

Europa Metals Ltd

ACN 097 532 137

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the members of Europa Metals Ltd (the **Company**) will be held on the date and at the location and time specified below:

DATE: Wednesday, 30 November 2022

LOCATION: 15 Stratton Street, London W1J 8LQ

TIME: 10.00 a.m. UK time / 12.00 p.m. SA time / 6.00 p.m. AWST

BUSINESS: The business of the Annual General Meeting is to consider and if thought fit to pass the Resolutions set out in the enclosed agenda.

The Notice can be viewed and downloaded from the Company's website at: www.europametals.com. Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Mr Dan Smith on +61 (8) 9486 4036 or by email at Dsmith@europametals.com. Alternatively, you should consult your licensed financial adviser, stockbroker or other professional adviser.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

An Annual General Meeting of the Shareholders of Europa Metals Ltd will be held at 15 Stratton Street, London W1J 8LQ on Wednesday, 30 November 2022 at 10.00 a.m. (UK time) (the **Meeting**).

YOUR VOTE IS IMPORTANT

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

VOTING AND PARTICIPATING IN THE MEETING

VOTING IN PERSON

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed Proxy Form to the Meeting to assist in registering your attendance and the number of votes. Kindly arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

For their votes to be counted, holders of depository interests (**DI Holders**) must submit their CREST Voting Instruction (as defined below) to the Company's agent by the required cut-off time set out below. Alternatively, DI Holders can vote using the Form of Instruction.

VOTING BY CORPORATE REPRESENTATIVE

A Shareholder that is a corporation may appoint an individual to act as its representative and to vote at the Meeting in accordance with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

VOTING BY PROXY

Shareholders are strongly urged to appoint the Chairman of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a shareholder's vote is to be cast on each item of business and the Chairman of the Meeting must follow your instructions.

Australia (Proxy Forms)

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

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

- A Shareholder (either an individual or a body corporate) who is entitled to attend and vote at the Meeting is entitled to appoint a proxy which may be a body corporate or an individual.
- A proxy need not be a Shareholder.
- A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the total votes. 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 the enclosed Proxy Form. To appoint a second proxy, you must follow the instructions on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy and Shareholders and their proxies should be aware of these provisions which generally provide that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and

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

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging proxy forms. To vote by proxy, please complete, sign and return the enclosed Proxy Form. In order for it to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at one of the addresses given below at least 48 hours before the Meeting, being by 10.00 a.m. (UK time)/6.00 p.m. (AWST) on 28 November 2022. Any Proxy Form received after that time will not be valid for the Meeting.

Online	at www.investorvote.com.au
By mail	Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

South Africa (Proxy Forms)

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting.

To vote by proxy, please complete and sign the Proxy Form enclosed and deliver the Proxy Form to:

Computershare Investor Services (Proprietary) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 South Africa Private Bag X9000, Saxonwold, 2132) or email to: proxy@computershare.co.za to reach them by no later than **12.00 p.m. (SA time on 28 November 2022)**.

All beneficial owners whose shares have been dematerialised through a CSDP or broker other than with "own-name" registration, must provide the CSDP or broker with their voting instructions in terms of their custody agreement should they wish to vote at the Annual General Meeting. Alternatively, they may request the CSDP or broker to provide them with a letter of representation, in terms of their custody agreements, should they wish to attend the Annual General Meeting. Such Shareholder must not complete the attached form of proxy.

United Kingdom (CREST Voting Instructions)

DI Holders may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a **CREST Voting Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) by no later than **10.00 a.m. (UK time) on Thursday, 24 November 2022**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository

Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this regard, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

United Kingdom (Form of Instruction)

Alternatively, DI Holders can vote by completing, signing and returning the Form of Instruction to the Depository) no later than **10.00 a.m. (UK time) on 24 November 2022**.

Entitlement to vote and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at close of business on 23 November 2022. Changes to entries on the Depository Interest Register after that time shall be disregarded.

CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

VOTING VIA A POLL

All resolutions under this Notice will be determined by way of a poll.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at dsmith@europametals.com by 5.00 p.m. (UK time) on Monday, 28 November 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to any questions raised 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).

Europa Metals Ltd

ACN 097 532 137

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of Europa Metals Ltd will be held at 10.00 a.m. (UK time) / 6.00 p.m. (AWST) on Wednesday, 30 November 2022 at 15 Stratton Street, London W1J 8LQ.

The explanatory statement accompanying this Notice (**Explanatory Statement**) provides additional information on the matters to be considered at the Meeting and a glossary of defined terms not defined in full in this Notice. The Explanatory Statement and the enclosed Proxy Form, or Form of Instruction if you are a DI Holder, form part of this Notice.

The Board has determined, pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations, that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at **6.00 p.m. (AWST) on 28 November 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

AGENDA

FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The financial statements, Directors' Report and Auditor's Report for the year ended 30 June 2022 are to be tabled.

RESOLUTIONS

1. Re-election of Daniel Smith as a director

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

"That Mr Daniel Smith, who retires in accordance with clause 11.3 of the Constitution and, whom being eligible, offers himself for election, be re-elected as a director of the Company."

The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

2. Re-election of Myles Campion as a director

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

"That Mr Myles Campion, who retires in accordance with clause 11.3 of the Constitution and, whom being eligible, offers himself for election, be re-elected as a director of the Company."

The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 2.

3. Authority to allot securities for non-cash consideration purposes

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

"That Shareholders approve and authorise the Directors to allot new equity securities up to 50% of the issued share capital of the Company as at the date of the Meeting for non-cash consideration purposes and that this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date of twelve (12) months from the date of passing this resolution, and otherwise on the terms and conditions set out in the Explanatory Statement."

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 3.

4. Disapplication of Pre-emption Rights (authority to allot securities for cash consideration purposes)

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

“That the Directors be authorised to allot and issue equity securities for cash limited to 40,018,457 equity securities (being equal to 50% of the issued share capital of the Company as at the date of the Meeting, assuming that no other shares are issued prior to the Meeting) and that this authority shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date of twelve (12) months from the date of passing this resolution.”

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 4.

BY ORDER OF THE BOARD



Daniel Smith
Director/Company Secretary
DATED 7 November 2022

Europa Metals Ltd

ACN 097 532 137

EXPLANATORY STATEMENT TO SHAREHOLDERS

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the Resolutions to be considered at the Annual General Meeting to be held at 15 Stratton Street, London W1J 8LQ on Wednesday, 30 November 2022 at 10.00 a.m. (UK time) / 6.00 p.m. (AWST).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting.

The purpose of this Explanatory Statement is to provide information which the Board believes to be material to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Corporations Act requires the Directors' Report, the Auditor's Report and the annual financial report, including the financial statements, to be put before the Meeting. The Corporations Act does not require a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements for the year ended 30 June 2022 at the Meeting.

1. RESOLUTIONS 1 & 2: RE-ELECTION OF DIRECTORS

Clause 11.3 of the Company's Constitution requires at the Company's annual general meeting in each, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office. Clause 11.6 of the Company's Constitution further provides that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. Each of the directors Myles Campion and Daniel Smith were last re-elected by shareholders at the Company's 2019 AGM.

Pursuant to clause 11.3 of the Constitution both Daniel Smith and Myles Campion retire by rotation at the Meeting and, being eligible, offer themselves for re-election as directors of the Company.

In the event that Resolutions 1 and 2 are passed, the Board will consist of Mr Myles Campion (Executive Chairman and Interim-CEO), Dr Evan Kirby (Non-Executive Director) and Daniel Smith (Non-Executive Director and Company Secretary).

Profiles for Mr Smith and Mr Campion set out in the Company's recent Annual Report.

Mr Smith has an interest in Resolution 1 and refrains from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining directors recommend that Shareholders vote **IN FAVOUR** of Resolution 1.

The Chairman intends to vote all undirected proxies IN FAVOUR of Resolution 1.

Mr Campion has an interest in Resolution 2 and refrains from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining directors recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

The Chairman intends to vote all undirected proxies IN FAVOUR of Resolution 2.

2. **RESOLUTION 3: GENERAL AUTHORITY TO ALLOT SECURITIES FOR NON-CASH CONSIDERATION PURPOSES**

2.1 **Introduction**

Pursuant to Resolution 3, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to 50% of the issued share capital of the Company as at the date of the Meeting for non-cash consideration purposes to such persons and at such times and on such terms and conditions as the Directors think proper. An authority given under Resolution 3 will expire at the earlier of the conclusion of the next annual general meeting of the Company and the date twelve (12) months from the date of passing of Resolution 3.

2.2 **Clause 3.7(a) of the Company's Constitution**

Clause 3.6 of the Company's Constitution contains certain pre-emption rights which require the Company to make an offer of shares to Shareholders *pro rata* to their existing holdings prior to offering shares to another person.

Clause 3.7(a) of the Company's Constitution enables the issue of equity securities which are wholly paid up otherwise than in cash free of such pre-emption rights where this is approved by an Ordinary Resolution of the Company's Shareholders. Resolution 3 seeks, as an exception to the pre-emption rights under Clause 3.6 of the Company's Constitution, Shareholder approval under Clause 3.7(a) of the Company's Constitution to authorise the Directors to issue shares up to 50% of the issued share capital of the Company as at the date of the Meeting for non-cash consideration purposes.

By way of example using the issued share capital of the Company as at the date of the Meeting (assuming that no other shares are issued prior to the Meeting), approval to issue 50% of the Company's share capital pursuant to this Resolution would represent 40,018,457 Shares.

In exercising their powers to issue shares under Resolution 3 for non-cash consideration, the Directors must act in good faith and in the best interests of the Company. Furthermore, any issue of equity securities to related parties is subject to Chapter 2E of the Corporations Act.

2.3 **Directors' recommendation and basis of recommendation**

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 3 as it affords the Company the flexibility to potentially issue shares for non-cash consideration.

3. **RESOLUTION 4: DISAPPLICATION OF PRE-EMPTION RIGHTS (AUTHORITY TO ALLOT SECURITIES FOR CASH CONSIDERATION PURPOSES)**

3.1 **Introduction**

Clause 3.6 of the Company's Constitution contains certain pre-emption rights which require the Company to make an offer of shares to Shareholders *pro rata* to their existing holdings before the Company may issue shares to another person.

3.2 **Disapplication Resolution**

Clause 3.8 of the Company's Constitution sets out the process for a disapplication resolution under which the Company may resolve, by a special resolution, that the Directors are authorised to issue a maximum number of shares for cash without complying with the pre-emption rights in Clause 3.6 (a **Disapplication Resolution**).

Resolution 4 seeks Shareholder approval under Clause 3.8 of the Company's Constitution to authorise the Directors to issue up to 50% of the Company's issued share capital as at the date of the Meeting (assuming that no other shares are issued prior to the Meeting) (being 40,018,457 Shares) without first offering them to all Shareholders of the Company on a *pro rata* basis, provided the conditions set out in this Resolution are met. An authority given under Resolution 4 will expire at the earlier of the conclusion of the next annual general meeting of the Company and the date twelve (12) months from the date of passing of Resolution 4.

The minimum issue price of shares issued under the authority approved by Resolution 4 is 50%

of the 5 day VWAP of the Company's Shares prior to the date the Company agrees to issue the shares. This formula was chosen as it provides the Company with flexibility in raising funds whilst protecting shareholders' interests.

The Company's ability to issue shares under Resolution 4 (assuming it is approved by Shareholders) is in addition to the ability to issue shares under Resolution 3 for non-cash consideration.

3.3 Additional information

Resolution 4 is proposed as a Special Resolution in accordance with Clause 3.8 of the Company's Constitution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

3.4 Directors' recommendation and basis of recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 4 as whilst the Company is developing its assets and not generating revenue, it will give the Company additional flexibility in raising further capital as and when required.

GLOSSARY

In the Notice and this Explanatory Statement:

\$ or AUD	means Australian dollars.
Annual General Meeting or Meeting	means the Annual General Meeting of Shareholders to be held at 15 Stratton Street, London W1J 8LQ on Wednesday, 30 November 2022 at 10.00 a.m. (UK time).
Annual Report	means the Director's Report, the Financial Statements and the Auditor's Report in respect to the financial year ended 30 June 2022.
AIM	means the AIM market operated by London Stock Exchange plc.
AWST	means Australian Western Standard Time.
Board	means the current board of directors of the Company.
Chairman or Chair	means the person appointed to chair the Meeting of the Company convened by this Notice.
Company	means Europa Metals Ltd ACN 097 532 137.
Constitution	means the current constitution of the Company as amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company, being, at the date of this Notice of Meeting, Myles Campion, Evan Kirby and Daniel Smith.
DI Holders	means holders of depositary interests in the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Form of Instruction	means, for DI Holders, the form of instruction enclosed with this Notice.
Notice of Meeting or Notice	means this notice of Annual General Meeting including the Explanatory Statement.
Ordinary Resolution	means a Resolution to be passed by a simple majority of Shareholders (entitled to vote) that vote on the Resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
Pence or p	means Great British pence.
Proxy Form	means, for Shareholders, the proxy form enclosed with this Notice.
Resolution	means a resolution set out in this Notice of Meeting.
Share	means an ordinary share in the Company.
Shareholder	means a holder of Shares in the Company.
Special Resolution	means a Resolution to be passed by at least 75% of Shareholders (entitled to vote) that vote on the Resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
VWAP	means the volume weighted average price of trades in the Company's Shares on AIM.

All references in this Notice to "£", "pence" or "p" are to the lawful currency of the United Kingdom.

All references in this Notice to "A\$", "\$", "c" or "cents" are to the lawful currency of Australia.