

\$10 MILLION PLACEMENT TO ADVANCE EXPLORATION AT THE LAKE JOHNSTON LITHIUM DISCOVERY IN WA

Highlights

- Firm commitments received to raise A\$10 million in a Placement
- Proceeds to be used to advance exploration at the recent high-grade lithium (spodumene) discovery at the Lake Johnson Project
- Drilling continues at the Burmeister Discovery with a 4000m RC and diamond drilling program with next assays expected in 2 weeks
- The recently announced Jaegermeister Prospect, a significant 5.7km x 2.3km lithium soil anomaly, is to be advanced with an infill and extensional soil sampling program and approvals for drilling
- Other high priority lithium targets have also been identified and will be fast tracked as a result of the successful capital raising

TG Metals Limited (“**TG Metals**” or the “**Company**”) is pleased to announce that it has received firm commitments for a placement to raise \$10.0 million (before costs) (“**Placement**”). The Placement, which was strongly supported by a range of institutional, sophisticated and professional investors, will result in the issue of approximately 13.33 million new fully paid ordinary shares at \$0.75 per share (“**Placement Shares**”).

Funds from the Placement will be used to advance exploration at the recent high-grade lithium (spodumene) discovery at the Burmeister Prospect¹ as well as a number of other high priority targets within the Lake Johnston Project, including ongoing drilling programs at Burmeister, soil sampling and first drilling at Jaegermeister² (expected in Q1 2024), heritage and flora & fauna surveys and mineralogical & metallurgical studies as well as for general working capital purposes.

Canaccord Genuity and Euroz Hartleys Limited acted as Joint Lead Managers to the Placement.

¹ – ASX announcement 30 October 2023

² – ASX announcement 13 November 2023

TG Metals' Chairperson, Richard Bevan, commented:

"We are very pleased to have received such strong support for the Placement, which is a testament to the significance of our recent high grade spodumene pegmatite discovery at the Burmeister Prospect, and our broader Lake Johnston Project. With a significantly strengthened balance sheet, we now look to progressing an expansive exploration campaign aimed at pursuing the considerable opportunities identified within the Project.

"I'd like to take this opportunity to thank our shareholders for their continued support and welcome our new shareholders in what is the most exciting time in the relatively short life of TG Metals."

Placement

The Placement Shares will be issued under the Company's existing placement capacity under ASX Listing Rule 7.1 (8,657,784 Placement Shares) and 7.1A (4,675,550 Placement Shares), and accordingly no shareholder approval is required. A total of 13,333,334 Placement Shares will be issued to raise approximately \$10.0 million (before costs). It is anticipated that settlement of the Placement will occur on Monday, 4 December 2023.

The Placement Shares will rank equally with existing ordinary shares from the date of issue.

The Company has also agreed to issue 2 million options with an exercise price of \$1.125 each and an expiry date of 3 years from the date of issue to the Joint Lead Managers. The issue of the options will be subject to shareholder approval. Full terms and conditions of the options are attached to this announcement.

About TG Metals

TG Metals is an ASX listed company focused on exploring for lithium, nickel and gold at its wholly owned Lake Johnston Project in the stable jurisdiction of Western Australia. The Lake Johnston Project boasts proximity to current and past producing nickel and lithium mines, processing plants and geochemical and geophysical targets for immediate exploration.

Authorised for release by TG Metals Board of Directors

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TG METALS LIMITED
TERMS OF OPTIONS

The terms of the Options are as follows:

- 1 **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- 2 **(Issue Price):** No cash consideration is payable for the issue of the Options.
- 3 **(Exercise Price):** The Options have an exercise price of \$1.125 per Option (**Exercise Price**).
- 4 **(Expiry Date):** The Options expire at 5:00pm (WST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- 5 **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- 6 **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
- 7 **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
- 8 **(Notice of Exercise):** The Options may be exercised 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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**).

- 9 **(Timing of issue of Shares on exercise):** Within 5 Business Days after the later of the following:
 - (a) the Exercise Date; and
 - (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,the Company will:
 - (c) allot and 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;
 - (d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (e) 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.
- 10 **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 9(d), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- 11 **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- 12 **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- 13 **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- 14 **(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.
- 15 **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.