PhosCo

20 March 2025

Dear Shareholder

Non-renounceable Entitlement Offer– Notification to Ineligible Shareholders

On 11 March 2025, PhosCo Ltd (**PHO** or **Company**) announced:

(a) a pro rata, non-renounceable rights issue of one (1) New Share for every 2.84 Shares held by Eligible Shareholders at the Record Date at an issue price of 5.0 cents ($0.05) per New Share to raise approximately $5,035,072.80 before issue costs, which is fully underwritten by Westar Capital Limited (**Entitlement Offer**);

(b) a placement facility to accept oversubscriptions from Eligible Shareholders participating in the Entitlement Offer of up to a further 20,000,000 New Shares at $0.05 per New Share to raise a further $1,000,000 before issue costs (**Oversubscriptions Offer**);

(c) up to 51,445,206 Conversion Options to the Converting Note Holders on the basis of one free-attaching Conversion Option for every one Conversion Share issued upon conversion of the Converting Notes currently on issue (**Conversion Options Offer**); and

(d) 3,000,000 Lead Manager Options to the Lead Manager (or its nominee) at an issue price of $0.00001 per Lead Manager Option (**Lead Manager Offer**),

(together, the **Offers**).

Full details of the Offers are contained in the Prospectus lodged with ASIC and the ASX on 11 March 2025, and is available to view on the ASX website under the Company's ASX code "PHO" and PHO's website at https://www.phosco.com.au/.

The Record Date to participate in the Entitlement Offer and the Oversubscriptions Offer is 17 March 2025. The Offers are currently scheduled to close at 5:00pm (AEST) on 10 April 2025.

The Company has decided that it is impractical to make offers under the Entitlement Offer to shareholders with a registered address outside Australia, New Zealand and Guernsey (**Ineligible Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to offer the Shares under the Entitlement Offer to those shareholders.

The Oversubscriptions Offer and Conversion Options Offer will also not be made available to Ineligible Shareholders.

Unfortunately, since you are an Ineligible Shareholder, no offer is being made to you and the Prospectus prepared by the Company in relation to the Entitlement Offer (and the Oversubscription Offer and the Conversion Option Offer) will not be sent to you.

This letter is neither an offer to issue securities to you, nor an invitation for you to apply for Shares, and you do not have to take any further action in relation to the Offers.

Any enquiries regarding the Offers should be directed to:

Taz Aldaoud
Managing Director
T: +61 473 230 558