



Address: 45 Guthrie St
Osborne Park, WA, 6017
Postal: PO Box 6731
East Perth, WA, 6892, Australia
Phone: 61 8 9221 6813
Fax: 61 8 9221 3091
Email: admin@nexmetals.com

ABN: 63 124 706 449

24 March 2022

The Company Announcements Officer
The Australian Securities Exchange
Level 40, 152-158 St Georges Terrace
Perth WA 6000

Notice of Meeting

Please find attached a Notice of Meeting requisitioned by Metalicity Ltd (ASX:MCT)

Yours Faithfully

A handwritten signature in blue ink, appearing to read "Kenneth M Allen", is written over a light blue horizontal line.

Kenneth M Allen

NEX METALS EXPLORATIONS LIMITED

ACN 124 706 449

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)

DATE: Wednesday, 4 May 2022

PLACE: Tottle Partners, Level 40, 108 St Georges Terrace, Perth WA 6000

The Convening Shareholder recommends that you vote FOR all Resolutions proposed at the Meeting as set out in this Notice.

This document contains important information and requires your immediate attention. Please read this document carefully and in its entirety. If you do not understand this document or are in any doubt about the action you should take, please consult your professional advisers.

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact a representative of the Convening Shareholder, Mr Nick Day, on +61 8 6500 0202 or corporate@metalicity.com.au.

NEX METALS EXPLORATIONS LIMITED

ACN 124 706 449

NOTICE OF GENERAL MEETING CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT 2001 (CTH)

Notice is hereby given that a general meeting of Shareholders of Nex Metals Explorations Limited (ACN 124 706 449) (**Company**) will be held at 9:00am (WST) on Wednesday, 4 May 2022 at Tottle Partners, Level 40, 108 St Georges Terrace, Perth WA 6000 (**Meeting**).

The Meeting has been called by Metalicity Limited (ACN 086 839 992) (**Convening Shareholder**) pursuant to section 249F of the Corporations Act.

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

The Convening Shareholder has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00pm (WST) on Monday, 2 May 2022. Accordingly, transactions registered after that time will be disregarded in determining voting eligibility.

No investment advice

The information contained in this Notice of Meeting and Explanatory Statement does not constitute financial product advice and has been prepared without reference to your particular financial or investment objectives, financial situation, taxation position and needs.

It is important that you read this Notice of Meeting and Explanatory Statement in its entirety before making any decision on how to vote on the Resolutions.

Defined terms

Capitalised terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the Glossary.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – REMOVAL OF MR KENNETH ALLEN AS A DIRECTOR

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

“That pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth) and the Company’s Constitution, Mr Kenneth Allen be removed as a director of the Company with effect from the end of the Meeting.”

2. RESOLUTION 2 – REMOVAL OF MR THOMAS PERCY AS A DIRECTOR

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

“That pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth) and the Company’s Constitution, Mr Thomas Percy be removed as a director of the Company with effect from the end of the Meeting.”

3. RESOLUTION 3 – REMOVAL OF MR HOCK HOO CHUA AS A DIRECTOR

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

“That pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth) and the Company’s Constitution, Mr Hock Hoo Chua be removed as a director of the Company with effect from the end of the Meeting.”

4. RESOLUTION 4 – APPOINTMENT OF ALEXANDER JAMES NEULING AS A DIRECTOR

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

“That, for the purposes of the Company’s Constitution and for all other purposes, Mr Alexander James Neuling, having consented to act, be appointed as a director of the Company with effect from the end of the Meeting.”

5. RESOLUTION 5 – APPOINTMENT OF JUSTIN CHARLES BARTON AS A DIRECTOR

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

“That, for the purposes of the Company’s Constitution and for all other purposes, Mr Justin Charles Barton, having consented to act, be appointed as a director of the Company with effect from the end of the Meeting.”

6. RESOLUTION 6 – APPOINTMENT OF KEVIN DAVID O’SULLIVAN AS A DIRECTOR

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

"That, for the purposes of the Company's Constitution and for all other purposes, Mr Kevin David O'Sullivan, having consented to act, be appointed as a director of the Company with effect from the end of the Meeting."

7. RESOLUTION 7 – REMOVAL OF DIRECTOR(S) APPOINTED AFTER SECTION 203D NOTICE

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

"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, any person appointed as a director of the Company during the period on, and from, 17 February 2022 and ending on the commencement of the Meeting (other than Alexander James Neuling, Justin Charles Barton and Kevin David O'Sullivan), be removed as a director of the Company with effect from the end of the Meeting."

General Meeting called and convened by the Convening Shareholder pursuant to section 249F of the Corporations Act.

The Convening Shareholder hereby also confirms that they have consented to the form of this Notice of Meeting.

Dated: 24 March 2022

Signed by the Convening Shareholder:

EXECUTED by METALICITY LIMITED)
ACN 086 839 992)
in accordance with section 127 of the)
Corporations Act 2001 (Cth):)



Signature of Managing Director

Justin Barton
Name of Managing Director



Signature of Chairman

Andrew Daley
Name of Chairman

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Notice and the Explanatory Statement carefully before deciding how to vote on the Resolutions. If you are in any doubt about the action you should take, please consult your professional advisers.

Your vote is important

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

Voting eligibility

The Convening Shareholder has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on Monday, 2 May 2022. Accordingly, transactions registered after that time will be disregarded in determining voting eligibility.

Voting in person

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

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:

- 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.

You may instruct your proxy how you wish to vote on each Resolution. If you do not direct your proxy how to vote, and you use the enclosed proxy form, your proxy may vote or abstain as her or she chooses.

The Convening Shareholder encourages all Shareholders who submit proxies to direct their proxy on how to vote on all of the Resolutions.

If you wish to support the Convening Shareholder and would like to appoint a representative of the Convening Shareholder as your proxy, then please appoint Stephen Penrose as your proxy. Mr Penrose has indicated that he intends to vote all undirected proxies granted to him in favour of all Resolutions. Accordingly, if you appoint Mr Penrose as your proxy and do not give him a direction as to how to vote, Mr Penrose intends to vote your proxy in favour of all Resolutions.

Further details are set out in the Proxy Form which accompanies this Notice.

Appointment of Link Market Services as proxy collector

In order for a proxy appointment to be effective, the relevant Proxy Form must be completed, signed and received by the Company as per the Corporations Act by no later than 9:00am (WST) on Monday, 2 May 2022.

To ensure the integrity of the proxy voting process, the Convening Shareholder has engaged a professional registry firm, Link Market Services (**Link**), to properly collect and collate Proxy Forms returned to it.

Link is under strict obligations pursuant to its appointment to at all times handle the Proxy Forms with due care and skill and to safeguard the Proxy Forms against tampering, filtering or any other inappropriate handling.

If you wish to appoint a proxy, the Convening Shareholder recommends that you return your completed and signed Proxy Form to Link in accordance with the instructions on the Proxy Form.

Please note that if you wish to return your Proxy Form to Link, in order for your appointment of proxy to be effective, Link will need to forward your Proxy Form to the Company so that it is received by the Company by no later than 9:00am (WST) on Monday, 2 May 2022. In order for Link to do so, please complete, sign and return your Proxy Form to Link, in accordance with the details appearing on the Proxy Form, as soon as possible, and in any event no later than 9:00am (WST) on Tuesday, 26 April 2022.

Queries

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact a representative of the Convening Shareholder, Mr Nick Day, on +61 8 6500 0202 or corporate@metalicity.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared by the Convening Shareholder for the information of Shareholders in connection with the business to be conducted at the Meeting.

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

1. BACKGROUND

1.1 Authority to call and convene the Meeting

Section 249F of the Corporations Act provides that members with at least 5% of the votes that may be cast at a general meeting may call, and arrange to hold, a general meeting at their expense. The members calling the meeting must pay the expenses of calling and holding the meeting.

The Convening Shareholder, Metalicity Limited (ACN 086 839 992), is a major Shareholder of the Company and holds at least 5% of the votes that may be cast at a general meeting of the Company (approximately 33.14% of the issued capital of the Company at the date of this Notice). The Convening Shareholder is therefore entitled to convene the Meeting under section 249F of the Corporations Act.

On 17 February 2022, the Convening Shareholder gave notice to the Company of its intention to move resolutions for the removal of Kenneth Allen, Thomas Percy and Hock Hoo Chua as Directors of the Company and any person appointed as a Director between 17 February 2022 and the commencement of the Meeting (other than Alexander Neuling, Justin Barton and Kevin O'Sullivan). This notice was formally required for the purposes of section 203D(2) of the Corporations Act to enable Resolutions 1, 2, 3 and 7 to be put to Shareholders at the Meeting.

1.2 About the Convening Shareholder

Metalicity Limited (**Metalicity**) (ASX: MCT) is an ASX-listed company and is focussed on exploration and development of the Kookynie and Yundamindra Gold Projects. Metalicity currently holds a 51% direct joint venture interest in the joint venture the subject of these projects, which is under Metalicity's direct operational control. The Company holds the remaining 49% interest in the joint venture.

Metalicity also continues to hold a majority interest in the Admiral Bay Project, via its ~80.3% interest in Kimberley Mining Limited, a Canadian unlisted public company. This is a non-core asset of Metalicity and efforts are ongoing regarding disposal.

On 6 May 2019, Metalicity announced it had entered into a farm-in and joint venture agreement with the Company for the Kookynie and Yundamindra Gold Projects. Pursuant to that agreement, Metalicity was required to spend no less than \$5,000,000 on those projects to earn a 51% interest.

Metalicity completed this farm-in to the projects on 20 May 2021 by spending a total of approximately \$5.5 million through exploration programmes as well as the purchase of:

- (a) an additional prospecting tenement adjacent to the Champion Lease;
- (b) earn-in under two farm-in agreements; and
- (c) tenement applications applied for within the area.

Metalicity has successfully completed over 34,761.63 metres of drilling within 380 holes at the Kookynie project to date. Since formation of the Kookynie and Yundamindra joint venture, Metalicity has continued to progress development of the Kookynie project, which to date has been solely funded by Metalicity. Activities by Metalicity since the commencement of the joint venture include, but are not limited to:

- (a) successful completion of follow-up RC drilling of 8 holes for 1,408 metres at McTavish;
- (b) successful completion of 18 holes for approximately 2,039.9 metres of RC and diamond core drilling at McTavish and Liepold; and
- (c) commencement of a significant step out drilling programme consisting of circa 9,000 metres of Aircore and RC drilling of targets within the Leipold-McTavish-Champion gold mineralisation trend.

Metalicity's experienced management team has shown a strong commitment to progressing the development of the Kookynie and Yundamindra Gold Projects, as shown by the significant investment in these projects and substantial activity it has undertaken since it began in May 2019.

1.3 Reasons for calling the Meeting

The Convening Shareholder has called and arranged the Meeting for Resolutions to be put to Shareholders to seek changes to the existing Board of the Company as follows:

- (a) the removal of Kenneth Allen, Thomas Percy and Hock Hoo Chua (**Existing Directors**) from the Board of the Company;
- (b) the appointment of Alexander Neuling, Justin Barton and Kevin O'Sullivan (**Proposed Directors**) to the Board of the Company; and
- (c) the removal of any newly appointed Directors of the Company (other than the Proposed Directors).

The Convening Shareholder recommends that Shareholders vote IN FAVOUR of all Resolutions.

The Convening Shareholder has significant concerns in relation to the corporate governance, alarming lack of disclosure and perilous financial position of the Company.

The Convening Shareholder no longer has confidence in the Existing Directors and is confident that the Company will be better placed to create Shareholder value with the appointment of the Proposed Directors to oversee the future governance and management of the Company.

Accordingly, the Convening Shareholder has convened the Meeting to seek the removal of the Existing Directors and the appointment of the Proposed Directors to the Board of the Company.

The letter prepared by the Convening Shareholder to fellow Shareholders which accompanies this Notice outlines its reasons for seeking to change the Board in more detail.

Each of the Resolutions are supported by the Convening Shareholder.

Please refer to Section 3 for further details on the backgrounds, qualifications and relevant experience of the Proposed Directors.

1.4 Statements of the Existing Directors

Section 203D(4) of the Corporations Act provides that a Director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders. The Existing Directors of the Company did not provide the Convening Shareholder any statement for circulation to Shareholders with this Notice.

The Notice of Meeting and the Explanatory Statement are important documents and should be read in their entirety. The Resolutions to be considered at the Meeting are important and have implications for the future of your Company and your investment.

2. RESOLUTIONS 1 - 3: REMOVAL OF EXISTING DIRECTORS

Resolutions 1 to 3 seek Shareholder approval for the removal of each of the Existing Directors from the Board of the Company with effect from the end of the Meeting.

Information regarding the background and experience of each of the Existing Directors can be found in the Company's 2021 Annual Report released on 30 November 2021.

Section 203D(1) of the Corporations Act provides that a company may by resolution remove a director from office despite anything in the company's constitution (if any), or an agreement between the company and the director, or an agreement between any or all members of the company and the director.

Under section 203D(2) of the Corporations Act, notice of intention to move a resolution for the removal of a director must be given to the company at least 2 months before the meeting is to be held. However, if the company calls a meeting after the notice of intention is given under this subsection, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

As set out at Section 1, the Convening Shareholder has given notice to the Company of its intentions to move Resolutions 1 to 3 for the removal of the Existing Directors.

Resolutions 1 to 3 are ordinary resolutions.

The Convening Shareholder is in favour of the removal of the Existing Directors and recommends that Shareholders vote in favour of Resolutions 1, 2 and 3.

3. RESOLUTIONS 4 - 6: APPOINTMENT OF PROPOSED DIRECTORS

Resolutions 4 to 6 seek Shareholder approval for the appointment of each of the Proposed Directors to the Board of the Company with effect from the end of the Meeting.

Information regarding the background and experience of each of the Proposed Directors is set out below.

Clause 16.4(e) of the Constitution provides that a person is eligible for election to the office of Director at any meeting where that person is nominated in accordance with clause 16.4(d) of the constitution.

The Convening Shareholder has nominated the Proposed Directors to be candidates for election as Directors at the Meeting for the purposes of clause 16.4(d) of the

constitution. Refer to Schedule 1 for a copy of the notice of nomination of director for each Proposed Director given by the Convening Shareholder.

In accordance with the Constitution and the Corporations Act, each of the Proposed Directors has given his consent to the nomination for candidature as a Director of the Company. Refer to Schedule 1 for a copy of the notice of consent to nomination and candidature of director of each Proposed Director.

Summaries of the background and experience of the Proposed Directors are set out below:

(a) **Resolution 4 - 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.

(b) **Resolution 5 - 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).

(c) **Resolution 6 - 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.

Resolutions 4 to 6 are ordinary resolutions.

The Convening Shareholder is in favour of the appointment of the Proposed Directors and recommends that Shareholders vote in favour of Resolutions 4, 5 and 6.

4. RESOLUTION 7: REMOVAL OF DIRECTOR(S) APPOINTED AFTER SECTION 203D NOTICE

Given the Convening Shareholder's concerns outlined in Section 1, the Convening Shareholder is also concerned that the Existing Directors may appoint additional Directors to the Board and that any such Directors appointed by the Existing Directors (other than Alexander Neuling, Justin Barton and Kevin O'Sullivan) may support the agenda of the Existing Directors and may not be appointed in the best interests of Shareholders.

Mr Neuling, Mr Barton and Mr O'Sullivan are excluded from the scope of Resolution 7 as they are the original nominees of the Convening Shareholder, being the Proposed Directors.

Resolution 7 seeks Shareholder approval for the removal of any person appointed as a Director during the period on, and from, 17 February 2022 (being the date the section 203D notice was given by the Convening Shareholder) and ending on the commencement of the Meeting (other than Mr Neuling, Mr Barton and Mr O'Sullivan) with effect from the end of the Meeting.

Resolution 7 is an ordinary resolution.

The Convening Shareholder recommends that Shareholders vote in favour of Resolution 7.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Nex Metals Explorations Limited (ACN 124 706 449).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – CONSENTS OF PROPOSED DIRECTORS

NOTICE OF CONSENT TO NOMINATION AND CANDIDATURE OF DIRECTOR

KEVIN DAVID O'SULLIVAN

To: The Board of Directors
Nex Metals Explorations Limited
45 Guthrie Street
OSBORNE PARK WA 6017

Consent to nomination

I, **Kevin David O'Sullivan**, hereby confirm that, for the purposes of clause 16.4(d) of the constitution of Nex Metals Explorations Limited (ACN 124 706 449) (**Company**) and for all other purposes, I consent to being nominated for the position of director of the Company at a general meeting of shareholders of the Company.

Consent to act as director

I also hereby consent to act as a director of the Company.

Personal details

I give notice of the following particulars:

Given and Family Names: **Kevin David O'Sullivan**
All Former Given and Family Names: **Not applicable**
Date of Birth: **13 May 1960**
Place of Birth: **Nicosia, Cyprus**
Residential Address: **58 John Street, Cottesloe, WA 6011**

Dated this *16th* day of *February* 2022.

Signature: 

Kevin David O'Sullivan

**NOTICE OF CONSENT TO NOMINATION AND CANDIDATURE OF DIRECTOR
ALEXANDER JAMES NEULING**

To: The Board of Directors
Nex Metals Explorations Limited
45 Guthrie Street
OSBORNE PARK WA 6017

Consent to nomination

I, **Alexander James Neuling**, hereby confirm that, for the purposes of clause 16.4(d) of the constitution of Nex Metals Explorations Limited (ACN 124 706 449) (Company) and for all other purposes, I consent to being nominated for the position of director of the Company at a general meeting of shareholders of the Company.

Consent to act as director

I also hereby consent to act as a director of the Company.

Personal details

I give notice of the following particulars:

Given and Family Names:	Alexander James Neuling
All Former Given and Family Names:	Not applicable
Date of Birth:	20 January 1974
Place of Birth:	Neustadt, Germany
Residential Address:	1 Haining Avenue, Cottesloe WA 6011

Dated this 16th day of February 2022.

Signature: 

Alexander James Neuling

NOTICE OF CONSENT TO NOMINATION AND CANDIDATURE OF DIRECTOR

JUSTIN CHARLES BARTON

To: The Board of Directors
Nex Metals Explorations Limited
45 Guthrie Street
OSBORNE PARK WA 6017

Consent to nomination

I, **Justin Charles Barton**, hereby confirm that, for the purposes of clause 16.4(d) of the constitution of Nex Metals Explorations Limited (ACN 124 706 449) (Company) and for all other purposes, I consent to being nominated for the position of director of the Company at a general meeting of shareholders of the Company.

Consent to act as director


I also hereby consent to act as a director of the Company.

Personal details

I give notice of the following particulars:

Given and Family Names:	Justin Charles Barton
All Former Given and Family Names:	Not applicable
Date of Birth:	18 March 1976
Place of Birth:	Subiaco, Western Australia
Residential Address:	7 Sayer Street, Swanbourne WA 6010

Dated this 17 day of February 2022.

Signature: 

Justin Charles Barton

Nex Metals Explorations Limited

ACN 124 706 449

LODGE YOUR VOTE



BY MAIL

Nex Metals Explorations Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



PROXY FORM

I/We being a member(s) of Nex Metals Explorations Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

Please appoint Mr Stephen Penrose (refer below), your preferred person or body corporate, or the Chair of the Meeting as your proxy here at Step 1.

Please write in the box provided the name of the person or body corporate you are appointing as your proxy if this is someone other than the Chair of the Meeting. If you wish to appoint the Chair of the Meeting then please write 'The Chair of the Meeting' in the box provided;

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:00am (WST) on Wednesday, 4 May 2022 at Tottle Partners, Level 40, 108 St Georges Terrace, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

If you wish to support the Convening Shareholder's proposals, then please appoint Mr Stephen Penrose as your proxy. Mr Stephen Penrose has indicated that he intends to vote all undirected proxies granted to him in favour of all Resolutions.

If you do not nominate a specific person to act as your proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. **It is expected that the Chair will vote undirected proxies against all Resolutions in which the Chair is entitled to vote.** In exceptional circumstances, the Chair may change his/her voting intention, in which case an ASX announcement should be made.

STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Removal of Mr Kenneth Allen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of Justin Charles Barton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Removal of Mr Thomas Percy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of Kevin David O'Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Removal of Mr Hock Hoo Chua as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Removal of Director(s) appointed after Section 203D Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Alexander James Neuling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

STEP 3

NME PRX2201A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

Please return your proxy voting instruction to Link Market Services by 9:00am (WST) on Tuesday, 26 April 2022.

In order for your Proxy Form to be valid, Link Market Services will need to receive and forward your Proxy Form to Nex Metals Explorations Limited ("Company") so it is received by the Company by **9:00am (WST) on Monday 2 May 2022** ("Proxy Cut-Off Time"). Any proxy voting instructions received after that time will not be valid for the scheduled Meeting. Accordingly, please return your proxy voting instruction to Link Market Services as soon as possible.

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



BY MAIL

Nex Metals Explorations Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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