

29 September 2023

UPDATE ON SCHEME OF ARRANGEMENT – INDEPENDENT EXPERT CONFIRMATION

Essential Metals Limited (ASX: ESS) (“**Essential**” or the “**Company**”) refers to the proposed merger of Essential with Develop Global Limited (ASX: DVP) (“**Develop**”) by way of scheme of arrangement, as announced on 3 July 2023 (the “**Scheme**”), and to the explanatory statement and notice of meeting in relation to the Scheme released to the ASX on 15 September 2023 (“**Scheme Booklet**”).

Independent Expert’s consideration of Essential’s audited financial statements for the full year ended 30 June 2023

On 26 September 2023, Essential released its audited financial statements for the full year ended 30 June 2023 to ASX (“**Essential FY23 Results**”). On 28 September 2023, Develop also released its audited financial statements for the same period (“**Develop FY23 Results**”).

The independent expert, BDO Corporate Finance (WA) Pty Ltd (“**Independent Expert**”), has considered the Essential FY23 Results and the Develop FY23 Results and has confirmed to Essential in the attached letter that there is no change to their previously stated conclusion that, in the absence of a superior offer, the Scheme is not fair but reasonable and in the best interests of Essential Shareholders.

The Independent Expert’s conclusion should be read in context with the Scheme Booklet and the Independent Expert’s Report contained therein.

Essential shareholders are encouraged also to read the Essential FY23 Results and the Develop FY23 Results before deciding how to vote on the Scheme.

Further information

The Scheme Meeting is scheduled to be held at 9:00am (AWST) on 18 October 2023 at the Quest Apartment Hotels, 54 Kings Park Road, West Perth WA 6005.

Further information on the Scheme Meeting, including voting instructions, are provided in the Scheme Booklet. If you have any questions about the Scheme, please contact Essential’s Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 6:00pm (Sydney time) Monday to Friday, excluding public holidays.

This ASX release has been approved by the Board of Directors.

For further information:

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28 September 2023

The Directors
Essential Metals Limited
Level 3, 1292 Hay Street
West Perth WA 6005

Dear Directors,

On 28 September 2023 we were provided with the following documents:

- Annual report of Essential Metals Limited ('**Essential**') for the year ended 30 June 2023; and
- Annual report of Develop Global Limited ('**Develop**') for the year ended 30 June 2023.

We considered the above documents in the context of our Independent Expert's Report on the scheme of arrangement between Essential and Develop ('**Scheme**') dated 13 September 2023 ('**IER**'). Specifically, we assessed whether the changes detailed in the above referenced documents resulted in a material change to the information in our IER.

We also considered whether the information contained in the annual reports of Essential and Develop would have a material impact on the qualitative information in our IER.

As a result of our assessment, we have concluded that there has been no material change to the information contained in our IER. We confirm that our opinion in relation to the Scheme remains as follows:

- in the absence of a superior proposal, the Scheme is not fair but reasonable and in the best interest to the Shareholders of Essential.

Based on the above, we do not consider a supplementary IER to be required as a result of the issue of the annual reports of Essential and Develop.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD



Sherif Andrawes

Director