

30 June 2025

Dear Shareholders

Extraordinary General Meeting of Omnia Metals Group Limited

You are invited to attend an extraordinary general meeting of shareholders of Omnia Metals Group Limited (**Company**) (ASX: OM1) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Wednesday, 30 July 2025 at 10:00AM (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 quinton@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

Quinton Meyers

Quinton Meyers

Non-executive Director & Company Secretary

Omnia Metals Group Limited



Omnia Metals Group Limited

ACN 648 187 651

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 30 July 2025

10:00AM (AWST)

22 Townshend Road,

Subiaco WA 6009

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

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

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Omnia Metals Group Limited (ACN 648 187 651) (**Company**) will be held at 22 Townshend Road, Subiaco WA 6009, on Wednesday, 30 July 2025 commencing at 10:00AM (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm (AWST) on Monday, 28 July 2025.

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

AGENDA

1. Resolution 1– Approval to issue Placement Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,751,092 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

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

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

- (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 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 directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue Broker Options

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 30,000,000 Options to GTT Ventures Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

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

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

- (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 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 directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval to issue Incentive Securities to Director – Mr Patrick Glovac

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Incentive Performance Rights and 3,000,000 Incentive Options to Mr Patrick Glovac (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) the person who is to receive the securities in question (namely, Mr Patrick Glovac) 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
- (b) an Associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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 directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

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 3 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 3 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 3 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.

4. Resolution 4 – Approval to issue Incentive Securities to Director – Mr Quinton Meyers

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,125,000 Incentive Performance Rights and 3,000,000 Incentive Options to Mr Quinton Meyers (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) the person who is to receive the securities in question (namely, Mr Quinton Meyers) 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
- (b) an Associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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 directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

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 4 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 4 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 4 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.

5. Resolution 5 – Approval to issue Incentive Securities to Director – Mr Christopher Zielinski

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,125,000 Incentive Performance Rights and 3,000,000 Incentive Options to Mr Christopher Zielinski (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) the person who is to receive the securities in question (namely, Mr Christopher Zielinski) 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
- (b) an Associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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 directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

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 5 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 5 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 5 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.

6. Resolution 6 – Approval to issue Incentive Options to Former Director – Mr Mark Connelly

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Incentive Options to

Mr Mark Connelly (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) the person who is to receive the securities in question (namely, Mr Mark Connelly) 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
- (b) an Associate of that person or those persons.

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

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

Voting Prohibition

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 Incentive Options to Former Director – Dr James Warren

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Incentive Options to Dr James Warren (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) the person who is to receive the securities in question (namely, Dr James Warren) 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
- (b) an Associate of that person or those persons.

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

- (g) 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
- (h) 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
- (i) 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.

Voting Prohibition

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 7 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 7 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 7 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.

Dated 30 July 2025

BY ORDER OF THE BOARD

Mr Quinton Meyers
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road, Subiaco WA 6008 on Wednesday, 30 July 2025 commencing at 10:00 AM (AWST).

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

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

2. Action to be taken by Shareholders

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

2.1 Proxies

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

Please note that:

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

Shareholders and their proxies should be aware that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

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

Transfer of non-chair proxy to Chair in certain circumstances

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

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

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

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

2.2 Proxy Holders and Voting Instructions

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

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

2.3 Submit your Proxy Vote

2.3.1 Online

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

2.3.2 By Paper

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

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

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

3. Resolution 1 – Approval to issue Placement Options

3.1 Background

On 25 February 2025, the Company announced that it successfully completed a capital raising of \$87,511 through a placement (**Placement**) of 8,751,092 Shares at an issue price of \$0.01 per Share (**Placement Shares**), along with one (1) free attaching option for every one (1) Placement Share subscribed for and issued, exercisable at \$0.025 each on or before 21 March 2028 (**Placement Options**).

The Placement Shares were issued to the participants of the Placement (**Placement Participants**) on 28 February 2025.

Resolution 1 seeks Shareholder approval for the issue of up to 8,751,092 Placement Options to be issued to the Placement Participants (or their respective nominees) on the basis of one (1) Placement Option for every one (1) Placement Share subscribed for and issued.

3.2 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 1 will be to allow the Company to issue the Placement Options pursuant to the 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.

3.3 Technical information required by ASX Listing Rules 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Options to the Placement Participants. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Options and the Company may have to provide alternative compensation to the Placement Participant in lieu of the Placement Options.

3.4 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 1:

- (a) the Placement Options will be issued to the Placement Participants, being sophisticated and professional investors. The Placement Participants were identified through a book build process, which involved the Directors seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants, are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties, and are issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 8,751,092;
- (d) the Placement Options 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 ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (e) the issue price of the Placement Options will be nil as they will be issued free attaching with the Placement Shares issued pursuant to the Placement on a 1:1 basis;
- (f) the Placement Options will be issued to the Placement Participants on the basis of one (1) Placement Option for every one (1) Placement Share subscribed for and issued;
- (g) the Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (h) no funds will be raised from the issue of the Placement Options as the Placement Options are being issued for nil cash consideration; and
- (i) the Placement Options are not being issued under an agreement;
- (j) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included in Resolution 1 of this Notice.

3.5 Board Recommendation

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

4. Resolution 2 – Approval to issue Broker Options

4.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 30,000,000 Options, exercisable at \$0.025 on or before 21 March 2028 (**Broker Options**) to GTT Ventures Pty

Ltd (**Broker**) in consideration for services provided by the Broker to the Company in relation to capital raising services.

4.2 Listing Rule 7.1

A summary of ASX listing Rule 7.1 is provided at Section 3.2 above.

The effect of Resolution 2 will be to allow the Company to issue the Broker Options to the Broker 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.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Broker Options which will allow the Company to fulfill its obligations to the Broker. In addition, the issue of the Broker Options 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 2 is not passed, the Company will not be able to proceed with the issue of the Broker Options to the Broker and the Company may need to consider an alternative form of payment to the Broker as consideration for the services provided by the Broker, including the payment of cash.

4.4 Technical information required by Listing Rule 7.3

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

- (a) the Broker Options will be issued to GTT Ventures Pty Ltd (and/or its nominees);
- (b) the maximum number of Broker Options to be issued is 30,000,000;
- (c) the Broker Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Broker Options 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 Broker Options will be issued on the same date;
- (e) no funds will be raised from the issue of the Broker Options as the Broker Options are being issued for nil cash consideration;
- (f) the purpose of the issue of the Broker Options is in consideration for services provided by the Broker in relation to capital raising services;
- (g) the Broker Options are not being issued pursuant to the agreement;
- (h) the Broker Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 2 of this Notice.

4.5 Board Recommendation

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

5. Resolutions 3 to 5 – Approval to issue Incentive Securities to Directors

5.1 General

Resolutions 3 to 5 seek Shareholder approval for the issue of total of 13,250,000 Performance Rights in various classes (**Incentive Performance Rights**) and 9,000,000 Options (exercisable at \$0.025 and expiring 21 March 2028 after the date of issue) (**Incentive Options**) (together, the **Incentive Securities**) to the Directors, being Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski (or their respective nominees). The full terms of the Incentive Options and Incentive Performance Rights are set out in Schedule 2 and Schedule 3 respectively.

The Incentive Securities are being issued to incentivise and reward the Directors of the Company.

5.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 3 to 5 (as applicable to each Director) by virtue of the fact that these Resolutions are concerned with the issue of Incentive Securities to each Director. 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.

5.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manners set out in section 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.

The issue of the Incentive Securities to the Directors constitutes giving a financial benefit and each Director is a related party of the Company by reason of being a Director.

As the Incentive Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Incentive Securities. Accordingly, Shareholder approval for the issue of the Incentive Securities is sought in accordance with Chapter 2E of the Corporations Act.

5.4 ASX Listing Rule 10.11

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:

- (a) a related party;
- (b) 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;
- (c) 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;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 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.

The issue of Incentive Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 5 seek the required Shareholder approval for the issue of the Incentive Securities under and for the purposes of Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If Resolutions 3 to 5 are passed, the Company will be able to proceed with the issue of the Incentive Securities to the Directors within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Incentive Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 5 are not passed, the Company will not be able to proceed with the issue of the Incentive Securities and the Company may consider alternative forms of remuneration in lieu of such issue.

5.6 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 3 to 5:

- (a) the Incentive Securities will be issued to the following persons, each of whom falls within the category set out in Listing Rule 10.11.1, by virtue of being a Director
 - (i) Mr Patrick Glovac pursuant to Resolution 3;
 - (ii) Mr Quinton Meyers pursuant to Resolution 4; and
 - (iii) Mr Christopher Zielinski pursuant to Resolution 5;
- (b) the maximum number of Incentive Securities to be issued to the Directors is 22,250,000, as follows:

- (i) 10,000,000 Incentive Securities to Mr Patrick Glovac (or his nominee) pursuant to Resolution 3, comprising:
 - (A) 3,500,000 Class D Performance Rights;
 - (B) 3,500,000 Class E Performance Rights; and
 - (C) 3,000,000 Incentive Options;
- (ii) 6,125,000 Incentive Securities to Mr Quinton Meyers (or his nominee) pursuant to Resolution 4, comprising:
 - (A) 1,562,500 Class D Performance Rights;
 - (B) 1,562,500 Class E Performance Rights; and
 - (C) 3,000,000 Incentive Options;
- (iii) 6,125,000 Incentive Securities to Mr Christopher Zielinski (or his nominee) pursuant to Resolution 5, comprising:
 - (A) 1,562,500 Class D Performance Rights;
 - (B) 1,562,500 Class E Performance Rights; and
 - (C) 3,000,000 Incentive Options;
- (c) the terms and conditions of the Incentive Options are set out in Schedule 2;
- (d) the terms and conditions of the Incentive Performance Rights are set out in Schedule 3;
- (e) the Incentive Securities will be issued no later than 1 month 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 issue of the Incentive Securities will occur on the same date;
- (f) the Incentive Securities will be issued for nil cash consideration. Accordingly, no funds will be raised from the proposed issue of the Incentive Securities (other than on exercise of the Incentive Options);
- (g) the purpose of the issue of Incentive Securities is to provide an additional performance linked incentive component in the remuneration package for the Directors to further align their interests with those of Shareholders, to motivate and reward their performance and to provide a cost effective way for the Company to remunerate the Directors, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
- (h) the Company has agreed to issue the Incentive Securities to the Directors (subject to Shareholder approval) for the following reasons:
 - (i) to provide cost effective remuneration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for acquisitions and operations;
 - (ii) the milestones attaching to the Incentive Performance Rights will align with interests of the Company with those of Shareholders; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Securities on the terms proposed;
- (i) the number of Incentive Securities to be issued to each of the Directors has been determined upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Directors; and
 - (iii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while minting the Company's cash reserves;
- (j) the total remuneration package for each of the Directors for the previous financial year and the proposed total remuneration package for the current financial year (on an annualised basis and excluding the value of the Incentive Securities) are set out below:

Director	FY 2024	FY 2025
Mr Patrick Glovac ¹	–	\$66,900
Mr Quinton Meyers ²	\$22,198	\$44,600
Mr Christopher Zielinski ³	\$67,798	\$44,600

Notes:

1. Mr Glovac was appointed Executive Chairman on 1 May 2025. Mr Glovac is entitled to receive \$60,000 per annum (excluding superannuation) for his role as Executive Chairman for FY25.
 2. Mr Meyers was appointed Non-Executive Director on 22 December 2023 and received \$19,998 in Director fees and \$2,200 in superannuation payments for FY24. Mr Meyers is entitled to receive \$40,000 per annum (plus superannuation) for his role as Non-Executive Director. Mr Meyers was also appointed as the Company Secretary on 2 September 2024 and received nil in FY24 for his role as Company Secretary, and is entitled to receive \$72,000 per annum for his role as Company Secretary for FY25.
 3. Mr Zielinski resigned as Non-Executive Director on 22 December 2023, and was appointed Non-Executive Director on 1 May 2025. Mr Zielinski received \$20,000 in director fees, \$2,000 in superannuation payments and \$45,598 in share based payments for FY24. Mr Zielinski is entitled to receive \$40,000 per annum (plus superannuation) for his role as Non-Executive Director for FY25.
- (k) the value of the Incentive Securities and the pricing methodology is set out in Schedule 4;
 - (l) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options	Performance Rights
Mr Patrick Glovac ¹	1,789,250	1,250,000	–
Mr Quinton Meyers	–	–	–

Mr Christopher Zielinski ²	125,000	–	500,000
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Notes:

1. Comprising the following:
 - a. 1,239,250 Shares and 1,250,000 Options exercisable at \$0.25 on or before 28 February 2027 held indirectly by Kcirtap Securities Pty Ltd, an entity of which Mr Glovac is a director and shareholder;
 - b. 550,000 Shares held indirectly by Murdoch Capital Pty Ltd, an entity of which Mr Glovac is a director and shareholder.
 2. Comprising the following:
 - a. 50,000 Shares, 166,167 Class A Performance Rights, 166,167 Class B Performance Rights and 166,166 Class C Performance Rights held directly; and
 - b. 75,000 Shares held indirectly by YMG Fine Arty Pty Ltd, an entity of which Mr Zielinski is a director and shareholder.
- (m) if all the Incentive Securities issued to the Directors pursuant to Resolutions 3 to 5 are exercised, a total of 22,250,000 Shares would be issued. This will increase the number of Shares on issue from 217,091,703 (being the total number of Shares on issue as at the date of this Notice) to 239,341,703 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 9.29%;
- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.014	28 May 2025, 29 May 2025
Lowest	\$0.008	7 April 2025, 11 April 2025
Last	\$0.012	13 June 2025

- (o) each Director has a material personal interest in the outcome of Resolutions 3 to 5 on the basis that all of the Directors (or their nominees) are to be issued Incentive Securities should Resolutions 3 to 5 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 5; and
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 3 to 5;
- (q) the Incentive Securities proposed to be issued are not being issued under an agreement;
- (r) a voting exclusion statement is included in Resolutions 3 to 5 of this Notice.

6. Resolutions 6 and 7 – Approval to issue Incentive Options to Former Directors

6.1 General

Resolutions 6 and 7 seek Shareholder approval for the issue of total of 6,000,000 Incentive Options to Mr Mark Connelly and Dr James Warren, who resigned as non-executive director and executive director respectively on 1 May 2025 (**Related Parties**). The full terms of the Incentive Options are set out in Schedule 2.

The Incentive Options are being issued to the Related Parties in recognition of their contribution to the Company during their respective tenures.

6.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.3 above.

The issue of the Incentive Options to the Related Parties constitutes giving a financial benefit. Mr Connelly and Dr Warren are each related parties of the Company by virtue of being directors of the Company within the past six months from the date of this Notice.

The Directors considers the exception in section 211 of the Corporations Act applies as the issue of the Incentive Options to the Related Parties is reasonable remuneration in the given circumstances.

6.3 ASX Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 5.4 above.

The issue of the Incentive Options to the Related Parties falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6 and 7 seek the required Shareholder approval for the issue of the Incentive Options to the Related Parties under and for the purposes of Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolutions 6 and 7 are passed, the Company will be able to proceed with the issue of the Incentive Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Options (because approval is being obtained under Listing Rule 10.11), the issue of the Incentive Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Incentive Options to the Related Parties.

6.5 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 and 7:

- (a) the Incentive Options will be issued to the following persons, each of whom falls within the category set out in Listing Rule 10.11.1, by virtue of being a former Director having resigned as Director on 1 May 2025 (being within the past 6 months):

- (i) Mr Mark Connelly pursuant to Resolution 6; and
 - (ii) Dr James Warren pursuant to Resolution 7;
- (b) the maximum number of Incentive Options to be issued to the Related Parties is 6,000,000, as follows:
 - (i) 3,000,000 Incentive Options to Mr Mark Connelly (or his nominee) pursuant to Resolution 6;
 - (ii) 3,000,000 Incentive Options to Dr James Warren (or his nominee) pursuant to Resolution 7;
- (c) the terms and conditions of the Incentive Options are set out in Schedule 2;
- (d) the Incentive Options will be issued no later than 1 month 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 issue of the Incentive Securities will occur on the same date;
- (e) the Incentive Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the proposed issue of the Incentive Securities (other than on exercise of the Incentive Options);
- (f) the purpose of the issue of Incentive Options is to recognise the contributions and service of the Related Parties to the Company;
- (g) the Company has agreed to issue the Incentive Securities to the Related Parties (subject to Shareholder approval) for the following reasons:
 - (i) to provide cost effective remuneration to the Related Parties in recognition for their contribution to the Company in their respective roles as directors of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations;
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed;
- (h) the number of Incentive Options to be issued to each of the Related Parties has been determined upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) incentives to attract and ensure continuity of service of directors who have appropriate knowledge and expertise, while minting the Company's cash reserves;
- (i) the Related Parties resigned as Directors on 1 May 2025 and accordingly do not have a current remuneration package;
- (j) the value of the Incentive Options and the pricing methodology is set out in Schedule 4;
- (k) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options	Performance Rights
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Mr Mark Connelly ¹	500,000	–	500,000
Dr James Warren ²	135,000	–	1,000,000

Notes:

1. Comprising 500,000 Shares, 166,167 Class A Performance Rights, 166,167 Class B Performance Rights and 166,166 Class C Performance Rights held directly;
 2. Comprising the following:
 - a. 50,000 Shares held directly; and
 - b. 85,000 Shares, 333,333 Class A Performance Rights, 333,333 Class B Performance Rights and 333,334 Class C Performance Rights held indirectly by Warren Investment Nominees Pty Ltd, an entity of which Dr Warren is a director and shareholder.
- (l) if all the Incentive Options issued to the Related Parties pursuant to Resolutions 6 and 7 are exercised, a total of 6,000,000 Shares would be issued. This will increase the number of Shares on issue from 217,091,703 (being the total number of Shares on issue as at the date of this Notice) to 223,091,703 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.69%;
- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.014	28 May 2025, 29 May 2025
Lowest	\$0.008	7 April 2025, 11 April 2025
Last	\$0.012	13 June 2025

- (n) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6 and 7;
- (o) the Incentive Options proposed to be issued are not being issued under an agreement;
- (p) a voting exclusion statement is included in Resolutions 6 and 7 of this Notice.

6.6 Board Recommendation

The Board believes Resolutions 6 and 7 are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 6 and 7. The Chair intends to vote all undirected Proxies in favour of Resolutions 6 and 7.

SCHEDULE 1– DEFINITIONS

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

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

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

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

Board means the board of Directors.

Broker has the meaning given in Section 4.1.

Broker Options has the meaning given in Section 4.1.

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.

Class D Performance Rights means a performance right in the Company on the terms and conditions set out in Schedule 3.

Class E Performance Rights means a performance right in the Company on the terms and conditions set out in Schedule 3.

Closely Related Party means:

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

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

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.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Incentive Options has the meaning given in Section 5.1.

Incentive Performance Rights has the meaning given in Section 5.1.

Incentive Securities has the meaning given in Section 5.1.

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.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Related Parties has the meaning given in Section 6.1.

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.

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

SCHEDULE 2– TERMS AND CONDITIONS OF PLACEMENT OPTIONS, BROKER OPTIONS AND INCENTIVE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the 21 March 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3– TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following terms and conditions apply to the Incentive 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**):

Class	Vesting Condition	Expiry Date
Class D Performance Rights	Company achieving a VWAP of at least \$0.02 over a period of 20 consecutive trading days	3 years from the date of grant
Class E Performance Rights	Company achieving a VWAP of at least \$0.03 over a period of 20 consecutive trading days	3 years from the date of grant

2. Expiry Date

The Performance Rights will lapse at 5:00pm (AWST) on the date which is 3 years from its date of issue as listed above (**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 recipients (**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 4– VALUATION OF INCENTIVE SECURITIES

The Incentive Securities to be issued to the Directors pursuant to Resolutions 3 to 5, and the Incentive Options to be issued to the Related Parties pursuant to Resolutions 6 and 7 have been independently valued.

Incentive Performance Rights

The Performance Rights were valued using a combination of Hoadley's Barrier 1 Model and Hoadley's Parisian Model and the assumptions set out below have been used to determine the indicative values of the Incentive Performance Rights proposed to be issued to the Directors pursuant to Resolutions 3 to 5:

Assumptions:	
Valuation date	5 June 2025
Market price of Shares	\$0.013
Exercise price	Nil
Expiry date	3 years from the date of issue
Risk free interest rate	3.27%
Volatility (discount)	72%
Indicative value per Incentive Performance Right:	
Class D:	\$0.0103
Class E:	\$0.0082
Total value of Incentive Performance Rights:	\$122,562.50
Patrick Glovac (Resolution 3)	\$64,750.00
Quinton Meyers (Resolution 4)	\$28,906.25
Christopher Zielinski (Resolution 5)	\$28,906.25

Incentive Options

The Incentive Options were valued using Hoadley's ESO1 Model and the assumptions set out below have been used to determine the indicative values of the Incentive Options proposed to be issued to the Directors (pursuant to Resolutions 3 to 5), and to Related Parties (pursuant to Resolutions 6 and 7):

Assumptions:	
Valuation date	5 June 2025
Market price of Shares	\$0.013
Exercise price	\$0.025
Expiry date	28 March 2028
Risk free interest rate	3.27%
Volatility (discount)	72%
Indicative value per Incentive Option	\$0.0039
Total value of Incentive Options	\$58,500
Patrick Glovac (Resolution 3)	\$11,700

Quinton Meyers (Resolution 4)	\$11,700
Christopher Zielinski (Resolution 5)	\$11,700
Mark Connelly (Resolution 6)	\$11,700
James Warren (Resolution 7)	\$11,700

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 28 July 2025**, 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 Key Management Personnel.

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://automicgroup.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.



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