

14 October 2022

Notice of Annual General Meeting and Proxy Form

On 16 September 2022, Group 6 Metals Limited (**ASX: G6M**, “**Group 6 Metals**” or the “**Company**”) announced that it expected to hold its Annual General Meeting on or about Tuesday 8th November 2022.

The Company now advises that the Annual General Meeting will be held on Wednesday 16th November 2022 at 11:00am (AEDT). The meeting will be held at Suite 26.01, Level 26, Suncorp Place, 259 George Street, Sydney NSW 2000.

As required by the ASX Listing Rules, attached is the Notice of Annual General Meeting and Proxy Form.

Approved by the Company Secretary of Group 6 Metals Limited.

For more information, please contact:

Johann Jacobs
Non-Executive Chairman
johannj@g6m.com.au
+61 (0) 416 125 449

Keith McKnight
MD and CEO
johannj@g6m.com.au
+61 (0) 416 125 449

Tim Dohrmann
Media & Investor Relations
tim@nwrcommunications.com.au
+61 (0) 468 420 846

About Group 6 Metals

Group 6 Metals Limited (ASX: G6M), previously known as King Island Scheelite Limited (ASX: KIS), is an Australian resources exploration and development company. The Company's name honours tungsten as Group 6 Metals' first commodity project (The Dolphin Mine) under development, as tungsten is a member of Group 6 of the periodic table along with chromium and molybdenum, as well as being a critical mineral and a geopolitically strategic resource.

The Company is focused on the redevelopment of its 100%-owned Dolphin Mine located on King Island, Tasmania. Initially the focus is on producing a high grade of tungsten concentrate, however, the Company plans to value-add the product for supply into the upstream tungsten industry.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Group 6 Metals Limited ABN 40 004 681 734 (**Company**) will be held at Suite 26.01, Level 26, Suncorp Place, 259 George Street Sydney NSW 2000 commencing 11.00AM Sydney Time on Wednesday 16 November 2022.

Persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at info@g6m.com.au at least 5 business days prior to the Meeting, so that appropriate arrangements can be made.

NOTICE OF ANNUAL GENERAL MEETING	1
1. ITEMS OF GENERAL BUSINESS	3
1.1. Financial Reports	3
1.2. Resolution 1: Adoption of the Remuneration Report	3
1.3. Resolution 2: Re-Election of Director – Mr Gregory Hancock	4
2. ITEMS OF SPECIAL BUSINESS	4
2.1. Resolution 3: Approval of 10% Placement Facility	4
2.2. Resolution 4: Ratification of Prior Issue of Shares for Corporate Advisory Fee	5
2.3. Resolution 5: Approval of Granting of Options to Mr Keith McKnight	5
3. VOTING EXCLUSION STATEMENTS	6
4. VOTING RIGHTS AND PROXIES	6
5. VENUE AND VOTING INFORMATION	6
5.1. Your Vote Is Important	7
5.2. Voting By Proxy	7
5.3. Power Of Attorney	8
5.4. Corporate Representatives	8
5.5. How The Chairman of the Meeting Will Vote Undirected Proxies	8
5.6. Date For Determining Holders of Shares	8
6. EXPLANATORY NOTES	9
6.1. Financial Reports	9
6.2. Resolution 1: Adoption of the Remuneration Report	9
6.3. Resolution 2: Re-Election of Director – Mr Gregory Hancock	10
6.4. Resolution 3: Approval of 10% Placement Facility	11
6.5. Resolution 4: Ratification of Prior Issue of Shares for Corporate Advisory Fee	17
6.6. Resolution 5: Granting of Options to Mr Keith McKnight	18
6.7. Interpretation	24
6.8. Registered Office	24
7. GLOSSARY	25

Refer to the Explanatory Notes for further information on the proposed Resolutions.

Date: 12 October 2022

By order of the Board of Group 6 Metals Limited



Megan McPherson

Company Secretary

1. ITEMS OF GENERAL BUSINESS

1.1. Financial Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2022.

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

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

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

If you would like to receive a hard copy of the statutory annual report free of charge, you can contact the Company by telephoning +61 2 8622 1402 or emailing info@g6m.com.au.

1.2. Resolution 1: Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution in accordance with section 250R of the Corporations Act as a **non-binding resolution**:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2022."

Notes:

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

Voting Exclusion Statement: The **Company** will disregard any votes cast in favour of Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member or an Associate of those persons. However, the Company need not disregard a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; 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 Chairman to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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

1.3. Resolution 2: Re-Election of Director – Mr Gregory Hancock

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

“That Mr Gregory Hancock who retires from office and is eligible for re-election, is re-elected as a director of the Company.”

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Notes:

- Mr Hancock has consented to be re-elected a director of the Company.
- The non-candidate Directors unanimously support the re-election of Mr Hancock.
- The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

2. ITEMS OF SPECIAL BUSINESS

2.1. Resolution 3: Approval of 10% Placement Facility

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

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

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Voting exclusion statement for Resolution 3: The **Company** will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue being the subject of the Resolution (except a benefit solely by reason of being a holder of ordinary securities in the **Company**) or an **Associate** of those persons.

2.2. Resolution 4: Ratification of Prior Issue of Shares for Corporate Advisory Fee

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

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 373,254 fully paid ordinary Shares to New Insights Australia Pty Ltd, each for \$0.1473, on the terms and conditions as set out in the accompanying Explanatory Notes."

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

Voting exclusion statement for Resolution 4: The **Company** will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue (except a benefit solely by reason of being a holder of ordinary securities in the **Company**) or an **Associate** of those persons.

2.3. Resolution 5: Approval of Granting of Options to Mr Keith McKnight

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

"That in accordance with Listing Rule 10.11, the Company be permitted and authorised to grant 7,500,000 Options as follows

- (a) 2,500,000 Options for an exercise price of 17 cents each;
- (b) 2,500,000 Options for an exercise price of 18 cents each; and
- (c) 2,500,000 Options for an exercise price of 19 cents each

to Mr McKnight or his nominees for nil cash consideration, and otherwise on the terms and conditions set out in the accompanying Explanatory Notes."

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr McKnight (or his nominee/s) 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 Shares in the Company) or an associate of those persons.

Voting Prohibition statement: 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 this Resolution

- (c) However, the above prohibition does not apply if:
- (i) the proxy is the Chair; and
 - (ii) 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.

3. VOTING EXCLUSION STATEMENTS

Each Voting Exclusion Statement that applies to a Resolution as noted in the Notice, does not apply to a vote cast in favour of that Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. VOTING RIGHTS AND PROXIES

- (a) A member who is entitled to attend and vote at the meeting has a right to appoint a proxy.
- (b) This appointment may specify the proportion or number of votes that the proxy may exercise.
- (c) The proxy need not be a member of the Company.
- (d) A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

5. VENUE AND VOTING INFORMATION

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00AM Sydney Time on Wednesday 16 November 2022.

5.1. Your Vote Is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

5.2. Voting By Proxy

A proxy form is enclosed. You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of the Company. A proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be signed either under seal or in accordance with the Constitution of the Company. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting

Proxies may be lodged using any of the following methods:

Online

Lodge the Proxy Form online at www.investorcentre.com/au following the instructions:

Login to the Computershare website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

By post

Returning a completed Proxy Form by post using the pre-addressed envelope provided with this Notice to Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001.

Facsimile

Faxing a completed Proxy Form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia).

Custodians

For intermediary online subscribers only (custodians), submit your voting intentions via www.intermediaryonline.com.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. To facilitate the conduct of the meeting, you are encouraged to nominate the chairman of the meeting as your proxy. Proxy Forms received later than this time will be invalid.

5.3. Power Of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

5.4. Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Annual General Meeting, the representative must have readily available adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

5.5. How The Chairman of the Meeting Will Vote Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

5.6. Date For Determining Holders of Shares

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 7:00 PM Sydney time on Monday 14 November 2022 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of determining entitlements to attend and vote at the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

6. EXPLANATORY NOTES

These Explanatory Notes are provided to the Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Suite 26.01, Level 26, Suncorp Place, 259 George Street Sydney NSW 2000 commencing 11.00AM Sydney Time on Wednesday 16 November 2022.

The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

6.1. Financial Reports

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

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

6.2. Resolution 1: Adoption of the Remuneration Report

6.2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2022 is set out in the Company's 2022 Annual Report which is available on the Company's website <https://www.g6m.com.au/investors/financial-reports/>.

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

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all the Company's Directors must go up for re-election.

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

Key Management Personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2022. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

6.2.2. Recommendation

The Board recommends that Shareholders **vote in favour** of Resolution 1.

6.3. Resolution 2: Re-Election of Director – Mr Gregory Hancock

6.3.1. Background

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Under ASX Listing Rule 14.5, an election of directors must be held each year.

Rule 19.3(b) of the Company's constitution requires that no Director (who is not a managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

The Directors to retire are those directors or director longest in office since last being elected.

The Directors to retire (both as to number and identity) is decided having regard to the composition of the board of Directors at the date of the notice calling the annual general meeting.

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

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

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

Gregory Hancock (Independent Non-executive Director)

BA Econs, B.Ed Hons, F.Fin

Appointed 26 February 2019

Greg has over 25 years' experience in capital markets, practicing in the area of Corporate Finance. He has extensive experience in both Australia and the UK through

his close links to the stockbroking and investment banking communities. His career specialised in mining and natural resources with a background in the finance and management of listed companies. He is chairman of Ausquest Limited (ASX:AQD), BMG Resources Limited (ASX:BMG), Cobra Resources Plc (LON:COBR), Triangle Energy (Global) Limited (ASX: TEG) and Non-Executive Director of Golden State Mining Limited (ASX:GSM). He resigned as Non-Executive Director of Strata-X Energy Limited (ASX:SXA) on 17 March 2021. He was also Non-executive Director of Zeta Petroleum Plc (ASX:ZTA) which delisted on 3 February 2020. Greg continues his close association with the capital markets in Australia and the UK through his private company, Hancock Corporate Investments Pty Ltd.

6.3.2. Recommendation

Messrs Jacobs, Ellis and McKnight unanimously recommend that Shareholders **vote in favour** of Resolution 2.

6.4. Resolution 3: Approval of 10% Placement Facility

6.4.1. Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities, of up to 10% of its issued share capital on issue at the commencement of the relevant period being:

- (a) If the eligible entity has been admitted to the ASX's official list for 12 months or more, the 12-month period before the issue date or date of agreement to issue; or
- (b) If the eligible entity has been admitted to the ASX's official list less than 12 months, the period from the date the entity was admitted to the ASX official list to the date immediately preceding the date of the issue or agreement (**Relevant Period**),

through placements over the Relevant Period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

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

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

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

The Company is seeking Shareholders' approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility in addition to its 15% placement capacity under ASX Listing Rule 7.1. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Further information is set out in section 6.4.2 (c) of the Notice.

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

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

6.4.2. Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

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

(b) Equity Securities

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

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue a new class of Equity Securities (quoted or unquoted) of the Company without approval of holders of ordinary securities.

(c) Formula for calculating 10% Placement Facility

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

$$(A \times D) - E$$

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

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9,16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the relevant period; or
- the agreement or issue was approved, or taken under these rules to have been approved, under rule ASX Listing Rule 7.1 or 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under the ASX Listing Rule 7.1A.2 in the Relevant Period before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

6.4.3. Number of Equity Securities on Issue

At the date of the Notice, the Company has 630,754,715 quoted Shares, 31,375,000 Unquoted Options and 148,214,286 Unquoted Warrants on issue.

6.4.4. Cash Only

Equity Securities can only be issued under ASX Listing Rule 7.1A for a cash amount which is not less than the prescribed minimum issue price described in section 6.4.5 below.

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

6.4.5. Minimum Issue Price

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

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

6.4.6. Specific Information required by ASX Listing Rule 7.3A

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

- (a) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:
- the date that is the 12 months after the date of the annual general meeting at which approval is obtained; or
 - the time and date of the Company's next annual general meeting; or
 - the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- (10% Placement Period).**
- (b) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the relevant class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to allocate the funds towards additional working capital while the Company progresses the Dolphin Tungsten Mine. Under ASX Listing Rule 7.1A, Equity Securities can only be issued for cash consideration.
- (d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
- the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (e) Table 1 below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for

variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

		Variables			
		50% decrease in Issue Price		Issue Price	100% Increase in Issue Price
Issue price examples		\$0.10		\$0.20	\$0.40
Variable 'A' in ASX Listing Rule 7.1A.2	Number of Shares examples				
Current Variable A	630,754,715	10% Voting Dilution	63,075,472	63,075,472	63,075,472
		Funds raised	\$6,307,547	\$12,615,094	\$25,230,189
50% increase in Current Variable A	946,132,073	10% Voting Dilution	94,613,207	94,613,207	94,613,207
		Funds raised	\$9,461,321	\$18,922,641	\$37,845,283
100% increase in Current Variable A	1,261,509,430	10% Voting Dilution	126,150,943	126,150,943	126,150,943
		Funds raised	\$12,615,094	\$25,230,189	\$50,460,377

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

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

- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is 20.0 cents (\$0.20), being the closing price of the Shares on the ASX on 10 October 2022.
- (g) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (h) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.
- (i) The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- the methods of raising funds that are available to the Company, including but not limited to, a pro rata rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the Equity Securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- (j) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (k) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held 8 November 2021.
- (l) As required to be disclosed under Listing Rule 7.3A.6(a), the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2 since 8 November 2021, being the commencement of the Relevant Period.
- (m) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.4.7. Recommendation

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

6.5. Resolution 4: Ratification of Prior Issue of Shares for Corporate Advisory Fee

6.5.1. Background

Resolution 4 seeks ratification under ASX Listing Rule 7.4 of the issue of 373,254 Shares on 21 December 2021 using the Company's Listing Rule 7.1 capacity.

If Shareholders approve Resolution 4, they will have ratified the issue of Shares for a Corporate Advisory Fee, and the issue of the Shares will no longer utilise a portion of the Company's Placement Capacity, meaning that the Company will have an increased ability to issue Equity Securities without seeking Shareholder approval.

If Shareholders do not approve Resolution 4, the issue of Shares for a Corporate Advisory Fee will continue to utilise a portion of the Company's current placement capacity until the date that is 12 months from the date of issue, and the Company will therefore have a reduced ability to issue Equity Securities without seeking Shareholder approval until that time.

The following information in relation to the Shares the subject of Resolution 4 is provided to Shareholders in accordance with Listing Rule 7.5:

Information Required pursuant to ASX Listing Rule 7.5	
The number and class of securities issued	373,254 Shares were issued. The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date by which the securities were issued	21 December 2021.
Issue price	\$0.1473.
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.
The name of the persons to whom the securities were issued	New Insights Australia Pty Ltd.
The use (or intended use) of the funds raised	There were no funds raised. Shares were issued in lieu of cash consideration for a corporate advisory fee.

A voting exclusion statement

A voting exclusion is included in the Notice in relation to Resolution 4.

6.5.2. Directors' recommendation

The Directors unanimously recommend you **vote in favour of** Resolution 4.

6.6. Resolution 5: Granting of Options to Mr Keith McKnight
6.6.1. Background

Mr Keith McKnight, the Managing Director and CEO of the Company, is a related party.

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue, or agree to issue, equity securities to any of the following persons without the approval of the holders of its ordinary securities:

- (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 entity;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holding in the entity and who has nominated a director to the board pursuant to a relevant agreement which gives them the right or expectation to do so;
- (d) an associate of a person referred to in paragraphs (a), (b) or (c) above; or
- (e) a person whose relationship with the entity or a person referred to in any of paragraphs (a) to (d) above is such that, in ASX's opinion the issue or agreement should be approved by securityholders.

As the issue of Options to Mr Keith McKnight constitutes the issue of Equity Securities to a related part of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

The Company therefore seeks the required Shareholder approval for the issue of Options to Mr Keith McKnight, or his nominee, under and for the purpose of ASX Listing Rule 10.11.

Under ASX Listing Rule 7.2 exception 14, approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Equity Securities to Mr Keith McKnight, or his nominee, if approval is obtained under ASX Listing Rule 10.11. Accordingly, the issued of the Equity Securities, if approved, will not be included in the use of the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

Subject to Shareholder approval, the Company proposes to grant a total of 7,500,000 Options to Mr McKnight (appointed 24 January 2022), or his nominee, on terms and conditions as set out in the Explanatory Notes.

The exercise price of the proposed issue of Options that would be granted is 18 cents (\$0.18), 20 cents (\$0.20) and 22 cents (\$0.22) which are respectively 90% lower, equal to and 10% higher than 20 cents (\$0.20) being the latest traded price of the Shares.

Remuneration payable to Mr McKnight

The cash remuneration paid to date by the Company to Mr McKnight is at the rate of \$30,000 per month for Mr McKnight to be the Managing Director and Chief Executive Officer of the Company.

The remuneration received by Mr McKnight during the year ended 30 June 2022 is as follows:

YEAR	Salary and fees \$	Superannuation benefits \$	Total \$
2022	158,735	-	158,735
2021	-	-	-

6.6.2. Trading History

On 4 October 2022 the Company's share price was 20.0 cents (\$0.20). Since 1 November 2021, the Company's lowest and highest share price trade on the ASX and monthly turnover are as follows:

Month	Monthly share price range		Monthly volume traded on ASX
	Minimum	Maximum	
November 2021	\$0.135	\$0.190	29,672,808
December 2021	\$0.130	\$0.150	6,662,117
January 2022	\$0.135	\$0.170	13,210,676
February 2022	\$0.148	\$0.160	9,212,459

March 2022	\$0.145	\$0.160	10,807,777
April 2022	\$0.155	\$0.235	21,008,822
May 2022	\$0.175	\$0.280	49,483,956
June 2022	\$0.175	\$0.255	14,000,875
July 2022	\$0.193	\$0.220	7,590,452
August 2022	\$0.200	\$0.248	12,261,858
September 2022	\$0.180	\$0.225	9,505,755
To 4 October 2022	\$0.185	\$0.200	297,927
TOTAL	\$0.130	\$0.280	183,715,482

6.6.3. Dilution effects on existing members interests

If the Options to be granted pursuant to Resolution 5 are exercised, the effect will be to dilute the interests of existing Shareholders.

The table below sets out the impact of passing Resolution 5, on the number of Shares and Options on an undiluted and diluted basis.

	Shares	Unquoted Options	Warrants	Total	Percentage of Shares on an undiluted basis	Percentage of Shares on an undiluted basis
	Number	Number	Number	Number	%	%
Equity Securities on issue at the date of the Notice	630,754,715	31,375,000	148,214,286	810,344,001	100.00%	77.83%
Proposed granting of Options to Mr McKnight or his nominee	-	7,500,000	-	7,500,000	0.00%	0.91%

Equity Securities on issue assuming Resolution 5 is approved	630,754,715	38,875,000	148,214,286	817,844,001	100.00%	100.00%
--	--------------------	-------------------	--------------------	--------------------	----------------	----------------

6.6.4. Opportunity costs and taxation consequences to the Company

It is not considered that from an economic and commercial point of view that there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company resulting from the granting of Options pursuant to Resolution 5. Australian Accounting Standards (AASBs) may require the Company to expense the 7,500,000 Options proposed to be granted to Mr McKnight or his nominee, with the expense being transferred to an Option Reserve being estimated at \$1,034,500.

These amounts are expected to be transferred from the Options Reserve to Issued Capital when (and if) the Options are exercised. If the Options lapse, the amounts will remain in the Option Reserve.

6.6.5. Current Directors' Interests

Equity Securities held by Mr McKnight

Since his appointment as Managing Director on 31 August 2022, neither Mr McKnight nor his related entities have held Equity Securities in the Company.

6.6.6. Listing Rules

Pursuant to Listing Rule 10.13, the following information is provided regarding the approval sought under Listing Rule 10.11:

Rule 10.13.1: Name of person:

Mr Keith McKnight (or his nominee(s)).

Rule 10.13.2: Nature of relationship

Mr McKnight is a related party as the Managing Director and Chief Executive Officer of the Company.

Rule 10.13.3: Number of securities to be issued:

Mr McKnight 7,500,000 unquoted Options.

Rule 10.13.4: Summary of material terms of the securities:

The Options will be granted to Mr McKnight or his nominee for nil consideration.

Vesting Date	Expiry Date	Exercise Price per Share	Number of Options
Options vest on the grant date	Five (5) years after the grant date	18 cents (\$0.18)	2,500,000
		20 cents (\$0.20)	2,500,000
		22 cents (\$0.22)	2,500,000
TOTAL			7,500,000

The Options are subject to the following salient terms and conditions:

- the Options will be issued at no cost;
- each Option entitles the holder thereof to subscribe for one Share in the Company;
- the Options may be exercised in whole or in part by notice in writing being delivered to the Company at any time prior to or on each Expiry Date;
- the exercise prices of the Options are:
 - i. 2,500,000 Options for an exercise price of 18 cents (\$0.18);
 - ii. 2,500,000 Options for an exercise price of 20 cents (\$0.20); and
 - iii. 2,500,000 Options for an exercise price of 22 cents (\$0.22)
 for each Share subscribed for:
- any Option not exercised on or before each Expiry Date will expire and cease to carry any rights or benefits;
- a statement will be issued for the Options. A new holding statement will be issued when a change takes place in the number of Options held;
- the holder of Options will not have the right to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Any change to the Option's exercise price or the number of underlying securities must be made in accordance with Listing Rules 6.21 and 6.22;
- the rights of the holders of Options will change to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of the reorganisation;
- the Options are freely transferable;
- Shares issued pursuant to the exercise of the Options will be allotted following receipt of all relevant documents and payments in respect thereto and will rank for dividends pro rata with the existing issued Shares, as at the date of exercise of the Options. Subject to any ASX ruling regarding Restricted Securities, Shares so issued will rank pari passu with the issued Shares of the Company; and

- The Options will not be listed on the ASX. The Company will make application for any Shares issued upon the exercise of any Option to be granted Official Quotation by the ASX.

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 5, the issue and allotment of the Options to Mr McKnight, or his nominee, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue Price of the Securities and a statement of terms of issue:

The Options will be granted to Mr McKnight or his nominee for nil consideration.

Rule 10.13.6: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

Rule 10.13.7: Intended use of funds:

No funds will be raised from the issue of Options. On an exercise of an Option, the Option holder will subscribe the Exercise Price per Share. The Company intends to allocate these funds towards additional working capital while the Company completes the development and commences operation of the Dolphin Tungsten Mine.

Rule 7.2, Exception 14: Approval not required under Rule 7.1

As approval for the issue of the Options referred to in Resolution 5 is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

6.6.7. Effect of the Resolution

If Resolution 5 is passed, then the Company will be able to issue the Options to Mr McKnight.

If Resolution 5 is not passed, then the Company will not be able to proceed with the issue of the Options. The Company may have to consider alternative methods of providing remuneration to Mr McKnight which may take the form of cash-based payments, which would reduce the Company's cash reserves.

6.6.8. Section 208 of the Corporations Act

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a related party unless an exception to the prohibition as set out in sections 210 to 216 of the Corporations Act applies to that issue.

As a director of the Company, Mr McKnight is a related party of the Company for the purposes of section 228(2) Corporations Act. The issue of the Options will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board, with the relevant Director abstaining on each respective resolution, has resolved that the grant of the Options to each Director constitutes reasonable remuneration within the meaning of section 211(1) of the Corporations Act as:

- The Company wishes to maximise the use of its cash resources towards the Company's development and equity-based incentives, such as options, are used to supplement cash-based remuneration; and
- The granting of the options package proposed is commensurate with market practice.

Accordingly, Shareholder approval is not required under section 208(1) of the Corporations Act, however approval is still required for the purposes of Listing Rule 10.11.

6.6.9. Recommendation

Mr McKnight declines to make a recommendation in respect to Resolution 5, as he has a material personal interest in the outcome of the Resolution as it relates to the Company granting Options, which is a financial benefit, to him or his nominee.

Excluding Mr McKnight, Directors unanimously recommend that Shareholders **vote in favour** of Resolution 5.

6.7. Interpretation

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

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

6.8. Registered Office

Group 6 Metals Limited ABN: 40 004 681 734
Suite 26.01
Level 26, Suncorp Place
259 George Street

Sydney NSW 2000

Telephone: +61 2 8622 1402

Email: info@g6m.com.au

Web: www.g6m.com.au

7. GLOSSARY

AGM or Annual General Meeting means the annual general meeting to commence 11.00AM Sydney Time on Wednesday 16 November 2022 and notified to the Company's Shareholders by this Notice.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691.

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

Board or Board of Directors means the board of Directors of the Company.

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

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

Company means Group 6 Metals Limited ABN 40 004 681 734.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

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

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

Director means a director of the Company.

Equity Securities has the same meaning as in the ASX Listing Rules.

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

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

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

Meeting means the AGM.

Notice means this notice of Annual General Meeting.

Option means an option providing the holder with the right to subscribe for one (1) Share for the exercise price during the option period.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2022 and which is set out in the 2022 Annual Report.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

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

Share Registry means the Company's share registry - Computershare Investor Services Pty Ltd ABN 48 078 279 277, Yarra Falls, 452 Johnston Street, Abbotsford Vic 3067.

Sydney Time means the current local time in Sydney NSW, Australia.

Trading Day means a day determined by the ASX to be a Trading Day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

Unquoted Options means the Company's unquoted Options.



ABN 40 004 681 734

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

6GM

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

Group 6 Metals Limited Annual General Meeting

The Group 6 Metals Limited Annual General Meeting will be held on Wednesday, 16 November 2022 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Monday, 14 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Suite 26.01, Level 26, Suncorp Place, 259 George Street, Sydney, NSW 2000

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



ABN 40 004 681 734

6GM

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Monday, 14 November 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Group 6 Metals Limited hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Group 6 Metals Limited to be held at Suite 26.01, Level 26, Suncorp Place, 259 George Street, Sydney, NSW 2000 on Wednesday, 16 November 2022 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Re-Election of Director - Mr Gregory Hancock	☐	☐	☐
Resolution 3	Approval of 10% Placement Facility	☐	☐	☐
Resolution 4	Ratification of Prior Issue of Shares for Corporate Advisory Fee	☐	☐	☐
Resolution 5	Approval of Granting of Options to Mr McKnight	☐	☐	☐

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

Step 3

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

6 GM

9 9 9 9 9 9 A



Computershare

