



Group 6 Metals Limited

ACN 004 681 734

Notice of Reconvened 2024 Annual General Meeting

Time: 11:00am (AEST)

Date: Wednesday 20 August 2025

Place: Virtual Meeting Platform

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

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

NOTICE OF RE-CONVENED 2024 ANNUAL GENERAL MEETING OF GROUP 6 METALS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Group 6 Metals Limited ACN 004 681 734 (**Company**) which was adjourned on 29 November 2024 will be reconvened at 11.00am Australian Eastern Standard Time on Wednesday 20 August 2025 for the purpose of transacting the business set out in this notice.

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

<https://meetnow.global/MAGUJ4Z>

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

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

Step 1: Click on 'Join Meeting Now'

Step 2: Enter your SRN/HIN. Proxyholders will need to contact Computershare on 1300 265 043 prior to the meeting date to obtain their login details.

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

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

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

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

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

If there is a technical difficulty affecting any online participants, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, the Company encourages Shareholders to lodge a direct vote or directed proxy by 11:00am (AEST) on Monday 18 August 2025 even if they intend to participate online.

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

YOUR VOTE IS IMPORTANT

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

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 7:00pm (AEST) on Monday 18 August 2025.

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

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

APPOINTING A PROXY

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

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

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

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

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

Lodging your proxy

For it to be effective, the proxy form and any authorities under which the proxy form has been signed (or certified copies of those authorities) must be received by the Company or the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 11:00am (AEST) on Monday 18 August 2025). Lodgement instructions are as follows:

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

CUSTODIAN

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

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

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

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

1. ITEMS OF ORDINARY BUSINESS

1.1. Financial Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2024.

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://g6m.com.au/investors/financial-reports/>

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

1.2. Resolution 1: Adoption of the Remuneration Report

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

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2024."

Notes:

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

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chair decides; or

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

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

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

1.3. Resolution 2: Election of Director - Dale Elphinstone

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

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

1.4. Resolution 3: Appointment of Auditor

To consider and, if thought fit, pass the following as a special resolution:

"That, subject to the passing of Resolution 4, pursuant section 327D of the Corporations Act and for all other purposes, SW Accountants and Advisors, having consented in writing and having been nominated by a Shareholder, to act in the capacity of auditor, be appointed as auditor of the Company to hold office with effect from the conclusion of this Meeting."

2. ITEMS OF SPECIAL BUSINESS

2.1. Resolution 4: Removal of Auditor

To consider and, if thought fit, pass the following as an ordinary resolution:

"That, subject to the passing of Resolution 3, KPMG (being the current auditor of the Company) be removed as the auditor of the Company in accordance with section 329 of the Corporations Act, effective from the date of the Meeting."

2.2. Resolution 5: Consolidation of Ordinary Shares

To consider and, if thought fit, pass the following as an ordinary resolution:

"That, pursuant to section 254H(1) of the Corporations Act, ASX Listing Rule 7.20 and for all other purposes, Shareholders approve the consolidation of the issued share capital of the Company on the basis that every one hundred (100) fully paid ordinary Shares be consolidated into one (1) fully paid ordinary Share (rounded up to the next whole number of Shares), and that Equity Securities on issue be adjusted in accordance with ASX Listing Rules 7.21 and 7.22 as applicable"

on the terms and conditions in the attached Explanatory Memorandum accompanying this Notice.”

Dated: 18 July 2025
By order of the Board

A handwritten signature in blue ink, appearing to read 'Andrew Bickley'.

Andrew Bickley
Company Secretary
Group 6 Metals Limited

For personal use only

EXPLANATORY NOTES

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

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

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

The Meeting of the Company is to be held at 11:00am (AEST) on Wednesday 20 August 2025 via the Computershare Meeting Platform. The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

1. Financial Reports

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

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

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

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

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

2. Resolution 1: Adoption of the Remuneration Report

2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2024 is set out in the Company's 2024 Annual Report which, when finalised with the Company's auditors, is available on the Company's website <https://www.g6m.com.au/investors/financial-reports/>.

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

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

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

Key Management Personnel of the Group are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2024. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

2.2. Recommendation

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

3. Resolution 2: Election of Director – Mr Dale Elphinstone

3.1. Background

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

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

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

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

3.2. Dale Elphinstone (Non-Executive Director)

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing and heavy machinery for the mining industry and among other things is the longest-serving Caterpillar dealer principal in Australia, having acquired the Caterpillar dealership in Victoria and Tasmania in 1987. Dale is the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council, a member of the Tasmanian Premier's Economic and Social Recovery Advisory Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd until December 2008 and formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Dale was also a director of ASX listed National Hire Group Limited until December 2011. Dale is a Non-Executive Director of Engenco Limited (ASX: EGN).

Mr Elphinstone was appointed on 4 December 2024. If elected, the Board will not consider Mr Elphinstone to be an independent director as a result of his role as Executive Chairman of the Elphinstone Group, which is a significant shareholder in the Company.

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

The Company confirms that it undertook appropriate checks into Mr Elphinstone's background and experience and that these checks did not identify any information of concern.

3.3. Recommendation

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

4. Resolutions 3 and 4: Removal and Appointment of Auditor

4.1. Background

The Company has received notice of intention to move a resolution for the removal of KPMG as auditor of the Company. A Copy of such notice has been provided to KPMG in accordance with section 329(1A) of the Corporations Act. KPMG was afforded an opportunity to respond to the notice. As at the date of this Notice, KPMG has not provided any representations under section 329(4) of the Corporations Act in relation to their removal.

The Company's Board and Management confirm that there have not been any disagreements with KPMG at any level that relate to the conduct of the audit or the information and declarations set out in the Company's financial reports whilst KPMG has been the auditor.

The Board and Management have sought the change in auditor as a result of a general review of its operating costs and believes that the Company can achieve material savings with a switch to a smaller audit firm to act as the Company's auditor.

The Board has undertaken an analysis of the work of SW Accountants and Advisors (**SW**), including requesting proposals from three audit firms and an interrogation of the audit proposals and are satisfied that the quality of the audit will not be diminished by appointing SW as the Company's auditors.

4.2. Regulatory Requirements

Under section 329 of the Corporations Act, an auditor of a Company may be removed from office by resolution at a general meeting of which two months notice of intention to move the resolution has been given. However, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

In accordance with section 329(1A) of the Corporations Act, the Company has obtained a nomination from a Shareholder for the removal of KPMG and for SW Accountants and Advisors to be appointed as the Company's auditor. A copy of the nomination is incorporated into these meeting materials below.

SW Accountants and Advisors has provided their written consent to act as the Company's auditor.

Therefore, Resolutions 3 and 4 seek the approval of Shareholders for the removal of KPMG and the appointment of SW Accountants and Advisors as the Company's auditor with effect from the conclusion of this Meeting.

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

4.3. Interdependence

Resolutions 3 and 4 are interdependent, with the result that if only one of Resolution 3 and 4 is passed, the other does not become effective.

4.4. Board Recommendation

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

5. Resolution 5: Consolidation of Ordinary Shares

5.1. Background

Resolution 5 seeks shareholder approval to undertake a Consolidation of the number of Shares on issue on the basis that every one hundred (100) Shares held be consolidated into one (1) Share (**Consolidation**). Similarly, the number of Options, Performance Rights and Warrants on issue (**Equity Securities**) will be consolidated on the same basis. The exercise price of the various classes of Equity Securities on issue will be adjusted proportionately to ensure an equitable position for the holders and the existing shareholders of the Company.

5.2. Regulatory requirements

Purpose of proposed resolution

The Directors have proposed the Consolidation for the following reasons:

- (a) the Company currently has 21,920,268,847 Shares on issue, which represents an unduly large number of shares;

- (b) the Directors consider that the Consolidation will provide a more manageable share register that will assist in simplifying administration, reducing the volatility of the Share price and enable a more consistent valuation of the Company; and
- (c) the Consolidation is also expected to assist in positioning the Company for long term growth by making an investment in the Company's securities more attractive to institutional and other investors.

Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed at a general meeting, convert all or any of its shares into a larger or smaller number.

ASX Listing Rule 7.20 provides that where an entity proposes to reorganise its capital it must tell shareholders:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) on the securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any convertible securities on issue.

ASX Listing Rule 7.21 provides that a listed entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive. This rule does not prevent a rounding up of the number of securities to be received on conversion if the rounding up is approved at the security holders' meeting which approves the reorganisation.

ASX Listing Rule 7.22.1 requires that where a listed entity with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio. Pursuant to ASX Listing Rule 7.22.6, the number of options or the exercise price, or both, must be reorganised so that the holder of the option will not receive a benefit that the holders of ordinary securities do not receive. This rule does not prevent a rounding up of the number of securities to be received on exercise if the rounding up is approved at the security holders' meeting which approves the reorganisation.

Effect of Consolidation

The result of the Consolidation is that each security holding will be reduced by 100 times from its current level.

As the Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

The change in capital structure of the Company following Consolidation, subject to adjustment for rounding, is as follows:

Shares

G6M : Shares currently on issue	G6M : Shares on issue after consolidation
21,920,268,847	219,202,688

1 Assumes no Equity Securities on issue are converted prior to consolidation

Warrants

Warrant Type	Warrants currently on issue	Warrants on issue after consolidation	Exercise Price before consolidation	Exercise Price after consolidation
G6MAI : Warrants Expiring Various Dates	50,892,859	508,929	\$0.196	\$19.60
G6MAP : Option Expiring 31-Oct-2025	7,232,142,857	7,232,1429	\$0.0035	\$0.35
G6MAH : Warrants Expiring 31-Dec-2025	46,428,571	464,286	\$0.21	\$21.00

1 Assumes no Equity Securities on issue are converted prior to Consolidation

Options

Option Type	Options currently on issue	Options on issue after consolidation	Exercise Price before consolidation	Exercise Price after consolidation
G6MAQ : Option Expiring 30-Apr-2028	38,000,000	380,000	\$0.0104	\$1.04
G6MAR : Option Expiring 30-Apr-2027	38,000,000	380,000	\$0.0052	\$0.52

1 Assumes no Equity Securities on issue are converted prior to Consolidation

Fractional Entitlements

Where the Consolidation results in an entitlement to a fraction of a security, that fraction will be rounded up to the nearest whole number of securities.

Holding statements

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-consolidation basis. New holding statements will be issued to security holders, who are encouraged to check holdings after the Consolidation.

Taxation

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after Consolidation will be the sum of the cost bases of the original Shares pre-consolidation. The acquisition date of Shares held after the Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Memorandum does not however consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-resident Shareholders.

Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

5.3. Timetable

An indicative timetable, assuming Shareholder approval is obtained will be as follows:

Date	Event
19 August 2025	Announcement of Consolidation and issue of Appendix 3A.3 notice
20 August 2025	Meeting held with resolution to approve Consolidation. Company notifies ASX that Consolidation is approved
21 August 2025	Effective date of Consolidation
22 August 2025	Last day for trading pre-Consolidation securities
25 August 2025	Trading in reorganised securities on a deferred settlement basis starts.
26 August 2025	Record date for Consolidation. Last day for Company to register transfers on a pre consolidation basis.
27 August 2025	Registration of securities on a post-Consolidation basis. First day for the Company to send notice to each security holder and for dispatch of new holding statements.
2 September 2025	Deferred settlement trading ends. Last day for Company to send notice to all Shareholders. Last day for securities to be entered into the holders' security holdings.
3 September 2025	Normal trading in reorganised securities starts

Note: The Company's shares are currently suspended from trading on the ASX platform, so the above dates are illustrative for the purposes of complying with ASX Listing rule 7.40 and Appendix 7A. The Company will provide updates via separate announcements in the event that there are changes to the dates set out in the table.

5.4. Consequences of the Resolution

If Resolution 5 is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out above, on the timetable set out in section 5.3.

If Resolution 5 is not passed, the Company will not proceed with the Consolidation.

5.5. Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

6. Interpretation

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

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

7. Enquiries

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

8. Registered Office

Group 6 Metals Limited ABN: 40 004 681 734

Suite 7C

Level 7, Suncorp Place

157 Ann Street

Brisbane QLD 4000

Email: info@g6m.com.au

Web: www.g6m.com.au

9. GLOSSARY

AEST means Australian Eastern Standard Time.

AGM or Annual General Meeting or Meeting means the annual general meeting to commence at 11:00am (AEST) on Wednesday 20 August 2025 and notified to the Company's Shareholders by this Notice.

ASX means ASX Limited ABN 98 008 624 691.

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

Board means the board of Directors of the Company.

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

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

Company means Group 6 Metals Limited ACN 004 681 734.

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

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

Director means a director of the Company.

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

Equity Securities has the meaning given in paragraph 2.7.1 of the Explanatory Notes.

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

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

Notice means this notice of Annual General Meeting.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2024 and which is set out in the 2024 Annual Report.

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.



ABN 40 004 681 734

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

G6M

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

For personal use only

Group 6 Metals Limited Reconvened 2024 Annual General Meeting

The Group 6 Metals Limited Reconvened 2024 Annual General Meeting will be held on Wednesday, 20 August 2025 at 11:00am (AEST). 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 (AEST) Monday, 18 August 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MAGUJ4Z>

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

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



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+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 18 August 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: 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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1

Indicate How your Vote will be Cast

Select one option only

XX

At the Reconvened 2024 Annual General Meeting of Group 6 Metals Limited to be held as a virtual meeting on Wednesday, 20 August 2025 at 11:00am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of Group 6 Metals Limited direct the following:

1. Vote Directly

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

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

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

☐ the Chairman of the Meeting OR

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

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

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

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

STEP 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director - Mr Dale Elphinstone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Consolidation of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /





ABN 40 004 681 734

G6MRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

For personal use only

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Group 6 Metals Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Group 6 Metals Limited