



ASX:TLG

Issue of Incentive Securities

Battery anode and graphene company Talga Group Ltd ("**Talga**" or "**the Company**") (**ASX:TLG**) advises that it has today issued a total of 2,100,000 Performance Rights to the Company's Chair, Mr Terry Stinson, and Non-Executive Directors, Mr Grant Mooney, Mr Ola Mørkved Rinnan and Mr Stephen Lowe.

The Company also advises that it has today issued 4,000,000 Incentive Options to the Managing Director of the Company, Mr Mark Thompson. The issue of the Performance Rights and the Incentive Options to Directors (or their respective nominees) was approved by shareholders at Talga's Annual General Meeting held on 12 November 2020.

The Appendix 3G to follow.

Authorised for release by:

Dean Scarparolo Company Secretary Talga Group Ltd T: +61 (0) 8 9481 6667

About Talga

Talga Group Ltd (ASX:TLG) is building a European battery anode and graphene additives supply chain, to offer advanced materials critical to its customers' innovation and the shift towards a more sustainable world. Vertical integration, including ownership of several high-grade Swedish graphite projects, provides security of supply and creates long-lasting value for stakeholders.

Company website: www.talgagroup.com



Appendix 3G

Notification of issue, conversion or payment up of equity +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public. If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	Talga Group Ltd
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 32 138 405 419
1.3	*ASX issuer code	TLG
1.4	*This announcement is <i>Tick whichever is applicable.</i>	 A new announcement An update/amendment to a previous announcement A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	16 November 2020

Part 1 – Entity and announcement details

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	 +Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX Partly paid +securities that have been fully paid up and that are not to be quoted on ASX ×Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX Other [please specify] If you have selected 'other' please provide the circumstances of the issue here:
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)? Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".	N/A
2.2a.2	And the date the options were exercised or other +convertible securities were converted: Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)? Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	N/A
2.2b.2	And the date the ⁺ securities were fully paid up: Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	N/A

•			<u> </u>	ayment up of equity +securities
2.2c.1	Please state the number an +securities (including their a code) issued under an +em incentive scheme that are r immediately quoted on ASX Answer this question if your response issued under an employee incentive sc being immediately quoted on ASX".	ASX security ployee not being (to Q2.1 is "securities	the Emplo (ESIS).	incentive options issued under yee Securities Incentive Scheme performance rights issued under
2.2c.2	*Please attach a documen details of a URL link for lodged with ASX detailin the +employee incentive summary of the terms. Answer this question if your response issued under an employee incentive so being immediately quoted on ASX".	a document ng the terms of scheme or a to Q2.1 is "securities	is an entitl share in T subject to A summar 2019 Notic Explanato (Notice). A <u>http://www</u> <u>af-946f-4e</u>	2e49/NoticeofAnnualGeneralMeeti
2.2c.3	*Are any of these +secur issued to +key manageme (KMP) or an +associate Answer this question if your respo "securities issued under an employ scheme that are not being immedia ASX".	ent personnel nse to Q2.1 is yee incentive	Yes	
2.2c.3.a	*Provide details of the recipients and the number of +securities issued to each of them. Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX" and your response to Q2.2c.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".			
	Name of KMP	Name of registe	red holder	Number of +securities
	Mark Thompson Terry Stinson Stephen Lowe Grant Mooney Ola Rinnan	Lateral Minerals Stinson Family Tahlia Family T Grant Mooney Ola Rinnan	s Pty Ltd Trust	4,000,000 incentive options 600,000 performance rights 500,000 performance rights 500,000 performance rights 500,000 performance rights
2.2d.1	*The purpose(s) for which the issuing the +securities is: Answer this question if your response You may select one or more of the iter	to Q2.1 is "Other".	 To function To pay [provid To pay [provid 	se additional working capital d the retirement of debt v for the acquisition of an asset le details below] v for services rendered le details below] [provide details below] details:

2.2d.2	Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".	
2.3	*The +securities being issued are: <i>Tick whichever is applicable</i>	 Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class") New +securities in an unquoted class that is not yet recorded by ASX ("new class")

Part 3A - number and type of +securities being issued (existing class)

Question No.	Question	Answer
3A.1	*ASX security code & description	N/A
3A.2	*Number of +securities being issued	
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes or No
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3A.3a is "No".	Yes or No
3A.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	
3A.3d	*Provide the estimated non-ranking end period Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	
3A.3e	*Please state the extent to which the +securities do not rank equally:	
	• in relation to the next dividend, distribution or interest payment; or	
	• for any other reason Answer this question if your response to Q3A.3a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	

Answer the questions in this part if your response to Q2.3 is "existing class".

Part 3B – number and type of +securities being issued (new class)

Question No.	Question	Answer
3B.1	*Security description	Incentive options and performance rights each being an entitlement to receive one fully paid share in Talga Group Ltd (ASX code TLG), subject to the terms and conditions
3B.2	*Security type Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non- convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	 Ordinary fully or partly paid shares/units Options +Convertible debt securities Non-convertible +debt securities Redeemable preference shares/units Other
3B.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	
3B.4	*Number of +securities being issued	4,000,000 incentive options and 2,100,000 performance rights
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Yes
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3B.5a is "No".	N/A
3B.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".	N/A
3B.5d	*Provide the estimated non-ranking end period Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	N/A
3B.5e	 *Please state the extent to which the +securities do not rank equally: in relation to the next dividend, distribution or interest payment; or for any other reason Answer this question if your response to Q3B.5a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entilled to participate in some other event, such as an entillement issue. 	N/A

Answer the questions in this part if your response to O2.3 is "new class".

		payment up of equity +securities	
3B.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	The material terms of the securities being issued is available here: <u>http://www.talgagroup.com/irm/PDF/46f0e0</u> <u>cb-0578-4b1d-b8fd-</u> <u>5820760fc85e/IssueofIncentiveSecurities</u>	
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1? Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question). If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	No. The securities are part of a remuneration package approved by the Board in the ordinary course of business remuneration and as approved by shareholders at the 12 th November 2020 annual general meeting.	
3B.8a	Ordinary fully or partly paid shares/units details Answer the questions in this section if you selected this security type in your response to Question 3B.2.		
	*+Security currency	N/A	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.		
	*Will there be CDIs issued over the +securities?	Yes or No	
	*CDI ratio Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	X:Y	
	*Is it a partly paid class of +security?	Yes or No	
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the previous question. The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid' The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'. The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	X:Y	
	*Is it a stapled +security?	Yes or No	
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.		
3B.8b	Option details		
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.	
	*+Security currency This is the currency in which the exercise price is payable.	Australian dollars	
	This is the currency in which the exercise price is phytole.		

This appendix is *not* available as an online form Please fill in and submit as a PDF announcement

	*Exercise price	\$1.12 – incentive options
	The price at which each option can be exercised and	Nil – performance rights
	convert into the underlying security. If there is no exercise price please answer as \$0.00.	
	The exercise price should be provided per the security	
	currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date	31 December 2023
	The date on which the options expire or terminate.	
	*Details of the number and type of	6,100,000 ordinary fully paid Talga Group Ltd shares (ASX code TLG)
	+security (including its ASX security code if the +security is quoted on or	
	recorded by ASX) that will be issued if	
	an option is exercised	
	For example, if the option can be exercised to receive one	
	fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	
3B.8c	Details of non-convertible +debt securities redeemable preference shares/units	s, +convertible debt securities, or
	Answer the questions in this section if you selected one	of these security types in your response to Question
	3B.2.	
	Refer to Guidance Note 34 and the " <u>Guide to the Namin</u> <u>Debt and Hybrid Securities</u> " for further information on ce	g Conventions and Security Descriptions for ASX Quoted rtain terms used in this section
	*Type of +security	□ Simple corporate bond
	Select one item from the list	Non-convertible note or bond
		Convertible note or bond
		□ Preference share/unit
		Capital note
		□ Hybrid security
		□ Other
	*+Security currency	
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
	Face value	
	This is the principal amount of each security.	
	The face value should be provided per the security currency (i.e. if security currency is AUD, then the face	
	value per security in AUD).	
	*Interest rate type	□ Fixed rate
	Select one item from the list	□ Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the	□ Indexed rate
	Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities	□ Variable rate
	Descriptions for their Quoten Dest and Hysria Seearnies	Zero coupon/no interest
		□ Other
	Frequency of coupon/interest payments	Monthly
	per year	□ Quarterly
	Select one item from the list.	Semi-annual
		□ Annual
		No coupon/interest payments

<u>г г</u>		payment up of equity +securities
		□ Other
A response coupon/inte	erest payment date is not required if you have selected "No rest payments" in response to the question e frequency of coupon/interest payments	
	rate per annum question if the interest rate type is fixed.	% p.a.
*Is the estimate	interest rate per annum ed at this time? question if the interest rate type is fixed.	Yes or No
estimate informa market Answer this your respon	terest rate per annum is ed, then what is the date for this tion to be announced to the (if known) question if the interest rate type is fixed and ise to the previous question is "Yes". nknown" if the date is not known at this time.	
reference (e.g. BE	he interest rate include a ce rate, base rate or market rate BSW or CPI)? question if the interest rate type is floating or	Yes or No
market Answer this	s the reference rate, base rate or rate? question if the interest rate type is floating or l your response to the previous question is	
above the market	he interest rate include a margin ne reference rate, base rate or rate? question if the interest rate type is floating or	Yes or No
reference (express Answer this	s the margin above the ce rate, base rate or market rate sed as a percent per annum) question if the interest rate type is floating or lyour response to the previous question is	% p.a.
Act stat Select one i For financia payment to applies, AS the security • "s128F taxable • "Not s1 taxable • "s128F unable	exempt" means interest payments are not to non-residents; 28F exempt" means interest payments are to non-residents; exemption status unknown" means the issuer is to advise the status; plicable" means s128F is not applicable to this	 s128F exempt Not s128F exempt s128F exemption status unknown Not applicable

*Is the +security perpetual (i.e. no maturity date)?	Yes or No
*Maturity date Answer this question if the security is not perpetual	
*Select other features applicable to the +security Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	 Simple Subordinated Secured Converting Convertible Transformable Exchangeable Cumulative Non-Cumulative Redeemable Extendable Extendable Step-Down Step-Up Stapled None of the above
*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Yes or No
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	
Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable". For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	16 November 2020

4.1b	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	N/A
4.2	*Are the +securities being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	No
4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".	N/A
4.2b	*What is the issue price per +security Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.	N/A
4.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q4.2 is "No".	The Incentive Options and Performance Rights are issued for nil consideration as incentives however an exercise price is payable upon exercise of the Incentive Options to shares.
4.3	Any other information the entity wishes to provide about the issue	No

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

5.1

FLGAU – exercise price \$0.71 expiring 23 Oct 20224,000,000FLGAV – exercise price \$1.12 expiring 31 Dec 20231,000,000FBA - exercise price \$1.12 expiring 31 Dec 20234,000,000FBA - performance rights subject to vesting conditions o be satisfied by the milestone date of 30 Nov 2023, 2,100,0002,100,000	Unquoted Options	
FLGAV – exercise price \$1.12 expiring 31 Dec 20231,000,000IBA - exercise price \$1.12 expiring 31 Dec 20234,000,000IBA - performance rights subject to vesting conditions o be satisfied by the milestone date of 30 Nov 2023, 0 Nov 2023,2,100,000	TLGAA – exercise price \$0.51 expiring 10 Feb 2022	2,000,000
IFBA - exercise price \$1.12 expiring 31 Dec 20234,000,000IFBA - performance rights subject to vesting conditions o be satisfied by the milestone date of 30 Nov 2023, 2,100,0002,100,000	TLGAU – exercise price \$0.71 expiring 23 Oct 2022	4,000,000
TBA - performance rights subject to vesting conditions o be satisfied by the milestone date of 30 Nov 2023, 2,100,000	TLGAV – exercise price \$1.12 expiring 31 Dec 2023	1,000,000
o be satisfied by the milestone date of 30 Nov 2023, 2,100,000	TBA - exercise price \$1.12 expiring 31 Dec 2023	4,000,000
and expiring 51 Dec 2025	TBA - performance rights subject to vesting conditions to be satisfied by the milestone date of 30 Nov 2023, and expiring 31 Dec 2023	2,100,000

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13 ¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1? Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	No
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No"</i> .	No. Shareholder approval was obtained pursuant to listing rule 10.14
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	12 th November 2020
6.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No

An issue of securities under an employee incentive scheme if within 3 years before the issue date:

- (a) in the case of a scheme established before the entity was listed a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or
- (b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:
 - a summary of the terms of the scheme.
 - the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;
 - the maximum number of +equity securities proposed to be issued under the scheme following the approval; and
 - a voting exclusion statement.

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or

¹ Exception 13

6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	N/A
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	N/A
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	N/A

Introduced 01/12/19; amended 31/01/20