

Change to Managing Director Remuneration

Vital Metals Limited (ASX: **VML**) (“**Vital**”, “**Vital Metals**” or “the **Company**”) advises that, following a review by the Board, the remuneration arrangements for the Company’s Managing Director, Ms Lisa Riley, have been amended.

The revised arrangements align the Managing Director’s remuneration review cycle with the Company’s AGM cycle, increases fixed remuneration, and implements a FY26 long-term incentive and funding incentive arrangements.

Revised Fixed Remuneration

The Board has approved an increase in the Managing Director’s base salary to CAD\$441,000 per annum in cash, effective from 1 July 2025.

This replaces the previous remuneration structure of:

- CAD\$360,000 per annum in cash; and
- CAD\$60,000 per annum in share-based payments, subject to shareholder approval.

Long-Term Incentives (LTI)

In addition to the revised base salary, the Board has agreed the following arrangements for the Managing Director:

- FY26 LTI of 1,220,000 Zero Exercise Price Options (“ZEPOs”), with a face value of CAD\$308,700, being 70% of base salary;
- Recognition Securities being a once-off recognition award of 2,190,000 ZEPOs; and
- a separate funding-based incentive arrangement for the period to 30 November 2026, which may be satisfied in cash or in ZEPOs.

The FY26 LTI will be measured over the period to 30 November 2026 and, subject to the applicable vesting conditions being satisfied, will vest in three equal tranches on or about 1 December 2026, 1 December 2027 and 1 December 2028.

The proposed issue of 1,220,000 ZEPOs under the FY26 LTI, 2,190,000 Recognition Securities, and any ZEPOs issued in satisfaction of the Funding Award will be subject to shareholder approval.

A summary of the key vesting conditions and funding award terms is set out in Appendix A. Full details of the proposed awards will be included in the relevant notice of meeting for a General Meeting to be held as soon as practicable.

The Board, excluding the Managing Director, considers the revised remuneration arrangements to be appropriate and reasonable remuneration for the Managing Director having regard to the Company’s circumstances and objectives.



This announcement has been approved by the Board of Vital Metals Limited.

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About Vital Metals

Vital Metals Limited (ASX: VML) is developing the large Nechalacho Rare Earth Project in Canada's Northwest Territories. Nechalacho has the potential to underpin a significant rare earths supply chain for North America with responsibly sourced critical minerals for the green economy transformation.

Forward Looking Statements

This release includes forward looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and may include, without limitation statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production output.

Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the company's actual results, performance and achievements to differ materially from any future results, performance or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of resources or reserves, political and social risks, changes to the regulatory framework within which the company operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward looking statements are based on the company and its management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect the company's business and operations in the future. The company does not give any assurance that the assumptions on which forward looking statements are based will prove to be correct, or that the company's business or operations will not be affected in any material manner by these or other factors not foreseen or foreseeable by the company or management or beyond the company's control.

Although the company attempts to identify factors that would cause actual actions, events or results to differ materially from those disclosed in forward looking statements, there may be other factors that could cause actual results, performance, achievements or events not to be anticipated, estimated or intended, and many events are beyond the reasonable control of the company. Accordingly, readers are cautioned not to place undue reliance on forward looking statements.

Forward looking statements in this release are given as at the date of issue only. Subject to any continuing obligations under applicable law or any relevant stock exchange listing rules, in providing this information the company does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in events, conditions or circumstances on which any such statement is based.



APPENDIX A – Award Summary

1. FY26 Long-Term Incentive

Subject to shareholder approval, the Company proposes to grant the Managing Director 1,220,000 Zero Exercise Price Options (“ZEPOs”) under the FY26 long-term incentive (“FY26 LTI”).

The 1,220,000 ZEPOS are based on the FY26 LTI face value of CAD\$308,700, being 70% of base salary, and has been calculated by reference to the 20-day VWAP ending immediately prior to the 2025 AGM of A\$0.273 (“Baseline Share Price”) and an AUD:CAD exchange rate of 1.085, rounded down to the nearest 10,000 ZEPOs. The ZEPOs will have a nil exercise price and a five-year term commencing from the 2025 AGM.

The FY26 LTI will be measured over the period to 30 November 2026 and, subject to satisfaction of the applicable vesting conditions, will vest in three equal tranches on or about:

- 1 December 2026;
- 1 December 2027; and
- 1 December 2028.

The key FY26 LTI performance conditions are:

KPI 1 – Equity Funding Milestone (35%)

Achievement of at least A\$15 million of equity funding. For this purpose, equity funding counted is limited to equity funding sourced through brokers or otherwise attracting broker fees or broker incentive securities. Funding counted for this milestone cannot be counted for the Funding Award condition.

KPI 2 – Share Price Milestone (25%) and Gateway

Measured by reference to the percentage change in the 20-day VWAP ending on 1 December 2026 relative to the Baseline Share Price (being A\$0.273).

The share price component operates as a gateway condition. If the share price outcome is less than negative 10% relative to the Baseline Share Price, no vesting can occur for Equity Funding (*KPI 1*), Strategic Agreement (*KPI 3*) or the Board Discretion (*KPI 4*) FY26 LTI milestones. If the share price outcome is between negative 10% and zero, the share price milestone does not vest, but the other FY26 LTI milestones may still be assessed. Above zero, the share price milestone vests on a banded basis, with higher vesting applying at higher percentage increases relative to the baseline share price.



KPI 3 – Strategic Agreement (25%)

Board-approved and executed strategic technology, offtake or licence agreement with Strategic Resources LLC. technology.

KPI 4 – Board Discretion (15%)

Up to 15% of the FY26 LTI may be awarded at the Board's discretion for overall qualitative outcomes or extraordinary achievements during the period to 30 November 2026

For vesting dates in 2027 and 2028, the relevant tranche will also require the 20-day VWAP ending immediately prior to the applicable vesting date to be at least equal to the Baseline Share Price (being A\$0.273) and the Managing Director to remain employed by the Company, failing which that tranche will lapse.

2. Recognition Securities

Subject to shareholder approval, the Company also proposes to grant the Managing Director 2,190,000 ZEPOs as a once-off recognition award.

The award is intended to recognise the period from the Managing Director's appointment to the 2025 AGM and is separate from the FY26 LTI and Funding Award arrangements.

The Recognition Securities will vest as follows:

- 1,095,000 ZEPOs on shareholder approval of the grant; and
- 1,095,000 ZEPOs to vest on the date of the 2026 Annual General Meeting, provided the 20-day VWAP ending immediately prior to that vesting date is at least A\$0.105 and the Managing Director remains employed or is otherwise treated as a good leaver under the applicable plan rules.

The Recognition Securities will have a nil exercise price and a five-year term from the date of issue.

3. Funding Award

The Board has also agreed a separate funding-based incentive arrangement for the Managing Director for the period from to 30 November 2026.



The Funding Award is separate from the FY26 LTI and applies only to non-brokered funding, comprising:

- grants;
- equity funding raised without broker fees or broker incentive securities and at no greater than a 15% discount to the 20-day VWAP ending immediately prior to the relevant funding transaction; and
- government debt classified as such by the Board.

The Funding Award is calculated at the following rates:

- 6% of grants;
- 3% of eligible equity funding up to and including A\$10 million;
- 2% of eligible equity funding above A\$10 million and up to and including A\$20 million;
- 1% of eligible equity funding above A\$20 million; and
- 1% of eligible government debt.

The Funding Award is not subject to the *KPI 2* share price gateway. Funding counted for *KPI 1* cannot also be counted for the Funding Award.

The Funding Award may be satisfied in cash or, subject to shareholder approval, in additional ZEPOs at the Board's discretion. If the Board elects to satisfy all or part of the Funding Award in ZEPOs, the number of ZEPOs to be issued will be determined by dividing the relevant award amount by the 20-day VWAP ending immediately prior to announcement of the relevant funding transaction.

If shareholder approval is not obtained for any Funding Award securities and the Board does not elect to pay cash, no Funding Award securities will be issued. This summary is subject to the full terms to be set out in the relevant notice of meeting.