



Group 6 Metals Limited

ACN 004 681 734

Notice of 2025 Annual General Meeting

Time: 12:00pm (AEDT)

Date: Friday 28 November 2025

Place: Virtual Meeting Platform

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

NOTICE OF 2025 ANNUAL GENERAL MEETING OF GROUP 6 METALS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Group 6 Metals Limited ACN 004 681 734 (**Company**) will be held at 12.00pm AEDT on 28 November 2025 for the purpose of transacting the business set out in this notice.

The Meeting will be held virtually via the Computershare Meeting Platform. To join and participate in the meeting you can log in via the below link on your computer, tablet or smartphone.

<https://meetnow.global/M6D54LQ>

Online registration will open 30 minutes before the scheduled start time for the meeting. The Meeting will be held virtually (online) only. There will not be a meeting where shareholders can attend in person.

Proxyholders will need to contact Computershare prior to the meeting date to obtain their login details. To participate in the meeting online follow the instructions below.

Step 1: Click on 'Join Meeting Now'

Step 2: Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting date to obtain their login details.

Step 3: Enter the postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

Step 4: Accept the Terms and Conditions and click 'Continue'.

For further information, please refer to the Online Meeting Guide, available at www.computershare.com.au/virtualmeetingguide.

You will be able to cast votes at the appropriate times, as directed by the Chair, while the meeting is in progress.

Shareholders will be able to ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the meeting to the Company. To assist the Company to provide meaningful answers to questions, it is recommended that Shareholders provide questions in writing at least 48 hours before the meeting to Andrew Bickley, Company Secretary at andrewb@g6m.com.au.

If there is a technical difficulty affecting any online participants, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, the Company encourages Shareholders to lodge a direct vote or directed proxy by 12:00pm (AEDT) on Wednesday 26 November 2025, even if they intend to participate online.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has previously requested a hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the Company's website. The accompanying Explanatory Notes provides information about the Resolutions, voting and a summary of important information which form part of this Notice and should be read in conjunction with it. Shareholders should read this Notice and the Explanatory Notes in full before making any decisions in relation to the Resolutions.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company and your vote is important.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 7:00pm (AEDT) on Wednesday 26 November 2025.

If you are not registered as a holder of the Company's shares at this time, you will not be entitled to attend or vote at the Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

As Shareholders are being asked to participate virtually in the Meeting, each resolution will be conducted by a poll.

APPOINTING A PROXY

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies as an alternative to attending the Meeting in person. Where more than one proxy is appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy may, but need not be a Shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

Section 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if a proxy votes, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies in respect of which he is appointed in favour of all resolutions.

If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to ASX.

Lodging your proxy

For it to be effective, the proxy form and any authorities under which the proxy form has been signed (or certified copies of those authorities) must be received by the Company or the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 12:00pm AEDT) on 26 November 2025). Lodgement instructions are as follows:

VOTE ONLINE www.investorvote.com.au or scan the QR Code on the proxy form with your mobile device and follow the instructions on the secure website to vote.

CUSTODIAN

VOTING For intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

IN PERSON Computershare, Yarra Falls, 452 Johnston Street Abbotsford, VIC, 3067

BY MAIL Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Meeting.

1. ITEMS OF ORDINARY BUSINESS

1.1. Financial Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2025.

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

The statutory annual report is available for Shareholders to access and download from

<https://www.g6m.com.au/investors/annual-reports/>

If you would like to receive a hard copy of the statutory annual report free of charge, you can contact the Company by emailing andrewb@g6m.com.au.

1.2. Resolution 1: Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution pursuant to section 250R(2) of the Corporations Act:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2025."

Notes:

- (a) This Resolution 1 is advisory only and does not bind the Company or the Directors.
- (b) The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- (c) The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.
- (d) If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days, at which all the Company's directors must go up for re-election.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member. Restrictions also apply to votes cast as proxy unless exceptions apply. However, the Company need not disregard a vote cast on Resolution 1 by:

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

The Company will not disregard a vote cast on Resolution 1 if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate 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.

1.3. Resolution 2: Election of Director – Christopher Ellis

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

“That, for the purposes of rule 19.2(b) and 19.3(h) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Christopher Ellis, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.”

1.4. Resolution 3: Approval of 10% Placement Capacity

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

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the accompanying Explanatory Notes.”

1.5. Resolution 4: Appointment of Auditor

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

“That, pursuant section 327D of the Corporations Act and for all other purposes, SW Accountants and Advisors, having consented in writing, to act in the capacity of auditor, be appointed as auditor of the Company to hold office with effect from the conclusion of this Meeting.”

Dated: 27 October 2025

By order of the Board



Andrew Bickley
Company Secretary
Group 6 Metals Limited

EXPLANATORY NOTES

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary section at the end of this Explanatory Statement.

The Meeting of the Company is to be held at 12:00pm (AEDT) on 28 November 2025 via the Computershare Meeting Platform. The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

1. Financial Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements, Directors' Report and Auditor's Report) to be laid before the Meeting. There is no requirement for Shareholders to approve the report. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

SW Audit, The Company's external auditor will be in attendance at the meeting and will be available for Shareholders to ask questions about the conduct of the audit and the conduct of the audit and the Auditor's report.

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

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

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of the Remuneration Report

2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2025 is set out in the Company's 2025 Annual Report which, when finalised with the Company's auditors, is available on the Company's website <https://www.g6m.com.au/investors/financial-reports/>.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the

adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all the Company’s Directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the Meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key Management Personnel of the Group are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company’s Key Management Personnel for the financial year ended 30 June 2025. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either “For”, “Against” or “Abstain” on the Voting Form for that item of business.

2.2. Recommendation

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

3. Resolution 2: Election of Director – Mr Christopher Ellis

3.1. Background

Under ASX Listing Rule 14.4 and Rules 19.2(b) & 19.3(h) of the Company’s constitution, a Director, who is not the designated managing director, appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director’s appointment. A director who retires in accordance with these requirements is eligible for re-election.

The Company may by resolution at an annual general meeting fill an office vacated by a Director by electing or re-electing an eligible person to that office.

The retirement of a Director from office under the Company’s constitution and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.

Accordingly, Mr Ellis is due to retire at the end of the meeting and offers himself for re-election to the Board.

3.2. Christopher Ellis (Non-Executive Director)

Christopher Ellis has extensive experience in the exploration and mining industry in Australia and overseas. He was a founding member and Executive Director of coal mining company Excel Coal Limited, which became Australia’s largest independent coal mining company before being acquired by Peabody Energy Inc. in October 2006. Christopher commenced his career in the UK coal industry, followed by positions within Shell’s exploration group in Southern Africa and CRAE in Western Australia. He has also held senior positions for BP Coal (London and USA), Agipcoal Australia and for the Stratford Joint Venture. Christopher has core skills in geology, mining engineering and minerals processing, mainly in the coal industry with experience in tungsten, gold, base metals and diamonds. He has had overall responsibility for the design and engineering of four new mines during his career with Excel. Christopher is a Non-Executive Director of Ausquest Limited (ASX: AQD)

Mr Ellis was first appointed on 8 November 2012. If re-elected, the Board will not consider Mr Ellis to be an independent director as a result of the length of his tenure as a director of the Company and also Mr Ellis is a significant Shareholder in the Company.

Mr Ellis has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

3.3. Recommendation

Messrs Pallas and Elphinstone recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3: Approval of 10% Placement Capacity

4.1. Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to a number representative of 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Where such shareholder approval is obtained, ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities representing up to 10% of its issued share capital through placements over a period of 12 months from the date of the resolution passed at the AGM (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is seeking Shareholders' approval by way of a special resolution to issue Equity Securities under the 10% Placement Facility in addition to the 15% placement capacity provided for under ASX Listing Rule 7.1.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 4.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will only be able to place Equity Securities under the Company's available 15% placement capacity without first seeking Shareholder approval of the issue, or as otherwise permitted by ASX Listing Rule 7.2.

The ASX Listing Rules define **Equity Securities** as shares, units in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security or any security that the ASX decides to classify as an equity security.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

4.2. Overview of ASX Listing Rule 7.1A

- (a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or an exception in ASX Listing Rule 7.2, to issue Equity Securities not in a class already quoted on ASX without Shareholder approval.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9,16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - 1. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - 2. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - 1. the agreement was entered into before the commencement of the relevant period; or
 - 2. the agreement or issue was approved, or taken under these rules to have been approved, under rule ASX Listing Rule 7.1 or 7.4,
- (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4,
- (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- (vi) less the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

4.2.1.ASX Listing Rule 7.1 and 7.1A

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

At the date of the Notice, the Company has on issue 219,204,207 Shares (and no other quoted securities on issue) and therefore has capacity to issue:

- (i) 32,880,631 Equity Securities under ASX Listing Rule 7.1; and
- (ii) subject to Shareholders approving Resolution 3, 21,920,421 Equity Securities under ASX Listing Rule 7.1A.

The Company also has on issue the following unquoted securities at the date of this Notice:

- (i) 1,054,123 unquoted options;
- (ii) 140,000 performance options; and
- (iii) 73,294,648 warrants.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A if Resolution 3 is approved will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 as described above.

4.2.2.Cash Only

Equity Securities can only be issued under ASX Listing Rule 7.1A for a cash amount which is not less than the prescribed minimum issue price described in section 4.2.3 below.

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue Equity Securities for non-cash consideration, or for cash consideration that is lower than the prescribed minimum issue price, without approval of holders of ordinary securities.

4.2.3.Minimum Issue Price

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

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

4.2.4.Specific Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:
 - the date that is the 12 months after the date of the annual general meeting at which approval is obtained; or
 - the time and date of the Company's next annual general meeting; or

- the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

- (b) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the relevant class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 10 Trading Days of the date on which the Equity Securities are agreed to be issued, the date on which the Equity Securities are issued.
- (c) If Resolution 3 is approved and the Company utilises the 10% Placement Facility, the proceeds of the Equity Security issuances under it may be allocated towards the capital expenditure requirements of the underground mining phase of the project and maintenance and improvement of the processing plant and other equipment and machinery at the Dolphin Tungsten Mine, exploration at the Company's exploration tenure on King Island, and additional working capital. Under ASX Listing Rule 7.1A, Equity Securities can only be issued for cash consideration.
- (d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
- the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than the indicative or presumptive price of a Share on the date of the Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (e) The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against \$0.50, being the price that the Company issued Shares to creditors and unsecured lenders as part of a recapitalisation completed in April 2025, and as adjusted for the 1 for 100

Share consolidation that the Company effected in September 2025. This value is being adopted for this exercise due to the unavailability of a current market price because of the suspension of trading in the Company's shares (ongoing as at the date of this Notice).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.25 50% decrease in Issue Price	\$0.50 Issue Price	\$1.00 100% increase in Issue Price
Current Variable A 219,204,207 Shares	10% Voting Dilution	21,920,421 Shares	21,920,421 Shares	21,920,421 Shares
	Funds raised	\$5,480,105	\$10,960,210	\$21,920,421
50% increase in current Variable A 328,806,311 Shares	10% Voting Dilution	32,880,631 Shares	32,880,631 Shares	32,880,631 Shares
	Funds raised	\$8,220,158	\$16,440,316	\$32,880,631
100% increase in current Variable A 438,408,414 Shares	10% Voting Dilution	43,840,841 Shares	43,840,841 Shares	43,840,841 Shares
	Funds raised	\$10,960,210	\$21,920,421	\$43,840,841

(f) The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No options or warrants (including any options issued under the 10% Placement Facility) are exercised before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any Equity Securities under the 10% Placement Facility.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including but not limited to, a pro rata rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the Equity Securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (j) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held 23 November 2023.
- (k) The Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2 in the last 12 months, has not agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2 prior to the last 12 months that are yet to be issued, and therefore is not required to provide the information set out in Listing Rule 7.3A.6(a) and 7.3A.6(b).
- (l) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

4.2.5.Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4: Appointment of Auditor

5.1.1.Background

At the Company's 2024 AGM, which was completed on 20 August 2025, two resolutions were passed to remove KPMG as the Company's auditor in accordance with section 329 of the Corporations Act and to appoint SW Accountants and Advisors in accordance with Section 327D(2) of the Corporations Act. The Company is seeking, by the passing of a special resolution, to ratify the appointment of SW Accountants and Advisors as its auditor.

5.1.2.Regulatory Requirements

Under section 327D(5) of the Corporations Act, where a Company appoints an auditor at a general meeting immediately following a resolution to remove the previous auditor, the auditor appointed will hold office until the Company's next AGM. Due to the operation of

this provision, the Company is now seeking to appoint SW Accountants and Advisors as the auditor of the Company under section 327B(1)(b) of the Corporations Act. Resolution 4 seeks the approval of Shareholders for the appointment of SW Accountants and Advisors as the Company's auditor with effect from the conclusion of this Meeting.

SW Accountants and Advisors has provided written consent to act as the Company's auditor under 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of SW Accountants and Advisors as the Company's auditor will take effect from the close of the Annual General Meeting pursuant to the Corporations Act.

5.1.3. Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

6. Interpretation

For the purposes of interpreting the Explanatory Notes and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Notes and the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Andrew Bickley (andrewb@g6m.com.au) they have any queries in respect of the matters set out in this Notice.

8. Registered Office

Group 6 Metals Limited ACN: 004 681 734

255 Grassy Harbour Road,

Grassy, TAS 7256

Email: andrewb@g6m.com.au

Web: www.g6m.com.au

9. GLOSSARY

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** or **Meeting** means the annual general meeting to commence at 12:00pm AEDT on Friday 28 November 2025 and notified to the Company's Shareholders by this Notice.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time.

Board means the board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) as amended from time to time.

Company means Group 6 Metals Limited ACN 004 681 734.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Director means a director of the Company.

Explanatory Notes means the notes included in the Notice which convened this meeting.

Equity Securities has the meaning given in ASX Listing Rule 19.12.

Group means the Company's group, including the Company and its wholly owned subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice means this notice of Annual General Meeting.

Ordinary Securities has the meaning given in ASX Listing Rule 19.12

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2025 and which is set out in the 2025 Annual Report.

Share means an ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

Share Registry means the Company's share registry - Computershare Investor Services Pty Ltd ABN 48 078 279 277.



ABN 40 004 681 734

Need assistance?



Phone:

1300 265 043 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

G6M

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Group 6 Metals Limited 2025 Annual General Meeting

The Group 6 Metals Limited 2025 Annual General Meeting will be held on Friday, 28 November 2025 at 12:00pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 12:00pm (AEDT) Wednesday, 26 November 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M6D54LQ>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

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.



ABN 40 004 681 734

G6M

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+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 **12:00pm (AEDT) on Wednesday, 26 November 2025.**

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

SRN/HIN: I999999999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only* XX

At the 2025 Annual General Meeting of Group 6 Metals Limited to be held as a virtual meeting on Friday, 28 November 2025 at 12:00pm (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Group 6 Metals Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We 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

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).

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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 by marking the appropriate box in step 2.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	☐	☐	☐
Resolution 2 Election of Director – Christopher Ellis	☐	☐	☐
Resolution 3 Approval of 10% Placement Capacity	☐	☐	☐
Resolution 4 Appointment of Auditor	☐	☐	☐

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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

