ASX: OD6

General Meeting Notice

Dear Shareholder,

OD6 Metals Limited (the **Company**) will be holding a general meeting of shareholders at 10:00 am (AWST) on 20 July 2026 (**Meeting**) at Level 1, 1 Alvan Street, Subiaco WA 6008.

In accordance with the section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy. The Notice can be viewed online and downloaded via:

- the Company's website at https://www.od6metals.com.au/investors/asx-announcements/;
- the Company's ASX platform at https://www.asx.com.au/markets/company/OD6; or
- if the shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the shareholder's nominated email address.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001. Proxy votes may also be lodged online using the following link: www.investorvote.com.au.

Your proxy voting instruction must be received by 10:00 am (AWST) on 18 July 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise Shareholders by way of announcement on ASX, and the details will also be made available on our website at www.od6metals.com.au. The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed above.

OD6 Metals Ltd

ACN 654 839 602

Level 1, 1 Alvan Street, Subiaco WA 6008

PO Box 277, North Beach, WA 6920

PO Box 2009, Esperance, WA 6450

OD6 Metals Limited

ACN 654 839 602

Notice of General Meeting

Notice is given that a general meeting of the Company (**Meeting**) will be held at:

Time	10:00 am (AWST)
Date	Monday, 20 July 2026
Place	Level 1, 1 Alvan Street Subiaco WA 6008

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that a general meeting of OD6 Metals Limited ACN 654 839 602 (**Company**) will be held at 10:00 am (AWST) on 20 July 2026 at Level 1, 1 Alvan Street, Subiaco WA 6008.

Agenda

1 Resolution 1 – Approval to issue Completion Consideration Shares

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

> *"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 700,706 Shares to Mr Donald McDowell and Mr Thomas Lynch (or their respective nominees), as described in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Donald McDowell and Mr Thomas Lynch (and/or their respective nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

2 Resolution 2 – Approval to issue Conditional Facilitation Shares to Sapphire Beginnings Capital Pty Ltd

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

> *"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,500,000 Shares to Sapphire Beginnings Capital Pty Ltd (or its nominees) in part consideration for facilitation services provided to the Company as described in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sapphire Beginnings Capital Pty Ltd (and/or its nominees) and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1 and 2	The voting exclusion does not apply to a vote cast in favour of the Resolution by: • 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; • the Chair 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 • a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and – the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 5:00pm (AWST) on 18 July 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

(a) Votes at the Meeting may be given personally or by proxy, attorney or representative.

(b) A proxy need not be a Shareholder of the Company.

(c) The Proxy Form sent with this Notice should be used for the Meeting.

(d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

(e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.

(f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.

(g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.

(h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.

(i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Computershare:

  (i) by post to GPO Box 242, Melbourne VIC 3001;

  (ii) online by visiting www.investorvote.com.au,

  so that they are received no later than 48 hours before the commencement of the Meeting.

(a) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention

Document availability

In accordance with section 110D of the Corporations Act, this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

(a) the Company's website at https://www.od6metals.com.au/investors/asx-announcements/;

(b) the Company's ASX platform at https://www.asx.com.au/markets/company/OD6; or

(c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.

Joel Ives
Company Secretary

12 June 2026

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

A Proxy Form is located at the end of the Explanatory Statement.

1 Resolution 1 – Approval to issue Completion Consideration Shares

1.1 General

As announced on 4 March 2026, the Company, together with wholly owned subsidiary, U.S. Fluorspar LLC (incorporated in the State of Nevada, United States) (**Buyer**), entered into an option agreement (**Option Agreement**) with Mr Donald McDowell and Mr Thomas Lynch (**Sellers**), granting the Company and Buyer an option (**Option**) to acquire a 100% legal and beneficial interest in 48 unpatented lode mining claims covering 400 hectares in Nye County, Nevada, United States (**Mining Claims**) which are prospective for Fluorspar and comprise the Quinn Fluorspar Project (**Project**). The Sellers are not related parties of the Company nor shareholders in the Company.

The material terms of the Option Agreement and the acquisition of the Project (**Acquisition**) are set out in Schedule 1.

As further announced on 9 June 2026, the Company has now exercised the option pursuant to the Option Agreement (with exercise occurring on 5 June 2026). Accordingly, the Company is seeking shareholder approval pursuant to ASX Listing Rule 7.1 to issue 700,706 Shares (having a deemed value of A$100,000 based on the volume weighted average price of Shares traded on ASX during the 10 trading days on which sales in Shares were recorded on ASX (**10 Day VWAP**) ending on 4 June 2026, being approximately $0.1427 per Share) (**Completion Consideration Shares**). In addition to the Completion Consideration Shares, the Sellers were entitled to elect to receive either A$100,000 cash payable at completion of the Acquisition (**Completion Consideration Cash**), or to be issued additional Shares equal to the number of Completion Consideration Shares. Prior to the date of this Notice, the Sellers have confirmed their election to receive the Completion Consideration Cash at completion of the Acquisition.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Completion Consideration Shares.

Resolution 1 is an ordinary resolution.

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

1.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15%

of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Completion Consideration Shares does not fall within any of the exceptions to Listing Rule 7.1 and, at the time of entering into the Option Agreement, did not fall within the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be allowed to issue the Completion Consideration Shares to the Sellers during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1. In addition, the Company will be able to proceed to completion of the Acquisition.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of Completion Consideration Shares to the Sellers and will not be able to proceed with the Acquisition.

1.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of Completion Consideration Shares:

(a) the Completion Consideration Shares will be issued to the Sellers (or their nominees), none of whom is a related party of the Company or a “material investor” for the purposes of ASX Guidance Note 21, paragraph 7.2;

(b) a maximum of 700,706 Shares are proposed to be issued to the Sellers (or their nominees);

(c) the Completion Consideration Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the Completion Consideration Shares will be issued no later than 3 months after the date of the Meeting;

(e) the Completion Consideration Shares will be issued for nil cash consideration, as part consideration for the Acquisition;

(f) no funds were raised from the issue of the Completion Consideration Shares as the Completion Consideration Shares will be issued as part consideration for the Acquisition;

(g) the material terms on which Completion Consideration Shares will be issued are set out in Schedule 1;

(h) the Completion Consideration Shares are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in the Notice.

2 Resolution 2 – Approval to issue Conditional Facilitation Shares to Sapphire Beginnings Capital Pty Ltd

2.1 General

As announced on 4 March 2026, in consideration for facilitating the Company's entry into the Option Agreement, the Company agreed to issue or pay Sapphire Beginnings Capital Pty Ltd (**Facilitator**) the following consideration:

(a) 500,000 shares (**Facilitation Shares**), which were issued on 9 March 2026 pursuant to the Company's Listing Rule 7.1 capacity, with such issue ratified by Shareholders pursuant to Listing Rule 7.4 on 22 April 2026;

(b) 10,000,000 options exercisable at $0.10 and expiring on 30 April 2028 (**Facilitation Options**), which were issued on 23 April 2026 following Shareholder approval pursuant to Listing Rule 7.1 obtained on 22 April 2026; and

(c) subject to the Company exercising the option in the Option Agreement to acquire the Project and shareholder approval pursuant to Listing Rule 7.1, 1,500,000 Shares (**Conditional Facilitation Shares**).

The Company notes that, based on the closing price of Shares on ASX of $0.115 per Share on 11 June 2026 (being the latest practicable date before the date of this Notice), the Conditional Facilitation Shares have a market value of approximately $172,500.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Conditional Facilitation Shares to the Facilitator (or its nominees).

Resolution 2 is an ordinary resolution.

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in section 1.2.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Conditional Facilitation Shares does not fall within any of the exceptions to Listing Rule 7.1 and, at the time of agreeing to issue the Conditional Facilitation Shares, did not fall within the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Company to issue the Conditional Facilitation Shares during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not issue the Conditional Facilitation Shares and will instead be required, under its agreement with the Facilitator, to pay the Facilitator $75,000 in cash within 10 Business Days of the Meeting in lieu of issuing the Conditional Facilitation Shares.

2.3 Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Conditional Facilitation Shares to the Facilitator:

(a) the Conditional Facilitation Shares will be issued to the Facilitator (or its nominees);

(b) the maximum number of Conditional Facilitation Shares that the Company proposes to issue to the Facilitator (or its nominees) is 1,500,000 Shares;

(c) the Conditional Facilitation Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the Conditional Facilitation Shares will be issued no later than 3 months after the date of the Meeting;

(e) the Conditional Facilitation Shares will be issued for nil cash consideration as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement;

(f) no funds will be raised from the issue of the Conditional Facilitation Shares as the Conditional Facilitation Shares will be issued as part consideration for facilitation services provided by the Facilitator to the Company in connection with the Option Agreement;

(g) the material terms on which the Conditional Facilitation Shares will be issued are set out in section 2.1;

(h) the Conditional Facilitation Shares are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion is included in the Notice.

Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$ means Australian Dollars.

10 Day VWAP has the meaning in section 1.1.

Acquisition has the meaning in section 1.1.

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Buyer has the meaning in section 1.1.

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

Company means OD6 Metals Limited (ACN 654 839 602).

Completion Consideration Cash has the meaning in section 1.1.

Completion Consideration Shares has the meaning in section 1.1.

Conditional Facilitation Shares has the meaning in section 2.1.

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Facilitator has the meaning in section 2.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Mining Claims has the meaning in section 1.1.

Notice means this notice of general meeting.

Official List means the official list of ASX.

Option has the meaning in section 1.1.

Option Agreement has the meaning in section 1.1.

Project has the meaning in section 1.1.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares, options and/or performance rights).

Sellers has the meaning in section 1.1.

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

Shareholder means the holder of a Share.

VWAP means volume weighted average market price.

WST means Western Standard Time being the time in Perth, Western Australia.

Schedule 1 – Material terms of the Acquisition

Key terms of the acquisition (**Acquisition**) are outlined below:

1. Consideration

In consideration for the granting of the Option, the Company paid a non-refundable option payment of A$75,000 (**Option Payment**). The Company exercised the Option on 5 June 2026.

Subject to satisfaction (or waiver) of the conditions (see section 4 below), the consideration payable by the Company and Buyer for the Acquisition is comprised of:

(i) at Completion:

(A) subject to shareholder approval pursuant to ASX Listing Rule 7.1 (**LR 7.1**), the issue of the Completion Consideration Shares; and

(B) payment of the Completion Consideration Cash,

(together, **Completion Consideration**).

(ii) post Completion:

(A) subject to the Buyer receiving all regulatory approvals (including the US Forest Service (**USFS**)) reasonably necessary for the Buyer to commence an initial drilling program on the Project (**1st DA Milestone**), the Sellers will receive the following consideration:

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$100,000 based on the 10 Day VWAP ending on the date of satisfaction of the 1st DA Milestone (**1st DA Consideration Shares**); and

b. at the election of the Sellers:

i. payment of A$100,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of satisfaction of the 1st DA Milestone (**1st DA Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$100,000 at the same issue price as the 1st DA Consideration Shares,

(together, the **1st DA Consideration**).

(B) subject to OD6 releasing an announcement to ASX confirming the initial drilling program for the Project has commenced (**2nd DA Milestone**), the Sellers will receive the following consideration:

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$175,000 based on the 10 Day VWAP ending on the date of satisfaction of the 2^{nd} DA Milestone (**2^{nd} DA Consideration Shares**); and

b. at the election of the Sellers:

i. payment of A$175,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of satisfaction of the 2^{nd} DA Milestone (**2^{nd} DA Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$175,000 at the same issue price as the 2^{nd} DA Consideration Shares,

(together, the **2^{nd} DA Consideration**).

(C) subject to satisfaction of the Tranche 1 Milestone (see below):

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$250,000 based on the 10 Day VWAP ending on the date of satisfaction of the Tranche 1 Milestone (**Tranche 1 Shares**); and

b. at the election of the Sellers:

i. payment of A$250,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of the date of satisfaction of the Tranche 1 Milestone (**Tranche 1 Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$250,000 at the same issue price as the Tranche 1 Shares,

(**Tranche 1 Consideration**);

(D) subject to satisfaction of the Tranche 2 Milestone (see below):

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$375,000 based on the 10 Day VWAP ending on the date of satisfaction of the Tranche 2 Milestone (**Tranche 2 Shares**); and

b. at the election of the Sellers:

i. payment of A$375,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of the date of satisfaction of the Tranche 2 Milestone (**Tranche 2 Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$375,000 at the same issue price as the Tranche 2 Shares,

(**Tranche 2 Consideration**);

(E) subject to satisfaction of the Tranche 3 Milestone (see below):

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$500,000 based on the 10 Day VWAP ending on the date of satisfaction of the Tranche 3 Milestone (**Tranche 3 Shares**); and

b. at the election of the Sellers:

i. payment of A$500,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of the date of satisfaction of the Tranche 3 Milestone (**Tranche 3 Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$500,000 at the same issue price as the Tranche 3 Shares,

(**Tranche 3 Consideration**);

(F) subject to satisfaction of the Tranche 4 Milestone (see below):

a. subject to shareholder approval pursuant to LR 7.1, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$500,000 based on the 10 Day VWAP ending on the date of satisfaction of the Tranche 4 Milestone (**Tranche 4 Shares**); and

b. at the election of the Sellers:

i. payment of A$500,000 by the Buyer to the Sellers in immediately available funds within 10 Business Days of the date of satisfaction of the Tranche 4 Milestone (**Tranche 4 Cash Consideration**); or

ii. subject to shareholder approval, issue such number of Shares to the Sellers (or their nominees) with a deemed value of A$500,000 at the same issue price as the Tranche 4 Shares,

(**Tranche 4 Consideration**);

(together, the **Consideration**).

The Company must seek shareholder approval to issue any Shares to be issued post Completion within 60 days of satisfaction of the relevant 1st DA Milestone, 2nd DA Milestone or Deferred Milestone (or such later date agreed by the Sellers). In the event that shareholder approval pursuant to LR 7.1 is not obtained for any such issue of Shares, the Buyer will be required to pay the deemed value of such Shares in cash.

2. Royalty

In addition to the Consideration, the Buyer will also grant the Sellers a 2% net smelter royalty (**NSR**) on any fluorspar minerals (**Fluorspar Royalty**) recovered from the Project and 1% NSR (**Other Minerals Royalty**) on any other minerals recovered from the Project, provided that no royalty is payable until Commencement of Commercial Production.

"**Commencement of Commercial Production**" means the commencement of commercial production on claims forming the Project, which will be satisfied if a concentrator or other processing facility is located on the Project, the last day of a period of 30 consecutive days in which such concentrator or other processing facility processed ore from the Project at 100% of its daily rated concentrating or processing capacity (being the name plate capacity (or similar terminology) as defined in the BFS (see the Tranche 3 Milestone below)), subject to industry standard exclusions for testing of ore or concentrate.

In addition, any additional unpatented mining claims, patented mining claims or other property interests within the geographic area consisting of the mining claims comprising the Project, plus an eleven (11) mile East-West by eight (8) mile North-South area of land (**AOI**) that may be acquired by U.S. Fluorspar or any of the Company's other US subsidiaries are subject to the Fluorspar Royalty and Other Minerals Royalty (provided that acquisitions of unpatented mining claims, patented mining claims or other property interests located within the AOI from third parties, will not be subject to the Fluorspar Royalty and Other Minerals Royalty).

The Buyer will have the right to buyback half of the Fluorspar Royalty by making payment of US$1 million (i.e. upon completion of such buyback, there would be a remaining 1% NSR on all minerals (including fluorspar)) and a right of first refusal should the Sellers seek to sell any royalty to a third party purchaser in the future.

3. Deferred Milestones

The Tranche 1, Tranche 2, Tranche 3 and Tranche 4 Milestones (together, the **Deferred Milestones**) are set out below:

(i) **Tranche 1 Milestone:** The Company announcing to ASX the declaration of a JORC-compliant Indicated Mineral Resource in respect of the Project of not less than 2 million tonnes at an average grade exceeding 30% CaF_2 (such milestone to be independently reviewed by a Competent Person for JORC purposes);

(ii) **Tranche 2 Milestone**: The Company announcing to ASX the declaration of a JORC-compliant Indicated Mineral Resource in respect of the Project of not less than 5 million tonnes at an average grade exceeding 30% CaF_2, together with metallurgical test work demonstrating an average CaF_2 recovery of not less than 75% (such milestone to be independently reviewed by a Competent Person for JORC purposes);

(iii) **Tranche 3 Milestone**: the Company announcing to ASX the completion of a bankable feasibility study (**BFS**) based on a JORC-compliant Ore Reserve which demonstrates a post-tax Internal Rate of Return (**IRR**) of more than 20%; and

(iv) **Tranche 4 Milestone**: The Company announcing to ASX that Commencement of Commercial Production (as broadly defined under "Royalty" above) has commenced.

4. Conditions Precedent

Completion of the Acquisition is conditional upon satisfaction (or waiver) of the following conditions precedent (**Conditions**):

(i) the Sellers obtaining all government agency/regulatory consents and approvals reasonably necessary for the transfer of the Mining Claims to the Buyer; and

(ii) OD6 obtaining all shareholder and other regulatory approvals or waivers required (including those required pursuant to the Listing Rules and the Corporations Act, if required) in connection with completion of the Acquisition, being the issue of the Completion Consideration Shares (the subject of Resolution 1).

If the above Conditions are not satisfied on or before 5 August 2026, either the Company or the Sellers may terminate the Option Agreement.

The Option Agreement is otherwise subject to customary terms including warranties provided by the Sellers in respect of the Project.

OD6
METALS LTD

ABN 34 654 839 602

Need assistance?

Phone:
1300 850 505 (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 **10:00 am (AWST) on Saturday, 18 July 2026.**

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: 188850

SRN/HIN:

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.

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.

Proxy Form

Please mark ☒ to indicate your directions

XX

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of OD6 Metals Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ______

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 General Meeting of OD6 Metals Limited to be held at Level 1, 1 Alvan Street, Subiaco WA 6008 on Monday, 20 July 2026 at 10:00 am (AWST) and at any adjournment or postponement of that meeting.

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	Approval to issue Completion Consideration Shares	☐	☐	☐
Resolution 2	Approval to issue Conditional Facilitation Shares to Sapphire Beginnings Capital Pty Ltd	☐	☐	☐

For personal use only

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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