28 October 2026

Dear Shareholders

Annual General Meeting of Omnia Metals Group Limited

You are invited to attend the annual general meeting of shareholders of Omnia Metals Group Limited (**Company**) (ASX: OM1) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Friday, 27 November 2026 at 10:00AM (AWST) (**Meeting**).

In accordance with recent modifications of the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is 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 the Act, 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:

- via the Company's website at www.omniametals.com.au/announcements;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/OM1; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at quinton@omniametals.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely

Quinton Meyers

Quinton Meyers
Non-executive Director & Company Secretary
Omnia Metals Group Limited

Authorised for release by the Board of Omnia Metals Group Limited.

Omnia Metals Group Limited

(ACN 648 187 651)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Friday, 27 November 2026

10:00AM (AWST)

To be held in person at 22 Townshend Road, Subiaco WA 6008

The Annual Report is available online at www.omniametals.com.au

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 08 9388 0051.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Omnia Metals Group Limited (ACN 648 187 651) (**Company**) will be held in person at 22 Townshend Road, Subiaco WA 6008 on Friday, 27 November 2026 commencing at 10:00AM (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 4:00PM (AWST) on Wednesday, 25 November 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass as a **non-binding resolution** the following:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2026 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr Quinton Meyers

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

"That, for the purpose of clause 7.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Quinton Meyers, a Director, retires, and being eligible, is re-elected as a Director with immediate effect."

3. Resolution 3 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Adoption of Employee Securities Incentive Plan

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

"That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the adoption of the employee incentive scheme of the Company known as the "OM1 Employee Securities Incentive Plan" and the issue of up to a maximum of 61,034,381 Equity Securities under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is eligible to participate in the Employee Securities Incentive Plan; or

(b) an Associate of that person or those persons.

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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the 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 Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

    (i) a member of the Key Management Personnel; or

    (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. Resolution 5(a) – Approval to issue Director Performance Rights to Director (Mr Patrick Glovac)

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 17,000,000 Director Performance Rights (comprising 8,500,000 Class A Director Performance Rights and 8,500,000 Class B Director Performance Rights) to Mr Patrick Glovac (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Patrick Glovac (and/or his nominees)); or

(b) an Associate of that person or those persons.

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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the 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 Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5(a) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5(a) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 5(a) Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 5(b) – Approval to issue Director Performance Rights to Director (Mr Quinton Meyers)

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 5,000,000 Director Performance Rights (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Quinton Meyers (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Quinton Meyers (and/or his nominees)); or

(b) an Associate of that person or those persons.

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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the 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 Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5(b) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5(b) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

   (i) a member of the Key Management Personnel; or

   (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 5(b) Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 5(c) – Approval to issue Director Performance Rights to Director (Mr Christopher Zielinski)

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 5,000,000 Director Performance Rights (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Christopher Zielinski (and/or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Christopher Zielinski (and/or his nominees)); or

(b) an Associate of that person or those persons.

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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the 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 Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5(c) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5(c) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

   (i) a member of the Key Management Personnel; or

   (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 5(c) Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. Resolution 6 – Approval to issue Placement Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) 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

(b) an Associate of that person or those persons.

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 directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the 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.

Dated 28 October 2026

BY ORDER OF THE BOARD

Quinton Meyers

Quinton Meyers
Non-Executive Director & Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at 22 Townshend Road, Subiaco WA 6008 on Friday, 27 November 2026 commencing at 10:00AM (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and

(d) either of the following applies:

(i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 1, 4 and 5(a) – 5(c) unless you direct them how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 1, 4 and 5(a) – 5(c) by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

Online

Vote online at https://portal.automic.com.au/investor/home or scan the QR code in the enclosed proxy form and simply follow the instructions.

By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic Group, GPO Box 5193, Sydney NSW 2001
IN PERSON	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000,
BY EMAIL	meetings@automicgroup.com.au
BY FACSIMILE	+61 2 8583 3040

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at www.omniametals.com.au;

(b) ask questions or make comment on the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the

Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting, held on 12 November 2025, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Quinton Meyers

5.1 General

Listing Rule 14.5 and clause 7.2(b) of the Constitution require that the Company hold an election of Directors at each annual general meeting.

Clause 7.2(a) of the Constitution and Listing Rule 14.4 provide that a Director (other than a Managing Director) must not hold office without re-election past the third annual general meeting following the Director's appointment or last election, or for more than 3 years, whichever is the longer.

Under clause 7.2(b)(iv) of the Constitution, if no person is standing for election as a new Director, no Director appointed by the Board since the last annual general meeting is standing for election and no Director is required to retire due to the tenure limitation in clause 7.2(a), then any Director who wishes to retire and stand for re-election may do so. Otherwise, the Director who has been in office the longest without re-election must retire and stand for re-election.

Mr Quinton Meyers was appointed as a Director on 22 December 2023 and was last elected by Shareholders at the annual general meeting held on 14 November 2024. Mr Christopher

Zielinski and Mr Patrick Glovac were each last elected at the annual general meeting held on 12 November 2025. Mr Meyers is therefore the Director who has been in office the longest without re-election. Accordingly, Mr Meyers retires in accordance with clause 7.2(b)(iv) of the Constitution and, being eligible, seeks re-election.

If Resolution 2 is passed, Mr Meyers will be re-elected as a Director with effect from the conclusion of the Meeting. If Resolution 2 is not passed, Mr Meyers will cease to be a Director at the conclusion of the Meeting.

5.2 Qualifications and other material directorships

Mr Meyers holds a Bachelor of Commerce and is a member of Chartered Accountants Australia & New Zealand.

Mr Meyers has over nine years of experience working in equities markets in the capacity of a Stockbroker, Company Secretary and Accountant for multiple ASX listed companies, gaining exposure to the Resource, Oil and Gas and Technology sectors. During this time, Mr Meyers has worked on multiple initial public offers (IPO), reverse takeovers (RTO) and equity capital markets (ECM) transactions while developing his knowledge of the ASX Listing Rules and Corporations Act.

Mr Meyers is currently a non-executive director of High-Tech Metals Ltd (ASX:HTM) (since 30 October 2023) and Prominence Energy Limited (ASX:PRM) (since 6 September 2024). Mr Meyers also serves as Company Secretary of the Company.

Mr Meyers has served as a Director of the Company since 22 December 2023. The Board does not consider Mr Meyers to be an independent Director.

5.3 Board Recommendation

The Board (excluding Mr Meyers) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of the Resolution.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements over a period commencing from the date of the annual general meeting at which approval is obtained and expiring on the earlier of the following:

(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of approximately $5,696,542 (based on the number of

Shares on issue and the closing price of Shares of $0.014 on 7 October 2026) and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

6.2 Description of Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX:OM1) and Listed Options (ASX:OM1O).

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where the convertible securities were issued or agreed to be issued before the commencement of the relevant period, or the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where the agreement was entered into before the commencement of the relevant period, or the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that became fully paid in the relevant period;

(vi) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 406,895,879 Shares and therefore, subject to Shareholders approving Resolution 3, has a capacity to issue:

(i) 61,034,381 Equity Securities under Listing Rule 7.1; and

(ii) 40,689,587 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per security that is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Company will only issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) The Equity Securities will be issued for a cash consideration per security that is not less than 75% of the VWAP for the Company's Equity Securities in the same class over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The Company can only issue Equity Securities under the 10% Placement Facility for cash consideration. The Company intends to use the funds raised towards continued exploration and evaluation of its existing projects, the assessment and acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

(d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A"

calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:

(iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on issue (Variable "A")	**Dilution**	**$0.007** 50% decrease in issue price	**$0.014** Current issue price	**$0.028** 100% increase in issue price
406,895,879 (Current)	Shares issued (10% voting dilution) Funds raised	40,689,587 Shares $284,827	40,689,587 Shares $569,654	40,689,587 Shares $1,139,308
610,343,819 (50% increase*)	Shares issued (10% voting dilution) Funds raised	61,034,381 Shares $427,241	61,034,381 Shares $854,481	61,034,381 Shares $1,708,963
813,791,758 (100% increase*)	Shares issued (10% voting dilution) Funds raised	81,379,175 Shares $569,654	81,379,175 Shares $1,139,308	81,379,175 Shares $2,278,617

*The number of Shares on issue (variable "A" in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under Listing Rule 7.1 (including the Placement Shares the subject of Resolution 6).

The table has been prepared on the following assumptions:

(v) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;

(vi) no Options or Performance Rights (including any Listed Options issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities;

(vii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

(viii) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;

(ix) the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;

(x) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and

(xi) the current issue price is $0.014, being the closing price of the Shares on ASX on 7 October 2026.

(e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

(f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 12 November 2025. In the 12 months preceding the date of the Meeting, the Company issued a total of 29,646,671 Equity Securities under Listing Rule 7.1A.2, representing approximately 5.99% of the total number of Equity Securities on issue at the commencement of that 12 month period (being 495,342,795 Equity Securities, comprising 277,716,703 Shares, 208,751,092 Options and 8,875,000 Performance Rights). Details of that issue are as follows:

Date of issue	23 April 2026
Number and class of Equity Securities	29,646,671 Shares (being part of the placement of 75,054,176 Shares announced on 15 April 2026, the balance of which was issued under Listing Rule 7.1). The issue was subsequently ratified by Shareholders under Listing Rule 7.4 at the general meeting held on 24 June 2026.
Recipients	Professional and sophisticated investors identified through a bookbuild process conducted by the lead manager to the placement, GTT Ventures Pty Ltd. None of the recipients were related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of those persons who were issued more than 1% of the issued capital of the Company.
Issue price and discount	$0.02 per Share, representing a discount of 9.1% to the closing market price of Shares of $0.022 on 10 April 2026, being the last trading day before the placement was announced on 15 April 2026.
Total cash consideration and use of funds	$592,933 (before costs). As set out in the Company's announcement of 15 April 2026, the funds raised under the placement, together with the Company's existing cash reserves, are being applied over the 12 months following the placement towards the Company's existing projects ($1,500,000), the Stibnite Ridge and Radix Projects ($750,000), costs of the acquisition ($50,000), costs of the capital raising ($60,000) and corporate administration and working capital

	($931,327). As at the date of this Notice, approximately $300,000 of the funds raised under Listing Rule 7.1A has been spent on those purposes, and the remaining funds are intended to be applied towards the same purposes.

(g) For the purposes of Listing Rule 14.1A:

(i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and

(ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior Shareholder approval under Listing Rule 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

(h) At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities under the 10% Placement Facility. Accordingly, no voting exclusion statement has been included in respect of Resolution 3.

6.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 3.

7. Resolution 4 – Adoption of Employee Securities Incentive Plan

7.1 General

The Company operates an employee incentive scheme that complies with Division 1A of Part 7.12 of the Corporations Act, known as the "OM1 Employee Securities Incentive Plan" (**Plan**). The Plan was first approved by Shareholders at the Company's annual general meeting held on 8 November 2022, and Shareholders last approved the issue of Equity Securities under the Plan (up to a maximum of 32,563,755 Equity Securities) at the annual general meeting held on 12 November 2025.

Since that approval, the number of Shares on issue has increased from 217,091,703 to 406,895,879. The Board considers it appropriate to seek fresh Shareholder approval of the Plan so that the maximum number of Equity Securities that may be issued under the Plan in reliance on Listing Rule 7.2 Exception 13(b) reflects the Company's current capital structure. The terms of the Plan are unchanged from those approved by Shareholders on 12 November 2025.

The Directors consider it desirable to provide an opportunity for eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure that the interests of Shareholders, management and employees of the Company are aligned.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.2 Exception 13(b) for the adoption of the Plan and the issue of up to 61,034,381 Equity Securities under the Plan.

7.2 Listing Rules 7.1 and 7.2 Exception 13(b)

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the limits imposed by Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder approval. Listing Rule 7.2 Exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme if, within 3 years before the issue date, Shareholders have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Participation in the Plan is limited to Directors, employees and service providers of the Company (and certain 'related persons' of those persons). If an issue is to be made under the Plan to a Director (or an associate of a Director), separate Shareholder approval will need to be obtained under Listing Rule 10.14. The Director Performance Rights the subject of Resolutions 5(a) – 5(c) are not being issued under the Plan.

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to Resolution 4:

(a) a summary of the terms of the Plan is set out in Schedule 2;

(b) no Equity Securities have been issued under the Plan since the date of the last approval, being 12 November 2025;

(c) at the date of the Notice, the Company has not agreed to issue any Equity Securities under the Plan;

(d) a maximum of 61,034,381 Equity Securities would be available to be issued under the Plan if approved by Shareholders (representing approximately 15% of the number of Shares on issue as at the date of this Notice). This maximum number of Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Equity Securities to be issued under the Plan for the purposes of Listing Rule 7.2 Exception 13(b). In any event, no Equity Securities will be issued if to do so would contravene any applicable laws; and

(e) a voting exclusion statement in respect of Resolution 4 has been included in this Notice.

7.3 Listing Rule 14.1A

If Resolution 4 is passed, any issue of Equity Securities under the Plan to eligible participants (other than Directors and their associates) over the 3 years after the date of the Meeting (up to the maximum of 61,034,381 Equity Securities) will not use up a portion of the Company's Listing Rule 7.1 and 7.1A capacity when that issue is made. This means that the Company will preserve its flexibility to issue Equity Securities without seeking Shareholder approval if and when it issues Equity Securities under the Plan.

If Resolution 4 is passed, the Company will still only be able to issue Equity Securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval. Any proposed issue of Equity Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under Listing Rule 10.14.

If Resolution 4 is not passed, the Company will continue to be able to rely on the approval obtained on 12 November 2025, under which up to 32,563,755 Equity Securities may be issued under the Plan as an exception to Listing Rules 7.1 and 7.1A until 12 November 2028. Any issue of Equity Securities under the Plan in excess of that number will not be exempt from Listing Rules 7.1 and 7.1A and will use up a portion of the Company's Listing Rule 7.1 and 7.1A capacity at the relevant time (unless another exception applies).

7.4 Board Recommendation

Directors are eligible to be offered Equity Securities under the Plan and, accordingly, the Directors do not consider it appropriate to make a recommendation to Shareholders in relation to Resolution 4. The Chair intends to vote all undirected proxies in favour of Resolution 4.

8. Resolutions 5(a) – 5(c) – Approval to issue Director Performance Rights to Directors (Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski)

8.1 General

Resolutions 5(a) – 5(c) seek the approval of Shareholders for the issue of a total of 27,000,000 Performance Rights (**Director Performance Rights**) to the Directors, as follows:

(a) 17,000,000 Director Performance Rights (comprising 8,500,000 Class A Director Performance Rights and 8,500,000 Class B Director Performance Rights) to Mr Patrick Glovac (and/or his nominees) (being the subject of Resolution 5(a));

(b) 5,000,000 Director Performance Rights (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Quinton Meyers (and/or his nominees) (being the subject of Resolution 5(b)); and

(c) 5,000,000 Director Performance Rights (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Christopher Zielinski (and/or his nominees) (being the subject of Resolution 5(c)),

in accordance with sections 195(4) and 208 of the Corporations Act and Listing Rule 10.11.

The Director Performance Rights will be issued in two equal classes. The Class A Director Performance Rights will vest upon the Company's Shares achieving a VWAP of at least $0.02 per Share over a period of 20 consecutive Trading Days on which trades in the Shares are recorded on the ASX. The Class B Director Performance Rights will vest upon the Company's Shares achieving a VWAP of at least $0.025 per Share over a period of 20 consecutive Trading Days on which trades in the Shares are recorded on the ASX. Each class will expire on the date that is three (3) years from the date of issue.

The terms and conditions of the Director Performance Rights are set out in Schedule 3. The Director Performance Rights are not being issued under the Plan.

The Director Performance Rights are being issued to incentivise and reward the Directors of the Company. The Board considers that the grant of the Director Performance Rights is an appropriate and cost effective means of remunerating and incentivising the Directors, as it aligns the interests of the Directors with those of Shareholders by linking vesting to an increase in the Company's Share price, assists the Company to retain its Directors and preserves the Company's cash reserves for its exploration activities and operations.

The number of Director Performance Rights proposed to be issued to each Director has been determined having regard to the role and responsibilities of each Director, their skills and experience, their existing remuneration and security holdings, the current market price of Shares and market practice for companies of a similar size and stage of development to the Company. Each Director is expected to contribute to the satisfaction of the vesting conditions through their role in setting and implementing the Company's strategy.

Each of Resolutions 5(a), 5(b) and 5(c) is a separate resolution and is not conditional on the passing of any other Resolution.

8.2 Section 195(4) of the Corporations Act

Each of the Directors has a material personal interest in the outcome of Resolutions 5(a) – 5(c) (as applicable to each Director) by virtue of the fact that Resolutions 5(a) – 5(c) are concerned with the issue of Director Performance Rights to the Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at a Board meeting necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

8.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Performance Rights constitutes giving a financial benefit to Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski, who are related parties of the Company by virtue of being Directors.

As the Director Performance Rights are proposed to be issued to all of the Directors, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. Shareholder approval for the issue of the Director Performance Rights is therefore sought for the purposes of Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issue of the Director Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the proposed issue of the Director Performance Rights requires the approval of Shareholders under Listing Rule 10.11.

8.5 Listing Rule 14.1A

If Resolutions 5(a) – 5(c) are passed, the Company will be able to proceed with the issue of the Director Performance Rights within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Director Performance Rights will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If any of Resolutions 5(a) – 5(c) is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights the subject of that Resolution.

8.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 5(a) – 5(c):

(a) the Director Performance Rights will be issued to the following current Directors of the Company: Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski (and/or their respective nominees);

(b) each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski falls within the category of Listing Rule 10.11.1 by virtue of being a Director of the Company and, if applicable, their nominees will fall within the category of Listing Rule 10.11.4 by virtue of being Associates of a Director;

(c) a total of 27,000,000 Director Performance Rights will be issued as follows:

(i) 17,000,000 (comprising 8,500,000 Class A Director Performance Rights and 8,500,000 Class B Director Performance Rights) to Mr Patrick Glovac (and/or his nominees);

(ii) 5,000,000 (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Quinton Meyers (and/or his nominees); and

(iii) 5,000,000 (comprising 2,500,000 Class A Director Performance Rights and 2,500,000 Class B Director Performance Rights) to Mr Christopher Zielinski (and/or his nominees);

(d) details of the Directors' total remuneration package for the previous financial year and proposed total remuneration package for the current financial year (excluding the value of the Director Performance Rights) are as follows:

Name	**Total remuneration for the financial year ended 30 June 2026**	**Current financial year (ending 30 June 2027)**
Mr Patrick Glovac[1]	$202,373	$100,000
Mr Quinton Meyers[2]	$95,441	$50,000
Mr Christopher Zielinski[3]	$97,869	$60,000

Notes:

1. For FY2026, Mr Glovac received $97,033 in salary and fees, $4,722 in annual leave benefits and $100,618 in equity-based payments, as set out in the Remuneration Report. Mr Glovac is an Executive Director and is currently entitled to a salary of $100,000 per annum (plus statutory superannuation).
2. For FY2026, Mr Meyers received $46,665 in director fees, $10,640 in superannuation payments and $38,136 in equity-based payments, as set out in the Remuneration Report. Mr Meyers is currently entitled to director fees of $50,000 per annum (plus statutory superannuation).
3. For FY2026, Mr Zielinski received $53,333 in director fees, $6,400 in superannuation payments and $38,136 in equity-based payments, as set out in the Remuneration Report. Mr Zielinski is Non-Executive Chairman and is currently entitled to director fees of $60,000 per annum (plus statutory superannuation).

(e) a summary of the material terms of the Director Performance Rights is set out in Schedule 3;

(f) the Director Performance Rights have been valued internally by the Company at $0.0125 for each Class A Director Performance Right and $0.0119 for each Class B Director Performance Right, being a total of $329,400 ($207,400 for Mr Glovac and $61,000 for each of Mr Meyers and Mr Zielinski). Details of the valuation are set out in Schedule 4;

(g) the Director Performance Rights will be issued no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(h) the Director Performance Rights will be issued for nil consideration and, accordingly, no funds will be raised from their issue. The Director Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;

(i) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	**Shares**	**Options**	**Performance Rights**
Patrick Glovac[1]	7,789,250	13,000,000	16,000,000
Quinton Meyers[2]	2,187,500	5,812,500	6,000,000

Christopher Zielinski[3]	2,687,500	6,000,000	6,500,000

Notes:

1. Comprising:
   (a) the following securities held indirectly by Kcirtap Securities Pty Ltd <N&P Glovac Family A/C>, an entity of which Mr Glovac is a director and shareholder: 4,739,250 Shares; 1,250,000 unlisted Options exercisable at $0.25 on or before 28 February 2027; 10,500,000 listed Options (ASX:OM1O) exercisable at $0.025 on or before 21 March 2028; and 16,000,000 Performance Rights; and
   (b) the following securities held indirectly by Murdoch Capital Pty Ltd <Glovac Superfund A/C>, an entity of which Mr Glovac is a director and shareholder: 3,050,000 Shares; and 1,250,000 listed Options (ASX:OM1O) exercisable at $0.025 on or before 21 March 2028.
2. Comprising:
   (a) 1,562,500 Shares, 5,500,000 listed Options (ASX:OM1O) exercisable at $0.025 on or before 21 March 2028 and 6,000,000 Performance Rights held directly; and
   (b) 625,000 Shares and 312,500 listed Options (ASX:OM1O) exercisable at $0.025 on or before 21 March 2028 held indirectly by Meybar Pty Ltd <Meybar SMSF A/C>, an entity of which Mr Meyers is a director and shareholder.
3. Comprising:
   (a) 50,000 Shares and 500,000 Performance Rights held directly; and
   (b) the following securities held indirectly by YMG Fine Art Pty Ltd, an entity of which Mr Zielinski is a director and shareholder: 2,637,500 Shares; 6,000,000 listed Options (ASX:OM1O) exercisable at $0.025 on or before 21 March 2028; and 6,000,000 Performance Rights.

(j) if the Director Performance Rights granted to the Directors vest and are converted, a total of 27,000,000 Shares would be issued. This will increase the number of Shares on issue from 406,895,879 to 433,895,879 (assuming that no other Options or Performance Rights are exercised or converted, and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 6.22%;

(k) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice is set out below:

	Price	**Date**
Highest	$0.030	23 January 2026 and 4 March 2026
Lowest	$0.011	28 July 2026
Last	$0.014	7 October 2026

(l) if each of Mr Patrick Glovac, Mr Quinton Meyers and Mr Christopher Zielinski converts all of the Director Performance Rights the subject of Resolutions 5(a) – 5(c) and no other Shares are issued by the Company, they would hold 5.71%, 1.66% and 1.77% respectively of the issued capital of the Company, on an undiluted basis;

(m) in respect of Resolutions 5(a) – 5(c):

   (i) the primary purpose of the grant of the Director Performance Rights is to reward the Directors, to provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their

respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Director Performance Rights to the Directors to be reasonable, given the necessity to attract and retain high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the Board (other than in respect of the relevant Resolution in which each Director has an interest) considered the extensive experience and reputation of the relevant Director within the industry, the role and responsibilities of the relevant Director, the current market price of Shares and current market practices when determining the number and vesting conditions of the Director Performance Rights to be issued to the Directors; and

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Performance Rights to the Directors;

(n) there is no formal written agreement in relation to the issue of the Director Performance Rights;

(o) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions; and

(p) a voting exclusion statement is included for each of Resolutions 5(a) – 5(c) in this Notice.

8.7 Board Recommendation

Each Director has a material personal interest in the outcome of Resolutions 5(a) – 5(c) on the basis that all of the Directors (or their nominee/s) are to be issued Director Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 5(a) – 5(c) of this Notice.

The Chair intends to vote all undirected proxies in favour of Resolutions 5(a) – 5(c), other than in respect of any Resolution on which the Chair is not permitted to vote undirected proxies under section 224 of the Corporations Act.

9. Resolution 6 – Approval to issue Placement Shares

9.1 General

The Company is seeking Shareholder approval for the issue of up to 150,000,000 Shares (**Placement Shares**) to professional and sophisticated investors to raise additional capital for the Company.

As at the date of this Notice, the Company has not entered into any agreement to issue the Placement Shares and the recipients and issue price of the Placement Shares have not been determined. The approval, if obtained, will provide the Company with the flexibility to raise capital by the issue of the Placement Shares at any time during the three (3) months after the Meeting, without using the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 150,000,000 Placement Shares.

9.2 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.

The proposed issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, Resolution 6 seeks Shareholder approval for the issue of the Placement Shares under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Placement Shares at any time during the three (3) months after the Meeting. In addition, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to issue the Placement Shares other than to the extent it has available placement capacity under Listing Rules 7.1 and 7.1A, which may limit the amount of capital the Company is able to raise without first obtaining further Shareholder approval.

9.4 Technical 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 Resolution 6:

(a) the Placement Shares will be issued to professional and sophisticated investors (within the meaning of section 708 of the Corporations Act) who have not yet been identified. The recipients will be identified by the Company and any broker or lead manager engaged by the Company, having regard to factors including demand for Shares, the Company's existing Shareholder base and prevailing market conditions;

(b) none of the recipients of the Placement Shares will be related parties of the Company or other persons to whom Listing Rule 10.11 applies (unless separate Shareholder approval is obtained). In accordance with paragraph 7.2 of ASX Guidance Note 21, as the recipients have not yet been identified, the Company is not able to confirm whether any member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of those persons will be issued more than 1% of the issued capital of the Company;

(c) up to 150,000,000 Placement Shares will be issued;

(d) the Placement 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;

(e) the Placement Shares will be issued no later than three (3) 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) and it is intended that the issue may occur progressively;

(f) the issue price of the Placement Shares will be not less than 80% of the VWAP for Shares calculated over the 5 Trading Days on which sales in the Shares were recorded immediately before the date on which the issue price is agreed;

(g) the purpose of the issue of the Placement Shares is to raise capital. The Company intends to apply the funds raised towards exploration and evaluation activities at the Radix REE-Gallium Project and the Stibnite Ridge Antimony-Silver Project in Montana, USA, exploration of the Company's Australian projects, the assessment of new project opportunities, the costs of the issue and general working capital;

(h) the Placement Shares are not being issued under an agreement;

(i) the Placement Shares are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is set out in the Notice in respect of Resolution 6.

9.5 Dilution

If all of the Placement Shares are issued, the number of Shares on issue will increase from 406,895,879 to 556,895,879 (assuming that no Options or Performance Rights are exercised or converted and no other Shares are issued), with the effect that the shareholding of existing Shareholders would be diluted by approximately 26.94%.

The table below sets out, for illustrative purposes only, the funds that would be raised (before costs) from the issue of all of the Placement Shares at a range of assumed issue prices. The actual issue price will be determined in accordance with Section 9.4(f) and may be higher or lower than the prices shown.

Assumed issue price	**Placement Shares issued**	**Funds raised (before costs)**
$0.010	150,000,000	$1,500,000
$0.015	150,000,000	$2,250,000
$0.020	150,000,000	$3,000,000
$0.025	150,000,000	$3,750,000

9.6 Board Recommendation

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 6.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2026.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

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

Board means the board of Directors.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Western Australia.

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

Class A Director Performance Rights means the Director Performance Rights that are subject to the Class A Vesting Condition set out in Schedule 3.

Class B Director Performance Rights means the Director Performance Rights that are subject to the Class B Vesting Condition set out in Schedule 3.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Omnia Metals Group Limited (ACN 648 187 651).

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

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Performance Rights has the meaning given in Section 8.1.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listed Options means listed options of the Company (ASX:OM1O) each with an exercise price of $0.025 and expiring on 21 March 2028.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share, subject to the satisfaction of vesting conditions.

Placement Shares has the meaning given in Section 9.1.

Plan has the meaning given in Section 7.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule has the meaning given in Section 4.

VWAP means volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Summary of the Plan

A summary of the key terms of the Plan is set out below:

1. **(Purpose of Plan)**: The purpose of the Plan is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

   (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Related Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Awards (being securities exercisable for Shares, including options and performance rights).

2. **(Eligibility to participate)**: An Eligible Participant means a person that:

   (a) is a "primary participant" (as defined in section 1100L(1)(a) of the Corporations Act or any amendment or replacement thereof) in relation to the Company or a Related Body Corporate; and

   (b) has been determined by the Board to be eligible to participate in the Plan from time to time.

3. **(Permitted Nominees)**: If an Eligible Participant is permitted in the Offer, they may, by written notice to the Board, nominate a Permitted Nominee in whose favour the Eligible Participant wishes to renounce the Offer. A "Permitted Nominee" is defined as a "related person" of an Eligible Participant (section 1100L(1)(b) of the Corporations Act) or a trustee(s) of a trust set up solely for the benefit of the Eligible Participant and/or a "related person".

4. **(Administration of Plan)**: The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its absolute discretion. The Board may delegate its powers and discretion.

5. **(Offers of Awards)**: The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an offer to that Eligible Participant to apply for Options or Performance Rights (**Awards**).

6. **(Applications for Awards)**: An Eligible Participant who wishes to apply to participate in the Plan in response to an Offer must provide a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the Offer, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation in order for that nominee to be granted the Awards the subject of the Offer.

7. **(Grant of Awards)**: The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Awards, subject to the terms and conditions set out in the Offer, the Plan rules and any ancillary documentation required.

8. **(Terms of Awards)**: Each Award represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to an Award being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Award by virtue of holding the Award.

9. **(Vesting of Awards)**: Any vesting conditions applicable to the grant of Awards will be described in the Offer. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Awards have vested. Unless and until the vesting notice is issued by the Company, the Awards will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Award are not satisfied and/or otherwise waived by the Board, that Award will lapse.

10. **(Delivery of Shares on exercise of Awards)**: As soon as practicable after the valid exercise of an Award by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Awards held by that Participant.

11. **(Exercise of Awards and cashless exercise)**: In the case of an Award which is an Option, to exercise an Award, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Awards (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. In the case of an Award which is a Performance Right, following the issue of a vesting notice, a vested Performance Right will automatically be exercised within the period specified by the Board in the relevant Offer.

    The Participant may elect not to be required to provide payment of the exercise price for the number of Awards specified in a notice of exercise, but that on exercise of those Awards the Company will transfer or issue to the Participant that number of Shares as are equal in value to the difference between the total exercise price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise, calculated in accordance with the following formula:

    S = A x (MSP – EP) / MSP

Where: **S** = number of Shares to be issued on exercise of the Awards; **A** = number of Awards; **MSP** = market value of Shares (calculated using the volume weighted average price at which Shares were traded on the ASX during the 5 trading-day period immediately preceding the exercise date); and **EP** = exercise price.

If the difference between the total exercise price otherwise payable for the Awards on the Awards being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then a holder will not be entitled to use the cashless exercise facility.

12. **(Restrictions on Dealing)**: A Participant may not sell, transfer, assign, grant a security interest over, option, swap, alienate or otherwise deal with an Award that has been granted to them. The Board may impose a restriction on dealing with Shares allocated on exercise or vesting of an Award. The Board may implement any procedure it considers appropriate to ensure the compliance by the Participant with this restriction, including the imposition of a holding lock or requiring that Shares be held in trust on behalf of the Participant.

13. **(Forfeiture of Awards)**: Where a Participant who holds Awards ceases to be an Eligible Participant or becomes insolvent, all unvested Awards will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Awards to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Awards held by that Participant to have been forfeited. Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

    (a) any Awards which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

    (b) any Awards which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

14. **(Change of control)**: If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its absolute discretion determine that:

    (a) all or a specified number of a Participant's unvested Awards are deemed to have vested;

    (b) all or a specified number of a Participant's Options may be exercised for a period specified by the Board, and if not exercised within that period, will lapse;

    (c) the dealing restrictions or any other terms which apply to the Award cease to apply; and/or

    (d) the dealing restrictions which apply to Shares allocated on the vesting of or exercise of an Award (as applicable) cease to apply.

15. **(Rights)**: All Shares issued under the Plan or issued or transferred to a Participant upon the valid exercise of an Award, will rank equally in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares.

16. **(Adjustment for capital reconstructions)**: If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Awards will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Awards are exercised. Unless otherwise determined by the Board, a holder of Awards does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

17. **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Awards and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Awards without exercising the Awards.

18. **(Amendment of Plan)**: Subject to the following, the Board may at any time amend any provisions of the Plan rules, including the terms upon which any Awards have been granted under the Plan, and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19. **(Term of Plan)**: The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

SCHEDULE 3 – Terms and Conditions of Director Performance Rights

The following terms and conditions apply to the Director Performance Rights:

1. Vesting Conditions

Subject to the terms and conditions below, each (1) Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon the following milestones being achieved (**Vesting Conditions**):

Vesting Condition	Expiry Date
Class A: Company achieving a VWAP of at least $0.02 over a period of 20 consecutive Trading Days on which trades in the Shares are recorded on the ASX	3 years from the date of issue
Class B: Company achieving a VWAP of at least $0.025 over a period of 20 consecutive Trading Days on which trades in the Shares are recorded on the ASX	3 years from the date of issue

2. Expiry Date

The Performance Rights will lapse at 5:00pm (AWST) on the date that is three (3) years from the date of issue of the Performance Rights (**Expiry Date**).

3. General Terms

(a) The Performance Rights will be granted for nil consideration, as their primary purpose is to provide a performance and retention linked incentive component of the remuneration package to each of the recipients (**Recipients**), to motivate and reward their performance with the Company.

(b) The Performance Rights will not convert to Shares until such time as the relevant Vesting Conditions referred to above have been satisfied.

(c) The Board may, at its discretion, and by notice to the Recipients, adjust or vary the terms of a Performance Right, subject to the requirements of the Listing Rules. No adjustment or variation to these terms will be made without the prior written consent of each Recipient, if such adjustment or variation would have a materially prejudicial effect upon that Recipient (in respect of their outstanding Performance Rights).

(d) The Performance Rights are otherwise subject to the following standard terms and conditions:

(i) (**No Voting Rights**) The Performance Rights do not entitle the Recipient to vote on any resolutions proposed at a general meeting of shareholders of the Company.

(ii) (**No Dividend Rights**) The Performance Rights do not entitle the Recipient to any dividends.

(iii) (**Rights on Winding Up**) The Performance Rights do not entitle the Recipient to participate in the surplus profits or assets of the Company upon winding up of the Company.

(iv) (**Not Transferable**) The Performance Rights are not transferable.

(v) (**Not Quoted**) The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into Shares, the Company must, within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.

(vi) (**Participation in Entitlements and Bonus Issues**) Recipients of Performance Rights will not be entitled to participate in new issues of securities offered to holders of Shares such as bonus issues and entitlement issues, unless and until the Recipient is entitled to convert the Performance Rights, and does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.

(vii) (**No Other Rights**) The Performance Rights give the Recipients no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

4. Conversion of Performance Rights

(a) A certificate or holding statement will be issued to each Recipient for their respective Performance Rights.

(b) Recipients may only convert their Performance Rights by delivering to the Company Secretary, in the period between the relevant Vesting Condition being satisfied and the relevant Expiry Date:

(i) the certificate or holding statement for the Performance Rights or, if either or both have been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company by relying on the declaration; and

(ii) a notice signed by the Recipient stating the Recipient wishes to convert the Performance Rights and specifying the number of Performance Rights which are converted.

(c) Vested Performance Rights may be converted in one or more parcels of any size. A conversion of only some Performance Rights shall not affect the rights of the Recipient to the balance of the Performance Rights held by the Recipient.

(d) The Company shall issue to the Recipient shares, and deliver holding statements following conversion within ten (10) Business Days of receipt of the notice described in 4.1(b)(ii).

(e) Shares issued following conversion of a Performance Right shall rank, from the date of issue, equally with existing shares of the Company in all respects.

5. Lapse of Performance Rights

(a) Subject to clauses 5.1(b) and 5.1(c), every Performance Right will lapse immediately and all rights attaching to the Performance Rights will be lost:

(i) if the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever

(including without limitation resignation or termination for cause) and the relevant Vesting Condition has not been satisfied; or

(ii) the Vesting Conditions are unable to be satisfied; or

(iii) the Vesting Conditions have been satisfied, however the Expiry Date has passed without the Recipient electing to convert their Performance Rights pursuant to clause 4.1(b);

whichever is earlier.

(b) If the Expiry Date of a Performance Right falls outside any applicable trading window, then the Expiry Date of such Performance Right shall be extended to the close of business on the 10th Business Day during the next applicable trading window.

(c) If the Recipient dies, becomes permanently disabled, resigns employment on the basis of retirement from the workforce or is made redundant by the relevant member of the Company (or any of its subsidiaries), prior to the Expiry Date of any Performance Rights granted to the Recipient (**Ceasing Event**) the following provisions apply:

(i) the Recipient or the Recipient's personal legal representative, where relevant, may convert those Performance Rights which at that date:

(A) have satisfied all relevant Vesting Conditions;

(B) have not already been converted; and

(C) have not lapsed or expired,

in accordance with clause 5.1(c)(iii);

(ii) at the absolute discretion of the Board, the Board may resolve that the Recipients, or the Recipients 's personal legal representative, where relevant, may convert those Performance Rights which at that date:

(A) have not satisfied their relevant Vesting Conditions; and

(B) have not lapsed or expired,

in accordance with clause 5.1(c)(iii) and, if the Board exercises that discretion, those Performance Rights will not lapse or expire other than as provided in clause 5.1(c)(iii);

(iii) the Recipient or the Recipient's personal legal representative (as the case may be) must convert those Performance Rights referred to in clause 5.1(c)(i) and, where permitted, clause 5.1(c)(ii), not later than the earliest of:

(A) the Expiry Date of the relevant Performance Rights; and

(B) the date which is 6 months after the Ceasing Event provided that in the case of Performance Rights referred to in clause 5.1(c)(ii), all Vesting Conditions have been met at that time (unless the Board decides to waive any relevant Vesting Conditions, in its absolute discretion); and

(iv) Performance Rights which have not been converted by the end of the period specified in clause 5.1(c)(iii) lapse immediately at the end of that period.

(d) Where:

(i) the Recipient ceases to be an employee or Director of, or to render services to, the Company (or any of its subsidiaries) for any reason whatsoever (including without limitation resignation or termination for cause) prior to the relevant Expiry Date, however the relevant Vesting Condition has been met, the Recipient is entitled to convert the Performance Rights for a period of up to 1 month after the date which the Recipient ceased to be a Recipient, after which the Performance Rights will lapse immediately.

6. Change in Control Event

(a) Change in Control Event means:

(i) the occurrence of:

(A) the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and

(B) that takeover bid has become unconditional; or

(ii) the announcement by the Company that:

(A) shareholders of the Company have (at a Court convened meeting of shareholders) voted (by the necessary majority) in favour of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and

(B) the Court, by order, approves the scheme of arrangement.

(b) On the occurrence of a Change of Control Event, the Board may in its sole and absolute discretion determine that any unvested Performance Rights will vest in the Recipients, despite the non-satisfaction of any Vesting Conditions and become convertible in accordance with clause 4.1(b), with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the Recipient is terminated or ceases in connection with the Change of Control Event.

(c) Whether or not the Board determines to accelerate the vesting of any Performance Rights, the Company shall give written notice of any proposed Change of Control Event to all Recipients.

(d) Upon the giving of such notice, the Recipient shall be entitled to convert, at any time within the 14-day period following the receipt of such notice, all or a portion of those Performance Rights granted to the Recipient which are then vested and convertible in accordance with their terms, as well as any unvested Performance Rights which shall become vested and convertible in connection with the Change of Control Event.

(e) Unless the Board determines otherwise (in its sole and absolute discretion), upon the expiration of such 14-day period, all rights of the Recipient to convert any outstanding Performance Rights, whether vested or unvested, shall terminate and all such Performance Rights shall immediately lapse, expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control Event.

In any event, the maximum number of Performance Rights that can be converted into Shares and issued upon a Change of Control Event pursuant to this clause **6** must not exceed 10% of the issued share capital of the Company (as at the date of the Change in Control event).

SCHEDULE 4 – Valuation of Director Performance Rights

The Director Performance Rights proposed to be issued to the Directors pursuant to Resolutions 5(a) to 5(c) have been valued internally by the Company as at 8 October 2026 (**Valuation Date**). The valuation is indicative only and the value of the Director Performance Rights at the date of issue may differ.

The Director Performance Rights are subject to Share price (market) vesting conditions, which under AASB 2 Share-based Payment are taken into account in determining the fair value of each security. They have been valued using an up-and-in barrier pricing model with a nil exercise price, on a basis consistent with the combination of Hoadley's Parisian Model and Hoadley's Barrier1 Model adopted in the independent valuations of the Company's existing Performance Rights. Under that approach, each vesting hurdle is first converted to an implied barrier price that allows for the requirement that the hurdle be met over 20 consecutive Trading Days, and the implied barrier price is then used to value the Director Performance Rights. The valuation has been cross-checked to a Monte Carlo simulation.

The following inputs have been used:

(a) spot price: $0.014, being the closing price of Shares on 7 October 2026 (the last day on which Shares traded prior to the Valuation Date);

(b) exercise price: nil;

(c) vesting hurdles: VWAP over a period of 20 consecutive Trading Days of at least $0.02 (Class A, being 50% of the Director Performance Rights; implied barrier price of approximately $0.0282) and at least $0.025 (Class B, being 50% of the Director Performance Rights; implied barrier price of approximately $0.0353);

(d) term: 3 years from the date of issue;

(e) volatility: 100%, having regard to the historical volatility of the Company's Share price;

(f) risk-free rate: 4.79% per annum (continuously compounded, based on the 3-year Australian Government bond yield of approximately 4.91% as at the Valuation Date); and

(g) dividend yield: nil.

On this basis, the Class A Director Performance Rights have been valued at $0.0125 each and the Class B Director Performance Rights have been valued at $0.0119 each.

Summary

The total value of the Director Performance Rights by recipient is as follows:

Director	Resolution	Class	Number	Value per Director Performance Right	Total value
Patrick Glovac	5(a)	Class A	8,500,000	$0.0125	$106,250
		Class B	8,500,000	$0.0119	$101,150
Quinton Meyers	5(b)	Class A	2,500,000	$0.0125	$31,250
		Class B	2,500,000	$0.0119	$29,750
Christopher Zielinski	5(c)	Class A	2,500,000	$0.0125	$31,250
		Class B	2,500,000	$0.0119	$29,750
Total – Class A			13,500,000	$0.0125	$168,750
Total – Class B			13,500,000	$0.0119	$160,650
Total			**27,000,000**		**$329,400**

OMNIA METALS GROUP LTD

Omnia Metals Group Ltd | ABN 68 648 187 651

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 25 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Omnia Metals Group Ltd, to be held at **10:00am (AWST) on Friday, 27 November 2026 at 22 Townshend Road, Subiaco WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5a, 5b and 5c (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5a, 5b and 5c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Mr Quinton Meyers			
3	Approval of 10% Placement Facility			
4	Adoption of Employee Securities Incentive Plan			
5a	Approval to issue Director Performance Rights to Director (Mr Patrick Glovac)			
5b	Approval to issue Director Performance Rights to Director (Mr Quinton Meyers)			
5c	Approval to issue Director Performance Rights to Director (Mr Christopher Zielinski)			
6	Approval to issue Placement Shares			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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