall issue to the Recipient shares, and deliver holding statements following conversion within ten (10) Business Days of receipt of the notice described in 4(b)(ii).
- (e) Shares issued following conversion of a Performance Right shall rank, from the date of issue, equally with existing shares of the Company in all respects.

5. Lapse of Performance Rights

- (a) Subject to clauses 5(b) and 5(c), every Performance Right will lapse immediately and all rights attaching to the Performance Rights will be lost:
 - (i) if the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever (including without limitation resignation or termination for cause) and the relevant Vesting Condition has not been satisfied; or
 - (ii) the Vesting Conditions are unable to be satisfied; or
 - (iii) the Vesting Conditions have been satisfied, however the Expiry Date has passed without the Recipient electing to convert their Performance Rights pursuant to clause 4(b);

whichever is earlier.

- (b) If the Expiry Date of a Performance Right falls outside any applicable trading window, then the Expiry Date of such Performance Right shall be extended to the close of business on the 10th Business Day during the next applicable trading window.
- (c) If the Recipient dies, becomes permanently disabled, resigns employment on the basis of retirement from the workforce or is made redundant by the relevant member of the Company (or any of its subsidiaries), prior to the Expiry Date of any Performance Rights granted to the Recipient (**Ceasing Event**) the following provisions apply:
 - (i) the Recipient or the Recipient's personal legal representative, where relevant, may convert those Performance Rights which at that date:
 - (A) have satisfied all relevant Vesting Conditions;
 - (B) have not already been converted; and
 - (C) have not lapsed or expired,

in accordance with clause 5(c)(iii);

(ii) at the absolute discretion of the Board, the Board may resolve that the

Recipients, or the Recipients 's personal legal representative, where relevant, may convert those Performance Rights which at that date:

- (A) have not satisfied their relevant Vesting Conditions; and
- (B) have not lapsed or expired,

in accordance with clause 5(c)(iii) and, if the Board exercises that discretion, those Performance Rights will not lapse or expire other than as provided in clause 5(c)(iii);

- (iii) the Recipient or the Recipient's personal legal representative (as the case may be) must convert those Performance Rights referred to in clause 5(c)(i) and, where permitted, clause 5(c)(ii), not later than the earliest of:
 - (A) the Expiry Date of the relevant Performance Rights; and
 - (B) the date which is 6 months after the Ceasing Event provided that in the case of Performance Rights referred to in clause 5(c)(ii), all Vesting Conditions have been met at that time (unless the Board decides to waive any relevant Vesting Conditions, in its absolute discretion); and
- (iv) Performance Rights which have not been converted by the end of the period specified in clause 5(c)(iii) lapse immediately at the end of that period.
- (d) Where:
 - (i) the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever (including without limitation resignation or termination for cause) prior to the relevant Expiry Date, however the relevant Vesting Condition has been met, the Recipient is entitled to convert the Performance Rights for a period of up to 1 month after the date which the Recipient ceased to be a Recipient, after which the Performance Rights will lapse immediately.

6. Change in Control Event

- (a) Change in Control Event means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (B) that takeover bid has become unconditional; or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have (at a Court convened meeting of shareholders) voted (by the necessary majority) in favour of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
 - (B) the Court, by order, approves the scheme of arrangement.
- (b) On the occurrence of a Change of Control Event, the Board may in its sole and absolute discretion determine that any unvested Performance Rights will vest in the Recipients, despite the non-satisfaction of any Vesting Conditions and become

convertible in accordance with clause 4(b), with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the Recipient is terminated or ceases in connection with the Change of Control Event.

- (c) Whether or not the Board determines to accelerate the vesting of any Performance Rights, the Company shall give written notice of any proposed Change of Control Event to all Recipients.
- (d) Upon the giving of such notice, the Recipient shall be entitled to convert, at any time within the 14-day period following the receipt of such notice, all or a portion of those Performance Rights granted to the Recipient which are then vested and convertible in accordance with their terms, as well as any unvested Performance Rights which shall become vested and convertible in connection with the Change of Control Event.
- (e) Unless the Board determines otherwise (in its sole and absolute discretion), upon the expiration of such 14-day period, all rights of the Recipient to convert any outstanding Performance Rights, whether vested or unvested, shall terminate and all such Performance Rights shall immediately lapse, expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control Event.
- (f) In any event, the maximum number of Performance Rights that can be converted into Shares and issued upon a Change of Control Event pursuant to this clause 6 must not exceed 10% of the issued share capital of the Company (as at the date of the Change in Control event).

Schedule 3 – Value of Director Performance Rights

Valuations assumptions	Class1 Performance Rights	Class 2 Performance Rights	Class 3 Performance Rights
Number of instruments	750,000	750,000	750,000
Underlying spot price	\$0.14	\$0.14	\$0.14
Exercise Price	N/A	N/A	N/A
Barrier Price	\$0.40	\$0.55	\$0.75
Expected Volatility	85%	85%	85%
Life of Rights (years)	3	3	3
Expected dividends	Nil	Nil	Nil
Rick Free rate	3.85%	3.85%	3.85%
Value per instrument (\$)	\$0.0892	\$0.0742	\$0.0600
Value per tranche (\$)	\$66,900	\$55,650	\$45,000



Omnia Metals Group Ltd | ACN 648 187 651

Proxy Voting Form

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 **11.00am (WST) on Saturday, 14 October 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/#/log insah

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)

	·		
7. Approval to issue Performance Rights to Com	oany Secretary		
STEP 3 – Signatures and contact	details		
Individual or Securityholder 1	Securityholder 2	Securityholder 3	
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary	
Email Address:			•
Contact Daytime Telephone		Date (DD/MM/YY)	•
By providing your email address, you elect to receive a	ıll of your communications despatched by the C	ompany electronically (where legally permissible).	