

**FireFly Metals Ltd
ACN 110 336 733
(Company)**

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of FireFly Metals Ltd (**Company**) will be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005, on Thursday, 28 August 2025 at 11:00am (AWST), which corresponds to 11:00pm (Toronto time) on Wednesday, 27 August 2025, and at any adjournments thereof, for the purposes set forth in this Notice of Meeting (**Meeting**).

The information contained in this Notice of Meeting is given as of 18 July 2025, unless stated otherwise. The information in this Notice of Meeting and Explanatory Memorandum is given in connection with the solicitation by management of the Company of proxies to be used at the Meeting. It is expected that the solicitation will be made primarily by mail or telephone, but proxies may also be solicited personally by directors, officers or regular employees of the Company. Such persons will not receive any extra compensation for such activities. All costs of solicitation of proxies by management will be borne by the Company.

The Directors have 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 (AWST) on Tuesday, 26 August 2025, which corresponds to 5:00am (Toronto time) on Tuesday, 26 August 2025 (the **Registration Date**).

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101), Canadian beneficial shareholders as of 29 July 2025 (the “Canadian Beneficial Holder Record Date”) are entitled to receive notice of the Meeting and to provide instructions to vote at the Meeting. Please see the “Voting and Attendance Information” section of the Explanatory Memorandum for further voting information for Canadian beneficial Shareholders and Canadian registered Shareholders.

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

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

Resolution 1 – Ratification of prior issue of Deferred Consideration Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,778,357 Deferred Consideration Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Ratification of prior issue of Charity FT Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,559,539 Charity FT Placement Shares f under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Ratification of prior issue of T1 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,064,281 T1 Placement Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Approval to issue T2 Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 29,166,667 T2 Placement Shares on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Ratification of prior issue of Canadian Offering Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,000,000 Canadian Offering Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Listing Rule Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of the following persons:

Resolution	Disregard any votes cast in favour by or on behalf of:
Resolution 1	the Monitor, Elemental, or any of their respective associates or nominees.
Resolution 2	a person who participated in the issue of the Charity FT Placement Shares (including PearTree), or any of their respective associates, or their nominees.
Resolution 3	a person who participated in the issue of the T1 Placement Shares, or any of their respective associates, or their nominees.
Resolution 4	any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates or nominees.
Resolution 5	a person who participated in the issue of the Canadian Offering Shares, or any of their respective associates, or their nominees.

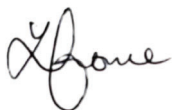
The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

Notice to Canadian Shareholders of Designated Foreign Issuer Status

Pursuant to Canadian securities laws, the Company is a “designated foreign issuer” as defined in National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (**NI 71-102**), meaning that the Company is exempt from certain continuous disclosure obligations under National Instrument 51-102 – *Continuous Disclosure Obligations*. The Company is subject to “foreign disclosure requirements” (as such term is defined in NI 71-102) of the Australian Securities & Investments Commission and the Australian Securities Exchange (collectively, **Australian Disclosure Requirements**). In accordance with NI 71-102, the Company will satisfy Canadian continuous disclosure obligations provided it complies with the Australian Disclosure Requirements. However, the Company has voluntarily complied with Canadian securities laws with respect to the solicitation of proxies for the Meeting to ensure that Canadian Shareholders have the opportunity to vote their Shares at the Meeting.

BY ORDER OF THE BOARD



Laura Noonan-Crowe
General Counsel and Company Secretary
FireFly Metals Ltd
Dated: 18 July 2025