

13 October 2023

ANNUAL GENERAL MEETING - NOTICE & PROXY FORM

Dear Shareholder

Australian Vanadium Limited (ASX: AVL) ("AVL or the Company") is convening its Annual General Meeting of shareholders to be held on Thursday, 16 November 2023 at 9:00am WST at Level 6, Brookfield Place, 123 St Georges Terrace, Perth, Western Australia ("Meeting").

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Annual General Meeting ("**Notice**") unless the shareholder has made a valid election to receive documents in hard copy.

A copy of the Notice is available at the following link:

https://www.australianvanadium.com.au/investor-media/announcements

Shareholders who have not elected to receive communications by email with the Company's share registry will receive a copy of this letter and a personalised proxy form by post.

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place as set out above. If possible, shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's register and note attendance.

Voting by Proxy

<u>Appointment of Proxy</u>: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

<u>Voting by proxy:</u> A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by no later than 9:00am (AWST) on Tuesday, 14 November 2023.

Australian Vanadium Limited	Phone: +61 8 9321 5594	ASX: AVL
Level 2, 50 Kings Park Road	Fax: +61 8 6268 2699	FRA: JT7.F
West Perth, WA 6005	Email: info@australianvanadium.com.au	OTC: ATVVF
		ABN: 90 116 221 740



Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

The Company encourages all shareholders to vote prior to the Meeting by returning their proxy voting instructions before the deadline and advises that all voting in respect of the resolutions considered at the Meeting will be conducted on a poll.

Authorised for release by:

Neville Bassett Company Secretary



Proxy Voting Form

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

Australian Vanadium Limited | ABN 90 116 221 740

Your proxy voting instruction must be received by **09.00am (AWST) on Tuesday, 14 November 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/#/loginsah 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)

STEP 1 - How to vote

APPOINT A PROXY:

Contact Name:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Australian Vanadium Limited, to be held at **09.00am (AWST)** on Thursday, **16 November 2023 at Corrs Chambers Westgarth, Level 6, Brookfield Place,123 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 12, 13, 14, 15 and 17 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 12, 13, 14, 15 and 17 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction									
Resolutions	For	Against Abstain	Resolutions		For	Against Abstain			
1 Adoption of Remuneration Report			10 Ratification of Issue of SI pursuant to Listing Rule						
2 Re-election of Director (Mr Daniel Harris)			11 Approval of 10% Placem	ent Capacity					
3 Election of Director (Mr Peter Watson)			12 Adoption of Securities In	centive Plan					
4 Election of Director (Ms Miriam Stanborough)			13 Approval for Issue of Per Director (Peter Watson)	formance Rights to					
5 Election of Director (Ms Anna Sudlow)			14 Approval for Issue of Per Director (Miriam Stanbor						
6 Ratification of Prior Issue of Shares (20 April 2023)			15 Approval for Issue of Per Director (Anna Sudlow)	formance Rights to					
7 Ratification of Prior Issue of Shares (9 June 2023)			16 Appointment of Auditor						
8 Ratification of Prior Issue of Shares (10 July 2023)			17 Approval of an increase Executive Directors	in fees payable to Non-					
9 Ratification of Issue of Shares under Placement pursuant to Listing Rule 7.1 (2 October 2023)									
Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.									
STEP 3 – Signatures and contact details									
Individual or Securityholder 1	Securityholder 2		holder 2	Securityholder	3				
Sole Director and Sole Company Secretary		Director		Director / Company Secretary					

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

Date (DD/MM/YY)

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AVL