

Omnia Metals Group Ltd

(ACN 648 187 651)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 24th June 2026

10:00AM AWST

To be held at 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 Ltd (ACN 648 187 651) (**Company**) will be held at 22 Townshend Road, Subiaco WA 6008, on Wednesday, 24th June 2026 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 5:00pm AWST on Wednesday, 24th June 2026.

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

AGENDA

1. Resolution 1 – Issue of Consideration Shares

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 25,000,000 Consideration Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

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

2. Resolution 2 – Issue of Placement Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 37,527,088 Placement Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) 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 Company (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 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;
- (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(a) – Approval to issue Director Placement Shares to Director (Mr Patrick Glovac)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 2,500,000 Director Placement Shares to Mr Patrick Glovac (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Patrick Glovac (and/or his nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;
- (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 3(b) – Approval to issue Director Placement Shares to Director (Mr Christopher Zielinski)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,000,000 Director Placement Shares to Mr Christopher Zielinski (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Christopher Zielinski (and/or his nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;
- (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. Resolution 3(c) – Approval to issue Director Placement Shares to Director (Mr Quinton Meyers)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 625,000 Director Placement Shares to Mr Quinton Meyers (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Quinton Meyers (and/or his nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;

- (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.

6. Resolution 4(a) – Approval to issue Director Placement Options to Director (Mr Patrick Glovac)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,250,000 Director Placement Options to Mr Patrick Glovac (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Patrick Glovac (and/or his nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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;
- (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.

7. Resolution 4(b) – Approval to issue Director Placement Options to Director (Mr Christopher Zielinski)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 500,000 Director Placement Options to Mr Christopher Zielinski (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Christopher Zielinski (and/or his nominees)); or

- (b) an Associate of that person or those persons;

However, this does not apply to a vote cast in favour of the 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;
- (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.

8. Resolution 4(c) – Approval to issue Director Placement Options to Director (Mr Quinton Meyers)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 312,500 Director Placement Options to Mr Quinton Meyers (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Quinton Meyers (and/or his nominees)); or
- (b) an Associate of that person or those persons;

However, this does not apply to a vote cast in favour of the 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;
- (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.

9. Resolution 5(a) – Ratification of Prior Issue of Placement Shares under Listing Rule 7.1 Capacity

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 45,407,505 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1 capacity on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 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 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;
- (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.

10. Resolution 5(b) – Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A Capacity

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 29,646,671 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1A capacity on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 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 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;
- (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.

11. Resolution 6 – Issue of Lead Manager Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,835,835 Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) 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 Company (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 the 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;
- (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.

12. Resolution 7(a) – Approval to issue Director Performance Rights to Director (Mr Patrick Glovac)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 3,500,000 Director Performance Rights to Mr Patrick Glovac (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity)(namely, Mr Patrick Glovac (and/or his nominees)); or
- (b) an Associate of that person or those persons;

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7(a) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7(a) 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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 7(a) Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

13. Resolution 7(b) – Approval to issue Director Performance Rights to Director (Mr Quinton Meyers)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 1,437,500 Director Performance Rights to Mr Quinton Meyers (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity)(namely, Mr Quinton Meyers (and/or his nominees)); or
- (b) an Associate of that person or those persons;

However, this does not apply to a vote cast in favour of the Resolution 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; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7(b) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7(b) 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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 7(b) Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

14. Resolution 7(c) – Approval to issue Director Performance Rights to Director (Mr Christopher Zielinski)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 1,437,500 Director Performance Rights to Mr Christopher Zielinski (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Christopher Zielinski (and/or his nominees)); or
- (b) an Associate of that person or those persons;

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7(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 Resolution and it is not cast on behalf of a Resolution 7(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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 7(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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

15. Resolution 8(a) – Approval to issue Director Incentive Options to Director (Mr Patrick Glovac)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 7,500,000 Director Incentive Options to Mr Patrick Glovac (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Patrick Glovac (and/or his nominees)); or
- (b) an Associate of that person or those persons;

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8(a) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8(a) 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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 8(a) Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

16. Resolution 8(b) – Approval to issue Director Incentive Rights to Director (Mr Quinton Meyers)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 2,500,000 Director Incentive Options to Mr Quinton Meyers (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Quinton Meyers (and/or his nominees)); or
- (b) an Associate of that person or those persons;

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8(b) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8(b) 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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and

- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 8(b) Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

17. Resolution 8(c) – Approval to issue Director Incentive Options to Director (Mr Christopher Zielinski)

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 2,500,000 Director Incentive Options to Mr Christopher Zielinski (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- (a) 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 issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Christopher Zielinski (and/or his nominees)); or
- (b) an Associate of that person or those persons;

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8(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 Resolution and it is not cast on behalf of a Resolution 8(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 this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

Provided the Chair is not a Resolution 8(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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

Dated 26 May 2026

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Meyers', written in a cursive style.

Quinton Meyers
Non-Executive Director & Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road, Subiaco WA 6008 on Wednesday, 24th June 2026 commencing at 10:00AM 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, 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.

Please note that:

- (a) a member of the Company entitled to attend 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 unless you direct them how to do so.

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 7(a)-8(c) by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

Online

Vote online at <https://portal.automic.com.au/investor/home> or scan the QR code in the enclosed proxy form and simply follow the instructions.

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	Automic Group, 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

3. Resolution 1 – Issue of Consideration Shares

3.1 General

On 15 April 2026, the Company announced it had entered into a binding agreement (**Acquisition Agreement**) to acquire 100% of the issued share capital of American Antimony Metals LLC (**AAL**), from the shareholders of AAL (**Vendors**) for the purpose of acquiring 100% legal and beneficial interest in the Stibnite Ridge Project, comprising 83 lodge mining claims in Sanders County, Montana (**Acquisition**).

A summary of the material terms of the Acquisition Agreement are as follows:

- (a) the condition precedents of the Acquisition Agreement include, but is not limited to:
 - (i) the Company completing legal and financial due diligence on AAL and the Stibnite Ridge Project to its satisfaction;
 - (ii) the Company obtaining all third party approvals (including shareholder approval and/or regulatory approval) to give effect to the Acquisition Agreement;
- (b) subject to Shareholder approval, the Company will issue to the Vendors 25,000,000 Shares (**Consideration Shares**); and
- (c) the Company will acquire 100% of the issued share capital of AAL from the Vendors.

The Acquisition Agreement otherwise contains terms considered customary for a transaction of this nature.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 25,000,000 Consideration Shares.

3.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The issue of the Consideration Shares falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Consideration Shares is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1

3.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares 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 1 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Acquisition will not proceed, as it is a condition precedent of the Acquisition Agreement that the Company obtains Shareholder approval to issue the Consideration Shares.

3.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Consideration Shares to be issued to Vendors (or their nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Vendors are:
 - (i) 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
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) a total of 25,000,000 Consideration Shares will be issued to the Vendors;
- (d) the Consideration Shares issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Consideration Shares will be issued on settlement of the Acquisition, which in any event, will be no later than three (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 Consideration Shares is nil;
- (g) the Consideration Shares will be issued for the purpose of satisfying the Company's obligation under the Acquisition Agreement to enable the Company to proceed with the Acquisition;

- (h) the Consideration Shares will be issued under the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement is set out in Section 3.1;
- (i) the Consideration Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 1.

3.5 Board Recommendation

The Directors of the Company believe Resolution 1 is in the best interest 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 1.

4. Resolution 2 – Issue of Placement Options

4.1 General

On 15 April 2026, the Company announced that in connection with the Acquisition, it has received firm commitments to raise \$1,501,084 (before costs) through the issue of 75,054,176 Shares (**Placement Shares**) at \$0.02 per Placement Share to professional and sophisticated investors (**Placement Participants**), together with one (1) free attaching option for every two (2) Shares subscribed for, exercisable at \$0.025 on or before 21 March 2028 (**Placement Options**) (**Placement**), subject to the following holding conditions:

- (a) Placement Participants who hold all of their Placement Shares continuously for three (3) months from the date of issue (**Qualification Date**) will qualify to receive their Placement Options (**Qualifying Placement Participants**); and
- (b) Placement Participants who dispose of any Placement Shares prior to the Qualification Date will forfeit their entitlement to receive any Placement Options (**Forfeited Options**). The total amount of Forfeited Options will be redistributed on a pro-rata basis among the Qualifying Placement Participants (who are not Directors) who apply for them.

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

Funds raised under the Placement will be applied towards its existing projects, the Stibnite Ridge Project, costs of the Acquisition and general working capital.

The Company has issued a total of 75,054,176 Placement Shares on 23 April 2026 as follows:

- (a) 45,407,505 Placement Shares under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 5(a)); and
- (b) 29,646,671 Placement Shares under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 5(b)).

The Placement Options will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Placement Options in connection with the Placement.

4.2 Listing Rule 7.1

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

The issue of the Placement Options does not fit within the exceptions set out 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.

Accordingly, Resolution 2 seeks Shareholder approval for the issue of the Placement Options under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

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

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

4.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Resolution 2:

- (a) the Placement Options will be issued to the Qualifying Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. 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 Guidance Note 21, the Company confirms that none of the Qualifying Placement Participants are:
 - (i) 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
 - (ii) were issued more than 1% of the issued capital of the Company.
- (c) up to 37,527,088 Placement Options will be issued;
- (d) the terms and conditions of the Placement Options are set out in Schedule 2;
- (e) the Placement Options will be issued no later than three (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 cash consideration;
- (g) the purpose of the Placement Options is as free-attaching to the Placement Shares (subject to the Qualification Date), and the intended use of funds raised under the Placement is summarised in Section 4.1;
- (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
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 2.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interest 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. Resolutions 3(a) – 4(c) – Approval to issue Director Placement Shares and Director Placement Options to Directors

5.1 General

On 15 April 2026, the Company announced that the Directors of the Company have indicated their intention (subject to Shareholder approval) to participate in the Placement on similar terms as the unrelated Placement Participants, to raise up to an aggregate of \$82,500, in addition to the funds to be raised under the Placement.

Subject to Shareholder approval, an aggregate of 4,125,000 Placement Shares will be issued to the Directors (**Director Placement Share**) at an issue price of \$0.02 per Director Placement Share, together with 2,062,500 free attaching Placement Options (**Director Placement Options**) as follows:

- (a) Mr Patrick Glovac will be issued:
 - (i) 2,500,000 Director Placement Shares (the subject of Resolution 3(a)); and
 - (ii) 1,250,000 Director Placement Options (the subject of Resolution 4(a));
- (b) Mr Christopher Zielinski will be issued:
 - (i) 1,000,000 Director Placement Shares (the subject of Resolution 3(b)); and
 - (ii) 500,000 Director Placement Options (the subject of Resolution 4(b)); and
- (c) Mr Quinton Meyers will be issued:
 - (i) 625,000 Director Placement Shares (the subject of Resolution 3(c)); and
 - (ii) 312,500 Director Placement Options (the subject of Resolution 4(c)),

(together, the **Director Placement Securities**).

The Director Placement Shares will be issued on the same terms as the Placement Shares issued to unrelated Placement Participants, with an issue price of \$0.02 per Director Placement Share.

The Director Placement Options will be issued on similar terms as the Placement Options issued to unrelated Placement Participants, being one (1) free attaching Director Placement Option for every two (2) Director Placement Shares subscribed for and issued, exercisable at \$0.025 on or before 21 March 2028.

The Directors have agreed that the Director Placement Shares will be subject to a voluntary hold period of three (3) months, being the same period of time as the Qualifying Date. The Directors will not receive any Forfeited Options.

5.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that 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 manner set out in sections 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to Mr Patrick Glovac, Mr Christopher Zielinski and Mr Quinton Meyers, who are related parties of the Company by virtue of being Directors.

In respect of Resolutions 3(a) and 4(a), the Directors (excluding Mr Patrick Glovac), each of whom do not have a material personal interest in Resolutions 3(a) and 4(a), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Patrick Glovac (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and substantially similar terms as the Placement Options to the unrelated Placement Participants).

In respect of Resolutions 3(b) and 4(b), the Directors (excluding Mr Christopher Zielinski), each of whom do not have a material personal interest in Resolutions 3(b) and 4(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Christopher Zielinski (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and substantially similar terms as the Placement Options to the unrelated Placement Participants).

In respect of Resolutions 3(c) and 4(c), the Directors (excluding Mr Quinton Meyers), each of whom do not have a material personal interest in Resolutions 3(c) and 4(c), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Quinton Meyers (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm's length terms (being on the same terms as the Placement Shares and substantially similar terms as the Placement Options to the unrelated Placement Participants).

5.3 Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX 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 proposed issue of the Director Placement Securities 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 Director Placement Securities requires the approval of Shareholders under Listing Rule 10.11.

5.4 Listing Rule 14.1A

If Resolutions 3(a) – 4(c) are passed, the Company will be able to proceed with issuing Director Placement Securities within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% placement capacity under Listing Rule 7.1. The issue of the Director Placement Securities will also allow the Company to raise additional funds of approximately \$82,500 (before costs), which will be used in the manner set out in Section 4.1).

If Resolutions 3(a) – 4(c) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities, and no further funds will be raised.

5.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 3(a) – 4(c):

- (a) the Director Placement Securities will be issued to Mr Patrick Glovac, Mr Christopher Zielinski and Mr Quinton Meyers (and/or their respective nominees);
- (b) Mr Patrick Glovac, Mr Christopher Zielinski and Mr Quinton Meyers each falls within the category of Listing Rule 10.11.1 by virtue of being a Director 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) an aggregate of 4,125,000 Director Placement Shares and 2,062,500 Director Placement Options will be issued as follows:
 - (i) Mr Patrick Glovac will be issued:
 - (A) 2,500,000 Director Placement Shares (the subject of Resolution 3(a)); and
 - (B) 1,250,000 Director Placement Options (the subject of Resolution 4(a));
 - (ii) Mr Christopher Zielinski will be issued:
 - (A) 1,000,000 Director Placement Shares (the subject of Resolution 3(b)); and

- (B) 500,000 Director Placement Options (the subject of Resolution 4(b)); and
- (iii) Mr Quinton Meyers will be issued:
 - (A) 625,000 Director Placement Shares (the subject of Resolution 3(c)); and
 - (B) 312,500 Director Placement Options (the subject of Resolution 4(c)),
- (d) the Director Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Director Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (f) the Director Placement Securities will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (g) the issue price of the Director Placement Shares is \$0.02 each (being the same issue price as the Placement Shares) and the issue price of the Director Placement Options is nil (being the same issue price of the Placement Options);
- (h) the purpose of the issue of the Director Placement Securities is to enable the Directors to participate in the Placement and to raise an additional \$82,500 (before costs). Funds raised via the issue of the Director Placement Securities will be aggregated with funds raised via the issue of the Placement Shares to unrelated Placement Participants and used in the manner set out in Section 4.1 above;
- (i) the issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Patrick Glovac, Mr Christopher Zielinski and Mr Quinton Meyers;
- (j) the Director Placement Securities are not being issued under any agreement;
- (k) a voting exclusion statement is included in Resolutions 3(a) – 4(c) of this Notice.

5.6 Board recommendation

The Board:

- (a) (except Mr Patrick Glovac) believes Resolutions 3(a) and 4(a) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 3(a) and 4(a) ;
- (b) (except Mr Christopher Zielinski) believes Resolutions 3(b) and 4(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 3(b) and 4(b) ;
- (c) (except Mr Quinton Meyers) believes Resolutions 3(c) and 4(c) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholder vote in favour of Resolutions 3(c) and 4(c) .

The Chair intends to vote all undirected proxies in favour of Resolution 3(a) – 4(c) (respectively).

6. Resolutions 5(a) and 5(b) – Ratification of Prior Issue of Placement Shares under Listing Rule 7.1 and 7.1A Capacity

6.1 General

As set out in Section 4.1 above, the Company issued 75,054,176 Placement Shares to Placement Participants on 23 April 2026 as follows:

- (a) 45,407,505 Placement Shares under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 5(a)); and
- (b) 29,646,671 Placement Shares under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 5(b)).

The issue of the Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A.

Resolution 5(a) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 45,407,505 Placement Shares.

Resolution 5(b) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 29,646,671 Placement Shares.

6.2 Listing Rules 7.1, 7.1A and 7.4

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

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 Placement Shares does not fit within the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A and 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 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

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 or Listing Rule 7.1A 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 or Listing Rule 7.1A. By ratifying the issue of the Placement Shares, the Company will retain flexibility to issue the equity securities in the future up to the 15% placement capacity set out in Listing Rules 7.1 and up to the 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. To this end, Resolutions 5(a) and 5(b) seeks Shareholder approval for the ratification of the issue of the Placement Shares for the purpose of Listing Rule 7.4.

6.3 Technical information required by Listing Rule 14.1A

If Resolutions 5(a) is passed, the issue of the Placement Shares 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 5(b) is passed, the issue of the Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 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 Resolution 5(a) is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(b) is not passed, the Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5(a) and 5(b):

- (a) the Placement Shares were issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. 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 Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (i) 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
 - (ii) were issued more than 1% of the issued capital of the Company;
- (c) a total of 75,054,176 Placement Shares were issued as follows:
 - (i) 45,407,505 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 5(a)); and
 - (ii) 29,646,671 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 5(b));
- (d) the Placement Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Placement Shares were issued on 23 April 2026;
- (f) the issue price of the Placement Shares was \$0.02 each;
- (g) the purpose of the issue of the Placement Shares was to raise approximately \$1,501,084 (before costs). Funds raised from the issue of the Placement Shares will be used in the manner set out in Section 4.1 above;

- (h) the Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolutions 5(a) and 5(b).

6.5 Board Recommendation

The Directors of the Company believe Resolution 5(a) and 5(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 5(a) and 5(b). The Chair intends to vote all undirected proxies in favour of Resolution 5(a) and 5(b).

7. Resolution 6 – Issue of Lead Manager Options

7.1 General

As set out in Section 3.1 above, the Company has engaged GTT Ventures Pty Ltd to act as lead manager to the Placement.

A summary of the material terms of the lead manager mandate (**Lead Manager Mandate**) is set out below.

- (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 the Lead Manager a Management Fee of 6% (plus GST) on the Placement proceeds; and
 - (ii) (**Lead Manager Options**): subject to Shareholder approval, issue up to 15,835,835 Options (exercisable at \$0.025 and expiring on the date that is on or before the 21 March 2028) to the Lead Manager (and/or its nominees) (**Lead Manager Options**); and

The Lead Manager Mandate is otherwise on terms and conditions that are considered standard for such agreements.

Accordingly, Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Lead Manager Options.

7.2 Listing Rule 7.1

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

The issue of the Lead Manager Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Lead Manager Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1.

Resolution 6 seeks Shareholder approval for the issue of the Lead Manager Options under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. 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 6 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company may have to consider alternative means of consideration to the Lead Manager in lieu of such issue.

7.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the Lead Manager Options will be issued to GTT Ventures Pty Ltd (and/or its nominees),
- (b) a total of 15,835,835 Lead Manager Options will be issued;
- (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 three (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;
- (e) the Lead Manager Options will be issued for nil cash consideration;
- (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 will be issued under the Lead Manager Mandate. A summary of the Lead Manager Mandate is set out in Section 7.1;
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 6.

7.5 Board Recommendation

The Directors of the Company believe Resolution 6 is in the best interest 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 6.

8. Resolutions 7(a) – (c) – Approval to Issue Director Performance Rights to Directors (Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski)

8.1 General

Resolutions 7(a) – 7(c) seek the approval of shareholders for the issue of a total of 6,375,000 Performance Rights (**Director Performance Rights**) to the Directors, as follows:

- (a) 3,500,000 Director Performance Rights to Mr Patrick Glovac (and/or his nominees) (being the subject of Resolution 7(a));
- (b) 1,437,500 Director Performance Rights to Mr Quinton Meyers (and/or his nominees) (being the subject of Resolution 7(b)); and
- (c) 1,437,500 Director Performance Rights to Mr Christopher Zielinski (and/or his nominees) (being the subject of Resolution 7(c)),

in accordance with sections 195(4) and 208 of the Corporations Act and ASX Listing Rule 10.11.

The Director Performance Rights will vest upon the Company's Shares achieving a VWAP of \$0.03 per Share for 20 consecutive Trading Days on which trading of the Shares are recorded on the ASX.

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

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

8.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 7(a) – (c) (as applicable to each Director) by virtue of the fact that Resolutions 7(a) – (c) are concerned with the issue of the Performance Rights to the Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during the meeting 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 meeting 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.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

As the Director Performance Rights are proposed to be issued to all of the Directors, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Shareholder approval for the issue of the Director Performance Rights is therefore sought for the purposes of Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The proposed issue of the Director 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 Director Performance Rights requires the approval of Shareholders under Listing Rule 10.11.

8.5 Listing Rule 14.1A

If Resolutions 7(a) – 7(c) are passed, the Company will be able to proceed with the issue of the Director Performance Rights within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights

(because approval is being obtained under Listing Rule 10.11), the issue of the Director Performance Rights will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 7(a) – 7(c) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights.

8.6 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 7(a) – 7(c):

- (a) the Director 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 6,375,000 Director Performance Rights will be issued as follows:
 - (i) 3,500,000 to Mr Patrick Glovac (and/or his nominees);
 - (ii) 1,437,500 to Mr Quinton Meyers (and/or his nominees); and
 - (iii) 1,437,500 to Mr Christopher Zielinski (and/or his nominees).
- (d) details of the Directors' current total remuneration package for the previous financial year and proposed total remuneration package for the current financial year (excluding the value of the Director Performance Rights) is as follows:

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Patrick Glovac ¹	\$22,850	\$80,000
Mr Quinton Meyers ²	\$34,258	\$50,000
Ms Christopher Zielinski ³	\$19,134	\$55,000

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 was entitled to a salary of \$60,000 per annum (plus superannuation). On 17 December 2025, Mr Glovac moved to Executive Director and is entitled to a Salary of \$100,00 from 31 December 2025.
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 was entitled to a salary of \$50,000 per annum (plus superannuation). On 17 December 2025, Mr Zielinski moved to Non-Executive Chairman and is entitled to a Salary of \$60,00 from 31 December 2025.

- (e) a summary of the material terms of the Director Performance Rights is set out in Schedule 3;

- (f) the Director Performance Rights have the values, as attributed by the Company in Schedule 4;
- (g) the Director 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);
- (h) the Director Performance Rights will be issued for nil consideration. The Director 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	12,500,000
Quinton Meyers ²	1,562,500	3,000,000	4,562,500
Christopher Zielinski ³	1,687,500	3,000,000	5,062,500

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) 12,500,000 Performance Rights,
 - (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 4,562,500 Performance Rights.
 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) 4,562,500 Performance Rights.
- (j) if the Director Performance Rights granted to the Directors are exercised, a total of 6,375,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 377,770,879 to 384,145,879 (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 1.66%;
 - (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	\$0.030	23 January 2026, 4 March 2026
Lowest	\$0.009	5 May 2025 – 20 May 2025, 22 May 2025
Last	\$0.021	11 May 2026

- (l) if each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski convert all the Director Performance Rights the subject of Resolutions 7(a) – 7(c) and no other Shares were issued by the Company, they would hold 2.29%, 0.78% and 0.81% respectively of the issue capital of the Company, on an undiluted basis;
- (m) in respect of Resolutions 7(a) – 7(c):
 - (i) the primary purpose of the grant of the Director 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 Director 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 Director 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 Director Performance Rights to the Directors.
- (n) there is no formal written agreement in relation to the issue of the Director Performance Rights;
- (o) 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
- (p) a voting exclusion statement is included for Resolutions 7(a) – 7(c) of this Notice.

8.7 Board Recommendation

Each Director has a material personal interest in the outcome of Resolutions 7(a) – 7(c) on the basis that all the Directors (or their nominee/s) are to be issued Director Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 7(a) – 7(c) of this Notice.

9. Resolutions 8(a) – (c) – Approval to Issue Director Incentive Options to Directors (Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski)

9.1 General

Resolutions 8(a) – (c) seek the approval of shareholders for the issue of a total 12,500,000 listed Options, exercisable at \$0.025 and expiring on the 21 March 2028, (ASX:OM10) (**Director Incentive Options**), to the Directors as follows:

- (a) 7,500,000 Director Incentive Options to Mr Patrick Glovac (and/or his nominees) (being the subject of Resolution 8(a));
- (b) 2,500,000 Director Incentive Options to Mr Quinton Meyers (and/or his nominees) (being the subject of Resolution 8(b)); and
- (c) 2,500,000 Director Incentive Options to Mr Christopher Zielinski (and/or his nominees) (being the subject of Resolution 8(c)),

in accordance with sections 195(4) and 208 of the Corporations Act and ASX Listing Rule 10.11.

9.2 Section 195(4) of the Corporations Act

A summary of Section 195(4) of the Corporations Act is outlined in Section 8.2 above.

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 meeting 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.

9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

Given that all the Directors have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purposes of Chapter 2E of the Corporations Act.

9.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The proposed issue of the Director Incentive Options 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 Director Incentive Options requires the approval of Shareholders under Listing Rule 10.11.

9.5 Listing Rule 14.1A

If Resolutions 8(a) – 8(c) are passed, the Company will be able to proceed with the issue of the Director Incentive Options within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Incentive Options (because approval is being obtained under Listing Rule 10.11), the issue of the Director

Incentive Options will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 8(a) – 8(c) are not passed, the Company will not be able to proceed with the issue of the Director Incentive Options.

9.6 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 8(a) – 8(c):

- (a) the Director Incentive Options 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 12,500,000 Director Incentive Options will be issued as follows:
 - (i) 7,500,000 Director Incentive Options will be issued to Mr Patrick Glovac (and/or his nominees);
 - (ii) 2,500,000 Director Incentive Options will be issued to Mr Quinton Meyers (and/or his nominees); and
 - (iii) 2,500,000 Director Incentive Options will be issued to Mr Christopher Zielinski (and/or his nominees).
- (d) details of the Directors' current total remuneration package for the previous financial year and proposed total remuneration package for the current financial year (excluding the value of the Director Incentive Options) is as follows:

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Patrick Glovac ¹	\$22,850	\$80,000
Mr Quinton Meyers ²	\$34,258	\$50,000
Ms Christopher Zielinski ³	\$19,134	\$55,000

Notes:

4. 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 was entitled to a salary of \$60,000 per annum (plus superannuation). On 17 December 2025, Mr Glovac moved to Executive Director and is entitled to a Salary of \$100,00 from 31 December 2025.
5. 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).
6. 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 was entitled to a salary of \$50,000 per annum (plus superannuation). On 17 December 2025, Mr Zielinski moved to Non-Executive Chairman and is entitled to a Salary of \$60,00 from 31 December 2025.

- (e) a summary of the material terms of the Director Incentive Options are set out in Schedule 2;
- (f) the Director Incentive Options have the values, as attributed to by the Company in Schedule 5;
- (g) the Director Incentive Options 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);
- (h) the Director Incentive Options will be issued for nil consideration. The Director Incentive Options 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	12,500,000
Quinton Meyers ²	1,562,500	3,000,000	4,562,500
Christopher Zielinski ³	1,687,500	3,000,000	5,062,500

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) 12,500,000 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 4,562,500 Performance Rights.
 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) 4,562,500 Performance Rights.
- (j) if the Director Incentive Options granted to the Directors are exercised, a total of 12,500,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 377,770,879 to 390,270,879 (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 3.20%;

- (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	\$0.030	23 January 2026, 4 March 2026
Lowest	\$0.009	5 May 2025 – 20 May 2025, 22 May 2025
Last	\$0.021	11 May 2026

- (l) if each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski convert all the Director Incentive Options the subject of Resolutions 8(a) – 8(c) and no other Shares were issued by the Company, they would hold 3.28%, 1.04% and 1.07% respectively of the issue capital of the Company, on an undiluted basis;
- (m) in respect of Resolutions 8(a) – 8(c):
- (i) the primary purpose of the grant of the Director Incentive Options 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 Director Incentive Options 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 Director Incentive Options 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 Director Incentive Options to the Directors.
- (n) there is no formal written agreement in relation to the issue of the Director Incentive Options;
- (o) 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
- (p) a voting exclusion statement is included for Resolutions 8(a) – 8(c) of this Notice.

9.7 Board Recommendation

Each Director has a material personal interest in the outcome of Resolutions 8(a) – 8(c) on the basis that all the Directors (or their nominee/s) are to be issued Director Incentive Options. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 8(a) – 8(c) of this Notice.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

AAL has the meaning given in Section 3.1.

Acquisition has the meaning given in Section 3.1.

Acquisition Agreement has the meaning given in Section 3.1.

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 Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

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

Closely Related Party means:

Company means Omnia Metals Group Ltd (ACN 648 187 651).

Consideration Shares has the meaning given in Section 3.1.

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.

Director Incentive Options has the meaning given in Section 9.1.

Director Placement Options has the meaning given in Section 5.1.

Director Performance Rights has the meaning given in Section 8.1.

Director Placement Securities has the meaning given in Section 5.1.

Director Placement Shares has the meaning given in Section 5.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Forfeited Options has the meaning given in Section 4.1.

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 4.1.

Lead Manager Mandate has the meaning given in Section 7.1

Lead Manager Options has the meaning given in Section 7.1.

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 4.1.

Placement Options has the meaning given in Section 4.1.

Placement Participants has the meaning given in Section 4.1.

Placement Shares has the meaning given in Section 4.1.

Proxy Form means the proxy form attached to the Notice.

Qualification Date has the meaning given in Section 4.1.

Qualifying Placement Participants has the meaning given in Section 4.1.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Vendors 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 the Placement Options, Director Placement Options, Lead Manager Options and Director Incentive Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$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 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 a holder 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.

(l) **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 Director Performance Rights

The following terms and conditions apply to the Director Performance Rights:

1. Vesting Conditions

Subject to the terms and conditions below, each (1) Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon the following milestones being achieved (**Vesting Conditions**):

Vesting Condition	Expiry Date
Company achieving a VWAP of at least \$0.03 over a period of 20 consecutive trading days	26 August 2028

2. Expiry Date

The Performance Rights will lapse at 5:00pm (AWST) on 26 August 2028 (**Expiry Date**).

3. General Terms

- (a) The Performance Rights will be granted for nil consideration, as their primary purpose is to provide a performance and retention linked incentive component of the remuneration package to each of the recipients (**Recipients**), to motivate and reward their performance with the Company.
- (b) The Performance Rights will not convert to Shares until such time as the relevant Vesting Conditions referred to above have been satisfied.
- (c) The Board may, at its discretion, and by notice to the Recipients, adjust or vary the terms of a Performance Right, subject to the requirements of the Listing Rules. No adjustment or variation to these terms will be made without the prior written consent of each Recipient, if such adjustment or variation would have a materially prejudicial effect upon that Recipient (in respect of their outstanding Performance Rights).
- (d) The Performance Rights are otherwise subject to the following standard terms and conditions:
 - (i) **(No Voting Rights)** The Performance Rights do not entitle the Recipient to vote on any resolutions proposed at a general meeting of shareholders of the Company.
 - (ii) **(No Dividend Rights)** The Performance Rights do not entitle the Recipient to any dividends.
 - (iii) **(Rights on Winding Up)** The Performance Rights do not entitle the Recipient to participate in the surplus profits or assets of the Company upon winding up of the Company.
 - (iv) **(Not Transferable)** The Performance Rights are not transferable.
 - (v) **(Not Quoted)** The Performance Rights will not be quoted on ASX. However,

upon conversion of the Performance Rights into Shares, the Company must, within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.

- (vi) **(Participation in Entitlements and Bonus Issues)** Recipients of Performance Rights will not be entitled to participate in new issues of securities offered to holders of Shares such as bonus issues and entitlement issues, unless and until the Recipient is entitled to convert the Performance Rights, and does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.
- (vii) **(No Other Rights)** The Performance Rights give the Recipients no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

4. Conversion of Performance Rights

- (a) A certificate or holding statement will be issued to each Recipient for their respective Performance Rights.
- (b) Recipients may only convert their Performance Rights by delivering to the Company Secretary, in the period between the relevant Vesting Condition being satisfied and the relevant Expiry Date:
 - (i) the certificate or holding statement for the Performance Rights or, if either or both have been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company by relying on the declaration; and
 - (ii) a notice signed by the Recipient stating the Recipient wishes to convert the Performance Rights and specifying the number of Performance Rights which are converted.
- (c) Vested Performance Rights may be converted in one or more parcels of any size. A conversion of only some Performance Rights shall not affect the rights of the Recipient to the balance of the Performance Rights held by the Recipient.
- (d) The Company shall issue to the Recipient shares, and deliver holding statements following conversion within ten (10) Business Days of receipt of the notice described in 4(b)(ii).
- (e) Shares issued following conversion of a Performance Right shall rank, from the date of issue, equally with existing shares of the Company in all respects.

5. Lapse of Performance Rights

- (a) Subject to clauses 5(b) and 5(c), every Performance Right will lapse immediately and all rights attaching to the Performance Rights will be lost:
 - (i) if the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever (including without limitation resignation or termination for cause) and the relevant Vesting Condition has not been satisfied; or
 - (ii) the Vesting Conditions are unable to be satisfied; or
 - (iii) the Vesting Conditions have been satisfied, however the Expiry Date has passed without the Recipient electing to convert their Performance Rights

pursuant to clause 4(b);

whichever is earlier.

- (b) If the Expiry Date of a Performance Right falls outside any applicable trading window, then the Expiry Date of such Performance Right shall be extended to the close of business on the 10th Business Day during the next applicable trading window.
- (c) If the Recipient dies, becomes permanently disabled, resigns employment on the basis of retirement from the workforce or is made redundant by the relevant member of the Company (or any of its subsidiaries), prior to the Expiry Date of any Performance Rights granted to the Recipient (**Ceasing Event**) the following provisions apply:
 - (i) the Recipient or the Recipient's personal legal representative, where relevant, may convert those Performance Rights which at that date:
 - (A) have satisfied all relevant Vesting Conditions;
 - (B) have not already been converted; and
 - (C) have not lapsed or expired,in accordance with clause 5(c)(iii);
 - (ii) at the absolute discretion of the Board, the Board may resolve that the Recipients, or the Recipients's personal legal representative, where relevant, may convert those Performance Rights which at that date:
 - (A) have not satisfied their relevant Vesting Conditions; and
 - (B) have not lapsed or expired,in accordance with clause 5(c)(iii) and, if the Board exercises that discretion, those Performance Rights will not lapse or expire other than as provided in clause 5(c)(iii);
 - (iii) the Recipient or the Recipient's personal legal representative (as the case may be) must convert those Performance Rights referred to in clause 5(c)(i) and, where permitted, clause 5(c)(ii), not later than the earliest of:
 - (A) the Expiry Date of the relevant Performance Rights; and
 - (B) the date which is 6 months after the Ceasing Event provided that in the case of Performance Rights referred to in clause 5(c)(ii), all Vesting Conditions have been met at that time (unless the Board decides to waive any relevant Vesting Conditions, in its absolute discretion); and
 - (iv) Performance Rights which have not been converted by the end of the period specified in clause 5(c)(iii) lapse immediately at the end of that period.
- (d) Where:
 - (i) the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever (including without limitation resignation or termination for cause) prior to the relevant Expiry Date, however the relevant Vesting Condition has been met, the Recipient is entitled to convert the Performance Rights for a period of up to 1 month after the date which the Recipient ceased to be a Recipient, after which the Performance Rights will lapse immediately.

6. Change in Control Event

- (a) Change in Control Event means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (B) that takeover bid has become unconditional; or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have (at a Court convened meeting of shareholders) voted (by the necessary majority) in favour of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
 - (B) the Court, by order, approves the scheme of arrangement.
- (b) On the occurrence of a Change of Control Event, the Board may in its sole and absolute discretion determine that any unvested Performance Rights will vest in the Recipients, despite the non-satisfaction of any Vesting Conditions and become convertible in accordance with clause 4(b), with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the Recipient is terminated or ceases in connection with the Change of Control Event.
- (c) Whether or not the Board determines to accelerate the vesting of any Performance Rights, the Company shall give written notice of any proposed Change of Control Event to all Recipients.
- (d) Upon the giving of such notice, the Recipient shall be entitled to convert, at any time within the 14-day period following the receipt of such notice, all or a portion of those Performance Rights granted to the Recipient which are then vested and convertible in accordance with their terms, as well as any unvested Performance Rights which shall become vested and convertible in connection with the Change of Control Event.
- (e) Unless the Board determines otherwise (in its sole and absolute discretion), upon the expiration of such 14-day period, all rights of the Recipient to convert any outstanding Performance Rights, whether vested or unvested, shall terminate and all such Performance Rights shall immediately lapse, expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control Event.

In any event, the maximum number of Performance Rights that can be converted into Shares and issued upon a Change of Control Event pursuant to this clause 6 must not exceed 10% of the issued share capital of the Company (as at the date of the Change in Control event).

SCHEDULE 4– Valuation of Director Performance Rights

The Director Performance Rights were valued internally using a combination of Hoadley's Barrier 1 Model and Hoadley's Parisian Model and the assumptions set out below have been used to determine the indicative values of the Director Performance Rights proposed to be issued to the Directors pursuant to Resolutions 7(a) to 7(c):

Assumptions	
Valuation date	7 May 2026
Market price of Shares	\$0.023
Exercise price	Nil
Expiry date	26 August 2028
Risk free interest rate	4.56%
Volatility (discount)	82%
Indicative value per Director Performance Right:	\$0.0194
Total value of Director Performance Rights:	\$123,675
Patrick Glovac (Resolution 7(a))	\$67,900
Quinton Meyers (Resolution 7(b))	\$27,888
Christopher Zielinski (Resolution 7(c))	\$27,888

SCHEDULE 5– Valuation of Director Incentive Options

The Director Incentive Options were valued internally using Hoadley's ESO1 Model and the assumptions set out below have been used to determine the indicative values of the Director Incentive Options proposed to be issued to the Directors pursuant to Resolutions 8(a) to 8(c):

Assumptions	
Valuation date	7 May 2026
Market price of Shares	\$0.023
Exercise price	\$0.025
Expiry date	21 March 2028
Risk free interest rate	4.56%
Volatility (discount)	82%
Indicative value per Incentive Option:	\$0.0098
Total value of Incentive Options:	\$122,500
Patrick Glovac (Resolution 8(a))	\$73,500
Quinton Meyers (Resolution 8(b))	\$24,500
Christopher Zielinski (Resolution 8(c))	\$24,500



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 Monday, 22 June 2026**, 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://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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