

Nex Metals Explorations Ltd
ACN 124 706 449

Of 45 Guthrie Street, Osborne Park WA 6017

Notice of Annual General Meeting
Explanatory Statement
and
Proxy Form

Date of Meeting
30 NOVEMBER 2022

Time of Meeting
2.00 pm (AWST)

Place of Meeting
The AGM will be conducted as a hybrid meeting at Goodearth Hotel, 195 Adelaide Terrace,
Perth, WA, 6000 and as a virtual meeting, accessible online

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

This Notice of Meeting can be accessed on the Company's website at <https://www.nexmetals.com>

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

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Important Information for Shareholders about the Company’s 2022 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at the date of lodgement with the ASX.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at www.nexmetals.com.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm (AWST) on 30 November 2022 at Goodearth Hotel, 195 Adelaide Terrace, Perth, W A,6000 and as a virtual meeting.

The Meeting will be accessible to all Shareholders via a live webinar, which will allow Shareholders to participate in the Meeting.

If you are a Shareholder and you wish to participate at the Meeting, please use the Meeting ID and Shareholder ID on the Proxy Form to login to the Meeting at www.advanceshare.com.au/virtual-meeting.

Please contact Advanced Share Registry on +61 (8) 9389 8033 if you have any queries or problems logging into the Meeting portal.

Voting virtually at the Meeting

To vote at the Meeting, you are encouraged to appoint a proxy, preferably the Chair of the Meeting (**Chair**), to vote on your behalf at the Meeting as this will simplify the voting procedures for the Meeting. Alternatively, you will be able to record your vote during the Meeting through an online poll.

Voting by poll

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting (such a poll to be

taken electronically). Shareholders who wish to vote by poll during the Meeting will be able to submit their online poll votes immediately after the Chair calls for a vote on the Resolutions. Shareholders can do this by clicking the poll button on their screen. The outcome of each Resolution will not be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to check poll votes.

You may still attend the Meeting via the webinar if you have completed a Proxy Form but the person you have appointed as proxy will cast your vote on your behalf.

Voting by proxy

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

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

- *each Shareholder has a right to appoint a proxy;*
- *the proxy need not be a Shareholder of the Company; and*
- *a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.*

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Further details on these changes 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:

- *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*
- *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*
- *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*
- *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:

- *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*

- *the appointed proxy is not the chair of the meeting; and*
- *at the meeting, a poll is duly demanded on the resolution; and*
- *either of the following applies:*
 - *the proxy is not recorded as attending the meeting; or*
 - *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.

Shareholders can appoint the Chair as their proxy and provide specific instructions on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting.

Completed Proxy Forms should be returned to the address set out below as soon as possible, and in any event, must be received by no later than 2pm (AWST) on 28 November 2022, being no less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of Resolutions 1-3 and against Resolutions 4-6 and 7 if required unless the Shareholder has expressly indicated a different voting intention. If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 to 7 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Participation

Shareholders will be able to participate at the Meeting by using their personalised log-in on the Proxy Form. The Meeting portal will be open to ask questions prior to the Meeting from Monday, 30 November 2022. Shareholders can also submit pertinent questions in advance of the Meeting by emailing questions to the Company Secretary at admin@nexmetals.com no later than 2pm (AWST) on 28 November 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business, however it would be preferable for them to be submitted to the Company in advance of the Meeting. In order to ask a question during the Meeting, please follow the instructions from the Chair. The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at (www.advancedshare.com.au) by following the instructions: Login to the website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Advanced Share Registry Limited 110 Stirling Hwy Nedlands WA 6009 or PO Box 1156, Nedlands WA 6909
By hand	Advanced Share Registry Limited 110 Stirling Hwy Nedlands W A 6009

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

The Company will disregard any votes cast in favour on a Resolution as set out in the table below:

Resolution	Nature of resolution	Persons excluded from voting
1	Adoption of Remuneration Report	A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member
2	Re-election of Director – Hock Hoo Chua	
3	Approval to Issue Shares in Lieu of Directors fees to Thomas Percy KC	Mr Thomas Percy KC or any associate of Thomas Percy KC and any other person 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 Shares in the Company).
4	Election of non-board endorsed external nominee, Alexander James Neuling, as a Director of the Company	
5	Election of non-board endorsed external nominee, Justin Charles Barton, as a Director of the Company	
6	Election of non-board endorsed external nominee, Kevin David O'Sullivan, as a Director of the Company	

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given the Annual General Meeting of Shareholders of Nex Metals Explorations Ltd (**NME** or the **Company**) will be held on 30 November 2022 commencing at 2.00pm (AWST) and will be held at Goodearth Hotel, 195 Adelaide Terrace, Perth, WA, 6000 and virtually via an online Meeting platform provided by the Company's share registry, Advanced Share Registry.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2022, together with the reports by directors and auditors thereon.

Note: there is no requirement for Shareholders to approve these reports

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

Resolution 1: Adoption of Remuneration Report

That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2022 Annual Report for the financial year ended 30 June 2022 be adopted.

Note: The vote on this Resolution is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement:

Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together "**prohibited persons**").

However, a person (**voter**) described in subsection (4) of the Corporations Act may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in subsection (4) and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

- (b) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
- (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company or, if the company is part of a consolidated entity, for the entity.

Resolution 2: Re-election of Director

To consider and, if thought fit, to pass the following Resolution 2 as an **ordinary Resolution**:

That Hock Hoo Chua, being a Director of the Company who retires by rotation in accordance with Clause 16.4 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

Resolution 3: Approval to Issue Shares in lieu of Director's Fees – Thomas Percy KC

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,755,580 shares to Mr Thomas Percy KC (or his nominee) for unpaid accrued director fees up to 30 June 2022 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Percy and his nominees and any Associates of those persons *and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit by reason of being a holder of ordinary securities in the entity)*. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote, 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 250BB of the Corporations Act, a person appointed as a proxy must not vote, based on that appointment, on this Resolution if:

- (a) the proxy is either:

- A. a member of the Key Management Personnel; or
 - B. 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. Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:
- A. The appointment specifies the way the proxy is to vote on this Resolution; or
 - B. The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

SPECIAL BUSINESS

Resolution 4: Election of non-board endorsed external nominee, Alexander James Neuling, as a Director of the Company

To consider and, if thought fit, to pass the following Resolution 4 as an **ordinary resolution**:

That Alexander James Neuling, having offered himself for election, be elected as a Director of the Company.

Resolution 5: Election of non-board endorsed external nominee, Justin Charles Barton, as a Director of the Company

To consider and, if thought fit, to pass the following Resolution 5 as an **ordinary resolution**:

That Justin Charles Barton, having offered himself for election, be elected as a Director of the Company.

Resolution 6: Election of non-board endorsed external nominee, Kevin David O'Sullivan, as a Director of the Company

To consider and, if thought fit, to pass the following Resolution 6 as an **ordinary resolution**:

That Kevin David O'Sullivan, having offered himself for election, be elected as a Director of the Company.

Resolution 7 Spill Resolution—Conditional Resolution

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

“That subject to and conditional on at least 25% of the votes validly cast on item 1 being cast against the adoption of the Remuneration Report for the year ended 30 June 2022:

(a) an extraordinary general meeting (Spill Meeting) be held within 90 days of the passing of this resolution;

(b) all of the directors who were directors of the Company when the resolution to make the Directors’ Report for the year ended 30 June 2022 was passed and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”

Voting Exclusion Statement:

Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

(c) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(d) a Closely Related Party of such a member (together “**prohibited persons**”).

However, a person (**voter**) described in subsection (4) of the Corporations Act may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in subsection (4) and either:

(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(d) the voter is the Chair of the meeting and the appointment of the Chair as proxy:

(iii) does not specify the way the proxy is to vote on the Resolution; and

(iv) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company or, if the company is part of a consolidated entity, for the entity.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 2.00pm (AWST) on 28 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

**Kenneth Malcolm Allen
Company Secretary
Nex Metals Explorations Ltd**

1 November 2022

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Nex Metals Explorations Ltd (“**the Company**”) in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held on 30 November at 2pm.

The purpose of this Explanatory Statement is to provide shareholders with all the information known to the company which the Directors believe to be material to Shareholders in a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

2. 2022 ANNUAL REPORT

To receive and consider the annual financial statements, the directors’ report and the audit report of Nex Metals for the year ended 30 June 2022.

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

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director’s Report, the Remuneration Report and the Auditor’s Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company’s Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company’s Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at (www.nexmetals.com).

No Resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company’s auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor’s Report;
- accounting policies adopted by the Company in relation to the preparation of the

financial statements; and

- independence of the auditor in relation to the conduct of the audit.

Written Questions of the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. Please note that all written questions must be received at least two business days before the Meeting, which is by 2pm 28 November 2022.

ADOPTION OF REMUNERATION REPORT – RESOLUTION 1 (non-binding resolution)

3.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2022 (the Remuneration Report). The Remuneration Report is a distinct section of the annual directors' report (Directors' Report) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's Annual Financial Statement. By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2022.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

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

3.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a “two strikes” re-election process, pursuant to which:

(a) if, at a subsequent annual general meeting (Later Annual General Meeting), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;

(b) at the immediately preceding annual general meeting (Earlier Annual General Meeting), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and

(c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (Spill Meeting) to consider the appointment of all the Directors at the time the Directors’ Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (Spill Resolution). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All the Company’s Directors who were Directors at the time when the resolution to make the Directors’ Report was passed cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company’s 2021 annual general meeting, less than 25% of the eligible votes cast in respect of the 2020 Remuneration Report were cast against the adoption of the 2020 Remuneration Report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2020 Remuneration Report are against the adoption of the 2020 Remuneration Report.

RE-ELECTION OF DIRECTOR – RESOLUTION 2

Resolution 2 relates to the re-election of Hock Hoo Chua as a Director.

In accordance with the requirements of clause 16.4 of the Company’s Constitution and the Corporations Act, one-third of the Directors of the Company retire from office at this Annual General Meeting of the Company. Hock Hoo Chua retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Hock Hoo Chua is provided in the Annual Report for the financial year ended 30 June 2022.

All the Directors, except for Hock Hoo Chua, recommend that Shareholders vote in favour of Resolution 2.

5. APPROVAL TO ISSUE SHARES IN LIEU OF ACCRUED DIRECTOR’ FEES TO THOMAS PERCY KC- RESOLUTION 3

5.1 General

Mr Thomas Percy KC elected to accrue his fees for services to the Company to allow the Company to apply those funds which would have been applied to Director’s remuneration to its exploration programs. These fees have been treated as accrued expenses in the

records of the Company and reported in the audited accounts of the Company. The Company proposes that accrued director fees up to 30 June 2022 are converted into Shares in the Company.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Shares (**Director Shares**) to Mr Thomas Percy KC (or his nominee) in lieu of accrued fees up to 30 June 2022

The Shares proposed to be issued under Resolutions 3 are to be issued at \$0.05 per share and will be issued on the same terms and conditions as the Company's fully paid ordinary shares.

5.2 Chapter 2E of the Corporations Act

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 issue of Shares pursuant to Resolution 3 to Mr Percy constitutes a financial benefit and is related party of the Company .

The Board (other than Mr Thomas Percy KC) has considered the application of Chapter 2E of the Corporations Act (Related party provisions) and has resolved that in the Company's circumstances:

- (a) the reasonable remuneration exception provided by section 211 of the Corporations Act applies to Resolution 1; and
- (b) the arm's length exception provided by section 210 of the Corporations Act applies to Resolution 3.

On this basis Shareholder approval is not sought under Chapter 2E of the Corporations Act.

5.3 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 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 10.11.3 is such, that in ASX's opinion, the issue or agreement should be approved by Shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of Shares to Mr Thomas Percy under Resolution 3 falls within Listing Rule 10.11.1 as Mr Percy is a related party of the Company by virtue of being a Director of the Company.

As the proposed issues under Resolution 3 involve the issue of securities to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. Therefore, shareholder approval under Listing Rule 10.11 is sought for the proposed issues of securities under Resolution 3.

5.4 Information Required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of Shares. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares to Mr Percy under Resolution 3 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Shares under Resolution 3 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1 and will therefore not reduce the Company's 15% capacity for the purposes of Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to issue the Shares under Resolution 3. The Company will be liable to satisfy the accrued director fees with cash payments which will impact on the Company's available cash and mean less cash for the Company to spend on its projects and a decrease in available working capital.

Further, if Resolutions 3 is not approved, payment of the accrued director's fees and repayments of loans will be extended until the latest of June 2023 or when the Company is in a position to repay in cash.

5.5 Information required by Listing Rule 10.13 – Resolution 3

Pursuant to and in accordance with Listing Rule 10.13, the information below is provided in relation to the issue of Shares pursuant to Resolution 3:

- (a) The Shares are to be issued to Mr Percy.

- (b) Mr Percy is a related party of the Company by virtue of being a director (Listing Rule 10.11.1).
- (c) A total of 8,755,580 fully paid ordinary Shares are to be issued to Mr Percy (or his nominee) under Resolution 3.
- (d) The Shares will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Shares will be issued for nil cash consideration at a deemed issued price of \$0.05 per Share. The deemed conversion price is a premium of 42.86% of the closing price of \$0.035 on 27 September 2022. The Shares are being issued in lieu of the following accrued director fees owing to Mr Percy for the period from June 2012 to June 2022:

Ordinary Resolution	Person/Entity	Amount Owed	Number of Shares in Lieu at deemed issue price \$0.05/share	Dilutionary effect
3	Thomas Percy	\$437,779.00	8,755,580	2.57%

- (e) The Shares to be issued 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; and
- (f) No funds will be raised from the issue as the Shares are being issued in consideration for director services provided to the Company.
- (g) The purpose of the issue is to satisfy accrued director fees for the period June 2012 to June 2022.
- (h) The Shares are not being issued pursuant to an agreement.
- (i) A voting exclusion statement is included in the Notice.
- (j) Directors fees and years for which Resolution 1 proposes full satisfaction via issue of shares at a deemed price of \$0.05.

Thomas Percy KC	
Year	Outstanding
30/06/2012	\$ 27,250.00

30/06/2013	\$ 40,876.00
30/06/2014	\$ 40,969.00
30/06/2015	\$ 41,062.00
30/06/2016	\$ 41,062.00
30/06/2017	\$ 41,062.00
30/06/2018	\$ 41,062.00
30/06/2019	\$ 41,062.00
30/06/2020	\$ 41,062.00
30/06/2021	\$ 41,062.00
20/06/2022	\$ 41,250.00
	\$ 437,779.00

(k) Disclosure Statement pursuant to listing rule 10.17, that for each year contained in the table at item (j) above the combined quantum for total Non Executive Director Remuneration has not been exceeded by the Company for each relevant year listed of \$350,000 per annum.

(i) Details of the Related Parties remuneration are set out in the table below:

	Thomas Percy KC
30/06/2012	\$ 27,250.00
30/06/2013	\$ 40,876.00
30/06/2014	\$ 40,969.00
30/06/2015	\$ 41,062.00
30/06/2016	\$ 41,062.00
30/06/2017	\$ 41,062.00
30/06/2018	\$ 41,062.00

30/06/2019	\$ 41,062.00
30/06/2020	\$ 41,062.00
30/06/2021	\$ 41,062.00
20/06/2022	\$ 41,250.00

Remuneration Report Summary

Although not specifically disclosed for the years 2012 to 2022 in the remuneration report, it was an oversight by the Company not to disclose the deferral of Directors Fees, although the Remuneration report for each year was audited.

Below is a table for each year from 2013 until 2021 identifying the relevant pages and notes that shareholders can refer to.

	Total Payables and Accruals \$	Payable to directors (accruals)	Note #	Page # in Accounts	Related Party Disclosures	Note #	Page # in Accounts	Remuneration Audited
FY2012	\$ 7,423,050		11	26	\$ 241,094	19+20	29	yes
FY2013	\$ 6,956,553	\$ 459,753	11+20	24	\$ 226,109	20+21	27	yes
FY2014	\$ 4,252,172	\$ 593,889	11+19	24	\$ 212,872	18+19	27	yes
FY2015	\$ 3,939,788	\$ 798,803	10+19	29	\$ 202,032	18+19	33	yes
FY2016	\$ 3,959,569	\$ 997,953	10+18	29	\$ 202,032	17+18	32	yes
FY2017	\$ 1,736,250	\$ 1,199,985	9+18	29	\$ 202,032	17+18	32	yes
FY2018	\$ 1,751,789	\$ 1,402,017	9+18	42	\$ 202,032	17+18	44	yes
FY2019	\$ 2,350,869	\$ 1,604,049	9+18	31	\$ 202,032	17+18	33	yes
FY2020	\$ 2,707,390	\$ 1,806,081	9+17	30	\$ 202,032	17+18	33	yes
FY2021	\$ 2,308,427	\$ 2,008,113	9+18	35	\$ 202,032	17+18	38	yes

5.6 Directors Recommendation

The Directors, excluding Mr Percy, recommend that Shareholders vote in favour of Resolution 3 as the issue of Shares will satisfy liabilities owed to Mr Percy without impacting on the Company's available cash.

6 ELECTION OF NON BOARD ENDORSED EXTERNAL NOMNEES AS DIRECTORS – RESOLUTIONS 4, 5 AND 6

In accordance with the Company's constitution and Listing Rule 3.13.1, on 6 October 2022 the Company lodged with the ASX a notice calling for nominations of director candidates from Shareholders.

On 14 October 2022 the Company received nominations from Metalicity Limited (**Metalicity**) for three external candidates to be appointed to the Board.

Resolutions 4, 5 and 6 will each be passed if approved by more than 50% of the total votes cast on the relevant resolution, by Shareholders present online or by proxy and entitled to vote.

THE BOARD DOES NOT ENDORSE THE APPOINTMENT OF ALEXANDER NEULING, JUSTIN BARTON AND KEVIN O'SULIVAN AND RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTIONS 4,5 & 6.

6.1 Information Regarding the Candidates

Details of each candidate is set out below. The following information was provided by Metalicity and as such has not been independently verified by the Company.

Alexander James Neuling

Mr Neuling is a Chartered Accountant and Chartered Company Secretary with over 20 years corporate and financial experience, including more than 15 years as director, chief financial officer and/or secretary of various ASX-listed companies in the mining, energy, mineral exploration, biotechnology and mining services sectors. Alex has substantial experience and expertise in financial reporting, corporate governance, financing and corporate transaction matters.

Prior to establishing his Company Secretarial Practice, Alex worked at Deloitte as a Manager in the Audit division in London and Perth. He also holds an honours degree in Chemistry from the University of Leeds in the UK.

Justin Charles Barton

Mr Barton is a Chartered Accountant with over 25 years' experience in accounting, international finance, M&A and the mining industry. He worked for over 13 years in the Big 4 Accounting firms in Australia and Europe and advised many of the world's largest mining, oil & gas companies and financial institutions, including Rio Tinto, Chevron, Macquarie, Merrill Lynch, and Deutsche Bank. Justin also worked for 4 years at Paladin Energy Limited as Group Tax Manager.

More recently, he has worked as the CFO and has been a Board Member of a number of junior exploration companies. Mr Barton is currently Managing Director of Metalicity Limited and a director of Kimberley Mining Limited (a public unlisted Canadian company).

Kevin David O'Sullivan

Mr O'Sullivan is a Solicitor and Company Director with over 30 years legal, business and corporate experience. He has worked in Australia and overseas on significant corporate transactions and projects in a range of sectors, in particular mining, oil and gas, chemicals, electricity, and agribusiness. Whilst working in Europe he gained particular experience with mergers and acquisitions and joint ventures in a range of business sectors. He served as a Partner with two leading Australian law firms for 25 years, in the course of which he took on a range of transactional, client relationship and firm leadership roles.

Mr O'Sullivan brings to his engagements commercially practical legal reasoning, strong and ethical leadership, and a sound understanding of business issues. He has very strong family values and work and community ethics. He enjoys working in a team environment and is equally comfortable in taking his own decisions.

Mr O'Sullivan has been a Director of the highly successful Simcoa Group of Companies, Australia's only silicon metal producer, for more than 20 years.

Mr O'Sullivan is a Fellow of the Australian Institute of Company Directors.

6.2 Directors Recommendation

The Board considers that Resolutions 4, 5, and 6 are **NOT** in the best interests of all Shareholders and recommends that Shareholders **VOTE AGAINST** Resolutions 4, 5 and 6.

The Board is concerned that the appointment of Metalicity nominees may lead to attempts to control, influence and seek concessions that will be inconsistent with or impact the rights of all Shareholders to receive full value for their investment. The Board is of the view that Shareholders are best served by considering the Company's target statement and making an informed decision on the adequacy (or otherwise) of Metalicity's takeover bid prior to Metalicity gaining Board control of the Company in circumstances where it holds only 34.1% of the Shares.

Whilst Metalicity has not informed the Board of its intentions, the Board is concerned that through achieving multiple Board representation, Metalicity could seek to gain effective control of the Company despite only holding a 34.1% stake and in circumstances where the overwhelming majority of Shareholders have rejected the Metalicity takeover bid.

7 Spill Resolution (Conditional Resolution)

Under the Corporations Act, if at least 25% of the votes validly voted on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, security holders must be given the opportunity to vote on a “spill resolution”.

This is the “two strikes” rule.

At the 2021 AGM, 49.59% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the FY21 Remuneration Report. This constituted the “first strike”.

As such, Resolution 7 (Spill Resolution) is required to be included in this year’s Notice as a conditional item of business. If at least 25% of the votes validly cast on resolution 1 of this year’s AGM are cast against the adoption of the FY22 Remuneration Report (“second strike”), then the Company is required to put the Spill Resolution to a vote at the AGM.

If less than 25% of the votes validly cast on item 3 are cast against it, then the Spill Resolution will not be put to the AGM. **The Spill Resolution will only be passed if an ordinary majority (more than 50%) of the votes validly cast on it are in favour of it.**

Effect of Spill Resolution if passed

An extraordinary meeting of security holders to consider the composition of the Board (Spill Meeting) must be held within 90 days after the Spill Resolution is passed.

In that event, pursuant to section 250V(1)(b) of the Corporations Act, the following directors would cease to hold office immediately before the end of the Spill Meeting (unless they are re-elected at the Spill Meeting):

Thomas Percy KC
Hock Hoo Chua

The directors listed above are those who held office on 20 October 2022 (excluding the MD) when the FY22 Directors’ Report (including the FY22 Remuneration Report) was approved and are continuing in office after the AGM. If any additional directors were appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at the Spill Meeting. Eligibility to stand for election or re-election at the Spill Meeting would be determined in accordance with the constitutions of Nex. Each of the directors listed above is eligible to stand for re-election at the Spill Meeting. The Spill Meeting, if required, would be subject to a separate notice of meetings in accordance with the constitutions of Nex and the Corporations Act.

Additional information

In deciding how to vote on any Spill Resolution put to the AGM, the directors suggest that security holders consider the following factors:

- the substantial additional expense which holding a Spill Meeting would cause;
- the Board’s view that it currently has the right mix of skills and experience;
- the disruption to caused by changes to the Board composition; and

Please note a voting exclusion applies to this item.

Recommendation

The directors of Nex unanimously recommend that security holders vote against this resolution to convene a Spill Meeting.

8. Additional Shareholder Information

The Company has included the following information as being relevant for Shareholders to make a decision on the Resolutions set out in this Notice:

8.1 Details of Substantial Holders

Based on publicly available information as at the date of this Notice of Meeting, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Metalicity Limited	91,340,106	34.21%
3B Prospecting Pty Ltd	17,000,000	5.74%

Table: Dilution of Substantial Shareholders following Proposed Conversion and Rights issue and affect as per announcements of 30 September 2022 proceeding.

Substantial Shareholder	Current Holdings	Current Holding %	Holding % following proposed conversion (assuming 100% take up of Offer)	Holding % following proposed conversion (assuming 50% take up of Offer)	Holding % following proposed conversion (assuming no take up of Offer)
Metalicity Limited	91,550,106	30.94%	26.90%	23.54%	20.18%
Shares held by Substantial Shareholder		91,550,106	121,066,808	106,808,457	91,550,106
3B Prospecting Pty Ltd	17,000,000	5.74%	4.99%	4.37%	3.75%
Shares held by Substantial Shareholder		17,000,000	22,666,667	19,833,333	17,000,000
Total Shares	295,934,243	295,934,243	453,767,122	453,767,122	453,767,122

Note 1: The numbers above assume if all directors converted debt for equity.

Note 2: The above includes the rights issue as announced on 5 October 2022.

Note 3: Please refer to replacement Rights Issue Prospectus announced 17 October 2022.

8.2 Litigation

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject to, could have a material effect on the Company's operations, financial position, and the value of the Company's securities.

- A. On 4 May 2018, the Company advised that it had received applications for forfeiture on Yundamindera tenements M39/84, M39/274, M39/406, M39/407, M39/408, M39/409, M39/410, M39/839, M39/840. The applicant is MCA Nominees Pty Ltd who hold the tenements immediately north of Nex Yundamindera Tenements.

The matter has been set down for hearing in the Wardens Court at Perth on 5 December 2022.

The Company is defending the matter in the normal course.

An adverse finding against the Company by the Warden will not have an effect on the Company as a going concern.

- B. On September 14 2021, a takeover bid was launched by Metalicity Limited (Joint Venture partner) to acquire Nex shares based upon 4.81 Metalicity shares for every 1 Nex shares. The takeover Lapsed on 29 August 2022.

Metalicity currently has before the Supreme Court an action claiming the following:–

- (a) In August 2022, Metalicity Limited launched court action against Nex Metals Exploration Ltd's Managing Director Mr Ken Allen, Chairman Mr Tom Percy QC, Non-Executive Director Mr Hock Hoo Chua and a number of Nex Metals shareholders. Together these shareholdings represent approximately 60 million shares (being 22.28% of Nex Metals).
- (b) The court action alleges that Mr Ken Allen purported to lodge proxy voting instructions online "on behalf" of a large number of shareholders without clear authority at the recent Nex Metals AGM.
- (c) Amongst other claims, Metalicity is seeking a declaration that approximately 54 million votes purportedly cast by Mr Allen on behalf of others be declared invalid, with a subsequent impact as to the results of the Nex Metals AGM held on 31 March 2022. Similar declarations are sought for the EGM held on 25 July 2022. Similar declarations are also sought in relation to the other shares for whom proxies were purportedly lodged online from the same IP address.
- (d) Metalicity is also seeking an order that approximately 60 million shares held by the defendants be vested with Australian Securities and Investments Commission (ASIC) and sold.
- (e) Metalicity's claim is brought on two bases: first, that the proxies purportedly lodged online on behalf of shareholders (rather than by the shareholders themselves) for the AGM were invalid; and second, that Mr Allen and other shareholders are, and have been for some time, undisclosed associates in breach of various provisions of the Corporations Act.
- (f) Nex Metals denies the claim and cannot currently assess the financial impact at this stage.

On 4 October Metalicity Ltd launched Supreme Court action and is seeking the following orders:

1. An order pursuant to s 233 of the Corporations Act 2001 (Cth) ("the Act") declaring the issue of 28,919,475 shares in the capital of the first defendant as first announced by

the first defendant on 29 September (“the Placement”) to be invalid.

2. In the alternative to order 1 an order pursuant to s 233 of the Act declaring that part of the Placement which comprised the issue of shares to any director of the first defendant or any associate of any director of the first defendant to be invalid.
3. An order permanently restraining the first defendant whether by its servants, agents or otherwise from proceeding with each of the share issues announced on 30 September 2022*.
4. An order that the shares in the capital of the first defendant held by each of the second to fourth defendants be vested in the Australian Securities and Investments Commission (“ASIC”) by the transfer of those shares by the holders thereof to ASIC for ASIC to:
 - a. sell the vested shares;
 - b. subject to any requirement arising under any law relating to taxation, account to the persons who, immediately before the making of this order, were the registered holders of the vested shares for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC or which ASIC reasonably incurs or estimates it will incur, in complying with these orders.
5. An order prohibiting each of the second to fourth defendants from acting as a director of the first defendant for two years from the making of these orders.
6. Alternatively, to orders 1 to 5, an order pursuant to s 233 of the Corporations Act 2001 (Cth) (“the Act”) that the first defendant be wound up.
7. Such further or alternative orders as this Honourable Court deems fit.
8. Costs.

Further Action in the Supreme Court by Metalicity Ltd (MCT):

*The issue of shares as contemplated in resolution 3 was announced on 30 September 2022. At the time of this notice of meeting Metalicity Ltd has not been granted nor sought any injunction to restrain the Company from proceeding with the issue shares as contemplated under this resolution.

MCT claims that \$1.28 million is due to it from NME, arising from the provisions of the farm-in and joint venture agreement made on or about 4 May 2019 (“the JVA”) between MCT and NME.

MCT claims the following amounts from NME: –

1. The amount of \$188,618 (the subject of a billing statement from the plaintiff to the defendant dated 3 March 2022).
2. The further amount of \$989,712.22 (the subject of a billing statement from the plaintiff to the defendant dated 11 March 2022).
3. The further amount of \$101,464.04 (the subject of another billing statement from the plaintiff to the defendant dated 11 March 2022) and therefore a total amount of \$1,279,794.26.

The aforementioned claims by MCT are disputed by NME on the basis inter alia, the amounts were never authorised as part of an approved budget and accordingly are at MCT own expense. MCT and NME until recently had been engaged in a dispute resolution process pursuant to the provisions of the JVA.

NME disputes the claims by MCT. A mediation session is listed for 11 November 2022.

- C The Company has been joined to proceedings in the Warden’s Court in a matter commenced by a party who sold tenements to the Company in 2013. The proceedings relate to that person’s entitlement to future royalty payments and damages.

Continuous Disclosure Obligations

Details of documents lodged by the Company with ASX since the date of lodgement of the Company’s latest annual financial report and before the lodgement of this Notice of Meeting are set out in the table below.

Date	Description of Announcement
1 November 2022	Notice of Annual General Meeting/Proxy Form
1 November 2022	Appendix 3B
1 November 2022	Extension of Rights Issue
31 October 2022	Quarterly Activities/Appendix 5B Cash Flow Report
31 October 2022	Annual Report To Shareholders
31 October 2022	Appendix 4G
17 October 2022	Replacement Rights Issue Prospectus
6 October 2022	Date of Annual General meeting
5 October 2022	Entitlement Issue Prospectus
5 October 2022	Metalicity commences Supreme Court Proceedings
4 October 2022	Significant High-Grade Intercepts – McTavish South Resampling
4 October 2022	Metalicity Ltd Commences Further Proceedings
3 October 2022	Appendix 3B
3 October 2022	Shareholder Update
3 October 2022	Cancel – Proposed issue of securities
3 October 2022	Proposed issue of Securities
3 October 2022	Amendment to Significant Reduction in Creditors
3 October 2022	Full Year Statutory Accounts

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Notice of Meeting and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.036	9 September 2022
Lowest	\$0.025	21 September 2022
Last	\$0.034	31 October 2022

9 DEFINITIONS

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ABN 98 008 624 691.

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

Chair means the Chairman of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means this explanatory statement.

Key Management Personnel means has the same meaning as in the accounting standards and broadly includes those 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.

Listing Rules means the official listing rules of ASX.

Meeting means the meeting convened by the Notice of Meeting.

Nex or the Company means Nex Metals Explorations Ltd ACN 124 706 449.

Notice or Notice of Meeting means the notice of annual general meeting which forms part of this Explanatory Statement.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolution means a Resolution contained in this Notice.

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

Shareholder means a holder of a Share.



LODGE YOUR PROXY APPOINTMENT ONLINE

 **ONLINE PROXY APPOINTMENT**
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**
 Lodge your proxy by scanning the QR code below, and enter your registered postcode.
 It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the Meeting, the Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Nex Metals Explorations Ltd and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting

OR

 **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held as a hybrid and a **virtual meeting 30 November 2022 at 2.00 pm (AWST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions 1 to 3 and against 4 to 6 and 7 if required. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Hock Hoo Chua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Shares in lieu of Director's Fees – Thomas Percy KC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of non-board endorsed external nominee, Alexander James Neuling, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of non-board endorsed external nominee, Justin Charles Barton, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of non-board endorsed external nominee, Kevin David O'Sullivan, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Spill Resolution – Conditional Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

NEX METALS EXPLORATIONS LTD - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the Meeting, the Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

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

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 2.00 pm (AWST) on 28 March 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033