
DYNAMIC METALS LIMITED**ABN 37 659 154 480**

ADDENDUM TO 2024 NOTICE OF ANNUAL GENERAL MEETING

Dynamic Metals Limited ABN 37 659 154 480 (the **Company**) hereby provides this Addendum (**Addendum**) to the Notice of Annual General Meeting dated 17 October 2024 (**Notice of Meeting**).

The Annual General Meeting will be held at 2.00 pm (WST) on Tuesday, 26 November 2024 at the Rottnest Room, Automic Group, Level 5, 191 St George's Terrace, Perth WA 6000.

Defined terms in the Notice of Meeting have the same meaning in this Addendum unless otherwise stated.

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the Notice of Meeting. Save for the amendments set out below, the Notice of Meeting remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice of Meeting.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting.

ADDITIONAL RESOLUTION 5

By this Addendum:

- an additional Resolution 5 as detailed below is added to the Notice of Meeting and will be considered at the Annual General Meeting; and
- a new section in respect of additional Resolution 5 is added to the Explanatory Statement in relation to the Notice of Meeting.

REPLACEMENT PROXY FORM

A replacement Proxy Form has been made available with this Addendum.

If Shareholders wish to have their votes counted by proxy in respect of Resolution 5, Shareholders must use the replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded. If you have already voted and do not wish to vote on Resolution 5 or otherwise change your proxy vote, you do not need to take any action, as the proxy you previously submitted remains valid.

The Company may accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement Proxy Form is not provided by the relevant Shareholder.

DATED: 1 NOVEMBER 2024

BY ORDER OF THE BOARD



**NERIDA SCHMIDT
COMPANY SECRETARY
DYNAMIC METALS LIMITED**

AGENDA

The following additional Resolution is inserted in the Notice of Meeting as follows:

1. RESOLUTION 5 – ELECTION OF A DIRECTOR – Dr DAVID DETATA

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

“That, for the purpose of clause 7.2(b)(i) of the Constitution and for all other purposes, Dr David DeTata, having been nominated to stand for election as a new Director, and being eligible, is elected as a Director of the Company.”

EXPLANATORY STATEMENT

The following new section is added to the Explanatory Statement in relation to the Notice of Meeting in respect of Resolution 5 as follows:

7. Resolution 5 – Election of DIRECTOR – Dr DAVID DETATA

(a) General

In accordance with clause 7.5 of the Constitution and Listing Rule 3.13.1, the Company received a notice of nomination from Dr David DeTata seeking to be appointed as a new Director of the Company on 22 October 2024 (**Nomination**).

(b) Qualifications and other material directorships

Dr DeTata provided the following biography for inclusion in this Addendum:

“Dr DeTata is an accomplished scientist and exploration executive who serves as the Managing Director of Strategic Energy Resources (ASX:SER) since 2021. David has over twenty (20) years' experience in leading science driven programs across government, public and private companies and is the Affiliate Representative for the Science Advisory Committee of the Mineral Exploration Cooperative Research Centre (MinEx CRC). David has extensive experience in identifying, evaluating and securing exploration projects along with maximising exploration spend through R&D collaborations. David's experience also extends to identifying and executing joint ventures agreements with major mining companies including Fortescue, Evolution Mining and Newcrest.

Dr DeTata holds a Doctor of Philosophy (Chemistry) and a Master of Business Administration from the University of Western Australia.”

Dr DeTata has confirmed to the Company that aside from his position as the Managing Director of Strategic Energy Resources Limited, he does not currently hold any other material directorships and will have sufficient time to fulfill his responsibilities as a Director.

The Company confirms that it is currently undertaking appropriate checks into Dr DeTata's background and experience. As at the date of this Addendum, the results from these checks have not been received. In the event these checks identify any information of material concern, the Company will update Shareholders accordingly.

(c) Independence

The Board (as currently constituted) considers that, if elected, Dr DeTata would be an independent Director.

Dr DeTata is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

(d) Board recommendation

The Board unanimously recommends that Shareholders vote **against** the election of Dr DeTata to the Board.

Consistent with the terms of its *Corporate Governance Plan and Board Charter*, the Board regularly reviews its performance and composition against its Board Skills Matrix to ensure it has the right mix of skills and experience to discharge its obligations effectively and to add value for Shareholders.

The Company undertook its most recent review in September 2024. As a result of this review, it was determined that the Company should seek an experienced candidate, preferably with an engineering, operational or project development background to complement the Board's existing skill set and assist in guiding the Company during its next stage of development.

Accordingly, the Board commenced a confidential process to identify and approach candidates to seek their interest in providing a submission for their appointment.

Dr DeTata originally approached the Company in August 2024 expressing an interest in joining the Board. Following completion of the Board review in September 2024, Dr DeTata was notified that his professional background and skill set were not aligned with the Company's priorities, but that he was nonetheless welcome to participate in the process being run by the Board. In subsequent discussions Dr DeTata indicated that he did not intend to nominate himself for election as a Director. However, in the closing hours of the notice period, and without further consultation with the Board, the Nomination was delivered to the Registered Office of the Company.

The Company is continuing with its process of identifying a candidate for appointment to the Board. Discussions are ongoing with several parties. The Board is committed to ensuring it is appropriately structured and equipped to add value for Shareholders and is hopeful of identifying a suitably qualified candidate to fill a casual vacancy on the Board in the short term.

As indicated above, the Directors have considered Dr DeTata's skills and experience against the Board Skills Matrix. The Directors consider that there is substantial overlap between the skills and experience that Dr DeTata would bring to the Company and the skills and experience of the existing Directors, and that Dr DeTata is not likely to bring additional skills in areas of highest priority for the Company. On that basis, the Board unanimously recommends Shareholders vote **against** Resolution 5.

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Your proxy voting instruction must be received by **02.00pm (AWST) on Sunday, 24 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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