

29 October 2021

Level 1, 1292 Hay Street
West Perth WA 6005

Locked Bag 8
West Perth WA 6872

T: +61 8 9322 1182
F: +61 8 9321 0556

info@neometals.com.au
neometals.com.au

Neometals Ltd ACN 099 116 631

Dear Shareholder

Notice of Annual General Meeting

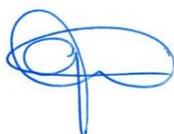
Neometals Ltd (**Company**) advises that it will hold its Annual General Meeting of Shareholders (**Meeting**) on Tuesday, 30 November 2021 at 3.00pm (AWST) at the Parmelia Hilton, 14 Mill Street, Perth, Western Australia.

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth)*, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from this website link www.neometals.com.au/agm/ or from the ASX Company Announcement Platform at asx.com.au (ASX: NMT).

In light of the uncertainty and risks posed by the COVID-19 pandemic, the Company will be conducting a hybrid meeting and encouraging virtual attendance at the Meeting through the online platform. Shareholders who register to attend and participate in the Meeting virtually will be able to watch the Meeting, cast an online vote, ask questions and make comments in real time via the online platform.

Technical difficulties may arise during the course of the Meeting and so the Directors still strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting. Your personalised proxy form is enclosed with this letter. For your proxy to be valid, the proxy form must be received by the Company by 3.00pm (AWST) on 28 November 2021.

Yours sincerely,



Jason Carone
COMPANY SECRETARY





Neometals

Neometals Ltd ABN 89 099 116 631

Notice of 2021 Annual General Meeting

Notice is given that the 2021 Annual General Meeting of Neometals Ltd ABN 89 099 116 631 (**Company**) will be held at 3:00pm (Perth Time) on Tuesday, 30 November 2021 at the Parmelia Hilton, 14 Mill Street, Perth, Western Australia, 6000.

Explanatory Materials accompany and form part of this Notice of Meeting and provide additional information on the Resolutions to be considered at the AGM. Terms used in this Notice of Meeting and the Explanatory Materials are defined in the Glossary.

This Notice of Meeting and the Explanatory Materials should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss any matter in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1182.

Hybrid meeting

In light of the uncertainty and risks posed by the COVID-19 pandemic, the Company will be enabling and encouraging virtual attendance at the AGM. Neometals Shareholders who do not plan to attend the AGM in person are encouraged to participate in the AGM by:

- completing and returning the enclosed Proxy Form;
- lodging questions in advance of the AGM by emailing questions to cosec@neometals.com.au; and
- attending the AGM virtually via <http://web.lumiagm.com/346974272>

Neometals Shareholders who participate in the AGM virtually will be able to watch the AGM, cast an online vote, ask questions and make comments in real time.

Further details of how Neometals Shareholders can participate in the AGM virtually are set out in this Notice of Meeting and the Virtual Extraordinary General Meeting Online Guide which is available at <https://www.neometals.com.au/agm/>.

Neometals Shareholders who wish to attend the AGM in person should consider the latest government advice and warnings before doing so, and monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.

Agenda items

Ordinary business

1 Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the year ended 30 June 2021.

Shareholders are invited to ask questions or make comments on these reports. A representative of the Company's auditor will be at the AGM to respond to any questions raised of the auditor or on the auditor's report in accordance with the Corporations Act.

Note: There is no requirement for Shareholders to approve these reports.

2 Remuneration report

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

Resolution 1

That the remuneration report for the year ended 30 June 2021 be adopted.

Note: The remuneration report is set out in the 2021 Annual Report of the Company. In accordance with the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP as disclosed in the remuneration report;
- by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or their Closely Related Parties,

unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

3 Re-election of directors

To consider and, if thought fit, to pass, respectively as separate and independent ordinary resolutions each of the following:

Resolution 2

That Douglas Ritchie, being a Director who retires by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election as a Director, is re-elected as a Director.

Resolution 3

That Jennifer Purdie, being a Director who retires by rotation in accordance with the Constitution and the Listing Rules, being eligible, offers herself for re-election as a Director, is re-elected as a Director.

Special business

4 Renewal of proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

Resolution 4

That the existing proportional takeover provisions set out in Rule 6 of the Constitution be reinserted for a further period of three years with effect from the date of the AGM, in accordance with section 648G of the Corporations Act.

5 Approval of increase to maximum aggregate remuneration of non-executive directors

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Resolution 5

That, for the purposes of Rule 8.3(a) of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration of the non-executive Directors for their services as directors of the Company be increased by \$200,000 from \$600,000 per annum to \$800,000 per annum in accordance with the terms set out in the Explanatory Materials.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by or on behalf of a Director and any of their associates. However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - 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

The Company will disregard any votes cast on Resolution 5 as a proxy by a member of the KMP or their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

Attending the AGM virtually

Registration

Neometals Shareholders can register to attend the AGM virtually via the online platform at <http://web.lumiagm.com/346974272>.

Online registration for the AGM will commence from 2.00pm (Perth Time) on 30 November 2021.

Participation

Neometals Shareholders who attend and participate in the AGM virtually will be able to watch the AGM, cast an online vote, ask questions and make comments in real time via the online platform at <http://web.lumiagm.com/346974272>.

To attend and participate virtually, Neometals Shareholders will need a computer, tablet or mobile device with internet access.

Neometals Shareholders will be able to vote in real time during the AGM when invited by the Chairman. Neometals Shareholders will be able to vote for, against or abstain on the Resolution through the online platform. The Resolution will be decided on a poll.

Further details of how Neometals Shareholders can participate in the AGM virtually are set out in this Notice of Meeting and the Virtual Extraordinary General Meeting Online Guide which is available at <https://www.neometals.com.au/agm/>.

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Neometals Shareholders impacted and the extent to which participation in the business of the AGM is affected. Where considered appropriate, the Chairman may continue to hold the AGM and transact business. For this reason, shareholders are encouraged to lodge a proxy by 3.00pm (Perth Time) on 28 November 2021 even if they plan to attend the AGM virtually.

Voting entitlements

The Board has determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, Shares will be taken to be held by the persons who are the registered holders at 4:00pm (Perth Time) on Sunday, 28 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Chairman

Mr Steven Cole will act as Chairman of the AGM (and, if Mr Steven Cole is unable to attend, another Director will act as Chairman of the AGM).

Proxies

- (a) Votes at the AGM may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The proxy form sent with this Notice of Meeting should be used for the AGM.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that

Shareholder's votes. An additional proxy form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

- (e) In the case of a Shareholder who is an individual, a proxy form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a proxy form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy thereof must be received by the Company as set out in paragraph (l) below.
- (g) Any corporation that is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of corporate representatives must be received by the Company as set out in paragraph (l) below or handed in at the AGM when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the AGM by a Shareholder's appointed proxy will automatically default to the Chairman of the AGM, who is required to vote proxies as directed on a poll.
- (i) Members of the KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 1 and 5 unless the Shareholder directs them how to vote or, in the case of the Chairman of the AGM, unless the Shareholder expressly authorises them to do so.
- (j) If a Shareholder intends to appoint a member of the KMP (other than the Chairman of the AGM) as their proxy, the Shareholder should ensure that they direct the member of the KMP how to vote on Resolutions 1 and 5.
- (k) If a Shareholder intends to appoint the Chairman of the AGM as their proxy for Resolution 1, Shareholders can direct the Chairman how to vote by marking one of the boxes for Resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, then by submitting the proxy form, the Shareholder will be expressly authorising the Chairman to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of members of the KMP.
- (l) Proxy forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be received by the Company by **3:00pm (Perth Time) on Sunday, 28 November 2021** as follows:

At the Company's share registry:

- (1) by post to the Company's share registry:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia
- (2) by facsimile to the Company's share registry:
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

At the Company's registered office:

- (3) by hand delivery to the Company's registered office:
Level 1, 1292 Hay Street
West Perth WA 6005
Australia
- (4) by post to the Company's registered office:

Locked Bag 8
West Perth WA 6872
Australia

- (5) by facsimile to the Company's registered office:
+61 8 9321 0556
- (6) by email to the Company Secretary
cosec@neometals.com.au.

Online

Alternatively, Shareholders can register their proxy voting instructions online at www.investorvote.com.au by **3:00pm (Perth Time) on Sunday, 28 November 2021**. Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.

Mobile

Alternatively, Shareholders can vote using their mobile phone by scanning the QR Code on the proxy form and following the prompts.

Custodians and nominees

Custodians and nominees are able to vote online at www.intermediaryonline.com.

BY ORDER OF THE BOARD

Jason Carone
Company Secretary
Neometals Ltd
29 October 2021

Explanatory Materials

These Explanatory Materials form part of the Notice of Meeting and have been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting.

Resolution 1 – Adoption of remuneration report

Background

The remuneration report for the year ended 30 June 2021 is set out in the Company's 2021 Annual Report.

The remuneration report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of key management personnel and the Company's performance; and
- sets out the remuneration arrangements in place for the Directors and other key management personnel.

Section 250R(2) of the Corporations Act requires the AGM to include a vote on the adoption of the remuneration report. In accordance with section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the discussion at the AGM and the outcome of the vote into account when considering the Company's remuneration policies.

Section 250SA of the Corporations Act requires that a reasonable opportunity be allowed to Shareholders at the AGM to ask questions about, or make comments on, the remuneration report.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of votes cast are against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Directors (other than the Managing Director) would need to stand for re-election (**Spill Resolution**).

The votes cast against the Company's remuneration report at the Company's last annual general meeting held on 25 November 2020 represented less than 25% of the total votes cast. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the remuneration report it will not result in the Company putting a Spill Resolution to Shareholders.

Recommendation of Directors

The Directors encourage all eligible Shareholders to vote on the adoption of the remuneration report.

The Chairman intends to vote all available proxies in favour of the adoption of the remuneration report.

Resolutions 2 to 3 – Re-election of directors

Resolution 2: Re-election of Douglas Ritchie

As required by the Constitution and the Listing Rules, Douglas Ritchie retires as a Director by rotation and, being eligible, offers himself for re-election.

Experience and qualifications

Mr Ritchie has four decades experience working in the mining industry, including as a member of Rio Tinto's Executive Committee, and the Group Executive responsible for China, Doug's expertise across the industry is extensive.

He has previously been a Director of Jinchuan Group International Resources (HKSE), Rossing Uranium Limited, Coal & Allied Limited (ASX 50), and various other ASX listed companies. He was also formerly Chairman of the Coal Industry Advisory Board to the International Energy Agency, a Director of the World Coal Association and a Director of the Queensland Resources Council. Between 2013 and April 2016, Doug was Chairman of UniQuest, the main commercialisation vehicle of the University of Queensland.

Mr Ritchie is a Fellow of the Australian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Company Directors.

Mr Ritchie was appointed as a director of the Company on 14 April 2016. Mr Ritchie is Chairman of the Audit Committee and is a Member of each of the Nomination and Risk Committees.

Recommendation of Directors

The Directors (with Mr Ritchie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 2. Mr Ritchie makes no recommendation regarding his re-election.

The Chairman intends to vote all available proxies in favour of Resolution 2.

Resolution 3: Re-election of Jennifer Purdie

As required by the Constitution and the Listing Rules, Jennifer Purdie retires as a Director by rotation and, being eligible, offers herself for re-election.

Experience and qualifications

Dr Purdie's extensive career has seen her hold roles in engineering, senior technology, strategy and operations for leading international mining companies. Dr. Purdie is currently Asset President for BHP, managing the Olympic Dam copper/gold/silver/uranium project in South Australia. Dr Purdie previously served as a senior executive of Jemena Management Holdings – Executive General Manager Gas Distribution, CEO of Adani Renewables Australia, Executive Vice President - Enterprise Services at Aurizon, Global Practice Leader for Rio Tinto's Technology and Innovation team (leading a global network of in-house technologists and suppliers to deploy innovative technologies across Rio Tinto operations) and she filled engineering and management roles with Rio Tinto, Alcoa and Altona Petrochemical.

Dr Purdie has worked in a number of senior management and operational roles and has been deeply immersed in technology development. She has a PhD and Bachelor of Engineering (Chemical and Materials, Hons 1) from Auckland University and an Executive MBA from the University of Queensland. She is a fellow of the Institution of Chemical Engineers, a graduate of the Australian Institute of Company Directors and was previously a committee member of Women in Mining and Resources Queensland.

Dr Purdie was appointed as a director of the Company on 27 September 2018. Dr Purdie is a Member of each of the Audit and Nomination Committees.

Recommendation of Directors

The Directors (with Dr Purdie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of Resolution 3. Dr Purdie makes no recommendation regarding her re-election.

The Chairman intends to vote all available proxies in favour of Resolution 3.

Resolution 4 – Renewal of proportional takeover provisions

Neometals' Constitution currently contains provisions dealing with proportional takeover bids for Neometals Shares in accordance with the Corporations Act. The provisions, which are contained in Rule 6 of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. If approved by Shareholders at the AGM, the proportional takeover provisions will be re-inserted on exactly the same terms, and will have effect for a further three years.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the proportional takeover provisions

A proportional takeover bid involves the bidder offering to buy a proportion only of each Shareholder's Neometals Shares. The current provisions in the Constitution state that, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the Shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve that proportional takeover bid. The bidder and its associates are not allowed to vote on the resolution.

A resolution approving the bid must be voted on by the day that is 14 days before the last day of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by ASIC. The resolution will be passed if more than 50% of votes are cast in favour of the approval. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.

The proportional takeover provisions do not apply to full takeover bids, and only apply for three years after the date they are renewed. The provisions may be refreshed for a further three-year period, but only by a special resolution passed by Shareholders.

Reasons for proposing the resolution

If the proportional takeover approval provisions are not in the Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the chance to sell all of their shares to the bidder. Shareholders may therefore be exposed to

the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without paying an adequate amount for that control.

The proportional takeover provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of present acquisition proposals

At the date of this notice, no Director of Neometals is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of advantages and disadvantages of the proportional takeover provisions

While proportional takeover provisions have been in effect under Neometals' Constitution since they were last approved, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no examples against which the Board can assess the advantages or disadvantages of the existing proportional takeover provisions for the Directors and shareholders of the Company. Additionally, the Directors are not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

Potential advantages and disadvantages of the proportional takeover provisions for the Directors and Shareholders

The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- Shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist Shareholders to avoid being locked in as a minority;
- the bargaining power of Shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages for Shareholders include:

- the provisions are a hurdle to, and may discourage the making of proportional takeover bids in respect of the Company;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole should be able to decide whether or not a proportional takeover bid is successful.

Recommendation of Directors

The Board unanimously recommends the renewal of the proportional takeover provisions in the Constitution.

The Chairman intends to vote all available proxies in favour of Resolution 4.

Resolution 5 – Approval of increase to maximum aggregate remuneration of non-executive directors

Rule 8.3(a) of the Constitution requires that the maximum aggregate amount to be paid to all non-executive Directors for their services as directors (excluding salaries of executive Directors) in any financial year must not exceed the amount fixed by the Shareholders in general meeting. Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The maximum aggregate amount of fees payable to all of the non-executive Directors of the Company is currently set at \$600,000 per annum. This level was approved by Shareholders at the Company's annual general meeting held on 27 November 2015. Resolution 5 seeks Shareholder approval for the purposes of Rule 8.3(a) of the Constitution and Listing Rule 10.17 to increase the maximum aggregate amount of fees payable to the non-executive Directors of the Company by \$200,000 from \$600,000 per annum to \$800,000 per annum.

If Resolution 5 is passed, the maximum aggregate amount of fees payable to non-executive Directors of the Company will increase by \$200,000 from \$600,000 per annum to \$800,000 per annum. The Directors believe that this new maximum aggregate amount per annum is in line with corporate remuneration of similar companies. Shareholders should note that the Directors do not intend to distribute all of the \$800,000 (if approved) in the current financial year. Rather, the increase in the non-executive Director fee pool will assist in providing the flexibility to allow payment of appropriate level of fees to attract suitably qualified non-executive Directors, assisting the Company with its board succession planning, and accommodating any further increase in the number of non-executive Directors over time. If Resolution 5 is not passed, the maximum aggregate amount of fees payable to non-executive Directors of the Company will remain at \$600,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

Shareholders should note that the proposed increase in the maximum aggregate remuneration payable to non-executive Directors does not relate to salaries paid to executive Directors in their capacity as executives of the Company. Executive Directors do not receive remuneration in the form of Directors' fees in addition to their salaries.

For the purposes of Listing Rule 10.17, the Company advises that it has issued a total of 1,255,965 performance rights (and 1,259,558 Shares have been issued on exercise of performance rights) to non-executive Directors under Listing Rule 10.11 or 10.14 over the past 3 years, as set out in the table below. The Company's performance rights plan allows non-executive Directors to sacrifice up to 50% of their annual Director fees for performance rights. The number of performance rights that the non-executive Directors will be entitled to apply for will be the percentage of their fees for the relevant financial year that they elect to sacrifice divided by the daily volume-weighted average market price of the Shares traded on the ASX during the 5 trading days prior to the date of grant.

Each performance right entitles the non-executive Director to be issued one Share, after the requisite vesting date.

Grant / Issue Date	Director	Number	Details
8 July 2019	Steven Cole	163,948	Shares issued upon exercise of NED performance Rights granted on 10 August 2018.
24 October 2019	Les Guthrie	47,675	NED performance Rights vesting on 30 June 2020, exercisable until 30 June 2021. Shares issued on 1 July 2020.
2 September 2019	Jennifer Purdie	114,187	NED performance Rights vesting on 30 June 2020, exercisable until 30 June 2021. Shares issued on 1 July 2020.
2 September 2019	Natalia Streltsova	68,512	NED performance Rights vesting on 30 June 2020, exercisable until 30 June 2021. Shares issued on 1 July 2020.
2 September 2019	Douglas Ritchie	68,512	NED performance Rights vesting on 30 June 2020, exercisable until 30 June 2021. Shares issued on 1 July 2020.
2 September 2019	Steven Cole	285,467	NED performance Rights vesting on 30 June 2020, exercisable until 30 June 2021. Shares issued on 1 July 2020.
24 January 2020	Douglas Ritchie	39,348	Shares issued upon exercise of NED performance Rights granted on 10 August 2018.
24 January 2020	Natalia Streltsova	39,348	Shares issued upon exercise of NED performance Rights granted on 10 August 2018.
7 December 2020	Les Guthrie	41,592	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 1 July 2020.
7 December 2020	Jennifer Purdie	83,185	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Natalia Streltsova	49,911	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Douglas Ritchie	49,911	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
7 December 2020	Steven Cole	207,962	NED performance Rights vesting on 30 June 2021, exercisable until 30 June 2022. Shares issued on 12 July 2021.
11 October 2021	Les Guthrie	11,090	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023.
11 October 2021	Jennifer Purdie	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023.
11 October 2021	Natalia Streltsova	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023.
11 October 2021	Douglas Ritchie	55,450	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023.
11 October 2021	Steven Cole	61,611	NED performance Rights vesting on 30 June 2022, exercisable until 30 June 2023.

Recommendation of Directors

Given the interest of the non-executive Directors in Resolution 5, the Board makes no recommendation to Shareholders regarding Resolution 5.

The Chairman intends to vote all available proxies in favour of Resolution 5.

Glossary

The meaning of the terms used in the Notice of Meeting and the Explanatory Materials are set out below.

Term	Meaning
AASB	the Australian Accounting Standards Board.
AGM	the annual general meeting of the Company that is the subject of the Notice of Meeting.
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the financial market that it operates.
Board	the board of Directors of the Company.
Business Day	has the meaning given in the Listing Rules.
Chairman	the chairman of the AGM.
Closely Related Party	has the meaning given in section 9 of the Corporations Act. It includes close family members and any controlled companies of a member of the KMP.
Company or Neometals	Neometals Ltd ABN 89 099 116 631.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Materials	the explanatory materials accompanying the Notice of Meeting.
KMP	the Company's key management personnel as defined in AASB Standard 124.
Listing Rules	the ASX Listing Rules.

Term	Meaning
Notice of Meeting	this notice of annual general meeting.
Perth Time	the official time in Perth, Australia.
Proxy Form	the proxy form accompanying the Notice of Meeting.
Resolution	a resolution contained in the Notice of Meeting.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of a Share in the Company.

Nm

Neometals

ABN 89 099 116 631

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AWST) on Sunday, 28 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 185878

SRN/HIN:

PIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Neometals Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Neometals Ltd to be held at Parmelia Hilton, 14 Mill Street, Perth, WA 6000 on Tuesday, 30 November 2021 at 3:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Douglas Ritchie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Jennifer Purdie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Increase to Maximum Aggregate Fees of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

