TechGen Metals Limited

(ACN 624 721 035)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 12 November 2025

12:00pm AWST

Level 8, 216 St Georges Terrace, Perth WA 6000

The Annual Report is available online at www.techgenmetals.com.au

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (8) 9481 0389.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of TechGen Metals Limited (ACN 624 721 035) (**Company**) will be held in person at Level 8, 216 St Georges Terrace, Perth WA 6005 on Wednesday, 12 November 2025 commencing at 12:00pm AWST.

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm AWST on Monday, 10 November 2025.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass as a **non-binding resolution** the following:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2025 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Ms Maja McGuire

To consider and, if thought fit, pass as an ordinary resolution the following:

"That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Ms Maja McGuire, a Director who was appointed on 24 November 2020 (and

re-elected on 24 November 2023), retires, and being eligible for re-election, is elected as a Director with immediate effect."

3. Resolution 3 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Approval to issue Joint Lead Manager Options

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Joint Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Refresh of Securities under the Employee Securities Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the issue of up to a maximum of 32,526,470 Securities under the Employee Securities Incentive Plan known as the "TG1 Employee Securities Incentive Plan" on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) any persons who are eligible to participate in the Employee Securities Incentive Plan;

(b) or an Associate of that person (or those persons).

However, this does not apply to a vote case in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the Proxy is either:

    (i) a member of the Key Management Personnel; or

    (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair;

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 6 – Ratification of Tranche 1 Placement Shares

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 23,799,856 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1 capacity on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (and/or their nominees); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval to issue Tranche 2 Placement Shares

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 37,311,256 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 – Approval to issue Placement Options

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,555,556 Placement Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolutions 9(a) and 9(b) – Approval for Director Participation in Placement

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to:

(a) 5,555,555 Director Placement Shares; and

(b) 2,777,777 Director Placement Options,

to Mr Ashley Hood (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Ashley Hood); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 9 Excluded Party**).However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 9 Excluded Party.

10. Resolutions 10(a), 10(b) and 10(c) – Approval to Issue Incentive Options to Directors

To consider and, if thought fit, to pass, the following Resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act and Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:

(a) 1,000,000 Director Incentive Options to Mr Ashley Hood (and/or his nominees);

(b) 1,000,000 Director Incentive Options to Mr Andrew Jones (and/or his nominees);

(c) 1,000,000 Director Incentive Options to Ms Maja McGuire (and/or her nominees),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) Resolution 10(a) by or on behalf of :

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Ashley Hood); or

(ii) an Associate of that person or those persons;

(b) Resolution 10(b) by or on behalf of :

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Andrew Jones); or

(ii) an Associate of that person or those persons;

(c) Resolution 10(c) by or on behalf of :

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Ms Maja McGuire); or

(ii) an Associate of that person or those persons;

However, this does not apply to a vote cast in favour of the Resolutions by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions; and

(ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 10 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. Resolution 11(a), 11(b) and 11(c) – Approval to Issue Performance Rights to Directors

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution:**

"That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:

(a) *3,000,000 Performance Rights to Mr Ashley Hood (and/or his nominee/s);*

(b) *3,000,000 Performance Rights to Mr Andrew Jones (and/or his nominee/s]; and*

(c) *3,000,000 Performance Rights to Ms Maja McGuire (and/or her nominee/s),*

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 11(a) by or on behalf of:

 (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Ashley Hood); or

 (ii) any Associate of that person or those persons;

(b) Resolution 11(b) by or on behalf of:

 (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Andrew Jones); or

 (ii) any Associate of that person or those persons.

(c) Resolution 11(c) by or on behalf of:

 (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Ms Maja McGuire); or

 (ii) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

 (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on these Resolutions; and

 (ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 11 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

 (i) a member of the Key Management Personnel; or

 (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. Resolution 12 – Approval to issue Commitment Options to Underwriter (and/or their nominees)

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 43,470,083 Commitment Options to the Underwriter (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. Resolution 13 – Approval to issue Commitment Options to Director

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,129,630 Commitment Options to Mr Ashley Hood (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum",

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Ashley Hood); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 13 Excluded Party**).However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 13 Excluded Party.

Dated 10 October 2025

BY ORDER OF THE BOARD

Aida Tabakovic
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Level 8, 216 St Georges Terrace, Perth WA 6000 on Wednesday, 12 November 2025 commencing at 12:00pm AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and

(d) either of the following applies:

(i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 1, 5, 9(a) and 9(b), 10(a) to 10(c), 11(a) to 11(c) and 13 unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1, 5, 9(a) and 9(b), 10(a) to 10(c), 11(a) to 11(c) and 13, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

(a) **Online**

Vote online at www.investorvote.com.au and simply follow the instructions on the enclosed proxy form.

(b) **By Paper**

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
BY FAX	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
BY MOBILE	Scan the QR Code on your proxy form and follow the prompts
CUSTODIAN VOTING	For Intermediary Online subscribers only (custodians) please visit https://www.intermediaryonline.com/Login.aspx to submit your voting intentions

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at www.techgenmetals.com.au;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Ms Maja McGuire

5.1 General

Clause 14.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election.

The Company currently has 3 Directors and accordingly one must retire.

Ms Maja McGuire (**Ms McGuire**) will retire in accordance with clause 14.2 of the Constitution and Listing Rule 14.5, and being eligible, seeks re-election.

5.2 Qualifications

Ms McGuire was appointed as a Director on the 24 November 2020 (and re-elected on 24 November 2023).

Ms McGuire is an experienced corporate executive and company director, bringing over 15 years' experience at board and senior management level. This includes working with listed companies as a non-executive chair/director, general counsel of ASX listed companies and in top tier legal private practice. Maja has led strategy and corporate development for both small start-ups focused on growth and funding, and for larger mature organisations focused on corporate transformation and investing in next generation assets and technology.

Ms McGuire commenced her career at Clayton Utz (Perth), gaining experience in a broad range of corporate, commercial and banking and finance matters. Transitioning to the Canadian Bankers Association (Toronto), she advocated on behalf of Canadian banks on issues pertaining to developments in domestic and international banking regulation related to capital adequacy and funding. Subsequently, Maja was General Counsel and Company Secretary of US based Anteris Technologies Ltd (ASX: AVR) and Alexium International Group Ltd (ASX: AJC), building strong competence in strategy and corporate management, with particular expertise in legal and governance.

Ms McGuire continues her career as a corporate advisor and board director. She is also currently the Non-Executive Director of Kuniko Ltd (ASX: KNI), Indiana Resources Limited (ASX: IDA) and LTR Pharma Ltd (ASX: LTP). Ms McGuire is active in the mining sector and its role in building resilient and sustainable supply chains and creating economic growth.

5.3 Independence

If re-elected, the Board considers Ms McGuire to be an independent director.

5.4 Board recommendation

The Board (excluding Ms McGuire) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**10% Placement Facility**).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of approximately $11,709,529 (as of 2 October 2025) and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

6.2 Description of ASX Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of quoted Equity Securities, being Shares (ASX: TG1) and Listed Options (ASX: TG1O and ASX: TG1OA).

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9,16 or 17;

(B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;

(C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:

(1) the agreement was entered into before the commencement of the relevant period; or

(2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;

(E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **ASX Listing Rule 7.1A and ASX Listing Rule 7.3A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 325,264,705 Shares and therefore has a capacity to issue:

(i) 48,789,705 Equity Securities under Listing Rule 7.1; and

(ii) 32,526,470 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

6.3 ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

6.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price or ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		**Dilution**		
		$0.018 **50% decrease in Issue Price**	**$0.036** **Issue Price**	**$0.072** **100% increase in Issue Price**
Current Variable "A" **325,264,705 Shares**	10% Voting Dilution	32,526,471 Shares	32,526,471 Shares	32,526,471 Shares
	Funds raised	$585,476	$1,170,953	$2,341,906
50% increase in current Variable "A **487,897,058 Shares**	10% Voting Dilution	48,789,706 Shares	48,789,706 Shares	48,789,706 Shares
	Funds raised	$878,215	$1,756,429	$3,512,859
100% increase in current Variable "A" **650,529,410 Shares**	10% Voting Dilution	65,052,941 Shares	65,052,941 Shares	65,052,941 Shares
	Funds raised	$1,170,953	$2,341,906	$4,683,812

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is $0.036, being the closing price of the Shares on ASX on 2 October 2025.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.

(e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.

(f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

    (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

    (ii) the effect of the issue of the Equity Securities on the control of the Company;

    (iii) the financial situation and solvency of the Company; and

    (iv) advice from corporate, financial and broking advisers (if applicable).

    The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

    Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2024. In the 12 months preceding the date of this 2025 Annual General Meeting, the Company did not issue any Equity Securities under Listing Rule 7.1A.

(h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 6.4(b) above):

    (i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and

    (ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under ASX Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

(i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no voting exclusion statement has been included in this Notice.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 4 – Approval to issue Joint Lead Manager Options

7.1 General

On 31 July 2025, the Company announced that it was undertaking a fully underwritten pro-rata non-renounceable rights issue (**Rights Issue**) of nine (9) Shares for every ten (10) existing Shares held on 8 August 2025 (**New Shares**) at an issue price of $0.018 per New Share to raise up to $2,570,384.50 (before costs), together with one (1) free attaching Option, exercisable at $0.036 on or before the date that is three (3) years from the date of issue, for every two (2) New Shares subscribed for an issued (**New Option**).

Anadara Asset Management Pty Ltd (ACN 640 793 835) and Cumulus Wealth Pty Ltd (ACN 634 297 279) were appointed as joint lead managers to the Rights Issue (together, **Joint Lead Managers**) pursuant to a lead manager mandate (**Lead Manager Mandate**).

A summary of the material terms of the Lead Manager Mandate is as follows:

(a) (Engagement): the Joint Lead Manager have been engaged to act as joint lead managers to the Company in respect of the Rights Issue.

(b) (Fees): the Company has agreed to pay to the Joint Lead Managers the following:

   (i) (Offer Management Fee): upon completion of the Rights issue, pay an offer management fee equal of 2.0% (plus GST) of the total amount raised under the Rights Issue;

   (ii) (Underwriting Fee): upon completion of the Rights issue, pay an underwriting fee equal to 4.0% (plus GST) of the value of shortfall securities that the Joint Lead Managers subscribed for;

   (iii) (Top-Up Placement Fee): upon completion of the Rights issue, pay a placement fee equal to 4.0% (plus GST) of the value of the funds raised;

   (iv) (Broker Options): upon completion of the Rights issue and subject to Shareholder approval, issue 2,500,000 Options on the same terms as the New Options, to be split equally between the Joint Lead Managers (**Joint Lead Manager Options**); and

   (v) (Sub-Underwriter Options): upon completion of the Rights issue and subject to Shareholder approval, issue Options on the same terms as the New Options to the Sub-Underwriters on the basis of one (1) Sub-Underwriter Option for every three (3) New Shares sub-underwritten; and

   (vi) (DVP Management Fee): upon completion of the Rights issue, the Company will pay a fee of $7,500 (plus GST) for managing the DVP settlement component of the Rights Issue.

(c) (Alternative Compensation): In the event that the Company is unable to obtain the necessary shareholder approval for the Broker Options and the Sub-Underwriter Options, the parties agree to use their best endeavours to negotiate alternative cash consideration to the same value.

(d) (Term): the Lead Manager Mandate is valid for the later of, a term of 3 months, or the completion of the Rights Issue.

(e) (Termination): either party may terminate the Joint Lead Manager Mandate with immediate effect if any of the following occurs with respect to the other party: it commits a material default in the performance of its obligations under this agreement, an event of insolvency occurs in relation to it, or it acts in a way reasonably likely to bring itself or the other party into disrepute.

The Lead Manager Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

Resolution 4 seeks shareholder approval to issue the 2,500,000 Joint Lead Manager Options pursuant to Listing Rule 7.1.

7.2 ASX Listing Rules 7.1

ASX Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 4 will be to allow the Company to issue the Joint Lead Manager Options to the Joint Lead Managers during the period of 3 months after the Meeting (or longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

7.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options and the Joint Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the Company cannot proceed with the issue of the Joint Lead Manager Options and the Company is required to negotiate alternative cash consideration in lieu of the Joint Lead Manager Options.

7.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) the Joint Lead Manager Options will be issued to Joint Lead Managers, being Anadara Asset Management Pty Ltd and Cumulus Wealth Pty Ltd (and/or their respective nominees). The Company confirms that the Joint Lead Managers are not related parties of the Company;

(b) a total of 2,500,000 Joint Lead Manager Options will be issued (to be split equally between the Joint Lead Managers);

(c) the Joint Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;

(d) the Joint Lead Manager Options will be issued no later than 3 months after the date of the Meeting;

(e) the Joint Lead Manager Options will be issued for nil consideration;

(f) the Joint Lead Manager Options will be issued for the purpose of satisfying the Company's obligation to pay the required fees under the Lead Manager Mandate;

(g) the Joint Lead Manager Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement is set out in Section 7.1;

(h) the Joint Lead Manager Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in Resolution 4 of this Notice.

7.5 Board recommendation

The Directors believe that Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

8. Resolution 5 – Refresh of Securities under the Employee Securities Incentive Plan

8.1 General

At the Company's annual general meeting held on 24 November 2023, Shareholders approved the adoption of a new employee share scheme that complies with Division 1A introduced into Part 7.12 of the Corporations Act, called the "TG1 Employee Securities Incentive Plan" (**Plan**).

The Directors consider it is desirable to provide an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure that interests of Shareholders, management and employees of the Company are aligned.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.2 (exception 13(b)) for the issue of up to 32,526,470 Equity Securities under the Plan**.**

8.2 ASX Listing Rules 7.1 and 7.2 Exception 13(b)

Shareholder approval is not required under the Corporations Act or the ASX Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the ASX Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder Approval. ASX Listing Rule 7.2 exception 13(b) provides that ASX Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within 3 years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and any service providers and certain 'related persons' to the aforementioned of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

Pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13(b), the following information is provided in relation to this Resolution:

(a) a summary of the terms of the Employee Securities Incentive Plan is set out in Schedule 3;

(b) an aggregate of 7,700,000 unlisted Options were issued to various Directors, employees and consultants of the Company under the Plan since the date of last approval, being 24 November 2023;

(c) at the date of the Notice, the Company proposes to issue the following securities under the Plan:

   (i) 3,000,000 Director Incentive Options to the Directors (subject to the passing of Resolutions 10(a)–(c));

   (ii) 9,000,000 Director Performance Rights to the Directors (subject to the passing of Resolutions 11(a)–(c)); and

   (iii) 300,000 Options to the Company Secretary;

(d) a maximum of 32,526,470 Equity Securities would be available to be issued under the Plan if approved by Shareholders (representing approximately 10% of the number of Shares on issue as at the date of this Notice) (and upon issue of the Equity Securities in (c), 20,226,470 Equity Securities will be available to be issued under the Plan). This maximum number of Securities is not intended to be a prediction of the actual number of Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Securities to be issued under the Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). In any event, no Securities will be issued if to do so would contravene any applicable laws; and

(e) a voting exclusion statement in respect of this Resolution has been included in this Notice.

8.3 ASX Listing Rule 14.1A

Resolution 5 seeks Shareholder approval for the issue of Equity Securities under the Plan to be an exception from ASX Listing Rule 7.1 and 7.1A for a period of 3 years.

If Shareholders approve this Resolution, any issue of Equity Securities under the Plan over the 3 years after the date of the Meeting (up to the maximum number set out above) will not use up a portion of the Company's ASX Listing Rule 7.1 and 7.1A capacity when that issue is made. This means that the Company will preserve its flexibility to issue equity securities without seeking Shareholder approval if and when it issues Equity Securities under the Plan.

It should be noted that if the Resolution is passed, the Company will only be able issue equity securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval for a period of 3 years after the Meeting. Any proposed issue of Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under ASX Listing Rule 10.14.

If this Resolution is not passed, the Plan will not be renewed and the existing approvals of the Plan received on 24 November 2023 will expire on 24 November 2026. After this time, the Company may still decide in future to issue Securities to eligible employees and consultants who are unrelated parties under the Plan, but each such issue will not be exempt from Listing Rule 7.1 and 7.1A and will use up a portion of the Company's Listing Rule 7.1

and 7.1A capacity at the relevant time made (unless another exemption from Listing Rule 7.1 and 7.1A is applicable).

8.4 Board Recommendation

Approval of this Resolution will enable the Company to preserve its flexibility under its Listing Rule 7.1 and 7.1A capacity when it issues Equity Securities under the Plan for the period of 3 years after the Meeting. Directors are eligible to be offered Equity Securities under the Plan, however, any proposed issue of Equity Securities to a Director or their associates requires prior Shareholder approval under Listing Rule 10.14 before it can be made, and the passing of this Resolution will not enable the Company to issue any Equity Securities to a Director or their associates. The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

9. Resolution 6 – Ratification of Tranche 1 Placement Shares

9.1 General

On 10 September 2025, the Company announced that it has accepted binding commitments for a placement (**Placement**) to raise up to a further $1,200,000 (before costs) through the issue of up to a total of 66,666,667 Shares at an issue price of $0.018 per Share (being the same issue price under the Rights Issue) (**Placement Shares**), together with one (1) free attaching TG1OA Option for every two (2) Placement Shares subscribed for and issued, exercisable at $0.036 and expiring three (3) years from the date of issue (being the same terms as the New Options issued under the Rights Issue) (**Placement Options**), to institutional and sophisticated investors (**Placement Participants**) and to Mr Ashley Hood, a director participating in the Placement subject to shareholder approval (the subject of Resolutions 9(a) and 9(b)).

On 15 September 2025, the Company issued 23,799,856 Placement Shares to Placement Participants under the Company's existing ASX Listing Rule 7.1 capacity (**Tranche 1 Placement Shares**). The remaining 42,866,811 Placement Shares and 33,333,333 Placement Options will be issued subject to Shareholder approval as follows:

(a) 37,311,256 Placement Shares to Placement Participants (**Tranche 2 Placement Shares**) (the subject of Resolution 7);

(b) 30,555,556 Placement Options to Placement Participants (the subject of Resolution 8);

(c) 5,555,555 Placement Shares to Mr Ashley Hood (**Director Placement Shares**) (the subject of Resolution 9(a)); and

(d) 2,777,777 Placement Options to Mr Ashley Hood (**Director Placement Options**) (the subject of Resolution 9(b)).

Funds raised from the Placement will be primarily used accelerate ongoing exploration activities at the Mt Boggola Project and the Blue Devil Project.

Cumulus Wealth Pty Ltd and Anadara Asset Management Pty Ltd, acted as joint lead managers to the Placement.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of 23,799,856 Tranche 1 Placement Shares.

9.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 6 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

9.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

(a) the Tranche 1 Placement Shares were issued to the Placement Participants, being institutional and sophisticated investors who are clients of the Joint Lead Managers. The Placement Participants were identified through a book build process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that apart from Cumulus Wealth Pty Ltd, none of the Placement Participants are:

    (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

    (ii) issued more than 1% of the issued capital of the Company;

(c) 23,799,856 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;

(d) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Tranche 1 Placement Shares were issued on 15 September 2025;

(f) the issue price of the Tranche 1 Placement Shares was $0.018 each;

(g) the purpose of the Tranche 1 Placement Shares was to raise approximately $428,397.41 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be used in the manner set out in Section 9.1;

(h) the Tranche 1 Placement Shares were not issued under an agreement; and

(i) a voting exclusion statement is included in Resolution 6 of this Notice.

9.5 Board recommendation

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

10. Resolution 7 – Approval to issue Tranche 2 Placement Shares

10.1 General

As set out in Section 9.1 above, the issue of the Tranche 2 Placement Shares will be subject to Shareholder approval (not including Mr Ashley Hood's participation which is the subject of Resolutions 9(a) and 9(b)).

Resolution 7 seeks Shareholder approval for the issue of up to 37,311,256 Tranche 2 Placement Shares to the Placement Participants.

10.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 7 will be to allow the Company to issue the Tranche 2 Placement Shares to the Placement Participants during the period of 3 months after the Meeting (or longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

10.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date. The Company will also raise up to approximately $671,602.61 (before costs) from the issue of the Tranche 2 Placement Shares.

If Resolution 7 is not passed, the Company cannot proceed with the issue of the Tranche 2 Placement Shares and an amount of approximately $671,602.61 (before costs) will not be raised.

10.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

(a) the Tranche 2 Placement Shares will be issued to the Placement Participants, being institutional and sophisticated investors who are clients of the Joint Lead Managers.

The Placement Participants were identified through a book build process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that apart from Cumulus Wealth Pty Ltd, none of the Placement Participants are:

(i) related parties of the Company, members of the Company’s Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) issued more than 1% of the issued capital of the Company;

(c) a total of 37,311,256 Tranche 2 Placement Shares will be issued;

(d) the Tranche 2 Placement Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting;

(f) the issue price of the Tranche 2 Placement Shares is $0.018 each;

(g) the purpose of the Tranche 2 Placement Shares is to raise approximately $671,602.61 (before costs). Funds raised from the issue of the Tranche 2 Placement Shares will be used in the manner set out in Section 9.1;

(h) the Tranche 2 Placement Shares are not being issued under an agreement;

(i) the Tranche 2 Placement Share are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is included in Resolution 7 of this Notice.

10.5 Board recommendation

The Directors believe that Resolution 7 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

11. Resolution 8 – Approval to issue Placement Options

11.1 General

As set out in Section 9.1 above, the issue of the Placement Options to Placement Participants will be subject to Shareholder approval.

Resolution 8 seeks Shareholder approval for the issue of up to 30,555,556 Placement Options to the Placement Participants.

11.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Placement Options to the Placement Participants during the period of 3 months after the Meeting (or longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

11.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Placement Options to the Placement Participants and the 30,555,556 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not passed, the Company cannot proceed with the issue of the Placement Options to Placement Participants.

11.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

(a) the Placement Options will be issued to the Placement Participants, being institutional and sophisticated investors who are clients of the Joint Lead Managers. The Placement Participants were identified through a book build process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that apart from Cumulus Wealth Pty Ltd, none of the Placement Participants are:

 (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

 (ii) issued more than 1% of the issued capital of the Company;

(c) a total of 30,555,556 Placement Options will be issued to the Placement Participants;

(d) the Placement Options will be issued on the terms and conditions set out in Schedule 2;

(e) the Placement Options will be issued no later than 3 months after the date of the Meeting;

(f) the Placement Options will be issued for nil consideration as free attaching to the Placement Shares;

(g) the Placement Options will be issued to satisfy the terms of the Placement;

(h) the Placement Options are not being issued under an agreement;

(i) the Placement Options are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is included in Resolution 8 of this Notice.

11.5 Board recommendation

The Directors believe that Resolution 8 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

12. Resolutions 9(a) and 9(b) – Approval for Director Participation in Placement

12.1 General

Mr Ashley Hood, being the current Managing Director, has committed, subject to Shareholder approval, to participate in the Placement in the amount of $100,000 via the issue of up to 5,555,555 Director Placement Shares and 2,777,777 Director Placement Options (together, **Director Placement Securities**).

The issue of the Director Placement Securities will be on the same terms as the issue of the Placement Shares and Placement Options to unrelated Placement Participants, with an issue price of $0.018 per Director Placement Share, together with one (1) free attaching Director Placement Option for every two (2) Director Placement Shares subscribed for and issued (exercisable at $0.036 and expiring on three (3) years from the date of issue).

12.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company or an entity that the public company controls to give a financial benefit to a related party of the public company the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Director Placement Securities constitutes giving a financial benefit. Mr Ashley Hood is a related party of the Company by virtue of being a Director.

The Directors (excluding Mr Ashley Hood), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Ashley Hood (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm’s length terms (being on the same terms as the Placement Shares and Placement Options to be issued to the unrelated Placement Participants (the subject of Resolutions 6 to 8) and as such, Shareholder approval pursuant to section 208 of the Corporations Act is not being sought.

12.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Director Placement Securities falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Director Placement Securities requires the approval of Shareholders under ASX Listing Rule 10.11.

12.4 ASX Listing Rule 14.1A

If Resolutions 9(a) and 9(b) are passed, the Company will be able to proceed with issuing Director Placement Securities within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1. The issue of the Director Placement Securities will also allow the Company to raise additional funds (of up to $100,000 (before costs)) which will be used in the manner set out in Section 9.1.

If Resolutions 9(a) and 9(b) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and no further funds will be raised.

12.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 9(a) and 9(b):

(a) the Director Placement Securities will be issued to Mr Ashley Hood, a current Director of the Company (and/or his nominees);

(b) Mr Ashley Hood falls within the category of Listing Rule 10.11.1 by virtue of being a Director of the Company;

(c) 5,555,555 Director Placement Shares and 2,777,777 Director Placement Options will be issued, being the subject of Resolutions 9(a) and 9(b) respectively;

(d) a summary of the material terms of the Director Placement Options is set out in Schedule 2, being the same as the Placement Options (the subject of Resolution 8);

(e) the Director Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(f) the Director Placement Securities will be granted to Mr Ashley Hood (and/or his nominees) no later than one (1) month after the date of the Meeting;

(g) the issue price of the Director Placement Shares is $0.018 each (being the same issue price as the Placement Shares issued under the Placement), while the Director Placement Options will be issued for nil cash consideration (being the same issue price as the Placement Options issued under the Placement);

(h) the purpose of the issue of the Director Placement Securities is to enable Mr Ashley Hood to participate in the Placement and raise an additional $100,000 (before costs). Funds raised under the issue of the Director Placement Securities will be used in the manner set out in Section 9.1;

(i) the issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Ashley Hood;

(j) the Director Placement Securities are not being issued under any agreement;

(k) a voting exclusion statement is included in Resolutions 9(a) and 9(b) of this Notice.

12.6 Board recommendation

The Directors (except Mr Ashley Hood) believe Resolutions 9(a) and 9(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolutions.

13. Resolutions 10(a), 10(b) and 10(c) – Approval to Issue Incentive Options to Directors

13.1 General

Resolutions 10(a) – 10(c) seek the approval of Shareholders for the issue of a total of 3,000,000 Options to Directors (exercisable at $0.054, and expiring 4 years from the date of issue) (**Director Incentive Options**) under the Company's Plan, comprising 1,000,000 Director Incentive Options to Mr Ashley Hood, 1,000,000 Director Incentive Options to Mr Andrew Jones and 1,000,000 Director Incentive Options to Ms Maja McGuire (**Directors**) in accordance with section 208 of the Corporations Act and Listing Rule 10.14.

The Director Incentive Options are being issued to incentivise and reward the Directors of the Company and to align the Directors with the long term and short term objectives of the Company.

13.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 10(a) – 10(c) (as applicable to each Director) by virtue of the fact that Resolutions 10(a) – 10(c) are concerned with the issue of Director Incentive Options to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

13.3 Chapter 2E of the Corporations Act

A summary of section 208 of the Corporations Act is set out in Section 12.2 above.

The grant of the Director Incentive Options constitutes giving a financial benefit. The Directors are related parties of the Company by virtue of being Directors.

Given that all Directors have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

13.4 Listing Rule 10.14

Listing Rule 10.14 provides that Shareholder approval must be obtained where the Company issues, or agrees to issue, securities under an employee incentive scheme to a Director of the Company, an Associate of the Director, or a person whose relationship with the Company, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

The issue of the Director Incentive Options falls within Listing Rule 10.14.1 as the Company intends to issue the Director Incentive Options under the Company's Plan. Accordingly, the issue of the Director Incentive Options requires the approval of Shareholders under Listing Rules 10.14.

Resolutions 10(a) – 10(c) seek the required Shareholder approval for the issue of the Director Incentive Options to the Directors under and for the purposes of Listing Rule 10.14.

13.5 ASX Listing Rule 14.1A

If Resolutions 10(a) –10(c) are passed, the Company will be able to proceed with the issue of the Director Incentive Options to the Directors within three (3) years after the date of the Meeting, but in any event, no later than fifteen (15) months after the date of the Meeting.

If Resolutions 10(a) – 10(c) are not passed, the Company will not be able to proceed with the issue of the Director Incentive Options to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

13.6 Technical Information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 10(a) – 10(c):

(a) the Director Incentive Options will be issued to the following current Directors of the Company, Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire (and/or their respective nominees);

(b) each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire fall within the category of Listing Rule 10.14.1 by virtue of being Directors of the Company;

(c) a total of 3,000,000 Director Incentive Options will be issued under the Plan as follows:

   (i) 1,000,000 Director Incentive Options will be issued to Mr Ashley Hood (and/or his nominees);

(ii) 1,000,000 Director Incentive Options will be issued to Mr Andrew Jones (and/or his nominees); and

(iii) 1,000,000 Director Incentive Options will be issued to Ms Maja McGuire (and/or her nominees);

(d) details of the Directors' current total remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and on the basis that Resolutions 10(a) – 10(c) and Resolutions 11(a) – 11(c) are passed) is set out below:

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Ashley Hood[1]	$319,020	$364,600
Mr Andrew Jones[2]	$296,725	$342,200
Ms Maja McGuire[3]	$159,075	$204,440

Notes:

1. For FY2025, Mr Hood received $205,000 in director fees, $23,575 in superannuation payments and $90,445 in equity-based payments. For FY26, Mr Hood is entitled to a salary of $205,000 per annum, $24,600 in superannuation payments and will receive $135,000 in equity-based payments if Resolutions 10(a) and 11(a) are passed.
2. For FY2025, Mr Jones received $185,004 in director fees, $21,276 in superannuation payments and $90,445 in equity-based payments. For FY26, Mr Jones is entitled to a salary of $185,000 per annum, $22,200 in superannuation payments and will receive $135,000 in equity-based payments if Resolutions 10(b) and 11(b) are passed.
3. For FY2025, Ms McGuire received $62,000 in director fees, $7,130 in superannuation payments and $89,945 in equity-based payments. For FY26, Ms McGuire is entitled to a salary of $62,000 per annum, $7,440 in superannuation payments and will receive $135,000 in equity-based payments if Resolutions 10(c) and 11(c) are passed.

(e) the following Equity Securities have previously been issued to each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire under the Plan:

(i) 2,500,000 unlisted options issued to Ashley Hood for nil consideration;

(ii) 2,500,000 unlisted options issued to Andrew Jones for nil consideration;

(iii) 2,500,000 unlisted options issued to Maja McGuire for nil consideration.

Subject to the passing of Resolutions 10(a) – (c) and 11(a) – (c), the Directors will also be issued with the Director Incentive Options and Related Party Performance Rights under the Plan;

(f) a summary of the material terms of the Director Incentive Options are set out in Schedule 4:

(g) the Director Incentive Options have the values, as attributed to by the Company in Schedule 5;

(h) the Director Incentive Options will be issued within three (3) years after the date of the Meeting, but in any event, no later than fifteen (15) months after the date of the

Meeting, and it is intended the issue of the Director Incentive Options will occur at the same time;

(i) the Director Incentive Options will be issued for nil consideration. The Director Incentive Options are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;

(j) a summary of the material terms of the Plan are set out in Schedule 3;

(k) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options	Performance Rights
Mr Ashley Hood	9,687,501	4,693,751	4,000,000
Mr Andrew Jones	5,945,203	3,908,075	4,000,000
Ms Maja McGuire	102,703	2,524,324	1,400,000

(l) if the Director Incentive Options granted to the Directors are exercised, a total of 3,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 325,264,705 to 328,264,705 (assuming that no other Options are exercised, no Performance Rights are converted and no other Shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 0.91%;

The market price of Shares during the term of the Director Incentive Options would normally determine whether or not the Director Incentive Options are exercised. If, at any time any of the Director Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Incentive Options, there may be a perceived cost to the Company;

(m) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	$0.039	31 January 2025
Lowest	$0.021	30 April 2025
Last	$0.036	2 October 2025

(n) if each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire exercise all the Director Incentive Options the subject of resolutions 10(a) – 10(c) and no other Shares were issued by the Company, they would hold 3.26%, 2.12% and 0.34% respectively of the issue capital of the Company, on an undiluted basis;

(o) in respect of Resolutions 10(a) – 10(c):

   (i) the primary purpose of the grant of the Director Incentive Options is to reward the Directors, to provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the

Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Director Incentive Options to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number and exercise price of the Director Incentive Options to be issued to the Directors. Relevantly, the exercise price of the Director Incentive Options is the price that is equal to a 50% premium to the Share price at the time of determination, being 12 September 2025; and

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Incentive Options to the Directors.

(p) there is no loan being made in respect of the Director Incentive Options;

(q) details of the Director Incentive Options issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Director Incentive Options was sought and obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 14.1 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who are not named in the Notice, will not participate until approval is obtained under the relevant Listing Rule;

(r) each Director has a material personal interest in the outcome of Resolutions 10(a) – 10(c) on the basis that all the Directors (or their nominee/s) are to be issued Director Incentive Options. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 10(a) – 10(c) of this Notice;

(s) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions; and

(t) a voting exclusion statement is included for Resolutions 10(a) – 10(c) of this Notice.

14. Resolution 11(a), 11(b) and 11(c) – Approval to issue Performance Rights to Directors

14.1 General

Resolutions 11(a) –11(c) seek Shareholder approval for the issue of a total of 9,000,000 Performance Rights to the Directors (and/or their nominee/s) as follows:

Director	**Class A**	**Class B**	**Class C**	**Class D**	**Total**
Mr Ashley Hood	500,000	500,000	1,000,000	1,000,000	**3,000,000**

Mr Andrew Jones	500,000	500,000	1,000,000	1,000,000	**3,000,000**
Ms Maja McGuire	500,000	500,000	1,000,000	1,000,000	**3,000,000**
Total	**1,500,000**	**1,500,000**	**3,000,000**	**3,000,000**	**9,000,000**

(together, the **Related Party Performance Rights**).

The Related Party Performance Rights are being issued as part of their remuneration, to incentivise the Directors and Officers of the Company in their performance of future services and to align the Directors with the long term and short term objectives of the Company.

14.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 11(a) – 11(c) (as applicable to each Director) by virtue of the fact that Resolutions 11(a) – 11(c) are concerned with the issue of Related Party Performance Rights to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

14.3 Chapter 2E of the Corporations Act

A summary of section 208 of the Corporations Act is set out in Section 12.2 above.

The grant of the Related Party Performance Rights constitutes giving a financial benefit. The Directors are related parties of the Company by virtue of being Directors.

Given that all of the Directors of the Company have a material person interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

14.4 ASX Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 13.4 above.

The issue of the Related Party Performance Rights falls within Listing Rule 10.14.1 as the Company intends to issue the Related Party Performance Rights under the Company's Plan. Accordingly, the issue of the Related Party Performance Rights requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 11(a) – 11(c) seek the required Shareholder approval for the issue of the Related Party Performance Rights to the Directors under and for the purposes of Listing Rule 10.14.

14.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 11(a) – 11(c) are passed, the Company will be able to proceed with the issue of the Related Party Performance Rights to the Directors within three (3) years after the date of the Meeting, but in any event, no later than 15 months of the Meeting.

If Resolutions 11(a) – 11(c) are not passed, the Company will not be able to proceed with the issue of the Related Party Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

14.6 Technical information required by ASX Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 11(a) –11 (c) for the purposes of issuing the Related Party Performance Rights pursuant to Listing Rule 10.14

(a) the Related Party Performance Rights will be issued to each of the existing Directors of the Company, that being, Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire (or their respective nominees);

(b) each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire fall within the category of Listing Rule 10.14.1 by virtue of being Directors of the Company;

(c) a total of 9,000,000 Related Party Performance Rights will be issued to the Directors (and/or their nominees) as follows:

Director	**Class A**	**Class B**	**Class C**	**Class D**	**Total**
Mr Ashley Hood	500,000	500,000	1,000,000	1,000,000	**3,000,000**
Mr Andrew Jones	500,000	500,000	1,000,000	1,000,000	**3,000,000**
Ms Maja McGuire	500,000	500,000	1,000,000	1,000,000	**3,000,000**
Total	**1,500,000**	**1,500,000**	**3,000,000**	**3,000,000**	**9,000,000**

(d) details of the Directors' current total remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and excluding the Director Incentive Options and Related Party Performance Rights) are set out in Section 13.6(d) above;

(e) the details of the Securities previously issued to each of Ashley Hood, Andrew Jones and Maja McGuire under the Plan are set out in Section 13.6(e) above.

Subject to the passing of Resolutions 10(a) – (c) and 11(a) – (c), the Directors will also be issued with the Director Incentive Options and Related Party Performance Rights under the Plan;

(f) a summary of the material terms of the Related Party Performance Rights is set out in Schedule 6;

(g) the Related Party Performance Rights have the values, as attributed to by the Company shown in Schedule 7;

(h) the Related Party Performance Rights will be issued within three (3) years after the date of the Meeting, but in any event, no later than fifteen (15) months after the date of the Meeting, and it is anticipated that the issue of the Related Party Performance Rights will occur on one date;

(i) a summary of the material terms of the Plan is set out in Schedule 3;

(j) the Related Party Performance Rights will be issued for nil consideration. The Related Party Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;

(k) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out in Section 13.6(k) above; if the Related Party Performance Rights issued to the Directors are exercised, a total of 9,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 325,264,705 to 334,264,705 (assuming that no other Performance Rights or Options are exercised or Shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 2.69%;

(l) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice is set out in Section 13.6(m) above;

(m) if each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire convert all Related Party Performance Rights the subject of Resolutions 11(a) – 11(c) and no other Shares are issued by the Company, they would hold 3.80%, 2.68% and 0.93% respectively of the issue capital of the Company, on an undiluted basis;

(n) in respect of Resolutions 11(a) – 11(c):

    (i) the primary purpose of the grant of the Related Party Performance Rights is to reward the Directors, provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Related Party Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

    (ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number of Related Party Performance Rights to be issued to the Directors; and

    (iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Related Party Performance Rights to the Directors

(o) there is no loan being made in respect of the Related Party Performance Rights;

(p) details of the Related Party Performance Rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Related Party Performance Rights was sought and obtained under Listing Rule 14.1. Any additional persons covered by Listing Rule 14.1 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in the Notice, will not participate until approval is obtained under the relevant Listing Rule;

(q) each Director has a material person interest in the outcome of Resolutions 11(a) – 11(c) on the basis that all the Directors (or their nominees) are to be issued Related Party Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 11(a) – 11(c) of this Notice;

(r) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions 11(a) – 11(c); and

(s) a voting exclusion statement is included for Resolutions 11(a) – 11(c) of this Notice.

14. Resolution 12 – Approval to issue Commitment Options to Underwriter (and/or their nominees)

14.1 Background

As part of the fees under the Lead Manager Mandate entered in respect of the Rights Issue, the Company committed to issue Options to sub-underwriters on the basis of one (1) Option for every three (3) Shares sub-underwritten (**Commitment Options**).

The Company has agreed to issue to the Underwriter (and/or their nominees) and Mr Ashley Hood (and/or his nominees) as part of the sub-underwriting commitment, a total of 47,599,713 Commitment Options as follows:

(a) 43,470,083 Commitment Options to the Underwriter (and/or their nominees, (the subject of this Resolution 12); and

(b) 4,129,630 Commitment Options to Mr Ashley Hood (and/or his nominees) (**Director Commitment Options**) (the subject of Resolution 13).

Resolution 12 seeks Shareholder approval for the issue of up to 43,470,083 Commitment Options, on the same terms and conditions as the New Options and the Joint Lead Manager Options (exercisable at $0.036 and expiring on three (3) years from the date of issue), to the Underwriter (and/or its nominees).

14.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 12 will be to allow the Company to issue the Commitment Options to the Underwriter (and/or its nominees) during the period of three (3) months after the Meeting (or longer period if allowed by ASX), without using the Company’s 15% annual placement capacity.

14.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Commitment Options to the Underwriter (and/or its nominees) and the 43,470,083 Commitment Options will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 12 is not passed, the Company cannot proceed with the issue of the Commitment Options to Underwriter (and/or its nominees) and, as per the Lead Manager Mandate, the Company may negotiate alternative cash consideration to the same value.

14.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 12:

(a) the Commitment Options will be issued to the Underwriter (and/or its nominees);

(b) a maximum of 43,470,083 Commitment Options will be issued to the Underwriter (and/or its nominees);

(c) the Commitment Options will be issued on the terms and conditions set out in Schedule 2;

(d) the Commitment Options will be issued no later than 3 months after the date of the Meeting;

(e) the Commitment Options will be issued for nil consideration;

(f) the purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate;

(g) the Commitment Options being issued under the Lead Manager Mandate, a summary of which is set out in section 7.1;

(h) the Commitment Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in Resolution 12 of this Notice.

14.5 Board recommendation

The Directors believe that Resolution 12 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

15. Resolution 13 – Approval to issue Commitment Options to Director

15.1 General

Resolution 13 seeks Shareholder approval for the issue of up to 4,129,630 Commitment Options to Mr Ashley Hood (and/or his nominees) as set out in Section 14.1 above.

15.2 Chapter 2E of the Corporations Act

A summary of section 208 of the Corporations Act is set out in Section 12.2 above.

The grant of the Commitment Options constitutes giving a financial benefit. Mr Ashley Hood is a related party of the Company by virtue of being a Director.

The Directors (excluding Mr Ashley Hood), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Commitment Options to Mr Ashley Hood (and/or his nominees), given that the proposed issue of the Commitment Options are considered to be on arm's length terms (being on the same terms as the Commitment Options to be issued to the unrelated Underwriter (the subject of Resolution 12) and as such, Shareholder approval pursuant to section 208 of the Corporations Act is not being sought.

15.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 12.3.

The proposed issue of the Commitment Options to Mr Hood falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Commitment Options requires the approval of Shareholders under ASX Listing Rule 10.11.

15.4 ASX Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with issuing the Commitment Options to Mr Hood within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Commitment Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Commitment Options to Mr Hood will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Commitment Options to Mr Hood and, as per the Lead Manager Mandate, the Company may negotiate an alternative cash consideration to the same value.

15.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 13:

(a) the Commitment Options will be issued to Mr Ashley Hood, a current Director of the Company (and/or his nominees);

(b) Mr Ashley Hood falls within the category of Listing Rule 10.11.1 by virtue of being a Director of the Company;

(c) a maximum of 4,129,630 Commitment Options will be issued to Mr Ashley Hood;

(d) a summary of the material terms of the Commitment Options to be issued to Mr Hood is set out in Schedule 2, being the same as the Commitment Options to the Underwriter (the subject of Resolution 12);

(e) the Commitment Options will be granted to Mr Ashley Hood (and/or his nominees) no later than one (1) month after the date of the Meeting;

(f) the Commitment Options will be issued for nil consideration;

(g) the purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate;

(h) the issue of the Commitment Options is not intended to remunerate or incentivise Mr Ashley Hood;

(i) the Commitment Options being issued under the Lead Manager Mandate, a summary of which is set out in section 7.1;

(j) a voting exclusion statement is included in Resolution 13 of this Notice.

15.6 Board recommendation

The Directors (except Mr Ashley Hood) believe Resolution 13 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f)

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2025.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Commitment Options has the meaning given in Section 14.1.

Company means TechGen Metals Limited (ACN 624 721 035).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director Commitment Options has the meaning given in Section 14.1.

Director Incentive Options has the meaning given in Section 13.1.

Director Placement Options has the meaning given in Section 9.1.

Director Placement Securities has the meaning given in Section 12.1.

Director Placement Shares has the meaning given in Section 9.1.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Joint Lead Managers has the meaning given in Section 7.1.

Joint Lead Manager Option has the meaning given in Section 7.1(b)(iv).

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager Mandate has the meaning given in Section 7.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

New Option has the meaning given in Section 7.1.

New Shares has the meaning given in Section 7.1.

Notice means this notice of meeting.

Placement has the meaning given in Section 9.1.

Placement Options has the meaning given in Section 9.1.

Placement Participants has the meaning given in Section 9.1.

Placement Shares has the meaning given in Section 9.1.

Plan has the meaning given in Section 8.1.

Proxy Form means the proxy form attached to the Notice.

Related Party Performance Rights has the meaning given in Section 14.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

Rights Issue has the meaning given in Section 7.1.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 9.1.

Tranche 2 Placement Shares has the meaning given in Section 9.1.

Two Strikes Rule has the meaning in Section 4.

Underwriter means Anadara Asset Management Pty Ltd (ACN 640 793 835).

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms and conditions of Joint Lead Manager Options, Placement Options and Director Placement Options and Commitment Options

The terms and conditions of the Joint Lead Manager Options, Placement Options, Director Placement Options and Commitment Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option is $0.036 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AWST), on 9 September 2028. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20

Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the ASX Listing Rules and the Corporations Act, subject to the satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – Summary Terms of Plan

A summary of the terms of the Plan is set out below:

(a) (**Eligible Participant):** Eligible Participant means a person that:

(i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and

(ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(a) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(b) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the Income Tax Assessment Act 1997 (Cth). The Board may delegate its powers and discretion.

(c) (**Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(d) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(e) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(f) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(g) (**Exercise of Convertible Securities and cashless exercise**): To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(h) (**Cashless exercise of Convertible Securities**): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

(i) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(j) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(k) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection withthe change of control event.

(l) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(m) (**Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(n) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(o) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(p) (**Compliance with Applicable Laws**): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

(i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and

(ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the invitation is made,

does not exceed:

(iii) if the Constitution specifies an issue cap percentage, that percentage; or

(iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

(q) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

SCHEDULE 4 – Terms and conditions of Director Incentive Options

The terms and conditions of the Director Incentive Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (n), the amount payable upon exercise of each Option is $0.054 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AWST), on the date that is four (4) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(m) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(n) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(o) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(p) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – Value of Director Incentive Options

The Incentive Options to be issued pursuant to Resolutions 10(a) – 10(c) have been valued by internal management using the Black-Scholes pricing model.

Options Valuations Summary	Director Options
Number of instruments	3,000,000
Underlying share price (c)	0.036
Exercise Price (c)	0.054
Expected Volatility	100%
Life of Options (years)	4
Expected dividends	nil
Risk Free rate	3.70%
Value per instrument ($)	0.027
Total Value ($)	**81,000**

SCHEDULE 6 – Material Terms of Related Party Performance Rights

1. Performance Rights

Each Related Party Performance Right is a right of the Holder (and/or its nominees) to acquire a fully paid ordinary share in the capital of the Company (**Share**) subject to these terms and conditions.

2. Vesting Conditions

Related Party Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

Class	Vesting Milestone	Expiry Date
A	The achievement of a drill intercept of greater than 20 metres at an average grade of 1g/t copper	5:00pm WST 4 years from date of issue.
B	The achievement of a drill intercept of greater than 50 metres at an average grade 1g/t copper	5:00pm WST 4 years from date of issue.
C	A JORC Compliant Mineral Resource Estimate of at least Indicated category of a minimum of 50,000 ounces of gold or gold equivalent (in accordance with clause 50 of the JORC Code) at a minimum grade of 1 gram per tonne gold equivalent	5:00pm WST 5 years from date of issue.
D	A JORC Compliant Mineral Resource Estimate of at least Indicated category of a minimum of 250,000 ounces of gold or gold equivalent (in accordance with clause 50 of the JORC Code) at a minimum grade of 1 gram per tonne gold equivalent	5:00pm WST 5 years from date of issue.

3. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Related Party Performance Right, the Holder may exercise the Related Party Performance Rights by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise the Related Party Performance Rights.

4. Expiry

Any Related Party Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

5. Transfer

A Related Party Performance Right is not transferable.

6. Entitlements and bonus issues

The holder of a Related Party Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

7. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

8. Right to receive Notices and attend general meetings

Each Related Party Performance Right does not confer on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder does not have the right to attend general meetings of the Company.

9. Voting rights

A Related Party Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

10. Dividend rights

A Related Party Performance Right does not entitle the Holder to any dividends.

11. Return of capital rights

The Related Party Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

12. Rights on winding up

The Related Party Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

13. Change in control

(a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event described in paragraph (b) occurs, then each Related Party Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Related Party Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Related Party Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of the Related Party Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.

(b) A Change of Control Event occurs when:

(i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or

(ii) scheme of arrangement: the announcement by the Company that the

Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(c) The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Related Party Performance Rights and all remaining Related Party Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

14. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Related Party Performance Rights specified in the Notice of Exercise;

(b) if required, give ASX a notice that complies with section 708A(5) (e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Related Party Performance Rights.

15. Ceasing to be engaged by the Company

If a Related Party Performance Right holder ceases to be employed or engaged with the Company, unless the Board determines otherwise, any Related Pary Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company.

16. Compliance with law

The conversion of the Related Party Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

17. Application to ASX

The Related Party Performance Rights will not be quoted on ASX. On conversion of Related Party Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

18. Ranking of Shares

Shares into which the Related Party Performance Rights will convert will rank parri passu in all respects with existing Shares.

19. No other rights

A Related Party Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 7 – Value of Related Party Performance Rights

The Performance Rights to be issued pursuant to Resolutions 11(a) – 11(c) have been valued by internal management using the Company's Share price.

The following inputs and results apply to each of the classes within those resolutions:

ASSUMPTIONS:	CLASS A	CLASS B	CLASS C	CLASS D
Market Share price of security	$0.036	$0.036	$0.036	$0.036
Exercise price	$nil	$nil	$nil	$nil
Risk-free rate	3.6%	3.6%	3.6%	3.6%
Volatility percentage	100%	100%	100%	100%
Model/technique	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant
Time (years to expiry)	4 years from issuance	4 years from issuance	5 years from issuance	5 years from issuance
Indicative value per Performance Right	$0.036	$0.036	$0.036	$0.036
Total value of Performance Rights	**$54,000**	**$54,000**	**$108,000**	**$108,000**
-Ashley Hood (Resolution 11(a))	$18,000	$18,000	$36,000	$36,000
-Andrew Jones (Resolution 11(b))	$18,000	$18,000	$36,000	$36,000
-Maja McGuire (Resolution 11(c))	$18,000	$18,000	$36,000	$36,000

The Board notes, the value of Performance Rights does not reflect the likelihood of the Vesting Conditions being achieved.

The internal management have calculated the value of each performance right on the following assumptions:

(a) The underlying value of each Share in the Company based on the ASX closing price of A$0.036 on 12 September 2025;

(b) Risk free rate of return – 3.6% (estimated based on the Australian Government 5-year bond rate); and

(c) Volatility of the Share price of 100% based estimated based on historical trends and the volatility of comparative companies.

TECHGEN METALS LIMITED

TechGen Metals Limited
ABN 66 624 721 035

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AWST) on Monday, 10 November 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188222

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TechGen Metals Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of TechGen Metals Limited to be held at Level 8, 216 St Georges Terrace, Perth WA 6000 on Wednesday, 12 November 2025 at 12:00pm (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 9(a) and 9(b), 10(a) to 10(c), 11(a) to 11(c) and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 9(a) and 9(b), 10(a) to 10(c), 11(a) to 11(c) and 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 5, 9(a) and 9(b), 10(a) to 10(c), 11(a) to 11(c) and 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Ms Maja McGuire			
3	Approval of 10% Placement Facility			
4	Approval to issue Joint Lead Manager Options			
5	Refresh of Securities under the Employee Securities Incentive Plan			
6	Ratification of Tranche 1 Placement Shares			
7	Approval to issue Tranche 2 Placement Shares			
8	Approval to issue Placement Options			
9(a)	Approval to issue Director Placement Shares to Mr Ashley Hood			
9(b)	Approval to issue Director Placement Options to Mr Ashley Hood			
10(a)	Approval to issue Director Incentive Options to Mr Ashley Hood			
10(b)	Approval to issue Director Incentive Options to Mr Andrew Jones			
10(c)	Approval to issue Director Incentive Options to Ms Maja McGuire			
11(a)	Approval to issue Director Performance Rights to Mr Ashley Hood			
11(b)	Approval to issue Director Performance Rights to Mr Andrew Jones			
11(c)	Approval to issue Director Performance Rights to Ms Maja McGuire			
12	Approval to issue Commitment Options to Underwriter (and/or their nominees)			
13	Approval to issue Commitment Options to Mr Ashley Hood			

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number

Email Address