

**Terra Uranium Limited**  
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# Terra Uranium Limited

## **Notice of General Meeting**

Explanatory Statement | Proxy Form

Thursday, 08 February 2024

**11:00 am AEDT**

### **Address**

To be held as a Virtual meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## Important Information for Shareholders about the Company's 2024 GM

This Notice is given based on circumstances as of 2 January 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.t92.com.au](http://www.t92.com.au). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **11.00 am AEDT on Thursday, 8 February 2024** as a **virtual meeting**.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](http://investor.automic.com.au) and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To **access the virtual meeting** on the day:

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders who wish to vote or ask questions at the meeting need to access the virtual meeting via [investor.automic.com.au](http://investor.automic.com.au) as outlined above.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary, Hasaka Martin (via email to [hasaka.martin@automicgroup.com.au](mailto:hasaka.martin@automicgroup.com.au)) at least 48 hours before the GM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the GM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Terra Uranium Limited ACN 650 774 253 will be held at 11.00 am (AEDT) on Thursday, 08 February 2024 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00 pm (AEDT) on Tuesday, 06 February 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory *Statement* are defined in the Glossary.

## Resolutions

### 1. **Resolution 1** – Ratification of Prior Issue of Shares under Placement

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 5,384,615 Shares at an issue price of \$0.13 to the Placement Participants issued on 15 November 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 2. **Resolution 2** – Ratification of Agreement to Issue Tranche 1 Placement Options under Placement

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the agreement to issue 2,692,307 Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (c) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 3. **Resolution 3** – Approval to Issue Tranche 2 Placement Options under Placement

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,692,308 Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person 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 Resolution 3 by:

- (i) a person as 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 4. **Resolution 4 – Approval to Issue Lead Manager Options**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Options to the lead manager of the Placement, Peak Asset Management (or its nominees), on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (c) Peak Asset Management or its nominee, or any other person 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
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'H. Martin', with a long horizontal flourish extending to the right.

***Hasaka Martin***  
Company Secretary  
8 January 2024



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11.00 am (AEDT) on Thursday, 08 February 2024 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Background

On 03 November 2023, the Company announced that it had received firm commitments via a placement to raise \$700K (before costs) (**Placement**) through the issue of 5,384,615 Shares at an issue price of \$0.13 (**Placement Shares**), with one free attaching listed Option (exercisable at \$0.30 each on or before 06 September 2025) for every one Placement Share subscribed for and issued (**Placement Options**) (together, the **Placement Securities**). The Placement Options shall be on the same terms and conditions as the existing listed options (ASX:T920).

On 15 November 2023, 5,384,615 Placement Shares were issued under the Placement to professional, sophisticated and institutional investors (**Placement Participants**). The Placement Shares were issued pursuant to the Company's existing capacity under Listing Rule 7.1. The Company seeks shareholder ratification under Resolution 1 for the prior issue of the Placement Shares under the Placement for the purposes of Listing Rule 7.1.

Of the total 5,384,615 Placement Options, half of the Placement Options (2,692,307 Placement Options) are to be issued under the Company's existing capacity under Listing Rule 7.1 (**Tranche 1 Placement Options**), which will be completed in January 2024. The Company seeks shareholder ratification under Resolution 2 for the agreement to issue the Placement Options under the Placement for the purposes of Listing Rule 7.1. The balance of the Placement Options (2,692,308 Placement Options) will be issued subject to shareholder approval being obtained under Resolution 3 (**Tranche 2 Placement Options**).

In connection with the Placement, the Company appointed CoPeak Corporate Pty Ltd (ACN 632 277 144) as trustee for the Peak Asset Management Unit Trust (**Peak Asset Management** or **Lead Manager**) to act as the lead manager of the Placement. The material terms of the engagement with Peak Asset Management are that the Company will pay:

- (a) a 6% capital raising fee on all funds raised under the offer; and
- (b) subject to raising a minimum of \$600k and subject to shareholder approval being obtained (pursuant to Resolution 4), issue 2,000,000 Options to the Lead Manager on the same terms as the Placement Options (**Lead Manager Options**).

# Resolutions

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## 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT

### General

On 15 November 2023, 5,384,615 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 5,384,615 Placement Shares.

### ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 30 November 2023.

The issue of the Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the Company's combined 25% placement capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of Placement Shares.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

### Information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of Placement Shares will be excluded in calculating the Company's combined 25% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the issue of Placement Shares will be included in calculating the Company's combined 25% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date.

### Technical information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 :

- (a) the 5,384,615 Placement Shares were issued to professional, sophisticated and institutional investors who participated in the Placement (being, the Placement Participants), none of whom were 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 or were issued more than 1% of the issued capital in the Company;
- (b) the Placement Participants who subscribed for 5,384,615 Placement Shares were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing professional, sophisticated and institutional contacts of the Company, none of which were related parties of the Company;
- (c) the Company issued 5,384,615 Placement Shares;
- (d) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company;
- (e) the Placement Shares were issued on 15 November 2023;
- (f) each of the 5,384,615 Placement Shares were issued at an issue price of \$0.13 per Share, which raised \$700,000. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) funds raised from the issue of the Placement Shares have been and will be used by the Company for general and working capital, and to continue discussions with large JV Farm-In and Joint-Development Partners who have shown an interest to directly fund drilling on our Core projects starting this winter will be advanced. In addition, evaluations will continue of other uranium opportunities that complement our Core Projects in the Athabasca Basin, Canada.; and
- (h) the Placement Shares were issued pursuant to the Placement.

### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote in favour of this Resolution.

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## **2. RESOLUTION 2 – RATIFICATION OF AGREEMENT TO ISSUE TRANCHE 1 PLACEMENT OPTIONS UNDER PLACEMENT**

### **General**

The Company has agreed to issue 2,692,307 Placement Options (being, the Tranche 1 Placement Options) pursuant to the terms of the Placement, using the Company's placement capacity under Listing Rule 7.1.

The Tranche 1 Placement Options are intended to be issued to Placement Participants in January 2024, following lodgement of a prospectus under which the Placement Options will be offered for the purposes of removing any trading restrictions (**Options Prospectus**).

### **ASX Listing Rules 7.1**

A summary of Listing Rules 7.1 and 7.4 is set out above.

The agreement to issue the Tranche 1 Placement Options did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been previously approved by the Company's Shareholders, it effectively uses up part of the Company's combined 25% placement capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without

Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of Tranche 1 Placement Options.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, this Resolution seeks Shareholder approval to subsequently approve the agreement to issue the Tranche 1 Placement Options for the purposes of Listing Rule 7.4.

#### **Information required by ASX Listing Rule 14.1A**

If this Resolution is passed, the agreement to issue (and the issue of) the Tranche 1 Placement Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date.

If this Resolution is not passed, the agreement to issue (and the issue of) the Tranche 1 Placement Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date.

#### **Technical information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) the Tranche 1 Placement Options will be issued to the Placement Participants (and/or their nominees) (refer to section 1 above for details of the Placement Participants);
- (b) 2,692,307 Tranche 1 Placement Options are agreed to be issued;
- (c) the terms and conditions of the Tranche 1 Placement Options are outlined in Annexure A;
- (d) the Tranche 1 Placement Options are intended to be issued in January 2024 and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 1 Placement Options will occur on the same date;
- (e) the purpose of the issue of the Tranche 1 Placement Options is to satisfy the Company's obligations under the Placement, in order to complete the Placement;
- (f) the Tranche 1 Placement Options will be issued for nil consideration as they are being issued free attaching to the Placement Shares together with the Tranche 2 Placement Options on a 1 for 1 basis. As such, no funds will be raised from the issue of the Tranche 1 Placement Options. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Options, other than funds received on exercise of the Tranche 1 Placement Options; and
- (g) the Tranche 1 Placement Options will be issued pursuant to the Placement.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote in favour of this Resolution.

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### **3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT OPTIONS UNDER PLACEMENT**

#### **General**

This Resolution seeks Shareholder approval to issue the remaining 2,692,308 Placement Options (being, the Tranche 2 Placement Options) agreed to be issued under the Placement.

The Tranche 2 Placement Options are also intended to be offered under the Options Prospectus, for the purposes of removing any trading restrictions.

## **ASX Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out above.

It is a term of the Placement that the proposed issue of the Tranche 2 Placement Options will only proceed subject to shareholder approval being obtained. To this end, this Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Placement Options under and for the purposes of Listing Rule 7.1.

## **Information required by ASX Listing Rule 14.1A**

If this Resolution 3 is passed, the issue of the Tranche 2 Placement Options will proceed and will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Placement Options are issued.

If this Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Options.

## **Technical information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Placement Options will be issued to the Placement Participants (and/or their nominees) (refer to section 1 above for details of the Placement Participants);
- (b) the maximum number of Tranche 2 Placement Options to be issued is 2,692,308;
- (c) the terms and conditions of the Tranche 2 Placement Options are outlined in Annexure A;
- (d) the Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Options will occur on the same date;
- (e) the purpose of the issue of the Tranche 2 Placement Options is to satisfy the Company's obligations under the Placement, in order to complete the Placement;
- (f) the Tranche 2 Placement Options will be issued for nil consideration as they are being issued free attaching to the Placement Shares together with the Tranche 1 Placement Options on a 1 for 1 basis. As such, no funds will be raised from the issue of the Tranche 2 Placement Options. The Company has not and will not receive any other consideration for the issue of the Tranche 2 Placement Options, other than funds received on exercise of the Tranche 2 Placement Option; and
- (g) the Tranche 2 Placement Options will be issued pursuant to the Placement; and
- (h) the Tranche 2 Placement Options are not being issued under, or to fund, a reverse takeover.

## **Directors' Recommendation**

The Board of Directors recommend Shareholders vote in favour of this Resolution.

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## **4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS**

### **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue 2,000,000 Lead Manager Options to the Lead Manager of the Placement, Peak Asset Management, in consideration for lead manager services provided to the Company in connection with the Placement.

The Lead Manager Options will be issued pursuant to the terms of engagement between the Company and the Lead Manager as outlined in the Background section above. Resolution 4 seeks Shareholder approval for the issue of the Lead Manager Options to the Lead Manager (or its nominee) under, and for the purposes of, Listing Rule 7.1.

### **ASX Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out above.

It is a term of the issue of the Lead Manager Options that Shareholder approval is obtained for the issue to proceed. To this end, this Resolution 4 seeks Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

### **Information required by ASX Listing Rule 14.1A**

If this Resolution is passed, the Lead Manager Options will be issued and excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the Lead Manager Options are issued.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Manager and the Company may have to consider other mechanisms to properly remunerate the Lead Manager, including the payment of the relevant fees in cash, which may not be as cost effective for the Company.

### **Technical information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) a maximum of 2,000,000 Lead Manager Options are proposed to be issued to Peak Asset Management (or its nominee);
- (b) the Lead Manager Options will be issued to the Lead Manager (or its nominee) no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (c) the Lead Manager Options will be issued for nil cash consideration as the Lead Manager Options are being issued as part consideration for lead manager services provided in respect of the Placement. As such, no funds will be raised from the issue of the Lead Manager Options. The Company will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options);
- (d) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the lead manager mandate described in the Background section of this explanatory statement above;
- (e) the Lead Manager Options will be issued on the same terms and conditions as the Placement Options. The terms and conditions of the Placement Options are outlined in Annexure A; and
- (f) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote in favour of this Resolution.

# Enquiries

Shareholders are asked to contact the Company Secretary at [hasaka.martin@automicgroup.com.au](mailto:hasaka.martin@automicgroup.com.au), if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**General Meeting** or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investments Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Terra Uranium Limited ACN 650 774 253.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting dated 8 January 2024 including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.



**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## **Annexure A : Terms and conditions of Placement Options and Lead Manager Options**

The terms and conditions of the Placement Options and Lead Manager Options (each an **Option** for the purpose of this Annexure A) are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00 pm WST on 06 September 2025 (**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 in exercise**

Within 5 Business Days after the latter of the following;

- i. Exercise Date; and
- ii. 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,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- iii. 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;
- iv. 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
- v. 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 paragraph (g)(iv) 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 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) Shares issued on exercise**

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

**(i) 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 ASX Listing Rules at the time of the reconstruction.

**(j) 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.

**(k) Change in Exercise Price**

The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.

**(l) Transferability**

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



# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Terra Uranium Limited | ABN 48 650 774 253

Your proxy voting instruction must be received by **11.00am (AEDT) on Tuesday, 06 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au/>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

