



ASX / Media Announcement
3 December 2025

Notice of Adjourned Annual General Meeting

Vital Metals Limited (ASX: VML) (“**Vital Metals**” or “**the Company**”) advises that the annual general meeting of shareholders of the Company (“**AGM**”), which was adjourned on 28 November 2025, is to be reconvened on **Wednesday, 17 December 2025 at 1:00pm (AEDT) at Level 5, 56 Pitt Street, Sydney NSW 2000** to consider the business set out in this notice of adjourned AGM (“**Notice of Adjourned AGM**”).

As announced to ASX on 28 November 2025, at the AGM, the Chair resolved to adjourn the AGM to allow shareholders a reasonable opportunity to consider an additional resolution proposed by a shareholder relating to the confirmation of appointment of the Company’s Auditor.

The business of the AGM, as set out in the original notice of AGM dated 28 October 2025 (“**Notice**”) in respect of the Company’s AGM was dealt with before the adjournment of the AGM on 28 November 2025. Refer to the Company’s ASX announcement dated 28 November 2025 for results of the AGM.

The reconvened AGM will be held solely to consider additional Resolution 14 as set out in this Notice of Adjourned AGM.

In accordance with the Company’s constitution and the *Corporations Act 2001* (Cth), the Company will not be dispatching copies of the Notice of Adjourned AGM.

Proxy Form

Annexed to this Notice of Adjourned AGM is a Proxy Form in respect of Resolution 14. Instructions on how to vote are contained in the Proxy Form.

The Proxy Forms must be lodged by 1:00pm (AEDT) on 15 December 2025 to be counted in the AGM.

If a shareholder has made valid election to receive documents in hard copy, the shareholder will receive a hard copy Proxy Form. Otherwise, the Proxy Form will be sent to shareholders electronically and can be viewed and downloaded from the Company’s website at <https://xcend-portal.7g.com.au/login/investor>.

- ENDS-

Contact:

Ms Louisa Martino
Company Secretary
Vital Metals Limited
Phone: +61 2 8823 3179
Email: vital@vitalmetals.com.au

This announcement has been authorized for release by the Company Secretary of Vital Metals.

VITAL METALS LIMITED

ACN 112 032 596

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

Vital Metals Limited (ACN 112 032 596) (**Company**) advises that the annual general meeting of shareholders of the Company (**AGM**), which was adjourned on 28 November 2025, is to be reconvened on **Wednesday, 17 December 2025 at 1:00pm (AEDT) at Level 5, 56 Pitt Street, Sydney NSW 2000** to consider the business set out in this notice of adjourned AGM (**Notice of Adjourned AGM**).

As announced to ASX on 28 November 2025, at the AGM, the Chair resolved to adjourn the AGM to allow shareholders a reasonable opportunity to consider an additional resolution proposed by a shareholder relating to the confirmation of appointment of the Company's Auditor.

The business of the AGM, as set out in the original notice of AGM dated 28 October 2025 (**Notice**) in respect of the Company's AGM was dealt with before the adjournment of the AGM on 28 November 2025. Refer to the Company's ASX announcement dated 28 November 2025 for results of the AGM.

The reconvened AGM will be held solely to consider additional Resolution 14 as set out in this Notice of Adjourned AGM.

Capitalised terms in this Notice of Adjourned AGM have the same meaning as given in the Notice except as otherwise defined.

This Notice of Adjourned AGM is supplemental to the Notice and should be read in conjunction with the Notice. Apart from as supplemented by this Notice of Adjourned AGM, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Proxy Form

Resolutions 1 to 13 of the Notice were dealt with before the adjournment of the AGM. Annexed to this Notice of Adjourned AGM is a Proxy Form (**Proxy Form**) in respect of Resolution 14. Instructions on how to vote are contained in the Proxy Form.

Enquiries

Should you wish to discuss the matters in this Notice of Adjourned AGM, please do not hesitate to contact the Company Secretary on +61 2 8823 3179.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is supplemented by including the following Resolution:

14. RESOLUTION 14 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick NSW having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Section:

15. RESOLUTION 14 – CONFIRMATION OF APPOINTMENT OF AUDITOR

15.1 General

On 16 January 2025, in accordance with section 327C of the *Corporations Act 2001* (Cth), the Company appointed Hall Chadwick NSW (**Hall Chadwick**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit Pty Ltd, in accordance with section 329(5) of the *Corporations Act*.

Following the above appointment, and in accordance with section 327C(2) of the *Corporations Act*, Hall Chadwick holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice of Adjourned AGM.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Hall Chadwick as the auditor of the Company and its controlled entities.

In accordance with section 328B of the *Corporations Act 2001*, notice in writing nominating Hall Chadwick as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

Hall Chadwick has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the *Corporations Act*.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

15.2 Board recommendation

The Board recommends Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

28 November 2025

Board of Directors
Vital Metals Limited
Level 5
56 Pitt Street
SYDNEY NSW 2000

Jimbaran Investments Pty Ltd as trustee for the Jimbaran Trust, being a member of Vital Metals Limited (**Company**), nominates Hall Chadwick NSW in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the *Corporations Act*.

Execution of this Nomination of Auditor Letter has been authorised by the board of Jimbaran Investments Pty Ltd as trustee for the Jimbaran Trust.

Signed and dated 28 November 2025:



Louisa Martino
Director

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your Annual General Meeting Proxy

Voting Instructions

Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions.

Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise, this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

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" Form.

HOW TO

Lodge Your Proxy

Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>
Then once logged in, you may proceed to vote.

Post to Vote

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

@ Scan & Email to Vote

meetings@xcend.co

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

Appoint a Proxy

I/we being members of **Vital Metals Limited (“Company”)** and entitled to attend and vote hereby appoint:

The Chair of the Meeting
(Mark box)

OR

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including 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 the Company to be held at Level 5, 56 Pitt Street Sydney NSW 2000 on Wednesday, 17 December 2025 at 1:00pm (AEDT) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Monday, 15 December 2025 at 1:00pm (AEDT)**. Please read the Notice of Meeting and voting instructions before marking any boxes with an X. If you mark the Abstain box for a Resolution, 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.

Resolutions

14 Confirmation of Appointment of Auditor

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Please Sign and Return

* This section must be completed.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

3 December 2025

Vital Metals Limited Annual General Meeting Notice and Access Letter

Vital Metals Limited (ACN 112 032 596) (**Company**) advises that the annual general meeting of shareholders of the Company (**AGM**), which was adjourned on 28 November 2025, is to be reconvened on **Wednesday, 17 December 2025 at 1:00pm (AEDT) at Level 5, 56 Pitt Street, Sydney NSW 2000** to consider the business set out in the notice of adjourned AGM (**Notice of Adjourned AGM**).

As announced to ASX on 28 November 2025, at the AGM, the Chair resolved to adjourn the AGM to allow shareholders a reasonable opportunity to consider an additional resolution proposed by a shareholder relating to the confirmation of appointment of the Company's Auditor (**Additional Resolution**).

The business of the AGM, as set out in the original notice of AGM dated 28 October 2025 (**Notice**) in respect of the Company's AGM was dealt with before the adjournment of the AGM on 28 November 2025. Refer to the Company's ASX announcement dated 28 November 2025 for results of the AGM.

The reconvened AGM will be held solely to consider the Additional Resolution as set out in the Notice of Adjourned AGM.

As permitted by the Company's constitution and the *Corporations Act 2001* (Cth), the Company will not be sending copies of the Notice of Adjourned AGM to shareholders. The Notice of Adjourned AGM can be viewed and downloaded from the link set out below:

<https://vitalmetals.com/investor-centre/asx-announcements/>

Alternatively, the Notice of Adjourned AGM will also be available on the ASX website, ticker code: VML, at the following link: <https://www.asx.com.au/markets/company/VML>

In order for your proxy to count, you will need to either complete an online proxy or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 1:00pm (AEDT) on 15 December 2025.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Adjourned AGM, the Company will notify shareholders accordingly via the Company's website and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.xcend.app/register> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Notice of Adjourned AGM 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 Adjourned AGM please contact the Company's share registry, Xcend on +61 (02) 8591 8509.

Yours faithfully,

Louisa Martino
Company Secretary