



23 October 2023

Dear Shareholder,

Notice of Annual General Meeting

Neometals Ltd (**Company**) advises that it will hold its Annual General Meeting of Shareholders (**Meeting**) on Friday, 24 November 2023 at 3.00pm (AWST) at the Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia.

Subject to the requirements of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company is not sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from this website link: www.neometals.com.au/agm/ or from the ASX Company Announcement Platform at asx.com.au (ASX: NMT).

In addition to the physical meeting, the Company plans to conduct a webinar facility for shareholders should you wish to observe via the webinar facility rather than attend in person. Technical difficulties may arise during the course of the Meeting and so the Directors still strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting. Your personalised proxy form is enclosed with this letter. For your proxy to be valid, the proxy form must be received by the Company by 3.00pm (AWST) on Wednesday 22 November 2023.

Details of the webinar, including instructions on how to access the webinar, will be made available on the Company's website at www.neometals.com.au/agm/ and the ASX Company Announcement Platform at asx.com.au (ASX: NMT).

Yours sincerely,



Jason Carone
Company Secretary

Neometals Ltd ABN 89 099 116 631

Notice of 2023 Annual General Meeting

Notice is given that the 2023 Annual General Meeting of Neometals Ltd ABN 89 099 116 631 (**Company**) will be held at 3:00pm (Perth Time) on Friday, 24 November 2023 at the Parmelia Hilton Perth, 14 Mill Street, Perth, Western Australia, 6000.

Explanatory Materials accompany and form part of this Notice of Meeting and provide additional information on the Resolutions to be considered at the AGM. Terms used in this Notice of Meeting and the Explanatory Materials are defined in the Glossary.

This Notice of Meeting and the Explanatory Materials should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss any matter in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1182.

Agenda items

Ordinary business

1 Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the year ended 30 June 2023.

Shareholders are invited to ask questions or make comments on these reports. A representative of the Company's auditor will be at the AGM to respond to any questions raised of the auditor or on the auditor's report in accordance with the Corporations Act.

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

2 Remuneration report

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

Resolution 1

That the remuneration report for the year ended 30 June 2023 be adopted.

Note: The remuneration report is set out in the 2023 Annual Report of the Company. In accordance with the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP as disclosed in the remuneration report;
- by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or their Closely Related Parties,

unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

3 Re-election of directors

To consider and, if thought fit, to pass, respectively as separate and independent ordinary resolutions each of the following:

Resolution 2

That Steven Cole, being a Director who retires by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election as a Director, is re-elected as a Director.

Resolution 3

That Les Guthrie, being a Director who retires by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election as a Director, is re-elected as a Director.

Special business

4 Approval of increase to maximum aggregate remuneration of non-executive directors

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

Resolution 4

That, for the purposes of Rule 8.3(a) of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration of the non-executive Directors for their services as directors of the Company be increased by \$200,000 from \$800,000 per annum to \$1,000,000 per annum in accordance with the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a Director; or
- an of associate of a Director.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 4 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

Voting entitlements

The Board has determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, Shares will be taken to be held by the persons who are the registered holders at 7:00pm (Sydney Time) on Wednesday, 22 November 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Chairman

Steven Cole will act as Chairman of the AGM (and, if Steven Cole is unable to attend, another Director will act as Chairman of the AGM).

Proxies

- (a) Votes at the AGM may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The proxy form sent with this Notice of Meeting should be used for the AGM.

- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional proxy form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a proxy form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a proxy form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy thereof must be received by the Company as set out in paragraph (l) below.
- (g) Any corporation that is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of corporate representatives must be received by the Company as set out in paragraph (l) below or handed in at the AGM when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the AGM by a Shareholder's appointed proxy will automatically default to the Chairman of the AGM, who is required to vote proxies as directed on a poll.
- (i) Members of the KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 1 and 4 unless the Shareholder directs them how to vote or, in the case of the Chairman of the AGM, unless the Shareholder expressly authorises him to do so.
- (j) If a Shareholder intends to appoint a member of the KMP (other than the Chairman of the AGM) as their proxy, the Shareholder should ensure that they direct the member of the KMP how to vote on Resolutions 1 and 4.
- (k) If a Shareholder intends to appoint the Chairman of the AGM as their proxy for Resolutions 1 and 4, Shareholders can direct the Chairman how to vote by marking one of the boxes for Resolutions 1 and 4 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, then by submitting the proxy form, the Shareholder will be expressly authorising the Chairman to exercise the proxy in respect of Resolutions 1 and 4 even though they are connected to the remuneration of members of the KMP.
- (l) Proxy forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be received by the Company by **3:00pm (Perth Time) on Wednesday, 22 November 2023** as follows:

At the Company's share registry:

- (1) by post to the Company's share registry:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia
- (2) by facsimile to the Company's share registry:
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

At the Company's registered office:

- (3) by hand delivery to the Company's registered office:
Level 1, 1292 Hay Street
West Perth WA 6005
Australia
- (4) by post to the Company's registered office:
Locked Bag 8
West Perth WA 6872
Australia
- (5) by facsimile to the Company's registered office:
+61 8 9321 0556
- (6) by email to the Company Secretary
cosec@neometals.com.au.

Online

Alternatively, Shareholders can register their proxy voting instructions online at www.investorvote.com.au by **3:00pm (Perth Time) on Wednesday, 22 November 2023**. Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.

Mobile

Alternatively, Shareholders can vote using their mobile phone by scanning the QR Code on the proxy form and following the prompts.

Custodians and nominees

Custodians and nominees are able to vote online at www.intermediaryonline.com.

BY ORDER OF THE BOARD

Jason Carone
Company Secretary
Neometals Ltd
23 October 2023

Explanatory Materials

These Explanatory Materials form part of the Notice of Meeting and have been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting.

Resolution 1 – Adoption of remuneration report

Background

The remuneration report for the year ended 30 June 2023 is set out in the Company's 2023 Annual Report.

The remuneration report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of key management personnel and the Company's performance; and
- sets out the remuneration arrangements in place for the Directors and other key management personnel.

Section 250R(2) of the Corporations Act requires the AGM to include a vote on the adoption of the remuneration report. In accordance with section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the discussion at the AGM and the outcome of the vote into account when considering the Company's remuneration policies.

Section 250SA of the Corporations Act requires that a reasonable opportunity be allowed to Shareholders at the AGM to ask questions about, or make comments on, the remuneration report.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of votes cast are against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Directors (other than the Managing Director) would need to stand for re-election (**Spill Resolution**).

The votes cast against the Company's remuneration report at the Company's last annual general meeting held on 25 November 2022 represented less than 25% of the total votes cast. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the remuneration report it will not result in the Company putting a Spill Resolution to Shareholders.

Recommendation of Directors

The Directors encourage all eligible Shareholders to vote on the adoption of the remuneration report.

The Chairman intends to vote all undirected proxies in favour of the adoption of the remuneration report.



Resolution 2 to 3 – Re-election of directors

Resolution 2: Re-election of Steven Cole

As required by the Constitution and the Listing Rules, Steven Cole retires as a Director by rotation and, being eligible, offers himself for re-election. Mr Cole currently serves as Chairman of Neometals having been appointed to that role after the 2015 annual general meeting. Although offering himself for re-election in accordance with the three-year rotation and re-election requirements, consistent with accepted good governance principles concerning board succession planning, Mr Cole has foreshadowed his intention to retire as a Director by or from the time of the 2024 annual general meeting. Mr Cole is actively assisting the Board with its board succession planning initiatives, including the identification of candidates with skills and attributes relevant to the Company's future business and ensuring an orderly transition of Chairman.

Experience and qualifications

Mr Cole has over 40 years of professional, corporate and business experience through senior legal consultancy, as well as a range of executive management and non-executive appointments.

His extensive boardroom and board sub-committee experience includes ASX listed, statutory, proprietary and non for profit organisations covering the industrial, financial, educational, professional services, agribusiness, health and resources sectors.

Steven's professional qualifications include:

- LLB (hons)– University of Western Australia
- AICD Company Directors Diploma and Fellow
- Wharton Business School – University of Pennsylvania – Corporate Governance Program 2010
- Harvard – Corporate Governance Program 2015

Appointed: 24 July 2008.

Special responsibilities: Chair of each of the Nomination and Remuneration Committees and Member of each of the Audit and Risk and Sustainability Committees. In addition, Mr Cole also currently chairs two of the Company's joint venture company boards – Primobius GmbH and Reed Advanced Materials Pty Ltd.

Directorships of other listed companies: Non-executive director of Matrix Composites & Engineering Ltd.

Recommendation of Directors

The Directors (with Mr Cole abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 2. Mr Cole makes no recommendation regarding his re-election.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.



Resolution 3: Re-election of Les Guthrie

As required by the Constitution and the Listing Rules, Les Guthrie retires as a Director by rotation and, being eligible, offers himself for re-election.

Experience and qualifications

Mr Guthrie is an engineer with over 45 years' experience in the project delivery space. He has held corporate executive and project management roles, across the UK, Australia, North America and Asia. It is a background steeped in the strategy, development and delivery of major capital programs spanning mining, infrastructure and oil & gas.

He is Managing Director of Bedford Road Associates, where he has provided advice and delivery support to clients in Mongolia, South Korea, New Zealand as well as in Australia.

Prior to establishing Bedford Road Mr Guthrie was Vice President Projects for BHP Billiton. Previously he held roles as Group Head of Capital Projects and President LNG for BG Group in the UK, President of Aker Kvaerner Inc. in the US, and Managing Director of Aker Kvaerner Australia.

Mr Guthrie was a founding contributor to the John Grill Centre for Project Leadership at Sydney University and was previously engaged as a subject matter expert by EY Advisory. He holds a B.Sc. from the University of West of Scotland and is a member of the Australian Institute of Company Directors.

Appointed: 27 September 2018.

Special responsibilities: Member of the Risk and Sustainability Committee and Remuneration Committee.

Directorships of other listed companies: Non-executive director of DRA Global Ltd and Advanced Braking Technology Ltd.

Recommendation of Directors

The Directors (with Mr Guthrie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 3. Mr Guthrie makes no recommendation regarding his re-election.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Approval of increase to maximum aggregate remuneration of non-executive directors

Rule 8.3(a) of the Constitution requires that the maximum aggregate amount to be paid to all non-executive Directors for their services as directors (excluding salaries of executive Directors)



in any financial year must not exceed the amount fixed by the Shareholders in general meeting. Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The maximum aggregate amount of fees payable to all of the non-executive Directors of the Company is currently set at \$800,000 per annum. This level was approved by Shareholders at the Company's annual general meeting held on 30 November 2021. Resolution 4 seeks Shareholder approval for the purposes of Rule 8.3(a) of the Constitution and Listing Rule 10.17 to increase the maximum aggregate amount of fees payable to the non-executive Directors of the Company by \$200,000 from \$800,000 per annum to \$1,000,000 per annum.

If Resolution 4 is passed, the maximum aggregate amount of fees payable to non-executive Directors of the Company will increase by \$200,000 from \$800,000 per annum to \$1,000,000 per annum. The Directors believe that this new maximum aggregate amount per annum is in line with corporate remuneration of similar companies. Shareholders should note that the Directors do not intend to distribute all of the \$1,000,000 (if approved) in the current financial year. Rather, the increase in the non-executive Director fee pool will assist in providing the flexibility to allow payment of appropriate level of fees to attract suitably qualified non-executive Directors, assisting the Company with its board succession planning, and accommodating any further increase in the number of non-executive Directors over time. As is noted earlier in the Explanatory Materials in relation to Resolution 2, Steven Cole intends to retire from the Board by the time of the 2024 annual general meeting. The increased fee pool will give the Company greater flexibility in obtaining an additional non-executive director or directors, including for the role of Chairman, as part of this transition, including if there will be a period of overlap of tenure. If Resolution 4 is not passed, the maximum aggregate amount of fees payable to non-executive Directors of the Company will remain at \$800,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive Directors.

Shareholders should note that the proposed increase in the maximum aggregate remuneration payable to non-executive Directors does not relate to salaries paid to executive Directors in their capacity as executives of the Company. Executive Directors do not receive remuneration in the form of Directors' fees in addition to their salaries.

For the purposes of Listing Rule 10.17, the Company advises that it has issued a total of 856,911 performance rights (and 671,612 Shares have been issued on exercise of performance rights) to non-executive Directors under Listing Rule 10.11 or 10.14 over the past 3 years, as set out in the table below. The Company's performance rights plan allows non-executive Directors to sacrifice up to 50% of their annual Director fees for performance rights. The number of performance rights that the non-executive Directors will be entitled to apply for will be the percentage of their fees for the relevant financial year that they elect to sacrifice divided by the daily volume-weighted average market price of the Shares traded on the ASX during the 5 trading days prior to the date of grant. Each performance right entitles the non-executive Director to be issued one Share, after the requisite vesting date.



Grant / Issue Date	Director	Number	Details
7 December 2020	Les Guthrie	41,592	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 1 July 2020.
7 December 2020	Jennifer Purdie	83,185	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Natalia Streltsova	49,911	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Douglas Ritchie	49,911	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Steven Cole	207,962	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
11 October 2021	Les Guthrie	11,090	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023. Shares issued on 4 August 2022.
11 October 2021	Jennifer Purdie	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023. Shares issued on 4 August 2022.
11 October 2021	Natalia Streltsova	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023. Shares issued on 4 August 2022.
11 October 2021	Douglas Ritchie	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023. Shares issued on 4 August 2022.
11 October 2021	Steven Cole	61,611	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023. Shares issued on 4 August 2022.
4 August 2022	Les Guthrie	8,175	NED performance Rights vesting on 30 June 2023, exercisable until 30 June 2024.
4 August 2022	Jennifer Purdie	40,875	NED performance Rights vesting on 30 June 2023, exercisable until 30 June 2024.



4 August 2022	Natalia Streltsova	40,875	NED performance Rights vesting on 30 June 2023, exercisable until 30 June 2024.
4 August 2022	Douglas Ritchie	40,875	NED performance Rights vesting on 30 June 2023, exercisable until 30 June 2024.
4 August 2022	Steven Cole	54,499	NED performance Rights vesting on 30 June 2023, exercisable until 30 June 2024.

Recommendation of Directors

Given the interest of the non-executive Directors in Resolution 4, the Board makes no recommendation to Shareholders regarding Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.



Glossary

The meaning of the terms used in the Notice of Meeting and the Explanatory Materials are set out below.

Term	Meaning
AASB	the Australian Accounting Standards Board.
AGM	the annual general meeting of the Company that is the subject of the Notice of Meeting.
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the financial market that it operates.
Board	the board of Directors of the Company.
Business Day	has the meaning given in the Listing Rules.
Chairman	the chairman of the AGM.
Closely Related Party	has the meaning given in section 9 of the Corporations Act. It includes close family members and any controlled companies of a member of the KMP.
Company or Neometals	Neometals Ltd ABN 89 099 116 631.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).



Term	Meaning
Director	a director of the Company.
Explanatory Materials	the explanatory materials accompanying the Notice of Meeting.
KMP	the Company's key management personnel as defined in AASB Standard 124.
Listing Rules	the ASX Listing Rules.
Notice of Meeting	this notice of annual general meeting.
Perth Time	the official time in Perth, Australia.
Proxy Form	the proxy form accompanying the Notice of Meeting.
Resolution	a resolution contained in the Notice of Meeting.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of a Share in the Company.
Sydney Time	the official time in Sydney, Australia.



Neometals

ABN 89 099 116 631

NMTRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Need assistance?



Phone:

1300 557 010 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (Perth Time) on Wednesday, 22 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Neometals Ltd hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Neometals Ltd to be held at the Parmelia Hilton Perth, 14 Mill Street, Perth, WA 6000 on Friday, 24 November 2023 at 3:00pm (Perth Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of director - Steven Cole	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of director - Les Guthrie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of increase to maximum aggregate remuneration of non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically