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10 July 2023

Dear Shareholder

Accelerated Non-Renounceable Pro-Rata Entitlement Offer – Retail Entitlement Offer now open

On 3 July 2023, Develop Global Limited (ACN 122 180 205) (**Develop** or the **Company**) announced that it was conducting:

- a fully underwritten 1 for 29 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in the Company (**New Shares**), to raise approximately A\$20 million (before costs); and
- a fully underwritten institutional placement (**Placement**) to certain sophisticated and institutional shareholders on the same terms as the Institutional Entitlement Offer (defined below) to raise approximately A\$30 million (before costs),

in each case at a price of A\$3.20 per New Share (**Offer Price**).

The Placement and the Entitlement Offer are collectively the **Offer**.

The proceeds of the Offer will be used for the following purposes:

- to provide funding for the development of Develop's assets;
- subject to completion of the proposed acquisition by Develop of all the shares in Essential Metals Limited (ACN 103 423 981) by scheme of arrangement (announced to the ASX on 3 July 2023), to provide funding for the development of Essential Metals Limited's assets; and
- to fund transaction fees and costs.

The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (as defined below) (**Retail Entitlement Offer**) at the same Offer Price and ratio. The Institutional Entitlement Offer has closed and the results were announced to ASX on 5 July 2023.

The Offer is fully underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Underwriter**).

1 Entitlement Offer

The purpose of this letter is to inform you about the Entitlement Offer and to explain that if you are an eligible retail shareholder (see below), you will be able to subscribe for 1 New Share for every 29 existing Develop fully paid ordinary shares (**Shares**) held by you at 5:00pm (AEST) on 5 July 2023 (**Record Date**).

New Shares issued under the Entitlement Offer will be fully paid and rank equally with existing Shares from the date of issue.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act 2001 (Cth) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*, which allows the Entitlement Offer to be made without a prospectus.

2 Eligible Retail Shareholders

“Eligible Retail Shareholders” are those persons who:

- are registered as holders of existing Shares as at the Record Date;
- as at the Record Date, have a registered address in Australia or New Zealand on the Develop Share register or are persons that Develop has otherwise determined are eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent that such shareholders hold Shares for the account or benefit of such person in the United States);
- did not receive an offer to participate (other than as nominee) or were otherwise ineligible to participate in the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

provided that, if a shareholder (including a nominee, trustee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of such a person.

Shareholders who are not Eligible Retail Shareholders are ineligible retail shareholders and are consequently unable to participate in the Retail Entitlement Offer.

3 Retail Offer Booklet

This letter is not an offer document but is a notice of some key terms and conditions of the Retail Entitlement Offer. Full details of the Retail Entitlement Offer are set out in the Retail Entitlement Offer Booklet (**Retail Offer Booklet**).

Eligible Retail Shareholders can access a copy of the Retail Offer Booklet via the Offer website at <https://events.miraql.com/dvp-offer>, together with a personalised Entitlement and Acceptance Form which contains details of their entitlements under the Retail Entitlement Offer.

For further information, please contact the Develop Offer Information Line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8:30am and 5:30pm (AEST) on Monday to Friday or visit the Offer website at <https://events.miraql.com/dvp-offer>, before the close of the Retail Entitlement Offer at **5.00pm (AEST) on 26 July 2023** (unless extended).

You should read the Retail Offer Booklet carefully and in its entirety before deciding whether to participate in the Retail Entitlement Offer.

4 Actions which may be taken by Eligible Retail Shareholders

If you are an Eligible Retail Shareholder, you may take any one of the following actions:

- take up all of your entitlement;
- take up part of your entitlement and allow the balance to lapse; or
- do nothing, in which case your entitlement will lapse and you will receive no value for those lapsed Entitlements.

Your entitlements under the Retail Entitlement Offer may have value and it is important you determine whether to take up (in whole or in part) or do nothing in respect of your entitlement. There are a number of matters that you should consider in relation to taking up your entitlement. You should ensure that you understand the tax consequences of any action that you take, and you should consider seeking advice from your professional adviser.

The Entitlement Offer is non-renounceable and therefore your entitlement will not be tradeable on the ASX or any other exchange, cannot be sold and is not otherwise transferable. This means that you will not receive any value for entitlements you do not take up and your percentage shareholding in the Company will be reduced.

5 Taking up an entitlement

If you wish to take up all, or part of, your entitlements under the Retail Entitlement Offer, please pay your application monies by following the instructions set out on the personalised Entitlement and Acceptance Form. If you are unable to pay by BPAY® (because you are a New Zealand based shareholder without an Australian bank account) or are having difficulty paying by BPAY® please visit the Offer website at <https://events.miraqle.com/dvp-offer>.

Application Monies must be received before **5:00pm (AEST) on 26 July 2023**.

Nominees must not take up entitlements under the Retail Entitlement Offer on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States.

Key dates

Event	Date
Announcement of the Offer	3 July 2023
Record Date for eligibility in the Retail Entitlement Offer (5:00pm, AEST)	5 July 2023
Retail Offer Booklet despatched, Retail Entitlement Offer opens	10 July 2023
Retail Entitlement Offer closes (5:00pm, AEST)	26 July 2023
Notification to ASX of results of the Retail Entitlement Offer	28 July 2023
Issue of New Shares under the Retail Entitlement Offer	2 August 2023
Expected date for trading of New Shares issued under the Retail Entitlement Offer	3 August 2023

The above timetable is indicative only and Develop reserves the right to amend any or all of these events, dates and times in its absolute discretion, subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. Any extension to the closing date for the Retail Entitlement Offer will have a consequential effect on the anticipated date for issue of New Shares under the Retail Entitlement Offer. The Directors also reserve the right not to proceed with the whole or part of the Retail Entitlement Offer at any time prior to allotment of New Shares. In that event, the relevant application monies will be refunded without interest in accordance with the Corporations Act and the Retail Offer Booklet. Quotation of the New Shares is subject to ASX discretion.

6 Additional Information

Further details of the Entitlement Offer are set out in the ASX announcement and Investor Presentation lodged with ASX on 3 July 2023 and in the Retail Offer Booklet available at <https://events.miraqle.com/dvp-offer> or you can contact the Develop Offer Information Line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8:30am and 5:30pm (AEST) on Monday to Friday.

Thank you for your continued support of Develop.

Yours sincerely



Michael Blakiston
Non-Executive Chairman

Important Notices

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person who is acting for the account or benefit of any person in the United States. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933, as amended ("US Securities Act"), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or persons that are acting for the account or benefit of persons in the United States (to the extent such persons are acting for the account or benefit of persons in the United States), except in transactions exempt from, or not subject to, the registration of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

Forward-Looking Statements

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and certainties and other factors which are beyond the control of Develop, its directors and management.

Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of Develop's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue credence on forward-looking statements and, except as required by law or regulation, none of Develop, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Develop as at the date of this announcement.

None of Develop or any of its subsidiaries, representatives, advisers, or affiliates (or any of their respective officers, employees or agents) makes any representation, assurance, or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statement or any outcomes expressed or implied in any forward-looking statements.