

21 April 2026

## General Meeting – Notice and Proxy Form

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Notice is hereby given that a General Meeting (**Meeting**) of Shareholders of Olympio Metals Limited (OLY) (ACN 619 330 648) (**Company**) will be held at 10:00am WST on Thursday, 21 May 2026 at Exchange Tower, Level 15, 2 The Esplanade, Perth, Western Australia

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) to shareholders, unless a shareholder has requested a hard copy. Instead, a copy of the NOM is available at:

<https://olympiometals.com.au/investor-dashboard>

Olympio Metals shareholders who have elected to receive electronic communications from the Company have received, or will shortly receive, an email containing instructions about how to view or download a copy of the Notice of Meeting (or request a hard copy of it), as well as instructions on how to lodge their proxies.

Any Olympio Metals shareholder who would like to obtain a free paper copy of the Notice of Meeting can request a copy by contacting Olympio Metals on [info@olympiometals.com.au](mailto:info@olympiometals.com.au)

Shareholders are encouraged to lodge their proxy vote online at [au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com)

The Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out in the Proxy Form. Shareholders can also lodge their vote by going to [au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com) or via a mobile device using the QR code and following the instructions on how to vote online on your enclosed Proxy Form.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at [au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com).

Your proxy voting instruction must be received by no later than by 10:00am (AWST) on Tuesday, 19 May 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.

Yours sincerely

Simon Andrew  
Non-Executive Chairman

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**OLYMPIO METALS LIMITED**  
**ACN 619 330 648**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)

**DATE:** 21 May 2026

**PLACE:** Level 15, 2 The Esplanade, Perth, WA 6000

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

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 19 May 2026.***

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**BUSINESS OF THE MEETING**

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**AGENDA**

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**1. RESOLUTION 1 – APPROVAL TO ISSUE UPFRONT CONSIDERATION SHARES TO LIA ENERGY HOLDINGS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Shares to Lia Energy Holdings LLC (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**Dated: 16 April 2026**

By order of the Board

**Simon Andrew**  
**Non-executive Chairman**

## Voting Exclusion Statements

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In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Approval to Issue Upfront Consideration Shares to Lia Energy Holdings</b>
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Lia Energy Holdings LLC (or its nominee(s)) or any other 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
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However, this does not apply to a vote cast in favour of the Resolution by:

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

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9225 5355.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### 1. BACKGROUND TO THE RESOLUTION

#### 1.1 Background

On 24 February 2026, the Company announced that it had entered into a binding option agreement (**Option Agreement**) with Lia Energy Holdings LLC (**Lia Energy**), pursuant to which Lia Energy granted an exclusive and binding option (**Option**) to acquire 100% of the legal and beneficial interest in the Raven Silver Project located in Montana, USA and Sawtooth Antimony Project located in Idaho, USA, and all associated assets (**Sale Assets**) (**USA Acquisition**).

Following the announcement of the USA Acquisition on 24 February 2026, the Company has been undertaking due diligence in respect of the Sale Assets. Due diligence is progressing and the Company is seeking Shareholder approval at this Meeting so that, should it elect to exercise the option to acquire the Sale Assets, it will have the requisite shareholder approval in place to issue the Upfront Consideration Shares on Settlement without delay.

For further information with respect to the USA Acquisition, refer to the Company's ASX Announcement dated 24 February 2026.

#### 1.2 Option Agreement

The Company is currently completing due diligence in respect of the Sale Assets pursuant to the Option Agreement. The Option may be exercised by the Company at any time during the period of 90 days from the date of execution of the Option Agreement (**Option Period**), being a period expiring on or around 25 May 2026, subject to any extension agreed between the parties. The Company may also elect to exercise the Option early at any time during the Option Period.

Subject to the valid exercise of the Option and satisfaction or waiver of other customary conditions precedent, completion of the acquisition of the Sale Assets (**Settlement**), the Company has agreed to pay and/or issue the following consideration to Lia Energy (or its nominee(s))

- (a) on Settlement, up to 15,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) (**Upfront Consideration Shares**), subject to obtaining Shareholder approval (the subject of Resolution 1);
- (b) 5,000,000 Shares to be issued as soon as practicable following receipt and announcement by the Company of the commencement of drilling at the Silver Project mine within 2 years from Settlement, subject to obtaining Shareholder approval;
- (c) \$750,000 worth of Shares as soon as practicable following receipt and announcement by the Company of a drilling intercept result from one of the projects exceeding (30oz) 933 gram-metre AgEq within 5 years from Settlement, subject to obtaining Shareholder approval;
- (d) \$1,000,000 in cash as soon as practicable following announcement by the Company of a JORC or NI43-101 compliant Mineral Resource Estimate from any of the projects of at least 250koz AgEq at an average grade  $\geq 100\text{g/t}$  AgEq using a minimum cut-off grade of  $30\text{g/t}$  within 7 years from Settlement; and
- (e) \$2,000,000 in cash as soon as practicable following the Company commencing commercial production from any of the projects within 10 years from Settlement.

The Upfront Consideration Shares will be subject to a 12-month voluntary escrow from the date of issue.

The Option Agreement otherwise contains terms and conditions considered standard for an agreement of its type. Refer to the Company's ASX Announcement dated 24 February 2026 for further information.

The USA Acquisition was introduced to the Company by Spark Plus Pte Ltd (**Spark**) pursuant to a mandate entered into on 19 February 2026 (**Spark Mandate**). In accordance with the terms of the Spark Mandate, the Company agreed to pay Spark (or its nominee(s)) an introductory fee upon the completion of the USA Acquisition. Shareholder approval for the issue of Securities comprising the introductory fee payable to Spark was obtained at the general meeting of the Company held on 17 April 2026.

The Company is seeking Shareholder approval for the proposed issue of the Upfront Consideration Shares under Resolution 1 so that, should the Company elect to exercise the Option following completion of due diligence, it will have the necessary shareholder approval in place to proceed with the issue of the Upfront Consideration Shares on Settlement.

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## **2. RESOLUTION 1 – APPROVAL TO ISSUE UPFRONT CONSIDERATION SHARES TO LIA ENERGY HOLDINGS**

### **2.1 General**

As set out in Section 1.2 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 15,000,000 Upfront Consideration Shares to Lia Energy in part consideration for the acquisition of the Sale Assets under the Option Agreement. The Company is currently undertaking due diligence in respect of the Sale Assets and, subject to the outcome of that process, may elect to exercise the Option. Shareholder approval is being sought at this time to ensure that, if the Company elects to exercise the Option, it has the necessary approvals in place to issue the Upfront Consideration Shares on Settlement without delay.

### **2.2 Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### **2.3 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may be required to re-negotiate the terms of the Option Agreement in order to satisfy its obligations to Lia Energy.

### **2.4 Technical information required by Listing Rule 7.3**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Upfront Consideration Shares will be issued to Lia Energy Holdings LLC (or its nominee(s)).

REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	Up to 15,000,000 Upfront Consideration Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company expects to issue the Securities on Settlement. Settlement is expected to occur within 5 Business Days of the satisfaction or waiver of all conditions precedent to completion following the exercise of the Option by the Company.</p> <p>In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price, in part consideration for the acquisition under the Option Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Option Agreement as part of the consideration payable for the acquisition of the Sale Assets (should the Company elect to exercise the Option prior to the expiry of the Option Period).
<b>Summary of material terms of agreement to issue</b>	The Securities are being issued under the Option Agreement, a summary of the material terms of which is set out in Section 1.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

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

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of directors of the Company.

**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.

**Chair** means the chair of the Meeting.

**Company** means Olympio Metals Limited (ACN 619 330 648).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Lia Energy** means Lia Energy Holdings LLC

**Listing Rules** means the Listing Rules of ASX.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** has the meaning given in Section 1.1.

**Option Agreement** has the meaning given in Section 1.1.

**Option Period** has the meaning given in Section 1.2.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Sale Assets** has the meaning given in Section 1.1.

**Section** means a section of the Explanatory Statement.

**Security** means a Share or option to acquire a Share or an equity security (as defined in the Listing Rules) (as applicable).

**Settlement** has the meaning given in Section 1.2.

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






**Shareholder** means a registered holder of a Share.

**Upfront Consideration Shares** has the meaning given in Section 1.2.

**USA Acquisition** has the meaning given in Section 1.1.

# PROXY FORM

**LODGE YOUR VOTE**

-  **ONLINE**  
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**  
Olympio Metals Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Olympio Metals Limited and entitled to participate in and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**      **OR** if you are **NOT** appointing the Chairman 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 Chairman 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 the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (WST) on Thursday, 21 May 2026 at Level 15, 2 The Esplanade, Perth, WA (the Meeting)** and at any postponement or adjournment of the Meeting.

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

**STEP 1**

**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. Please read the voting instructions overleaf before marking any boxes with an

**Resolutions**

	For	Against	Abstain*
1 Approval to Issue Upfront Consideration Shares to Lia Energy Holdings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**



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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Tuesday, 19 May 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Olympio Metals Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**