



Omnia Metals Group Limited

ACN 648 187 651

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Monday, 22 December 2025

10:00AM (AWST)

22 TOWNSHEND ROAD, SUBIACO WA 6008

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 6008, on Monday, 22 December 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 Saturday, 20 December.

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

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A capacity

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholder approve and ratify the prior issue of:

- (a) 32,563,755 Tranche 1 Placement Shares issued under the Company’s Listing Rule 7.1 capacity; and
- (b) 21,436,245 Tranche 1 Placement Shares issued under the Company’s Listing Rule 7.1A capacity,

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

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (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 the Resolutions by:

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

2. Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

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.

3. Resolution 3 – 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 purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 52,666,930 Placement Options on the terms and conditions set out in the Explanatory Memorandum.”

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.

4. Resolution 4 – Approval to issue Lead Manager 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 20,000,000 Lead Manager Options to GTT Ventures Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) 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.

5. Resolutions 5(a), 5(b) and 5(c) – Approval to issue Incentive Performance Rights to Directors

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

“That, for the purposes of 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 a total of 15,000,000 Incentive Performance Rights as follows:

- (a) 9,000,000 Incentive Performance Rights to Mr Patrick Glovac (and/or his nominees);
- (b) 3,000,000 Incentive Performance Rights to Mr Quinton Meyers (and/or his nominees);
- (c) 3,000,000 Incentive Performance Rights to Mr Christopher Zielinski (and/or his nominees),

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

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) Resolution 5(a) by or on behalf of :
 - (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a holder of ordinary securities (namely, Mr Patrick Glovac (and/or his nominees))); or
 - (ii) an Associate of that person or those persons;
- (b) Resolution 5(b) by or on behalf of :

- (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a holder of ordinary securities (namely, Mr Quinton Meyers (and/or his nominees)); or
- (ii) an Associate of that person or those persons;
- (c) Resolution 5(c) by or on behalf of :
 - (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a holder of ordinary securities (namely Mr Christopher Zielinski (and/or his nominees)); or
 - (ii) an Associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions 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 Resolutions 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 Resolutions; and
 - (ii) the holder votes on the Resolutions 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 (**Resolutions 5(a)-(c) 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 Resolutions and it is not cast on behalf of a Resolutions 5(a)-(c) 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 Resolutions.

Provided the Chair is not a Resolutions 5(a)-(c) 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 the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 21 November 2025

BY ORDER OF THE BOARD

Quinton Meyers

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 Monday, 22 December 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 a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 5(a)–(c).

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 5(a)–(c) by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

- (a) Online

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

- (b) 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:

BY MAIL:	By post to Automic group, GPO Box 5193, Sydney NSW 2001
BY EMAIL:	meetings@automicgroup.com.au

3. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A capacity

3.1 Background

On 23 October 2025, the Company announced that it received firm commitments to raise \$1,580,000 (before costs) through a placement to sophisticated and professional investors (**Placement Participants**) (**Placement**) of 79,000,000 Shares at an issue price of \$0.02 per Share (**Placement Shares**), along with two (2) free attaching listed options (ASX:OM1O) for every three (3) Placement Shares subscribed for and issued, exercisable at \$0.025 each on or before 21 March 2028 (**Placement Options**).

GTT Ventures Pty Ltd acted as lead manager to the Placement (**Lead Manager**).

Funds raised under the Placement will be used to advance exploration across the Company's Western Australian projects, progress assessment of potential new acquisitions, and provide general working capital.

The Company issued 54,000,000 Placement Shares on 29 October 2025 as follows:

- (a) 32,563,755 Placement Shares under the Company's existing ASX Listing Rule 7.1 capacity (subject of Resolution 1(a)); and
- (b) 21,436,245 Placement Shares under the Company's existing ASX Listing Rule 7.1A capacity (subject of Resolution 1(b)),

(together, **Tranche 1 Placement Shares**).

The remaining 25,000,000 Placement Shares (**Tranche 2 Placement Shares**) and 52,666,930 Placement Options will be issued subject to Shareholder approval (the subjects of Resolutions 2 and 3 respectively).

Resolutions 1(a) and 1(b) seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of a total of 54,000,000 Tranche 1 Placement Shares.

3.2 ASX Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting

at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The issue of the Tranche 1 Placement Shares do not fit within the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

3.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1(a) and 1(b) seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under and for the purpose of ASX Listing Rule 7.4.

3.4 Technical information required by ASX Listing Rules 14.1A

If Resolutions 1(a) and 1(b) are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

3.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

- (a) the Tranche 1 Placement Shares were issued to the Placement Participants, being sophisticated and professional investors. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that except for Ms Chunyan Niu and Syracuse Capital Pty Ltd, 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) a total of 54,000,000 Tranche 1 Placement Shares were issued as follows:
 - (i) 32,563,755 Tranche 1 Placement Shares under the Company's existing ASX Listing Rule 7.1 capacity (being the subject of Resolution 1(a)); and
 - (ii) 21,436,245 Tranche 1 Placement Shares under the Company's existing ASX Listing Rule 7.1A capacity (being the subject of Resolution 1(b));

- (d) the Tranche 1 Placement Shares issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 29 October 2025;
- (f) the issue price of the Tranche 1 Placement Shares was \$0.02 each. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately \$1,080,000 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be used in the manner set out in Section 3.1;
- (g) the Tranche 1 Placement Shares were not issued under an agreement; and.
- (h) a voting exclusion statement is included in the Notice.

3.6 Board Recommendation

The Board believes that Resolutions 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommends that the Shareholders vote in favour of Resolutions 1(a) and 1(b). The Chair intends to vote all undirected Proxies in favour of Resolutions 1(a) and 1(b).

4. Resolution 2 – Approval to issue Tranche 2 Placement Shares

4.1 General

As set out in Section 3.1, the issue of the Tranche 2 Placement Shares will be subject to Shareholder approval.

Resolution 2 seeks Shareholder approval for the issue of up to 25,000,000 Tranche 2 Placement Shares.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

The Tranche 2 Placement Shares do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it will effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder approval to approve the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

4.3 Information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

4.4 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 2:

- (a) the Tranche 2 Placement Shares 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 Lead Manager 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 except for Ms Chunyan Niu and Syracuse Capital Pty Ltd, 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) a total of 25,000,000 Tranche 2 Placement Shares will be issued;
- (d) the Tranche 2 Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the issue price of the Tranche 2 Placement Shares is \$0.02 each. The Company has not and will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise approximately \$500,000 (before costs). Funds raised from the issue of the Tranche 2 Placement Shares will be used in the manner set out in Section 3.1;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in the Notice.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval to issue Placement Options

5.1 General

As set out in Section 3.1, the issue of the Placement Options will be subject to Shareholder approval.

Resolution 3 seeks Shareholder approval for the issue of up to 52,666,930 Placement Options.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

The Placement Options do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it will effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval to approve the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

5.3 Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

5.4 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 3:

- (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 Lead Manager 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) a total of up to 52,666,930 Placement Options will be issued;
- (d) the Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (e) 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);

- (f) the Placement Options will be issued for nil consideration and no funds will be raised from the issue of the Placement Options;
- (g) the Placement Options will be issued free attaching with the Placement Shares on the basis of two (2) Placement Options for every three (3) Placement Shares subscribed for and issued;
- (h) the Placement Options are not being issued under an agreement;
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in the Notice.

5.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval to issue Lead Manager Options

6.1 General

As set out in Section 3.1, GTT Ventures Pty Ltd was appointed as lead manager for the Placement.

Pursuant to the lead manager mandate (**Lead Manager Mandate**), the parties agreed to the following:

- (a) (**Services**): the Lead Manager agrees to provide lead manager services to the Company in respect of the Placement.
- (b) (**Fees**): as consideration for the Services, the Company has agreed to:
 - (i) (**Cash Fee**): pay a capital raising fee of 6.0% (plus GST) of the total amount raised under the Placement (plus GST); and
 - (ii) (**Lead Manager Options**): issue to the Lead Manager (and/or its nominees) 20,000,000 listed Options exercisable at \$0.025 each on or before 21 March 2028 (ASX:OM1O), subject to Shareholder approval.

The Lead Manager Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

Resolution 4 seeks Shareholder approval for the issue of up to 20,000,000 Lead Manager Options to the Lead Manager pursuant to the Lead Manager Mandate.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

The Lead Manager Options do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it will effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 4 seeks Shareholder approval to approve the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Lead Manager Options which will allow the Company to fulfill its obligations to the Lead Manager. In addition, the issue of the Lead Manager 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 4 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Manager and the Company may need to consider an alternative form of payment to the Lead Manager as consideration for the services provided by the Lead Manager.

6.4 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 4:

- (a) the Lead Manager Options will be issued to GTT Ventures Pty Ltd (and/or its nominees);
- (b) the maximum number of Lead Manager Options to be issued is 20,000,000;
- (c) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Lead Manager 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);
- (e) the Lead Manager Options will be issued for nil consideration and no funds will be raised from the issue of the Lead Manager Options;
- (f) the Lead Manager Options will be issued for the purpose of satisfying the Company's obligations under the Lead Manager Mandate;
- (g) the Lead Manager Options are being issued under the Lead Manager Mandate. A summary of the material terms of the Lead Mandate is set out in Section 6.1;
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice.

6.5 Board Recommendation

The Board believes Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 4. The Chair intends to vote all undirected Proxies in favour of Resolution 4.

7. Resolutions 5(a), 5(b) and 5(c) – Approval to issue Incentive Performance Rights to Directors

7.1 General

Resolutions 5(a)–(c) seek Shareholder approval for the issue of total of 15,000,000 Performance Rights to the Directors, being Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski (or their respective nominees) as follows:

	Vesting Condition	Mr Patrick Glovac	Mr Quinton Meyers	Mr Christopher Zielinski
Class A	The Company's Shares achieving a VWAP of A\$0.03 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	3,000,000	1,000,000	1,000,000
Class B	The Company's Shares achieving a VWAP of A\$0.035 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	3,000,000	1,000,000	1,000,000
Class C	The Company's Shares achieving a VWAP of A\$0.04 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	3,000,000	1,000,000	1,000,000
Total		9,000,000	3,000,000	3,000,000

(together, **Incentive Performance Rights**).

The terms and conditions of the Incentive Performance Rights are set out in Schedule 3.

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

7.2 Section 195(4) of the Corporations Act

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

7.3 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 Performance Rights 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 Performance Rights 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 Performance Rights. Accordingly, Shareholder approval for the issue of the Incentive Performance Rights is sought in accordance with Chapter 2E of the Corporations Act.

7.4 ASX Listing Rule 10.11

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

- (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 the Incentive Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Incentive Performance Rights requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 5(a)–(c) seek the required Shareholder approval for the issue of the Incentive Performance Rights to the Directors under and for the purposes of Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If Resolutions 5(a)–(c) are passed, the Company will be able to proceed with the issue of the Incentive Performance Rights to the Directors within one (1) month after the date of the Meeting (or such later date permitted by an ASX waiver or modification of the ASX Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Performance Rights (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Incentive Performance Rights will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 5(a)–(c) are not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

7.6 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 5(a)–(c):

- (a) the Incentive Performance Rights will be issued to the following current Directors of the Company, Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski (and/or their respective nominees);
- (b) each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski fall within the category of Listing Rule 10.11.1 by virtue of being Directors of the Company, and if applicable, their nominees will fall within the category of Listing Rule 10.11.4 by virtue of being Associates of a Director;
- (c) a total of 15,000,000 Incentive Performance Rights will be issued as follows:

Performance Rights	Mr Patrick Glovac	Mr Quinton Meyers	Mr Christopher Zielinski
Class A	3,000,000	1,000,000	1,000,000
Class B	3,000,000	1,000,000	1,000,000
Class C	3,000,000	1,000,000	1,000,000
Total	9,000,000	3,000,000	3,000,000

- (d) details of the Directors' current total remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and excluding the Incentive Performance Rights) is set out below:

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Patrick Glovac ¹	\$22,850	\$60,000
Mr Quinton Meyers ²	\$34,258	\$50,000

Ms Christopher Zielinski ³	\$19,134	\$50,000
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Notes:

1. For FY2025, Mr Glovac received \$10,000 in director fees, \$1,150 in superannuation payments and \$11,700 in equity-based payments. For FY26, Mr Glovac is entitled to a salary of \$60,000 per annum (plus superannuation).
 2. For FY2025, Mr Meyes received \$19,998 in director fees, \$2,560 in superannuation payments and \$11,700 in equity-based payments. For FY26, Mr Meyers is entitled to a salary of \$50,000 per annum (plus superannuation).
 3. For FY2025, Mr Zielinski received \$6,667 in director fees, \$767 in superannuation payments and \$11,700 in equity-based payments. For FY26, Mr Zielinski is entitled to a salary of \$50,000 per annum (plus superannuation).
- (e) a summary of the material terms of the Incentive Performance Rights are set out in Schedule 3:
- (f) the Incentive Performance Rights have the values, as attributed to by the Company in Schedule 4;
- (g) the Incentive Performance Rights will be issued no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules, and it is intended the issue of the Incentive Performance Rights will occur at the same time;
- (h) the Incentive Performance Rights will be issued for nil consideration. The Incentive Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;
- (i) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options	Performance Rights
Patrick Glovac ¹	5,289,250	4,250,000	3,500,000
Quinton Meyers ²	1,562,500	3,000,000	1,562,500
Christopher Zielinski ³	1,687,500	3,000,000	2,062,500

Notes:

1. Comprising:
 - (a) the following securities held indirectly by Kcirtap Securities Pty Ltd <N&P Glovac Family A/C>, an entity of which Mr Glovac is a director and shareholder:
 - (i) 4,739,250 Shares
 - (ii) 1,250,000 unlisted Options (ASX:OM1AE) exercisable at \$0.25 on or before 28 February 2027;
 - (iii) 3,000,000 listed Options (ASX:OM1O) exercisable at \$0.025 on or before 21 March 2028; and
 - (iv) 3,500,000 Performance Rights; and
 - (b) 550,000 Shares held indirectly by Murdoch Capital Pty Ltd <Glovac Superfund A/C>, an entity of which Mr Glovac is a director and shareholder.
2. Comprising 1,562,500 Shares, 3,000,000 listed Options (ASX:OM1O) exercisable at \$0.025 on or before 21 March 2028 and 1,562,500 Performance Rights held directly:
3. Comprising:
 - (a) 50,000 Shares and 500,000 Performance Rights held directly; and
 - (b) the following securities held indirectly by YMG Fine Art Pty Ltd, an entity of which Mr Zielinski is a director and shareholder:
 - (i) 1,637,500 Shares;

- (ii) 3,000,000 listed Options (ASX:OM1O) exercisable at \$0.025 on or before 21 March 2028; and
 - (iii) 1,562,500 Performance Rights.
- (j) if the Incentive Performance Rights granted to the Directors are exercised, a total of 15,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 277,716,703 to 292,716,703 (assuming that no other Options or Performance Rights are exercised, and no other Shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 5.12%;
- (k) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	\$0.026	24 October 2025
Lowest	\$0.008	7 April 2025, 11 April 2025
Last	\$0.019	13 November 2025
- (l) if each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski convert all the Incentive Performance Rights the subject of Resolutions 5(a) – 5(c) and no other Shares were issued by the Company, they would hold 4.88%, 1.56% and 1.60% respectively of the issue capital of the Company, on an undiluted basis;
- (m) in respect of Resolutions 5(a) – 5(c):
 - (i) the primary purpose of the grant of the Incentive Performance Rights is to reward the Directors, to provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Incentive Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;
 - (ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number and exercise price of the Incentive Performance Rights to be issued to the Directors; and
 - (iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Incentive Performance Rights to the Directors.
- (n) each Director has a material personal interest in the outcome of Resolutions 5(a) – 5(c) on the basis that all the Directors (or their nominee/s) are to be issued Incentive Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 5(a) – 5(c) of this Notice;
- (o) there is no formal written agreement in relation to the issue of the Incentive Performance Rights;

- (p) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions; and
- (q) a voting exclusion statement is included for Resolutions 5(a) – 5(c) of this Notice;

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.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

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

Company means Omnia Metals Group Limited (ACN 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 Performance Rights has the meaning given in Section 7.1.

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.

Lead Manager has the meaning given in Section 3.1.

Lead Manager Mandate has the meaning given in Section 6.1.

Lead Manager Options has the meaning given in Section 6.1.

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.

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.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

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 and Lead Manager 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 Incentive Performance Rights

1. Performance Rights

Each Incentive Performance Right is a right of the Holder (and/or its nominees) to acquire a fully paid ordinary share in the capital of the Company (**Share**) subject to these terms and conditions.

2. Vesting Conditions

Incentive Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

Class	Vesting Condition	Expiry Date
Class A	The Company's Shares achieving a VWAP of A\$0.03 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	5:00pm WST on 26 August 2028
Class B	The Company's Shares achieving a VWAP of A\$0.035 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	5:00pm WST 3 years from date of issue.
Class C	The Company's Shares achieving a VWAP of A\$0.04 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.	5:00pm WST 3 years from date of issue.

3. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Incentive Performance Right, the Holder may exercise the Incentive Performance Rights by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise the Incentive Performance Rights.

4. Expiry

Any Incentive Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

5. Transfer

An Incentive Performance Right is not transferable.

6. Entitlements and bonus issues

The holder of an Incentive Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

7. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

8. Right to receive Notices and attend general meetings

Each Incentive Performance Right does not confer on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder does not have the right to attend general meetings of the Company.

9. Voting rights

An Incentive Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

10. Dividend rights

An Incentive Performance Right does not entitle the Holder to any dividends.

11. Return of capital rights

The Incentive Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

12. Rights on winding up

The Incentive Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

13. Change in control

- (a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event described in paragraph (b) occurs, then each Incentive Performance Right (to the extent Incentive Performance Rights have not already vested or converted into Shares due to satisfaction of the relevant Vesting Conditions) will automatically and immediately vest and convert into a Share as if the Vesting Conditions have been achieved.
- (b) A Change of Control Event occurs when:
 - (i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or
 - (ii) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

14. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Incentive Performance Rights specified in the Notice of Exercise;
- (b) 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
- (c) 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 Incentive Performance Rights.

15. Ceasing to be engaged by the Company

If an Incentive Performance Right holder ceases to be employed or engaged with the Company, unless the Board determines otherwise, any Related Party Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company.

16. Compliance with law

The conversion of the Incentive Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

17. Application to ASX

The Incentive Performance Rights will not be quoted on ASX. On conversion of Incentive Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

18. Ranking of Shares

Shares into which the Incentive Performance Rights will convert will rank parri passu in all respects with existing Shares.

19. Takeovers prohibition:

- (a) The issue of Shares on exercise of the Incentive Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.
- (b) The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Incentive Performance Rights.
- (c) If the conversion of an Incentive Performance Right would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of that Incentive Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of section 606(1) of the Corporations Act.
- (d) The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Incentive Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Incentive Performance Rights under these terms will not result in any person being in contravention of section 606(1) of

the Corporations Act.

20. No other rights

An Incentive Performance Right does not give a Holder any 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

SCHEDULE 4 – Valuation of Incentive Performance Rights

The Incentive Performance Rights to be issued pursuant to Resolutions 5(a)–(c) have been valued by the Company's independent advisers using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model.

The following inputs and results apply to each of the classes within those resolutions:

ASSUMPTIONS:	CLASS A	CLASS B	CLASS C
Spot price	\$0.018	\$0.018	\$0.018
Exercise price	Nil	Nil	Nil
Share price target	\$0.03 (20-day VWAP being greater than \$0.030 per share)	\$0.035 (20-day VWAP being greater than \$0.035 per share)	\$0.040 (20-day VWAP being greater than \$0.040 per share)
Implied barrier price	Approximately \$0.0398	Approximately \$0.0463	Approximately \$0.0529
Days to vesting/expiry	1,020 days	1,096 days	1,096 days
Volatility	Approximately 82%	Approximately 81%	Approximately 81%
Risk free rate	Approximately 3.61%	Approximately 3.62%	Approximately 3.62%
Dividend yield	Nil	Nil	Nil
Indicative value per Performance Right	\$0.0142	\$0.0135	\$0.0127
Total value of Performance Rights	\$71,000	\$67,500	\$63,500
Patrick Glovac (Resolution 5(a))	\$42,600	\$40,500	\$38,100
Quinton Meyers (Resolution 5(b))	\$14,200	\$13,500	\$12,700
Christopher Zielinski (Resolution 5(c))	\$14,200	\$13,500	\$12,700

The Board notes, the value of Performance Rights does not reflect the likelihood of the Vesting Conditions being achieved.



OMNIA
METALS GROUP LTD

Omnia Metals Group Ltd | ABN 68 648 187 651

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 20 December 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.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

