



**NOTICE AND MANAGEMENT INFORMATION CIRCULAR  
OF THE  
2024 ANNUAL MEETING OF SHAREHOLDERS  
OF  
NEXTSOURCE MATERIALS INC.  
TO BE HELD ON  
THURSDAY, DECEMBER 5, 2024**





**NEXTSOURCE MATERIALS INC.  
NOTICE OF THE 2024 ANNUAL MEETING OF SHAREHOLDERS**

I am pleased to give you notice that the 2024 Annual Meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of NextSource Materials Inc. (the “**Company**”) will be held virtually via Teams webcast on Thursday, December 5, 2024, at 9:00 a.m. (Toronto time) for the following purposes:

1. Receive the financial statements of the Company for the fiscal year ended June 30, 2024 and the Auditors’ Report thereon.
2. Elect seven (7) directors of the Company, each to hold their offices until the next annual meeting of the Shareholders or until their successors have been duly elected and qualified or until the earlier of their resignation, removal, or death.
3. Approve the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the Company’s auditors for the fiscal year ending June 30, 2025, and authorize the Board of Directors to fix their remuneration.
4. Transact other business as may properly come before the Meeting or any adjournments thereof.

The details of the matters to be acted upon at the Meeting are set forth in the accompanying Management Information Circular dated October 29, 2024 (the “**Circular**”). The Board of Directors has fixed the close of business on October 21, 2024, at 5:00 p.m. (Toronto time) as the record date for the Meeting (the “**Record Date**”). Subject to certain exceptions, only Registered Shareholders on the Record Date are entitled to notice of, and to vote at, the Meeting.

The Company will be using the notice-and-access model provided under National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice and Access**”) for the delivery of the Circular and other related materials of the Meeting (the “**Meeting Materials**”) to Shareholders. Under *Notice and Access*, instead of receiving printed copies of the Meeting Materials, Shareholders receive a package (the “**Notice and Access Package**”) in the mail containing: (i) information on the Meeting date, location, and purpose; (ii) a form of proxy or voting instruction form so Shareholders can vote their Shares; and (iii) information on how they may electronically access the Meeting Materials. However, the Company will mail paper copies of the Meeting Materials to those Registered and Non-Registered Shareholders who have previously elected to receive paper copies of the Meeting Materials. All the Meeting Materials will be available electronically at <https://docs.tsxtrust.com/2084> and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on or about November 2, 2024 and will remain on the website for one full year thereafter. Meeting Materials are also available on the Company website and are available upon request, without charge, by e-mail at [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com), by calling toll-free 1-866-600-5869 or by following the instructions on their form of proxy or voting instruction form. Requests must be received at least 5 business days prior to the proxy cut-off date.

*ALL SHAREHOLDERS ARE ENCOURAGED TO VOTE IN ADVANCE USING [VOTEPROXYONLINE.COM](http://VOTEPROXYONLINE.COM) OR BY RETURNING THE FORM OF PROXY/VOTING INSTRUCTION FORM.*

If you hold your Shares directly in your name with the Company’s transfer agent (that is, as a “**Registered Shareholder**”), the Notice and Access Package has been sent directly to you at the address on file with TSX Trust Company. Registered Shareholders are encouraged to submit your proxy votes online through [voteproxyonline.com](http://voteproxyonline.com) using the control number that has been provided on the form of proxy/voting instruction form.

If you hold your Shares in "street name" through a broker, bank, or other nominee (that is, as a “**Non-Registered Shareholder**”), your broker, bank, or other nominee is the Registered Shareholder and should have received the Notice and Access Package on your behalf. As a Non-Registered Shareholder, you have the right to direct your broker, bank, or other nominee on how to vote your Shares by using the voting instruction form included in the Notice and Access Package, or as otherwise provided to you.

All Shareholders that would like to attend the Meeting can join **ELECTRONICALLY** by logging into the live audio webcast at <https://virtual-meetings.tsxtrust.com/1728> and by entering the password: **nsm2024**. Registered Shareholders and Non-Registered Shareholders may vote at the Meeting by following the instructions set forth in the Circular under the heading “*Voting at the Meeting*”. **For the purpose of attending the Meeting, please do not attempt to access the live audio webcast via Google Search or by using Internet Explorer. You will need the latest versions of Chrome, Safari, Edge or Firefox to access the Meeting.**

The Meeting may be adjourned without providing further notice other than announcement at the Meeting or any adjournment thereof. Any matters to be acted upon at the Meeting may be transacted at any such adjourned Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) “Craig Scherba”*

Craig Scherba,  
Director, President and Chief Executive Officer



**NEXTSOURCE MATERIALS INC.  
MANAGEMENT INFORMATION CIRCULAR  
FOR THE 2024 ANNUAL MEETING OF SHAREHOLDERS**

**INTRODUCTION**

**General**

This Management Information Circular (the “Circular”) is provided in connection with the solicitation by or on behalf of management of the Company by the board of directors (the “Board”) of NextSource Materials Inc. (“NextSource” or the “Company”) of proxies for use at the Annual Meeting of Shareholders to be held on December 5, 2024 (the “Meeting”).

Unless otherwise stated, the information contained in this Circular is as of October 29, 2024. All dollar amounts referenced herein, unless otherwise indicated, are expressed in United States dollars and Canadian dollars are referred to as “CAD.”

Unless otherwise stated, all references in this Circular and the accompanying form of proxy and notice of meeting to “Shareholders” are to shareholders on the Record Date (as defined herein) and “Shares” are to the common shares of the Company.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

The Company has engaged the TSX Trust Company, to manage the setup, mailing and tabulation of proxies in relation to the Meeting.

Our principal business office is located at 130 King Street West, Exchange Tower Suite 1940, Toronto, Ontario, Canada M5X 2A2.

**Notice-and-Access**

The Company will be using the notice and access model (“Notice and Access”) provided under National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) for the delivery of the Circular and other related materials of the Meeting (the “Meeting Materials”) to Shareholders for the Meeting. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, Shareholders receive a package (the “Notice and Access Package”) in the mail containing: (i) information on the Meeting date, location and purpose; (ii) a form of proxy or voting instruction form so Shareholders can vote their Shares; and (iii) information on how they may electronically access the Meeting Materials. However, the Company will continue to mail paper copies of the Meeting Materials to those Shareholders who have previously elected to receive paper copies of the Meeting Materials.

**Meeting Materials**

All of the Meeting Materials will be available electronically at <https://docs.tsxtrust.com/2084> and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on or about November 2, 2024, and will remain on the website for one full year thereafter. Meeting Materials are also available on the Company website and are available upon request, without charge, by email at [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com), by calling toll-free 1-866-600-5869 or by following the instructions on their form of proxy or voting instruction form. Requests must be received at least 5 business days prior to the proxy cut-off date.

**Attending the Meeting**

All Shareholders that would like to attend the Meeting can join **ELECTRONICALLY** by logging into the live audio webcast at <https://virtual-meetings.tsxtrust.com/1728> and by entering the password: **nsm2024**. Registered Shareholders and Non-Registered Shareholders may vote at the Meeting by following the instructions set forth in the Circular under the heading “Voting at the Meeting”. Guests can also listen to the Meeting by logging into the live audio webcast at <https://virtual-meetings.tsxtrust.com/1728> at least 15 minutes before the Meeting starts and clicking on “I am a Guest”.

**For the purpose of attending the Meeting, please do not attempt to access the live audio webcast via Google Search or by using Internet Explorer. You will need the latest versions of Chrome, Safari, Edge or Firefox to access the Meeting.**

## Quorum

The presence in person or by proxy of two persons holding at least ten percent (10%) of the outstanding Shares of the Company constitutes a quorum for the Meeting. There are no cumulative voting rights. The scrutineer who will be appointed for the Meeting will tabulate votes cast by proxy or in person and will determine if a quorum is present.

## Currency Information

In this Circular, references to: (i) “CAD\$” are to Canadian dollars; (ii) “USD\$” are to United States dollars; and (iii) “GBP£” are to British pound sterling. Unless otherwise indicated, conversion from CAD\$ to USD\$ uses an exchange rate of CAD\$1.00 = USD\$0.73 and conversion from GBP£ to USD\$ uses an exchange rate of GBP£1.00 = USD\$ 1.27

## REVOCABILITY OF PROXIES

A Registered Shareholder may revoke a proxy at any time prior to your proxy being voted: (i) by delivering to the Company’s President and Chief Executive Officer, prior to the Meeting, a written notice of revocation bearing a later date or time than the proxy; or (ii) by timely delivery of a valid, later dated proxy; or (iii) by electronically attending the Meeting and voting in person. Attendance at the Meeting will not by itself constitute revocation of a proxy. If an adjournment occurs, it will have no effect on the ability of Registered Shareholders as of the Record Date to exercise their voting rights or to revoke any previously delivered proxies. We do not expect to adjourn the Meeting for a long enough period to require the setting of a new record date.

## PERSONS MAKING THE SOLICITATION

This Circular is being sent to the Shareholders of NextSource in connection with the solicitation by, or on behalf of management of the Company by its Board, in connection with the Meeting to be held on December 5, 2024, at 9:00 a.m. (Toronto time), or at any adjournment or postponement thereof.

Proxies are solicited primarily by mail but may also be solicited personally, by telephone or electronically by the regular employees of the Company at nominal costs. The Company will pay the cost of solicitation of proxies on behalf of the Board. In addition to mail, proxy solicitation may be made through other means, including by telephone, electronically, and personal interview by officers, directors, and employees. The Company does not intend to pay for an intermediary to deliver to Objecting Beneficial Owners, or “OBOs” (within the meaning of such term under NI 54-101, the proxy-related materials and Form 54-101F7), and therefore OBOs will not receive the materials unless their intermediary assumes the costs of delivery. The Company is sending proxy related material to Non-Objecting Beneficial Owners.

## VOTING BY PROXY

The persons named in the enclosed form of proxy or voting instruction form are directors and/or officers of the Company (the “**Management Proxies**”). Shareholders are encouraged to appoint the Management Proxies.

**Shareholders have the right to appoint another person or company (who need not be a Shareholder) other than the Management Proxies designated in the accompanying form of proxy or voting instruction form, to represent the Shareholder at the Meeting.** The right to appoint proxies may be exercised by inserting the name of such person or company in the blank space provided in the proxy or by completing another proper form of proxy or voting instruction form.

The completed proxy can be delivered by voting online through [voteproxyonline.com](https://voteproxyonline.com) and using the control number provided on the form of proxy/voting information form. The completed proxy can also be delivered to the TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department, by December 3, 2024, at 9:00 a.m. (Toronto time).

*ALL SHAREHOLDERS ARE ENCOURAGED TO VOTE IN ADVANCE USING [VOTEPROXYONLINE.COM](https://voteproxyonline.com) OR BY RETURNING THE FORM OF PROXY/VOTING INSTRUCTION FORM BY MAIL.*

## Proxy Voting Instructions for Registered Shareholders

If you hold your Shares directly in your name with the Company’s transfer agent (that is, as a “**Registered Shareholder**”), the Notice and Access Package has been sent directly to you at the address on file with TSX Trust Company.

If you are a Registered Shareholder, you can vote your Shares prior to the Meeting using any one of the following methods:

1. In advance via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com);
2. In advance by signing and returning the enclosed form of proxy appointing the named persons or some other person you choose, who need not be a Shareholder, to represent you as proxyholder and vote your Shares at the Meeting;
3. By attending and voting during the Meeting. Shareholders should allow ample time to log into the Meeting and register with the scrutineer.

Registered Shareholders are encouraged to submit your proxy votes online through [voteproxyonline.com](http://voteproxyonline.com) using the control number that has been provided on the form of proxy/voting instruction form. You can also complete, date, sign and return the accompanying form of proxy/voting instruction form in the enclosed envelope to the TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department, prior to 9:00 a.m. (Toronto time) on December 3, 2024. Registered Shareholders that have not voted prior to the meeting will be permitted to vote their Shares during the Meeting. The grant of a proxy on the enclosed form of proxy or voting instruction form does not preclude a Registered Shareholder from attending the Meeting or voting in person.

Registered Shareholders that have not already voted online or by proxy will be permitted to vote their Shares during the Meeting by following the instructions set forth in this Circular under the heading “*Voting at the Meeting*”.

### **Proxy Voting Instructions for Non-Registered Shareholders**

If you hold your Shares in "street name" through a broker, bank, or other nominee (that is, as a “**Non-Registered Shareholder**”), your broker, bank, or other nominee is the Registered Shareholder and should have received the Notice and Access Package on your behalf. As a Non-Registered Shareholder, you have the right to direct your broker, bank, or other nominee on how to vote your Shares prior to the Meeting by using the voting instruction form included in the Notice and Access Package, or as otherwise provided to you. If you have not received any voting instructions, you are encouraged to contact your broker, bank, or other nominee and provide instructions on how to vote your Shares.

Non-Registered Shareholders that have not already voted online by proxy will be permitted to vote their Shares during the Meeting by following the instructions set forth in this Circular under the heading “*Voting at the Meeting*.”

### **Manner of Voting by Management Proxies**

Shares voted by management proxies will be voted at the Meeting in accordance with the instructions contained in the form of proxy or voting instruction form. Your Shares will be voted for or against all resolutions set forth in this Circular in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, your Shares will be voted accordingly.

*IF YOU RETURN A SIGNED FORM OF PROXY OR VOTING INSTRUCTION FORM WITHOUT INDICATING YOUR VOTES, YOUR SHARES WILL BE VOTED “FOR” ALL RESOLUTIONS SET FORTH IN THIS CIRCULAR.*

### **Voting Cut-Off Date**

The proxy cut-off date for Shares to be voted in advance of the Meeting will be December 3, 2024, at 9:00 a.m. (Toronto time).

## **VOTING AT THE MEETING**

All Shareholders that would like to attend the Meeting can join **ELECTRONICALLY** by logging into the live audio webcast at <https://virtual-meetings.tsxtrust.com/1728> and by entering the password: **nsm2024**. **For the purpose of attending the Meeting, please do not attempt to access the live audio webcast via Google Search or by using Internet Explorer. You will need the latest versions of Chrome, Safari, Edge or Firefox to access the Meeting.**

### **Meeting Voting Instructions for Registered Shareholders**

Registered Shareholders entitled to vote at the Meeting may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/1728> on your browser at least 15 minutes before the Meeting starts.
2. Click on “**I have a control number**”.
3. Enter your 12-digit control number (on your proxy form).
4. Enter the password: **nsm2024** (case sensitive).

5. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

### Meeting Voting Instructions for Non-Registered Shareholders

Non-Registered Shareholders entitled to vote at the Meeting may vote at the Meeting virtually by following the steps listed below:

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or voting instruction form.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the voting instruction form.
3. Obtain a control number by contacting TSX Trust Company by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://www.tsxtrust.com/resource/en/75>.
4. Type in <https://virtual-meetings.tsxtrust.com/1728> on your browser at least 15 minutes before the Meeting starts.
5. Click on "**I have a control number**".
6. Enter your 12-digit control number
7. Enter the password: **nsm2024** (case sensitive).
8. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

If you are a Registered Shareholder and you want to appoint someone else (other than the Management Proxies) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found at <https://www.tsxtrust.com/resource/en/75>.

If you are a Non-Registered Shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found at <https://www.tsxtrust.com/resource/en/75>.

### INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year-end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of business to be acted upon at the Meeting, other than the election of directors of the Company.

### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares. As of the date of this Circular, the Company had 183,551,107 issued and outstanding Shares. Shareholders have one vote per Share on each matter to be acted upon at the Meeting.

The Board has fixed the close of business on October 21, 2024, at 5:00 p.m. (Toronto time) as the record date for the Meeting (the "**Record Date**"). Shareholders on the Record Date are entitled to receive this Circular and to vote at the Meeting and at any adjournment or postponement thereof, except to the extent that: (i) any such person transfers their after the Record Date; and (ii) the transferee of those Shares produces properly endorsed share certificates or otherwise establishes the transferee's ownership of the Shares and makes a demand to the registrar and transfer agent of the Company, not later than 10 days before the Meeting, that the transferee's name be included on the Shareholders' list for the Meeting. A list of the Shareholders entitled to vote at the Meeting will be available at the Meeting and for 10 days prior to the Meeting, for purposes connected to the Meeting, between the hours of 9:00 a.m. and 4:30 p.m. (Toronto time) at the Company's principal office at 130 King Street West, Exchange Tower, Suite 1940, Toronto, Ontario, Canada M5X 2A2.

To the knowledge of the Company, except for Vision Blue Resources Limited ("**Vision Blue**"), as of the date of this Circular, no director, executive officer, or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of outstanding voting securities of the Company. As of the date of this Circular, Vision Blue is the beneficial owner of 88,162,372 Shares representing approximately 48% of the issued and outstanding Shares.

### SHAREHOLDER PROPOSALS

Under the *Canada Business Corporations Act* (the "**CBCA**"), the Company is required to accept shareholder proposals for matters to be acted upon at the Meeting 90 to 150 days before the anniversary of our last annual meeting, which was held on December 5, 2023. As a result, the deadline to receive a shareholder proposal was September 30, 2024. As at the date hereof, the Company has not received notice of any shareholder proposals in connection with the Meeting.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### 1. FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended June 30, 2024, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's audited financial statements and management discussion and analysis are available on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### 2. ELECTION OF DIRECTORS

The Company is required to elect directors annually, elect directors individually and publicly disclose the votes received "for" and "against" the election of each nominee director. Directors of the Company will hold their offices until the next annual meeting of Shareholders or until their successors have been duly elected and qualified or until the earlier of resignation, removal of office or death.

#### **Advance Notice Provision**

The Company's by-laws include an advance notice provision for nominations of directors by Shareholders. A copy of the Company's advance notice provision is available on the Company's website at [www.nextsourcemat.com](http://www.nextsourcemat.com) under the "Corporate Governance" section. As at the date hereof, the Company has not received notice of any director nominations in connection with the Meeting.

#### **Majority Voting**

The Company is subject to the statutory majority voting requirements under the CBCA (the "**CBCA Majority Voting Requirements**"), which became effective on August 31, 2022. In accordance with the CBCA Majority Voting Requirements, directors stand for election each year at the annual meeting of Shareholders, and a separate vote of Shareholders is taken with respect to each candidate nominated for director. If there is an uncontested election, each candidate is elected only if the number of votes cast in their favor represents a majority of the votes cast for and against them by the Shareholders who are present in person or represented by proxy at the meeting. If an incumbent director is not re-elected in an uncontested election, the director may continue in office until the earlier of (i) the 90th day after the day of the election; and (ii) the day on which their successor is appointed or elected. Majority voting will not apply in the case of a contested election of directors, in which case the directors will be elected by a plurality of votes of the shares represented in person or by proxy at the meeting and voted on the election of directors.

#### **Nominees for Election to the Board of Directors**

The following table sets forth information relating to the seven (7) nominees for election to the Board.

Name	Age	Company Position	Principal Occupation <sup>(1)</sup>	Director Since	# and % of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
Sir Michael Davis (London, UK)	66	Chair of the Board of Directors	CEO of Vision Blue Resources Limited	March 2021	88,162,372 <sup>(7)</sup> (48%)
Craig Scherba <sup>(6)</sup> (Riviere Noire, Mauritius)	52	Director Chief Development Officer <sup>(8)</sup>		January 2010	445,993 (0.24%)
Brett Whalen <sup>(3)(4)(5)</sup> (Markham, ON, Canada)	49	Director	Professional investor.	July 2020	1,033,360 (0.56%)
Hanré Rossouw <sup>(6)</sup> (Cape Town, South Africa)	49	Director President and Chief Executive Officer <sup>(8)</sup>		October 2024	Nil (0.00%)
Christopher Kruba <sup>(3)(4)(5)</sup>	49	Director	Vice-President and Senior Counsel of Nostrum Capital Corporation	December 2019	368,070 (0.2%)



(Windsor, ON, Canada)					
Ian Pearce <sup>(3)(4)(6)</sup> (Toronto, ON, Canada)	67	Director	Lead independent Director of Northland Power Inc., and Metso Corporation	July 2021	41,306 (0.02%)
Martina Buchhauser (Gauting, Germany) <sup>(3)(5)(6)</sup>	58	Director	Non-executive director of Gränges AB; senior advisor at H&Z Management Consulting	December 2023	Nil (0.00%)

- (1) Other than Company Position as described by the respective individual.  
(2) The number of securities beneficially owned or controlled or directed, directly or not directly, is not within the knowledge of the Company and has been furnished by the respective individual.  
(3) Ian Pearce, Brett Whalen, Christopher Kruba, and Martina Buchhauser are independent directors of the Company.  
(4) The members of the Audit Committee are Christopher Kruba (Chair), Brett Whalen, and Ian Pearce.  
(5) The members of the Governance Committee are Brett Whalen (Chair), Christopher Kruba, and Martina Buchhauser.  
(6) The members of the Sustainability Committee are Ian Pearce (Chair), Martina Buchhauser, Hanré Rossouw and Craig Scherba.  
(7) These represent the Shares owned by Vision Blue.  
(8) To be effective November 1, 2024.

### Biographies of the Nominees to the Board of Directors

#### *Sir Michael (Mick) Davis (London, UK)*

Sir Michael Davis has been a director since March 2021. Mr. Davis is a highly successful mining executive credited with building Xstrata Plc into one of the world's largest global diversified mining and metals companies prior to its acquisition by Glencore Plc. Mr. Davis also served as CFO of Billiton Plc, Chairman of Billiton Coal, and as CFO of Eskom. During his career in mining, he has raised over US\$40 billion from global capital markets and successfully completed over US\$120 billion of corporate transactions, including the creation of the Ingwe Coal Corporation in South Africa; the listing of Billiton on the London Stock Exchange; the merger of BHP and Billiton; as well as numerous transactions at Xstrata culminating in the sale to Glencore Plc. Sir Mick Davis is a Chartered Accountant by profession and holds an honours degree in Commerce from Rhodes University, South Africa and an Honorary Doctorate from Bar Ilan University, Israel.

#### *Craig Scherba, P.Geol. (Riviere Noire, Mauritius)*

Mr. Scherba was appointed as the President and Chief Executive Officer of the Company in August 2015 and has been a director since January 2010. Mr. Scherba served as President and Chief Operating Officer from September 2012 to August 2015 and Vice President, Exploration of the Company from January 2010 to September 2012. Effective November 1st, 2024, Mr. Scherba will continue as a director and Chief Development Officer of NextSource to focus on developing strategy, managing offtake negotiations and expanding the Company's relationships with graphite supply chain auto manufacturers ("OEMs") around the world. Mr. Scherba has been a professional geologist (P. Geol.) since 2000, and his expertise includes supervising large Canadian and international exploration. Mr. Scherba also serves as Vice President, Exploration of MacDonald Mines Exploration Ltd, Red Pine Exploration Inc. and Honey Badger Exploration Inc. which are resource exploration companies trading on the TSX Venture Exchange. In addition, Mr. Scherba was professional geologist with Taiga Consultants Ltd. ("Taiga"), a mining exploration consulting company from March 2003 to December 2009. He was a managing partner of Taiga between January 2006 and December 2009. Mr. Scherba was an integral member of the exploration team that developed Nevsun Resources' high-grade gold, copper and zinc Bisha project in Eritrea. While at Taiga, Mr. Scherba served as the Company's Country and Exploration Manager in Madagascar during its initial exploration stage.

#### *Hanré Rossouw (Cape Town, South Africa)*

Hanré Rossouw is the President and Chief Executive Officer of the Company effective November 1st, 2024, with Hanré initially joining the Board as a Director effective October 3, 2024. Hanré joins NextSource from his role as Executive Director and Chief Financial Officer of Sasol Limited with extensive experience in the global natural resources industry over the last 25 years. A British and South African national, Hanré has held senior positions in leading global mining and investment companies where his roles involved business development, M&A, capital markets, asset management and growth optimization. Mr. Rossouw graduated from Oxford University with a Master's degree in Business Administration and also holds a Bachelor of Engineering degree in Chemical Engineering and a Bachelor of Commerce (Hons) degree in Economics.

*Brett Whalen (Markham, Canada)*

Brett Whalen has been a director since July 2020 and was appointed as Chair of the Board of Directors from July 2020 to March 2021. Mr. Whalen has over 20 years of investment banking and M&A expertise, spending over 16 of those years at Dundee Corporation (Dundee Corp.). During his tenure at Dundee Corp., Mr. Whalen was directly involved in completing approximately \$2 billion in M&A deals and helped raise over \$10 billion dollars in capital in the resource sector. Mr. Whalen became Vice President and Portfolio Manager of Goldman and Company (a division of Dundee) and was President and CEO of the CMP Group of Companies. Mr. Whalen has held Board seats of several TSX-listed and privately held companies and holds a BA (Honours) degree in Economics and Finance from Wilfrid Laurier University.

*Christopher Kruba (Windsor, Canada)*

Christopher Kruba has been a director since December 2019. Mr. Kruba is Vice-President and Counsel to Nostrum Capital Corporation and several related corporations that are part of the Toldo Group. The Toldo Group is headquartered in Windsor, Ontario and is composed of several privately held corporations in Canada and the United States, some of which manufacture and operate in diversified sectors and others which participate in active and passive investments across capital markets throughout North America, Europe and Africa. In addition to his responsibilities as counsel to the Toldo Group Mr. Kruba serves as corporate secretary to all the companies, is a member of the group's investment committee and he serves on the board of directors of many of the companies. In his roles Mr. Kruba participates in capital market decisions, he has lead mergers and acquisitions and he has participated in the management and strategic planning for numerous companies, including venture capital corporations in which the group has invested. Prior to joining the Toldo Group in 2000 Mr. Kruba articulated with and practiced at the law firm of Gignac, Sutts LLP in Windsor, Ontario. Mr. Kruba graduated from the University of Windsor's Faculty of Law in 1998 and has been a Member of the Law Society of Ontario since 1999. Nostrum Capital Corporation and Mr. Kruba personally have been investors in NextSource Materials Inc. since 2011.

*Ian Pearce (Toronto, Canada)*

Ian Pearce has been a director since July 2021. Mr. Pearce is a Corporate Director with over 40 years of professional experience in the global metallurgy and mining-related industries. Mr. Pearce held executive roles at Falconbridge Limited, including Chief Operating Officer and subsequently served as Chief Executive Officer of Xstrata Nickel, a subsidiary of Xstrata plc. He has also held senior engineering and project management roles managing numerous significant development projects in the mining extractives sector. Mr. Pearce was the Chair of the Board of New Gold until August 1, 2024, and currently lead independent Director of Northland Power, and Director of Metso Corporation. Mr. Pearce holds a Higher National Diploma in Engineering (Mineral Processing) from the University of Johannesburg and a Bachelor of Science degree from the University of the Witwatersrand in South Africa. Mr. Pearce's principal occupation is serving as a corporate director.

*Martina Buchhauser (Gauting, Germany)*

Martina Buchhauser has been a director since December 2023. She is a senior executive and global leader with 35 years of experience in the automotive industry. Ms. Buchhauser has held various executive positions at General Motors, MAN truck and bus, BMW, and was the Chief Procurement Officer of Volvo Cars and member of its management board. She was at Volvo during the industry's transformation of new technology applications in the areas of propulsion, connectivity, autonomous driving and the likes. Ms. Buchhauser was responsible for and instrumental in orchestrating the companies' supply chains – securing global capacities, deliveries, quality, sustainability, and innovation. Besides the NextSource Materials mandate, she has been a non-executive director of Gränges AB, Sweden, since 2021. She is also a senior advisor to H&Z Management Consulting in Munich. Ms. Buchhauser holds a Master of Science degree in Business Management from Stanford University.

### **Cease Trade Orders, Bankruptcies, Penalties and Sanctions**

No directors, nominee directors, or executive officers of the Company: (i) is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that (a) was subject to a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (ii) is, as at the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (iii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings,

arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

As at the date hereof, no directors, nominee directors, or executive officers of the Company has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

#### **Recommendation**

*The Board recommends that Shareholders vote “FOR” the election of each of the nominated directors.*

### **3. APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS**

#### **General Information**

PricewaterhouseCoopers LLP was appointed auditor on May 2, 2024, and served as auditor for the fiscal year ended June 30, 2024.

#### **Resolution**

At the Meeting, the Shareholders will vote to approve the appointment of PricewaterhouseCoopers LLP as the Company’s auditors for the fiscal year ending June 30, 2025, and to authorize the Board to fix their remuneration through the following resolution:

#### **“NOW THEREFORE BE IT RESOLVED:**

1. The appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the Company’s auditors for the fiscal year ending June 30, 2025, is hereby approved and that the Board of Directors is authorized to fix their remuneration.”

If Shareholders fail to ratify the selection, it will be considered as a direction to the Board to consider the selection of a different independent registered public accounting firm for the fiscal year ending June 30, 2025. Even if the selection is ratified, the Board in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and Shareholders.

#### **Recommendation**

*The Board recommends that Shareholders vote “FOR” the appointment of PricewaterhouseCoopers LLP as the Company’s auditors for the fiscal year ending June 30, 2025, and to authorize the Board to fix their remuneration.*

### **EXECUTIVE COMPENSATION**

Under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and in accordance with Form 51-102F6 – *Statement of Executive Compensation*, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer (“**CEO**”), Chief Financial Officer (“**CFO**”) and the three most highly compensated executive officers, other than the CEO and CFO, who was serving as an executive officer at the end of financial year ended June 30, 2024 and whose total compensation exceeded CAD\$150,000, for that financial year (collectively, “**NEO**” or the “**Named Executive Officers**”).

As of the year-ended June 30, 2024, the Company had five individuals that qualified as NEOs. In this Circular, the following individuals are treated as NEOs for the purposes of the disclosures required by NI 51-102.

<b>Name</b>	<b>Position</b>
Craig Scherba	CEO, President and Director <sup>(1)</sup>
Marc Johnson	Chief Financial Officer <sup>(2)</sup>
Jonathan Vellozo	Interim Chief Operating Officer <sup>(3)</sup>
Brent Nykoliation	EVP, Corporate Development
Danniel Stokes	VP, Special Projects
Dr. Markus Reichardt	VP, Sustainability

(1) Mr. Scherba transitioned to the Chief Development Officer role, as of November 1, 2024 with Hanré Rossouw being appointed President & CEO as of this date.

(2) Mr. Johnson was employed as Chief Financial Officer until July 2024, when he was replaced by Jaco Crouse.

- (3) Mr. Velloza did not qualify as an NEO for the year ended June 30, 2024. However, the Company expects that Mr. Velloza will qualify as an NEO for the year ended June 30, 2025, and accordingly has provided disclosures in this Circular in respect of Mr. Velloza as if he qualified as an NEO as of the year ended June 30, 2024.

## Compensation Discussion and Analysis

The Governance Committee is responsible for designing the executive compensation program and reviewing on an annual basis the cash compensation, performance, and overall compensation package for the Named Executive Officers. The Governance Committee then recommends to the Board changes to the base salary and the awarding of annual incentive bonuses and long-term incentives. The Board then approves any changes to the base salary and the awarding of annual incentive bonuses and long-term incentives.

The goal of the executive compensation philosophy at NextSource is to attract, motivate, retain and reward a knowledgeable and driven management team and to encourage them to attain and exceed performance expectations. NextSource's compensation practices are based on a pay-for-performance philosophy in which assessment of performance is based on the Company's financial and operational performance as well as individual contributions. The compensation program is designed to reward each executive based on corporate and individual performance and is also designed to incent such executives to drive the organization's growth in a sustainable and prudent way.

The following key principles guide the Company's overall compensation philosophy:

- Attract and retain high-caliber executives by offering competitive compensation as compared to peer companies in the mining industry;
- Ensure the compensation programs are fair and reasonable from the perspective of Shareholders;
- Align executive's interests with the business objectives of NextSource;
- Focus executives on the key business factors that will drive Shareholder value; and
- Align compensation with NextSource's corporate strategy and financial interests as well as the long-term interests of NextSource shareholders.

During the years ended June 30, 2023 and 2024, the Company engaged with Global Governance Advisors ("GGA"), a globally recognized independent expert in executive and director compensation to review the Company's executive and director compensation programs.

During the year ended June 30, 2023, this included a review of the Company's peer group, NEO and director compensation structures/pay levels and a review of the competitiveness of compensation for select positions below the executive level. This led to some adjustments to base salary and incentive levels for the NEOs.

During the year ended June 30, 2024, GGA's work included advice relating to the design of short and long-term incentive grants at the Company along with review and development of compensation policies to enhance the Company's compensation practices.

The Company incurred the following fees for GGA's work during the years ended June 30, 2023 and 2024:

Fiscal Year	Executive Compensation Related Fees	All Other Fees
2024	C\$50,450	C\$0
2023	C\$30,050	C\$14,000

The key elements of the compensation program are:

1. Competitive cash compensation consisting of base salary and annual bonuses.
2. Providing an opportunity to participate in the Company's long-term growth of the Company through the LTIP Plan (as defined herein), which includes the granting of Options and RSUs (each as defined herein).
3. Benefits and Perquisites.

### Base Salary

Base salaries are reviewed at least annually and changes are made as required. To ensure they are competitive with other similar positions within the mining industry in Canada, UK and South Africa, industry surveys and peer group analysis is used to examine the competitiveness of such salaries. Additional considerations include years of experience, the potential contribution which the individual can make towards the success of the Company, the level of responsibility and authority inherent in the job, and the importance of maintaining internal equity within the organization.

The following peer group was developed and approved by the Board in consultation with GGA and used to determine the competitiveness of the Company's compensation levels and structure:

• Alpha Lithium Corp.	• Graphite One Inc.	• Rock Tech Lithium Inc.
• American Lithium Corp.	• International Battery Metals Inc.	• Standard Lithium Ltd.
• Amprius Technologies Inc.	• Nano One Materials Corp.	• Syrah Resources Ltd.
• Century Lithium Corp.	• Nouveau Monde Graphite Inc.	• TRX Gold Corp.
• Electroveya Inc.	• Orezone Gold Corp.	

Based on the results of GGA’s peer group analysis, NextSource noted certain roles which were positioned less competitively from a base salary perspective. This resulted in the following adjustments to base salaries for the Company’s NEOs:

Named Executive Officer and Position	Approved Base Salary
Craig Scherba – CEO, President and Director	US\$350,000
Marc Johnson – Chief Financial Officer	US\$200,000
Jonathan Velloza- Interim Chief Operating Officer	US\$180,000
Brent Nykoliation – EVP, Corporate Development	US\$190,000
Danniel Stokes – VP, Special Projects	GBP£160,000
Dr. Markus Reichardt – VP, Sustainability	GBP£160,000

#### Annual Bonuses

Annual bonuses are paid on the achievement of specific milestones and Board discretion, being settled in cash or RSUs on an annual basis. The form of settlement takes into account the Company’s financial position which may not allow for the settlement of bonuses in cash. The annual bonus opportunity available to each executive is reviewed on a regular basis, with adjustments made as required.

Annual bonus payouts provided to NEOs during the year ended June 30, 2024 were as follows:

Named Executive Officer and Position	Short-Term Incentive Payout (US\$)	Short-Term Incentive Payout (% of Fiscal Year 2024 Salary)	Short-Term Incentive Target (% of Salary)
Craig Scherba – CEO, President and Director	\$193,866	83%	80%
Marc Johnson – Chief Financial Officer	\$81,934	46%	50%
Jonathan Velloza- Interim Chief Operating Officer	Nil	*	50%
Brent Nykoliation – EVP, Corporate Development	\$92,585	55%	50%
Danniel Stokes – VP, Special Projects	\$33,100	16%	50%
Dr. Markus Reichardt – VP, Sustainability	\$26,480	13%	50%

#### Long-Term Incentives

The awarding of Options (exercisable into Shares at a specific exercise price) and RSUs (convertible into Shares upon achieving certain milestones) issued pursuant to the LTIP Plan are long-term incentives that link the compensation of executive officers with the long-term appreciation of the Company’s Share price. These are also used to encourage executive officers to own and hold Shares. When determining the number of Options and RSUs that should be awarded to each executive officer, the following are taken into consideration:

- the relative position of the individual officer,
- the future contributions expected to be made by that officer, and
- the number of Options and/or RSUs that were previously granted and/or are currently outstanding.

During the year ended June 30, 2024, NextSource granted a total of 300,000 RSUs to select NEOs, which vest as outlined below. See also “Executive Compensation – Incentive Plan Awards – Share-Based (RSU) Awards Outstanding”.

Grant Date	Vesting Date	Expiration Date	Awarded
May 28, 2024	September 30, 2024	September 30, 2026	25,000
May 28, 2024	December 31, 2024	December 31, 2026	25,000
May 28, 2024	March 31, 2025	March 31, 2027	25,000
May 28, 2024	June 30, 2025	June 30, 2027	25,000
May 28, 2024	September 30, 2025	September 30, 2027	25,000

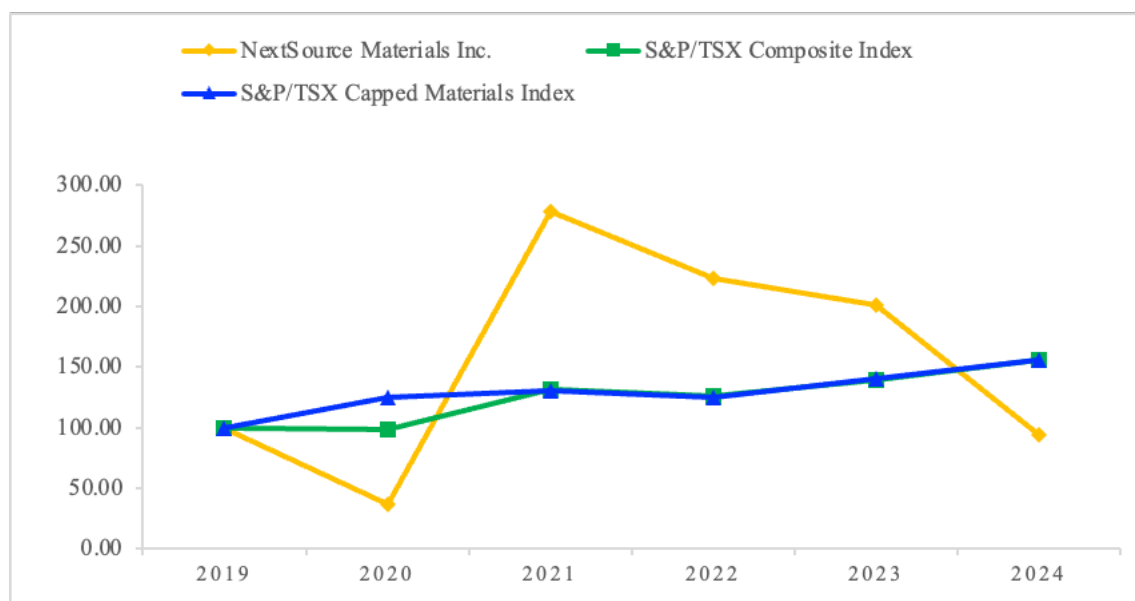
May 28, 2024	December 31, 2025	December 31, 2027	25,000
May 28, 2024	March 31, 2026	March 31, 2028	25,000
May 28, 2024	June 30, 2026	June 30, 2028	25,000
May 28, 2024	September 30, 2026	September 30, 2028	25,000
May 28, 2024	December 31, 2026	December 31, 2028	25,000
May 28, 2024	March 31, 2027	March 31, 2029	25,000
May 28, 2024	June 30, 2027	June 30, 2029	25,000

### Benefits & Perquisites

Health benefits and other usual perquisites may be provided for executives to ensure market competitiveness. Notwithstanding the foregoing, benefits and perquisites are not intended to make-up a meaningful amount of an executive's compensation package which is designed to align pay with the performance of the Company and individual.

### Performance Graph

The following table and graph compare the total shareholder return for CDN\$100 invested in Shares against the total shareholder return of the S&P/TSX Capped Materials Index and the S&P/TSX Composite Index from June 30, 2019, to June 30, 2024.



	2019	2020	2021	2022	2023	2024
<b>NextSource Materials Inc.</b>	100.00	36.84	277.89	223.16	201.05	93.68
<b>S&amp;P/TSX Composite Index</b>	100.00	97.83	130.94	125.87	138.99	155.85
<b>S&amp;P/TSX Capped Materials Index</b>	100.00	124.90	130.68	125.28	139.80	155.80

The Share price declined in 2020 due to the broad market declines due to the start of the global COVID-19 pandemic. The Share price improved significantly in early 2021 based on the announcement of an investment agreement with Vision Blue to fund construction of Phase 1 of the Molo Graphite Mine. The Share price declined in 2022 due to construction delays for the Molo Graphite Mine. The Share price declined in 2023 and 2024 due to construction delays and expectations that the Company required additional funding to advance its development projects.

### Summary Compensation Table

The following table is a summary of the compensation paid, directly or indirectly, to the Named Executive Officers of the Company for the three most recently completed financial years ended June 30, 2024. All amounts in the table are reported in USD\$.

Name and Principal Position	Fiscal Year	Salary and Consulting Fees (USD\$)	Option-Based Awards (USD\$) <sup>(1)</sup>	Share-Based Awards (RSUs) (USD\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (USD\$) <sup>(3)</sup>	Pension Value (USD\$)	All Other Compensation (USD\$) <sup>(4)</sup>	Total Compensation (USD\$)
Craig Scherba, CEO, President, and Director <sup>(A)</sup>	2024	<b>234,588</b>	Nil	<b>34,815</b>	<b>193,866</b>	Nil	Nil	<b>463,269</b>
	2023	196,559	Nil	50,500	Nil	Nil	Nil	247,059
	2022	191,829	Nil	33,063	Nil	Nil	Nil	224,892
Marc Johnson, CFO <sup>(B)</sup>	2024	<b>176,236</b>	Nil	<b>34,815</b>	<b>81,934</b>	Nil	<b>175,000</b>	<b>467,985</b>
	2023	147,532	Nil	50,500	Nil	Nil	Nil	198,032
	2022	142,807	Nil	80,450	Nil	Nil	2,278	225,535
Jonathan Vellozo, Interim COO <sup>(C)</sup>	2024	<b>125,000</b>	Nil	Nil	Nil	Nil	Nil	<b>125,000</b>
	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brent Nykoliati, EVP Corporate Development <sup>(D)</sup>	2024	<b>168,773</b>	Nil	<b>34,815</b>	<b>92,585</b>	Nil	Nil	<b>296,173</b>
	2023	147,532	Nil	50,500	Nil	Nil	Nil	198,032
	2022	142,257	Nil	80,450	Nil	Nil	3,199	225,906
Danniel Stokes, VP Special Projects <sup>(E)</sup>	2024	<b>202,434</b>	Nil	Nil	<b>33,100</b>	Nil	Nil	<b>235,534</b>
	2023	159,459	Nil	Nil	Nil	Nil	Nil	159,459
	2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Markus Reichardt, VP, Sustainability <sup>(F)</sup>	2024	<b>202,750</b>	Nil	Nil	<b>26,480</b>	Nil	Nil	<b>229,230</b>
	2023	101,224	Nil	Nil	Nil	Nil	Nil	101,224
	2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(A) The Company has an employment agreement with Mr. Scherba, who receives a salary of USD\$ 29,167 per month, effective June 1, 2024. He is eligible to receive specific cash and RSU bonuses linked to achieving Company milestones. Mr. Scherba does not receive additional compensation for also being a Director of the Company.

(B) On July 9, 2024, the Company announced the appointment of Jaco Crouse as Chief Financial Officer, effective immediately, replacing Mr. Johnson. The Company had a management company agreement with Mr. Johnson, who received consulting fees of USD\$ 16,667 per month, effective December 1, 2023. He was eligible to receive specific cash and RSU bonuses linked to achieving Company milestones.

(C) On November 24, 2023, the Company announced the appointment of Jonathan Vellozo, as Interim Chief Operating Officer, replacing Robin Borley. The Company has a consulting agreement with Mr. Vellozo, who receives a salary of USD\$ 15,000 per month.

(D) The Company has an employment agreement with Mr. Nykoliati, who receives a salary of USD\$ 15,834 per month, effective December 1, 2023. He is eligible to receive specific cash and RSU bonuses linked to achieving Company milestones.

(E) Mr. Stokes became VP Special Projects on August 1, 2022. The Company has an employment agreement with Mr. Stokes, who receives a salary of GBP£ 13,333 per month. He is eligible to receive RSU bonuses linked to milestones.

(F) Mr. Reichardt became VP Sustainability on January 1, 2023. The Company has an employment agreement with Mr. Reichardt, who receives a salary of GBP£ 13,333 per month. He is eligible to receive RSU bonuses linked to milestones.

(1) Represents the fair value of the Options as calculated using the theoretical Black-Scholes option pricing model on the date of the award. All of the Options vested immediately. The Options only have value to the holder if exercised prior to their respective expiration dates while the Options are “in-the-money”. If the Options expire unexercised, the realized value could be \$nil.

(2) Represents the fair value of RSUs that are expected to vest on the RSU vesting measurement date based on the intrinsic value of the RSUs on the date of the award. Each RSU entitles the holder to receive a Share prior to, or on, its expiration date subject to achieving a performance or employment milestone. RSUs only have value if the milestone is achieved prior to or on the measurement date. If the milestone is not achieved, the realized value could be \$nil. For accounting purposes, the fair value is expensed over the vesting period and is subject to remeasurement based on the probability of achieving the milestone and adjustments for potential forfeitures.

(3) Represents cash bonuses earned during the reporting period.

(4) Other compensation includes health benefits, severance and other perquisites received during the reporting period.

## Incentive Plan Awards

### *Value Vested or Earned During the Year*

The value vested for Option and Share-based (RSU) awards issued to Named Executive Officers pursuant to the LTIP Plan, collectively, and the value earned for non-equity incentive plans during the year ended June 30, 2024 are as follows:

Name	Option-based awards value vested during the year (USD\$)	Share-based awards value vested during the year (USD\$)	Non-equity incentive plan compensation value earned during the year (USD\$)
Craig Scherba	Nil	Nil	193,866
Marc Johnson	Nil	Nil	81,934
Jonathan Velloza	Nil	Nil	Nil
Brent Nykoliation	Nil	Nil	92,585
Danniel Stokes	Nil	35,734 <sup>(1)</sup>	33,100
Markus Reichardt	Nil	35,734 <sup>(1)</sup>	26,480

(1) Based on 55,000 RSUs granted on June 19, 2024, that vested on June 30, 2024, at CAD\$0.89 (USD\$0.65).

#### *Option-Based Awards Outstanding*

As at June 30, 2024, a total of Nil Options awarded to Named Executive Officers were outstanding pursuant to the LTIP Plan.

#### *Share-Based (RSU) Awards Outstanding*

As at June 30, 2024, a total of 300,000 RSUs awarded to Named Executive Officers were outstanding pursuant to the LTIP Plan, as follows:

Name	Number of Share-based awards that have not vested (#)	Value of Share-based awards that have not vested (USD\$)	Value of share-based awards that have vested not paid out (USD\$) <sup>(1)</sup>
Craig Scherba	300,000	194,910	Nil
Danniel Stokes	Nil	Nil	35,734 <sup>(1)</sup>
Markus Reichardt	Nil	Nil	35,734 <sup>(2)</sup>

(1) Based on 55,000 RSUs and a TSX closing price of CAD\$0.89 (USD\$0.73) as at June 30, 2024 and assuming that all the RSUs are converted prior to expiration.

(2) Based on 55,000 RSUs and a TSX closing price of CAD\$0.89 (USD\$0.73) as at June 30, 2024 and assuming that all the RSUs are converted prior to expiration.

#### **Termination And Change of Control Benefits**

The following are the material termination and change of control benefits payable in respect of services provided to the Company or any of its subsidiaries that were performed by an NEO or was performed by any other party but are services typically provided by an NEO.

- The Company has an employment agreement with Mr. Scherba, who receives a salary of USD\$ 29,167 per month, effective June 1, 2024. He is eligible to receive specific bonuses linked to achieving Company milestones. His contract has an 18-month termination notice period (or lump sum pay), which increases to 36 months if within 12 months of a change of control the Company gives notice of its intention to terminate, or a triggering event occurs, and he elects to terminate.
- On July 9, 2024, the Company announced the appointment of Jaco Crouse as Chief Financial Officer, effective immediately, replacing Mr. Johnson. The Company had a management consulting agreement with Mr. Johnson, who received consulting fees of USD\$ 16,667 per month, effective December 1, 2023. He was eligible to receive specific bonuses linked to achieving Company milestones. He was paid a termination fee of USD\$ 175,000.
- The Company has an employment agreement with Mr. Nykoliation, who receives a salary of USD\$ 15,834 per month, effective December 1, 2023. He is eligible to receive specific bonuses linked to achieving Company milestones. His contract has an 18-month termination notice period (or lump sum pay), which increases to 36 months if within 12 months of a change of control the Company gives notice of its intention to terminate, or a triggering event occurs, and he elects to terminate.
- The Company has an employment agreement with Mr. Stokes, who receives a salary of GBP£ 13,333 per month. He is eligible to receive RSU bonuses linked to milestones. His contract has a 12-month termination notice period (or lump sum pay). There is no provisions tied to change of control within the employment agreement.
- The Company has an employment agreement with Mr. Reichardt, who receives a salary of GBP£ 13,333 per month. He is eligible to receive RSU bonuses linked to milestones. His contract has a 12-month termination notice period (or lump sum pay). There is no provisions tied to change of control within the employment agreement.



The following table provides details regarding the estimated incremental payments from the Company to each of the NEOs upon termination in connection with a change of control in accordance with the above provisions, or upon termination without cause, assuming a triggering event occurred on June 30, 2024.

Name and Principal Position	Termination/Notice Period Without / With Change of Control (# of months)	Base Salary per Month (USDS)	Termination/Notice Period Pay Without Change of Control (USDS)	Termination Pay with Change of Control (USDS)
Craig Scherba, CEO, President, and Director	18 / 36	29,167	525,006	1,050,012
Marc Johnson, CFO	N/A	N/A	175,000	N/A
Brent Nykoliotion, EVP Corporate Development	18 / 36	15,834	285,012	570,024
Daniel Stokes, VP Special Projects	12 / N/A	16,869	202,428	N/A
Markus Reichardt, VP, Sustainability	12 / N/A	16,896	202,752	N/A

#### DIRECTOR COMPENSATION

Under NI 51-102 and in accordance with Form 51-102F6 – *Statement of Executive Compensation*, the Company is required to disclose certain financial and other information relating to the compensation of the non-NEO directors of the Company.

#### Compensation Discussion and Analysis

The Governance Committee is responsible for designing the director compensation program and reviews on an annual basis the cash compensation, performance, and overall compensation package for the directors. The Governance Committee then recommends to the Board changes to the director fees and the awarding of long-term incentives. The Board then approves any changes to the director’s fees and the awarding of long-term incentives.

During the year ended June 30, 2024, GGA reviewed the competitiveness of director compensation at NextSource. This review led to some adjustments to director compensation levels to ensure ongoing competitiveness with the Company’s peer group and the broader marketplace.

Each director that is not a Named Executive Officer is entitled to the following retainers, as of December 1, 2023:

	Annual Retainer (C\$)
Non-Executive Chair of the Board	\$90,000
Lead Director	\$80,000
Board Member	\$50,000
Audit Committee Chair	\$15,000
Governance Committee Chair	\$13,000
Sustainability Committee Chair	\$13,000
Governance Committee Member	\$6,500
Sustainability Committee Member	\$6,500
Audit Committee Member	\$7,500

In addition to annual retainers, directors are also eligible to receive RSU grants on a periodic basis under the provisions of the LTIP Plan. They also are reimbursed for travel and other meeting-related expenses when meeting in-person.

Directors are not entitled to meeting fees, either at the Board or committee level.

There are no other arrangements under which the directors of the Company were compensated by the Company during the most recently completed financial year end for their services in their capacity as directors.

## Summary Compensation Table

The following table is a summary of the compensation paid, directly or indirectly, to the non-NEO directors of the Company for the most recently completed financial year ended June 30, 2024. All amounts in the table are reported in USD\$.

Name and Principal Position	Salary and Consulting Fees (USD\$)	Option-Based Awards (USD\$) <sup>(1)</sup>	Share-Based Awards (RSUs) (USD\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (USD\$) <sup>(3)</sup>	Pension Value (USD\$)	All Other Compensation (USD\$) <sup>(4)</sup>	Total Compensation (USD\$)
Sir Mick Davis, Non-Executive Chair of the Board <sup>(A)</sup>	58,183	Nil	Nil	Nil	Nil	Nil	58,183
Brett Whalen, Director <sup>(B)</sup>	61,138	Nil	Nil	Nil	Nil	Nil	61,138
Chris Kruba, Director <sup>(C)</sup>	45,724	Nil	Nil	Nil	Nil	Nil	45,724
Ian Pearce, Director <sup>(D)</sup>	45,298	Nil	Nil	Nil	Nil	Nil	45,298
Martina Buchhauser, Director <sup>(E)</sup>	26,868	Nil	Nil	Nil	Nil	Nil	26,868

(A) Sir Mick Davis is the Non-Executive Chair of the Board.

(B) Brett Whalen is Chair of the Governance Committee and a member of the Audit Committee.

(C) Chris Kruba is Chair of the Audit Committee and a member of the Governance Committee.

(D) Ian Pearce is Chair of the Sustainability Committee and a member of the Audit Committee.

(E) Ms. Buchhauser is a member of the Sustainability Committee and the Governance Committee.

(1) Represents the fair value of the Options as calculated using the theoretical Black-Scholes option pricing model on the date of the award. All of the Options vested immediately. The Options only have value to the holder if exercised prior to their respective expiration dates while the Options are "in-the-money". If the Options expire unexercised, the realized value could be \$nil.

(2) Represents the fair value of RSUs that are expected to vest on the RSU vesting measurement date based on the intrinsic value of the RSUs on the date of the award. Each RSU entitles the holder to receive one Share prior to, or on, its expiration date subject to achieving a performance or employment milestone. RSUs only have value if the milestone is achieved prior to or on the measurement date. If the milestone is not achieved, the realized value could be \$nil. For accounting purposes, the fair value is expensed over the vesting period and is subject to remeasurement based on the probability of achieving the milestone and adjustments for potential forfeitures.

(3) Represents cash bonuses earned during the reporting period.

(4) Other compensation includes health benefits and other perquisites received during the reporting period.

## Incentive Plan Awards

### Value Vested or Earned During the Year

The value vested for Option and Share-based (RSU) awards issued to non-NEO directors of the Company pursuant to the LTIP Plan, collectively, and the value earned for non-equity incentive plans during the year ended June 30, 2024 was nil.

### Option-Based Awards Outstanding

As at June 30, 2024, a total of 30,000 Options awarded to non-NEO directors of the Company were outstanding pursuant to the LTIP Plan, collectively, as follows:

Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money Options (USD\$)
Ian Pearce	30,000	CAD\$2.50	May 11, 2025	Nil <sup>(1)</sup>

(1) Based on a TSX closing price of CAD\$0.89 (USD\$0.73) as at June 30, 2024 and assuming that all the Options are exercised prior to conversion.

### Share-Based (RSU) Awards Outstanding

As at June 30, 2024, nil RSUs awarded to non-NEO directors of the Company were outstanding pursuant to the LTIP Plan.

## CORPORATE GOVERNANCE DISCLOSURE

### General

National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201”) and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) set out a series of guidelines for effective corporate governance. Under NI 58-101, the Company is required to disclose certain information about the Company’s corporate governance practices.

### Board of Directors

#### *Composition*

The Board presently consists of Sir Mick Davis (Non-Executive Chair of the Board), Craig Scherba, Hanré Rossouw, Brett Whalen, Chris Kruba, Ian Pearce, and Martina Buchhauser.

NI 58-101 defines an “independent” director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is defined as a relationship, which could, in the view of the Board, be expected to interfere with such member’s independent judgment. Brett Whalen, Chris Kruba, Ian Pearce, and Martina Buchhauser are considered independent directors. Sir Mick Davis (Non-Executive Chair of the Board and controlling shareholder of Vision Blue), Hanré Rossouw, and Craig Scherba are not considered independent directors. While independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, independent directors are encouraged to hold unscheduled and informal meetings to discuss issues ahead of regularly scheduled meetings of the Board. The Board is of the view that the Company’s approach to corporate governance is appropriate for its current size and resources but will monitor its approach as it executes its business plans. The Company periodically monitors and refines such practices as the size and scope of its operations increase. The Board remains cognizant to corporate governance issues and seeks to set up structures to ensure the effective discharge of its responsibilities without creating additional costs.

#### *Other Directorships*

The following directors are presently directors of other companies that are reporting issuers, or the equivalent, in a Canadian or foreign jurisdiction:

1. Ian Pearce: Lead independent Director of Northland Power Inc., and Director of Metso Corporation.

#### *Attendance at Board Meetings*

Director attendance to Board and committee meetings from July 1, 2023, to June 30, 2024, is set out in the following table with the meetings attended out of the total meetings held while they were directors.

Attendance	Board Meetings	Audit Committee	Governance Committee	Sustainability Committee
Sir Mick Davis	7/7 (Chair of the Board)	N/A	N/A	N/A
Craig Scherba	7/7	N/A	N/A	3/3
Robin Borley <sup>(1)</sup>	3/4	N/A	N/A	N/A
Brett Whalen	7/7	4/4	6/6 (Committee Chair)	N/A
Chris Kruba	7/7	4/4 (Committee Chair)	6/6	N/A
Ian Pearce	7/7	4/4	6/6	3/3 (Committee Chair)
Martina Buchhauser	3/3	N/A	6/6	3/3

(1) Mr. Borley resigned from the Board on November 24, 2023.

### Board Mandate

The Board has developed a written Board of Directors Mandate description. The full text of the Board Mandate is attached to this Circular as “Appendix A” and is also available on the Company’s website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the “Corporate Governance” section.

## **Position Descriptions**

The Board has developed written position descriptions for the Chair of the Board, the Chair of Board committees, and the CEO. Copies of such position descriptions are available on the Company's website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the "Corporate Governance" section.

## **Orientation and Continuing Education**

The Company does not provide a formal orientation and continuing education program for its directors. However, new directors are given an opportunity to familiarize themselves with the Company by visiting the Company's corporate offices, meeting with other directors, reviewing the rules and regulations of the stock exchanges where the Shares are listed, and reviewing the Company's constituting documents, by-laws, and related corporate governance policies. Directors are invited to speak with the Company's counsel, auditors, and other service providers to become familiar with their legal responsibilities.

## **Ethical Business Conduct**

The Company has instituted certain policies and procedures, including a Code of Ethics and Business Conduct (the "**Code of Ethics**") that applies to its directors, officers, and employees, including its principal executive officers, principal financial officer, principal accounting officer, controller or persons performing similar functions. A copy of the Company's Code of Ethics is available on the Company's website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the "Corporate Governance" section. If the Company makes substantive amendments to the Code of Ethics, the Company will disclose the nature of such amendments or waiver on the Company's website or in a report within four days of such amendment or waiver.

## **Nomination of Directors**

The Governance Committee recommends to the Board criteria for Board membership. In making its recommendation, the Governance Committee considers the aggregate competencies and skills that the Board should possess and the competencies and skills of each current director. The Governance Committee reviews with the Board, on an annual basis, the requisite skills, and criteria for Board members as well as the composition and size of the Board to ensure that the Board has the requisite expertise, that its membership consists of persons with sufficiently diverse and independent backgrounds, and that its membership consists of an appropriate mix of inside, outside and independent directors. The Governance Committee identifies and recommends to the Board individuals qualified to become Board members, consistent with criteria approved by the Board. The Governance Committee is responsible for recommending to the Board the nominees for election as directors at any meeting of Shareholders and the persons to be appointed by the Board to fill any vacancies on the Board. See "*Board Committees*" below for further information relating to the Governance Committee.

## **Compensation**

The Governance Committee assists the Board in carrying out its responsibilities relating to executive and director compensation. The Governance Committee recommends to the Board the form and amount of compensation to be paid by the Company to directors for service on the Board and on committees. The Governance Committee review director compensation annually.

The Governance Committee annually reviews the Company's base compensation structure and the Company's incentive compensation programs and recommend changes in or additions to such structure and plans to the Board as needed. The Governance Committee recommends to the Board the annual base compensation of the CEO and other executive officers. The Governance Committee reviews executive officer compensation at least annually. The Governance Committee administers the LTIP Plan and the granting of Awards thereunder. See "*Board Committees*" below for further information relating to the Governance Committee.

## **Board Committees**

The Board has the following committees:

### *Audit Committee*

The Audit Committee consists of Chris Kruba (Chair), Brett Whalen and Ian Pearce. All members are independent in accordance with the standards of National Instrument 52-110 – Audit Committees ("**NI 52-110**"). NI 52-110 requires that certain information regarding the Audit Committee of the Company be included in the annual information form of the Company. For the information regarding the Audit Committee required by Form 52-110F1, refer to the disclosure under the heading "*Audit Committee*" in the annual information form of the Company dated October 3, 2024 and filed on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). The Audit Committee charter is available on the Company's website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the "Corporate Governance" section.

### *Governance Committee*

The Governance Committee consists of Brett Whalen (Chair), Chris Kruba and Martina Buchhauser. All members are independent in accordance with the standards of National Instrument 58-101. The Governance Committee assists the Board in fulfilling its responsibilities relating to executive and director compensation, the nomination of directors, assessment of the performance of directors, and for monitoring and resolving corporate governance issues. The Governance Committee reviews annually and recommends to the Board the form and amount of compensation to be paid by the Company to directors for service on the Board and on committees. The Governance Committee reviews annually and recommends to the Board the base compensation structure and the Company's incentive compensation programs. The Governance Committee charter is available on the Company's website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the "Corporate Governance" section.

### *Sustainability Committee*

The Sustainability Committee consists of Ian Pearce (Chair), Martina Buchhauser, Hanré Rossouw and Craig Scherba. Mr Pearce and Ms Buchhauser are independent in accordance with the standards of National Instrument 58-101. The Sustainability Committee assists the Board in fulfilling its responsibilities relating to health and safety, environmental, and corporate social responsibility policies. The Sustainability Committee charter is available on the Company's website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com) under the "Corporate Governance" section.

### **Director Assessments**

The Board uses peer reviews to assess, on an annual basis, the effectiveness of the Board as a whole and of each of the individual Directors to determine whether the Board is functioning effectively.

### **Director Term Limits and Other Mechanisms of Board Renewal**

The Company has not instituted director term limits or other mechanisms of board renewal.

The Company believes that in considering the nature and size of the Board and the Company, it is more important to have relevant experience than to impose set time limits on a director's tenure, which may create vacancies at a time when a suitable candidate cannot be identified and as such would not be in the best interests of the Company. In lieu of imposing term limits, the Company regularly monitors director performance through annual assessments and regularly encourages sharing and new perspectives through regularly scheduled Board meetings, meetings with only independent directors in attendance, as well as through continuing education initiatives. On a regular basis, the Company analyzes the skills and experience necessary for the Board and evaluates the need for director changes to ensure that the Company has highly knowledgeable and motivated Board members, while ensuring that new perspectives are available to the Board.

### **Diversity**

Diversity is also an important consideration in determining the composition of the Company's Board and senior management. The Company believes that having individuals in senior leadership positions from diverse backgrounds promotes better innovation, performance, and effective decision-making. The Governance Committee seeks directors who represent a mix of backgrounds and business experiences that will enhance the quality of the Board's deliberations and decisions. The Governance Committee considers, among other factors, diversity with respect to viewpoint, skills, experience, character, and behavior qualities in its evaluation of candidates for Board membership.

For all annual meetings held on or after January 1, 2020, distributing corporations created under the CBCA are required to report on the representation of four "designated groups" on their board of directors and senior management teams, which includes the president, CEO, CFO, VPs in charge of a principal business unit and anyone who performs policy-making functions within the corporation. The "designated groups" under the *Employment Equity Act* of Canada are women, Indigenous peoples, persons with disabilities or members of visible minorities.

The Company currently has seven Board members, with the following designated group representation: one woman (14%), nil Indigenous peoples (0%), and nil persons with disabilities (0%).

The Company currently has seven executive officers and one country manager, with the following designated group representation: nil women (0%), nil Indigenous peoples (0%), and nil persons with disabilities (0%).

Following the Meeting and assuming all the nominees for directors are elected, there will be one woman represented out of 7 individuals, resulting in the following designated group representation: one woman (14%), nil Indigenous peoples (0%), and nil persons with disabilities (0%).

The Company has not adopted a written policy relating to the identification and nomination of women directors or women members of senior management. The Company has set an annual target for achieving the representation of at least two women. For new directors being nominated, the Company requires that at the candidate pool include at least 33% women regardless of whether the search is conducted by the Company or through an external advisor. The Governance Committee has been tasked with identifying and nominating a woman as a director although no time frame has been set.

#### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a long-term incentive plan that was last approved by Shareholders on December 5, 2023 (the “LTIP Plan”).

The following tables provide a summary of securities issued and issuable under all security-based compensation plans of the Company pursuant to which securities are currently outstanding, being the LTIP Plan, as at June 30, 2024

Name and Position	Number of securities to be issued upon exercise of outstanding Awards (#)	Weighted-average exercise price of outstanding Awards (USDS)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (#)
Equity Compensation Plans Approved by Shareholders (LTIP Plan)	1,940,000 <sup>(1)(2)(3)</sup>	\$0.67	13,642,300 <sup>(4)</sup>
Equity Compensation Plans Not Approved by Shareholders	Nil	Nil	Nil

(1) This represents 1.25% of the 155,823,007 Shares that were issued and outstanding as at June 30, 2024.

(2) This consists of a total of 1,030,000 Options and 910,000 RSUs.

(3) Of such securities, 1,030,000 Options and 910,000 RSUs are issued to existing insiders (which represents approximately 1.25% of the currently issued and outstanding Shares of the Company) and Nil to current employees or consultants.

(4) This represents 8.75% of the 155,823,007 Shares that were issued and outstanding as at June 30, 2024.

The following tables provide a summary of securities issued and issuable under all security-based compensation plans of the Company pursuant to which securities are currently outstanding, being the LTIP Plan, as at the date hereof.

Name and Position	Number of securities to be issued upon exercise of outstanding Awards (#)	Weighted-average exercise price of outstanding Awards (USDS)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (#)
Equity Compensation Plans Approved by Shareholders (LTIP Plan)	1,940,000 <sup>(1)(2)(3)</sup>	\$0.67	16,415,111 <sup>(4)</sup>
Equity Compensation Plans Not Approved by Shareholders	Nil	Nil	Nil

(1) This represents 1.06% of the 183,551,107 Shares that are issued and outstanding as at the date hereof.

(2) This consists of a total of 1,030,000 Options and 910,000 RSUs.

(3) Of such securities, 1,030,000 Options and 910,000 RSUs are issued to existing insiders (which represents approximately 1.06% of the currently issued and outstanding Shares of the Company) and Nil to current employees or consultants.

(4) This represents 9% of the 183,511,107 Shares that are issued and outstanding as at the date hereof.

The following table provides the burn rate under the Existing Plans for the three financial years ended June 30, 2024:

Fiscal Year Ended	Burn Rate <sup>(1)</sup>	Number of Awards Granted	Weighted Average Number of Shares Outstanding
Year Ended June 30, 2024	1.25%	1,910,000	153,124,111
Year Ended June 30, 2023	0.50%	590,000	117,264,004
Year Ended June 30, 2022	0.10%	100,000	99,204,079

(1) Calculated by dividing the number of Awards granted during the applicable period by the weighted average number of Shares outstanding for the applicable period.

### Summary of the LTIP Plan

On November 18, 2020, the Board adopted the LTIP Plan, which was approved by Shareholders at the annual Shareholders' meetings held on December 29, 2020, and on December 5, 2023. The Board adopted the LTIP Plan as a means to grant options ("**Options**"), restricted share units ("**RSUs**"), deferred share units ("**DSUs**"), share appreciation rights ("**SARs**") and retention awards ("**Retention Awards**", and together with the Options, the RSUs, the DSUs and the SARs, the "**Awards**") to directors, officers, senior executives and other employees of the Company or a subsidiary, consultants and service providers providing ongoing services to the Company and its affiliates ("**Eligible Participants**", and when such Eligible Participants are granted Awards, the "**Participants**") in order to attract, retain and motivate such persons as individuals whose skills, performance and loyalty to the objectives and interests of the Company are necessary to the Company's success, to incentivize them to continue their services for the Company, and to align their interests with those of the Company.

As of the date of this Circular, the Company had 183,551,107 Shares issued and outstanding. Consequently, 16,415,111 Shares are available to be reserved for issuance under the LTIP Plan. This represents 9% of the issued and outstanding Shares.

As of the date of this Circular, a total of 1,940,000 Awards have been granted under the LTIP Plan. This represents 1.06% of the issued and outstanding Shares. The exercise, cancellation or expiration of the awards granted under the LTIP Plan will make new grants of Awards available under the LTIP Plan.

The LTIP Plan allows for the issuance of Options, RSUs, DSUs, SARs, and Retention Awards to directors, officers, senior executives and other employees of the Company or a subsidiary, consultants and service providers providing ongoing services to the Company and its affiliates (being the Eligible Participants, and when such Eligible Participants are granted Awards, the Participants) in order to attract, retain and motivate such persons as individuals whose skills, performance and loyalty to the objectives and interests of the Company are necessary to the Company's success, to incentivize them to continue their services for the Company, and to align their interests with those of the Company.

The LTIP Plan is administered and interpreted by the Board. The Board may decide by resolution to appoint a committee of at least three members to administer and interpret the LTIP Plan. The Board and the committee may also delegate to one or more officers of the Company, or to a committee of such officers, the authority, subject to such terms and limitations as the Board or the committee may determine, to grant, cancel, modify, waive rights with respect to, alter, discontinue, suspend or terminate Awards.

Subject to adjustment, the total number of Shares reserved and available for grant and issuance pursuant to Awards under the LTIP Plan shall not exceed a number of Shares equal to ten percent (10%) of the total issued and outstanding Shares of the Company at the time of granting of Awards (on a non-diluted basis) or such other number as may be approved by the Shareholders of the Company from time to time. The LTIP Plan does not include insider participation limits.

The LTIP Plan is a "rolling plan" and "evergreen plan." This means any increase in the issued and outstanding Shares (because of exercise of Awards or otherwise) will result in an increase in the number of Shares that may be issued on Awards outstanding at any time and any increase in the number of Awards granted will, upon exercise, make new grants available under the LTIP Plan.

The option price for Shares shall be determined by the Board at the time the Option is granted but may not be less than Market at the time of grant. The terms of the LTIP Plan allow for the exercise of an Option on a cashless basis subject to approval by the Board of Directors. The number of Shares received on the cashless exercise of an Option is determined by taking (i) the difference between (A) the Market Value and (B) the exercise price of such Option, (ii) multiplying that difference by the number of Shares to which such Option relates, and then (iii) dividing that product by the Market Value.

Each Eligible Participant may elect, once each calendar year, to be paid a percentage of his or her annual retainer in the form of DSUs. The number of DSUs an Eligible Participant is entitled to receive is calculated by taking (i) the percentage elected by the Eligible Participant, (ii) multiplying that percentage by the Eligible Participant's annual retainer, and then (iii) dividing that product by the Market Value. The purchase price of an RSU is determined by the Board and may be zero. The exercise price of a SAR shall be fixed by the Board but may not be less than the Market Value at the time of grant. Upon exercise, the holder is entitled to receive the number of Shares equal to the excess of the Market Value on the effective date of such exercise over the exercise price of the SAR. A retention award entitles an Eligible Participant to receive the number of Shares that is equal to the retention payment divided by the Market Value on the vesting date of the retention award, disregarding fractions and less any amounts withheld for taxes. "**Market Value**" means at any date when the Market Value of Shares of the Company is to be determined, and (i) if the Shares of the Company are listed on the TSX, the "market price" as defined in Part I of the TSX Company Manual, as same may be amended, supplemented or replaced from time to time; or (ii) if the Shares of the Company are not listed on any stock exchange, the value as is determined solely by the Board, acting reasonably and in good faith.

In addition, a holder of DSUs and RSUs is entitled to receive additional DSUs or RSUs (or fractions thereof) when dividends are

declared and paid on Shares. The additional DSUs and RSUs are based on (i) the actual amount of dividends that would have been paid if the Participant had held Shares under the LTIP Plan on the applicable record date divided by (ii) the Market Value on the date on which the dividends on Shares are payable.

The Board shall, from time to time by resolution, determine the vesting provisions of the Options. The Board may, at the time of grant, make DSUs subject to restrictions and conditions (i.e., continuing employment or achievement of pre-established performance goals). DSUs are exercisable immediately following the date a Participant resigns or is terminated. The relevant conditions and vesting provisions of a RSU are determined by the Board (including the performance period and criteria, if any). In making its determination regarding the vesting requirements applicable to any RSUs, the Board shall ensure that such requirements are not considered a “salary deferral arrangement” for purposes of applicable legislation. The Board also sets a date upon which it is determined whether the vesting conditions with respect to RSUs have been met (the “RSU Vesting Determination Date”). This then establishes the number of RSUs that become vested. The RSU Vesting Determination Date cannot fall outside the period (the “Restricted Period”) that ends on December 31 of the year that is three (3) years after the calendar year in which the grant of RSUs was made. Any RSU that remains unvested on the RSU Vesting Determination or at the end of the Restricted Period, whichever is earlier, is cancelled. The relevant conditions and vesting provisions of a SAR are determined by the Board (including the performance period and criteria, if any). The relevant conditions and vesting provisions of a Retention Award are determined by the Board (including the performance period and criteria, if any).

The Board shall determine the period in which an Option is exercisable. An Option cannot expire later than ten (10) years from the date it is granted. A Participant may redeem his or her DSUs up to the 120th day after the date of his or her termination. The Board shall determine the Restricted Period, provided such Restricted Period cannot expire later than December 31 of the year that is three (3) years after the calendar year in which the grant of RSUs was made. The Board shall determine the period during which a SAR is exercisable, provided such period cannot expire more than ten (10) years from the date the SAR was granted. The relevant conditions and vesting provisions of a Retention Award are determined by the Board (including the performance period and criteria, if any).

Any Option, SAR or Retention Award, or any unexercised or unvested portion thereof, shall terminate when a Participant ceases to be an Eligible Participant for “cause.” “Cause” shall include, among other things, gross misconduct, theft, fraud, breach of confidentiality or breach of the any code of conduct of the Company (or equivalent policy) and any reason determined by the Company to be cause for termination. Any vested Option, SAR or Retention Award or the unexercised portion thereof (“**Vested Award**”), may be exercised by the estate of a Participant if such Participant dies while he or she is an Eligible Participant. However, a Vested Award must be exercised (i) within one (1) year of the Participant’s death or (ii) prior to the expiration of the original term of such Vested Award, whichever is earlier. Any Option, SAR or Retention Award, or any unexercised portion thereof, may be exercised by the Participant or his/her representative as the right to exercise accrue. However, the Award must be exercised (i) within three (3) years of the disability, (ii) until the Participant becomes eligible for long-term disability benefits, or (iii) prior to the expiration of the original term of the Award, whichever is earlier. If a Participant ceases to be an Eligible Participant for any reason other than for “cause”, death, or disability, the right to exercise an Option, SAR or Retention Award shall be limited to and expire on the earlier of (i) one (1) year after the date the Participant ceases to be an Eligible Participant or (ii) the expiry date of the Award set forth in the agreement pursuant to which the Award was granted.

Any unvested RSUs credit to a Participant’s account shall be forfeited and cancelled immediately upon such Participant ceasing to be an Eligible Participant for “cause” or by resignation. When a Participant retires, becomes eligible to receive long-term disability benefits, or has his or her employment terminated for reasons other than “cause” or by reason of injury or disability, such Participant’s participation in the LTIP Plan shall be terminated immediately. Unvested RSUs shall remain in effect until the applicable RSU Vesting Determination Date. If a Participant retires and becomes involved in another business or activity in the cannabis industry prior to the applicable RSU Determination Date, then (i) if the Board determines the vesting conditions have not been met on the RSU Vesting Determination Date, the unvested RSUs of such Participant shall be forfeited and cancelled, or (ii) if the Board determines the vesting conditions have been met on the RSU Vesting Determination Date, such Participant is entitled to receive the number of Shares he or she is entitled to in respect of such RSUs adjusted for the length of service provided by the Participant to the Company. If a Participant dies, his or her participation in the LTIP Plan terminates immediately. All unvested RSUs remain in effect until the RSU Vesting Determination Date. If the Board determines the vesting conditions have not been met on the RSU Vesting Determination Date, the unvested RSUs of such deceased Participant shall be forfeited and cancelled. If the Board determines the vesting conditions have been met on the RSU Vesting Determination Date, such deceased Participant is entitled to receive the number of Shares he or she is entitled to in respect of such RSUs adjusted for the length of service provided by the Participant to the Company. If a Participant voluntarily takes a leave of absence, his or her participation in the LTIP Plan terminates immediately. All unvested RSUs remain in effect until the RSU Vesting Determination Date. If the Board determines the vesting conditions have not been met on the RSU Vesting Determination Date, the unvested RSUs of such Participant shall be forfeited and cancelled. If the Board determines the vesting conditions have been met on the RSU Vesting Determination Date, such Participant is entitled to receive the number of Shares he or she is entitled to in respect of such RSUs adjusted for the length of service provided by the Participant to the Company.

Awards granted under the LTIP Plan are transferrable or assignable only to a “permitted assign.” A permitted assign means the spouse of a Participant or a trustee, holding entity, or RRSP/RRIF of the Participant or his or her spouse.



The Board may amend the LTIP Plan or any Award without consent of the Participants provided that the amendment shall:

- not adversely alter or impair any Award previously granted;
- be subject to any regulatory approvals;
- be subject to Shareholder approval, where required, provided that Shareholder approval is not required for following amendments and the Board may make any changes which may include but are not limited to: (i) amendments of a “housekeeping” nature; (ii) a change to the vesting provisions of any Award; (iii) the introduction or amendment of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the LTIP Plan reserve; and (iv) the addition of or amendment to any form of financial assistance.

The Board needs Shareholder approval to make the following amendments:

- any change to the maximum number of Shares issuable under the LTIP Plan, except any increase due to an adjustment or due to the evergreen nature of the plan;
- any amendment that reduces the exercise price of an Award;
- any amendment that extends the expiry date of an Award;
- any amendment that changes the Eligible Participants;
- any amendment that would permit an Award to be transferable or assignable other than as currently permitted; and
- any amendment to the amendment provisions of the LTIP Plan.

Shares held directly or indirectly by insiders that may benefit from certain amendments shall be excluded from voting when obtaining Shareholder approval.

The LTIP Plan does not contain any form of financial assistance.

If the expiration date of an Option or SAR falls within a black-out period or within the ten (10) business days following the end of the black-out period, then the expiration of the Option or SAR is extended to the tenth (10th) business day following the end of the black-out period.

In the event of a “Change in Control”, a reorganization of the Company, an amalgamation of the Company, an arrangement involving the Company, a take-over bid (as that term is defined in the Securities Act (Ontario)) for all of the Shares or the sale or disposition of all or substantially all of the property and assets of the Company, the Board may make such provision for the protection of the rights of the Participants as the Board in its discretion considers appropriate in the circumstances. “**Change in Control**” means an event whereby (i) any person becomes the beneficial owner, directly or indirectly, of 50% or more of either the issued and outstanding Shares or the combined voting power of the Company’s then outstanding voting securities entitled to vote generally; (ii) any person acquires, directly or indirectly, securities of the Company to which is attached the right to elect the majority of the directors of the Company; (iii) the Company undergoes a liquidation or dissolution or sells all or substantially all of its assets; or (iv) the Board adopts a resolution to the effect that a Change in Control as defined herein has occurred or is imminent.

The LTIP Plan may be adjusted if certain changes are made to the Company’s capitalization (e.g. subdivision, consolidation or reclassification of or a distribution of assets on (other than an ordinary course dividend) the Shares) in order to preclude a dilution or enlargement of the benefits due to Participants under the LTIP Plan.

#### **INDEBTEDNESS OF DIRECTORS AND OFFICERS**

Other than as disclosed below, no person who is now, or was at any time since the beginning of the most recently completed financial year of the Company has been, a director, executive officer or senior officer of the Company, or associate thereof, been indebted to the Company, or had indebtedness during that period which was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

As of June 30, 2024, a total of \$56,623 was receivable in relation to short-term loans to officers related to the exercise of Options.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of the Company, no director, executive officer, or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of outstanding voting securities of the Company, or any proposed director, or an associate or affiliate of any of the foregoing, have had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed fiscal year or in any proposed transaction which, in either case, has or will materially affect the Company, other than the following:

- Vision Blue participated in the private placement offering that was completed on October 11, 2024.

#### **ADDITIONAL INFORMATION**

Additional information related to the Company, including in the annual information form, audited financial statements and management's discussion and analysis for the most recently completed financial year, is available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company website at [www.nextsourcematerials.com](http://www.nextsourcematerials.com). In particular, see the discussion under the heading "*Cautionary Statement Regarding Forward-Looking Information*" in such documents. Shareholders may request copies of such documents by mailing a request to: NextSource Materials Inc., 130 King Street West, Exchange Tower Suite 1940, Toronto, Ontario, M5X 2A2.

## APPENDIX “A”

### BOARD OF DIRECTORS MANDATE

The Board has the responsibilities and duties as outlined below:

- 1) Responsible for the stewardship of the Company.
- 2) To oversee the management of the business and affairs of the Company.
- 3) To adopt a strategic planning process and review, on an annual basis, a strategic plan for the Company, which takes into account among other things, the opportunities and risks of the business.
- 4) To identify the principal business risks and review and approve key policies and practices, particularly in the areas of mine development and safety, property acquisitions, mineral reserve and mineral resource estimations, internal control, corporate governance and risk management and ensure the implementation of appropriate systems to manage those risks.
- 5) To oversee the Company’s organizational structure and succession planning of the Chief Executive Officer.
- 6) To review and approve all material transactions.
- 7) To provide advice and counsel to the Chief Executive Officer.
- 8) To the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization.
- 9) To approve the appointment and compensation of executive management and training and monitoring of executive management.
- 10) To develop the Company’s approach to corporate governance and its corporate governance principles and guidelines.
- 11) To establish committees of the Board, delegate the appropriate responsibilities to those said committees, and appoint the Chairs for committees of the Board.
- 12) On the recommendation of the Governance Committee, to appoint directors or recommend nominees for election to the Board at the annual meeting of shareholders.
- 13) From its membership, to appoint a non-executive Chair of the Board.
- 14) To conduct and act upon annual assessments and evaluations of the Board, committees of the Board and individual directors.
- 15) To ensure that the Board receives from senior management the information and input required to enable the Board to effectively perform its duties.
- 16) To ensure the integrity of the Company’s internal controls, management information systems and cybersecurity.
- 17) To review the performance of the Company on a consolidated basis and approve all annual and quarterly financial statements and the declaration of dividends.
- 18) To perform such duties and approve certain matters as may be required by applicable legislation and regulations, including those of the Ontario Securities Commission and the Toronto Stock Exchange.
- 19) To oversee the establishment of processes for accurate, timely and full public disclosure, including the Statement of Corporate Disclosure Controls, Procedures and Policies prepared by the disclosure committee of the Company.
- 20) To ensure that there is an ongoing, appropriate, and effective process in place for ensuring adherence to the Company’s Code of Ethics and Business Conduct.

## APPENDIX "B"

### AUDIT COMMITTEE CHARTER

#### A. Purpose, Responsibilities and Authority

The audit committee (the "Audit Committee") shall fulfill its responsibilities under applicable laws, regulations, and stock exchange requirements with respect to the employment, compensation and oversight of the Company's independent auditor, and other matters under the authority of the Audit Committee. The Audit Committee shall also assist the Board in carrying out its oversight responsibilities relating to the Company's financial, accounting and reporting processes, the management of financial and non-financial risks, the Company's system of internal accounting and financial controls, the Company's compliance with related legal and regulatory requirements, and the fairness of transactions between the Company and related parties.

In furtherance of this purpose, the Audit Committee shall have the following responsibilities and authority:

- (a) External Auditors.
  - (i) The Audit Committee shall recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review, or attest services for the Company, and shall set the compensation for the external auditor and shall ensure that the external auditor reports directly to the Audit Committee.
  - (ii) The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
  - (iii) The Audit Committee shall review the external auditor's audit plan, including scope, procedures, and timing of the audit.
  - (iv) The Audit Committee shall pre-approve all non-audit services to be provided by the external auditor.
  - (v) The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employers of the present and former external auditor.
  - (vi) The Audit Committee shall review fees paid by the Company to the external auditor and other professionals in respect of audit and non-audit services on an annual basis.
- (b) Financial Reporting and Internal Controls.
  - (i) The Audit Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles, that the information contained therein is not erroneous, misleading, or incomplete and that the audit function has been effectively carried out.
  - (ii) The Audit Committee shall report to the Board with respect to its review of the annual audited financial statements and recommend to the Board whether same should be approved prior to their being publicly disclosed.
  - (iii) The Audit Committee shall review the Company's annual and interim financial statements, management's discussion and analysis relating to annual and interim financial statements, and earnings press releases prior to any of the foregoing being publicly disclosed by the Company.
  - (iv) The Audit Committee shall satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements other than the disclosure referred to in Section (b)(iii) of this Charter, and periodically assess the adequacy of these procedures.
  - (v) The Audit Committee shall oversee the preparation of reports relating to the Audit Committee required under applicable laws, regulations, and stock exchange requirements.
  - (vi) The Audit Committee shall oversee any investigations of alleged fraud and illegality relating to the Company's finances.
  - (vii) The Audit Committee shall establish whistleblowing procedures for: (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (2) the

confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.

(c) Risk Management

(i) The Audit Committee shall meet no less frequently than annually with the external auditor and the Chief Financial Officer to review accounting practices, internal controls, management information systems, cybersecurity, auditing matters and such other matters as the Audit Committee deems appropriate.

(ii) The Audit Committee shall inquire of management and the external auditor regarding significant financial and non-financial risks or exposures to which the Company may be subject and shall assess the adequacy of the steps that management has taken to minimize, manage and respond to such risks.

(iii) The Audit Committee shall discuss with management and the external auditor any correspondence with regulators or governmental agencies and any employee complaints or reports which raise material issues regarding the Company's financial statements or accounting policies.

(iv) The Audit Committee shall oversee the internal audit functions (as applicable).

(v) The Audit Committee shall exercise oversight with respect to whistleblower and anti-fraud programs and controls.

(vi) The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(vii) The Audit Committee shall review the availability and or adequacy of insurance coverage for insurable risks.

(viii) The Audit Committee shall review legal and regulatory compliance matters that could have a material impact on the Company's business, operations, or financial statements.

(d) Additional Responsibilities and Authority

(i) The Audit Committee shall have the authority to: (i) to engage independent counsel and other advisors as it determines necessary to carry out its duties, (ii) to set and pay the compensation for any advisors employed by the Audit Committee, and (iii) to communicate directly with the internal (as applicable) and external auditors.

(ii) The Audit Committee shall perform any other responsibilities consistent with this Charter and any applicable laws as the Audit Committee or Board deems appropriate.

(iii) Conduct an annual performance evaluation of the Audit Committee and identify opportunities for improved effectiveness.

**B. Limitation of Audit Committee's Role**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the external auditor.

**C. Structure and Membership**

(a) Number and minimum qualifications

The Audit Committee shall consist of a minimum of three persons.

All members of the Audit Committee shall meet the experience and financial literacy requirements of National Instrument NI 52-110 and the rules of the Toronto Stock Exchange.

(b) Independence Requirements

All the members of the Audit Committee shall be "independent" as required for audit committees by National Instrument 52-110 and the rules of the Toronto Stock Exchange.

(c) Financial Literacy

(i) National Instrument 52-110

Section 3.1(4) states that each audit committee member must be financially literate.

Section 1.6 defines the meaning of financial literacy as follows:

“For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer’s financial statements.”



