

2 September 2024

Share Purchase Plan Offer Booklet Dispatch

Terra Uranium Limited (ASX: T92) ("Terra Uranium" or the "Company") advises that the offer booklet ("**SPP Offer Booklet**") in relation to the Company's recently announced Share Purchase Plan ("**SPP**") has been dispatched to eligible shareholders today. As such, the SPP is now open.

A copy of the SPP Offer Booklet and related documents is attached.

This announcement has been authorised for release by the Board of Directors.

Announcement Ends

For more information:

Andrew J. Vigar
Executive Chairman
andrew@t92.com.au

Mike McClelland
Terra Canada
mike@t92.com.au

Alex Cowie
Media & Investor Relations
alexc@nwrcommunications.com.au

Terra Uranium Limited

ACN 650 774 253

Share Purchase Plan

Including the Terms and Conditions

Opening Date: 2 September 2024

This is an important document that should be read carefully and in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek advice from your broker, accountant, solicitor or other independent professional adviser. The contents of this document have not been reviewed by any regulatory authority. An investment in the Company's shares should be regarded as a highly speculative investment.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Letter from the Executive Chairman

2 September 2024

Dear Shareholder

OPPORTUNITY TO PARTICIPATE IN SHARE PURCHASE PLAN

On behalf of the board of directors (**Board**) of Terra Uranium Limited (ASX: T92) (**Terra Uranium** or the **Company**), I am pleased to offer Eligible Shareholders the opportunity to apply for up to \$30,000 worth of new T92 shares (each, a **New Share**) under the Company's share purchase plan (**Share Purchase Plan** or **SPP**).



The Share Purchase Plan is now open with Eligible Shareholders able to apply for New Shares either by following the instructions set out in this SPP Offer Booklet or online via [Terra Uranium's Investor Hub - Share Purchase Plan page](#). Click here to [watch Executive Chairman, Andrew Vigar, discuss the SPP](#).

The SPP follows the announcement of the Company's two tranche placement pursuant to which the Company secured firm commitments from a number of sophisticated and professional investors to raise \$800,000 (before costs) by issuing a total of 11,428,571 New Shares at an issue price of \$0.07 per share (**Placement**)¹.

The Placement includes an offer of one "free" unquoted option exercisable into one new T92 share (each, an **Option**) for each New Share issued to investors under the Placement. Each Option may be exercised at any time on or before the second anniversary of the date of their issue for \$0.15².

The issuance of the second tranche of New Shares (being 1,740,105 out of the total 11,428,571 New Shares) under the Placement (and the accompanying issuance of 11,428,571 Options) is contingent on the receipt of shareholder approval at an upcoming general meeting of the Company.

Leading Melbourne boutique and long-term supporter of the Company, Peak Asset Management (**Peak**) managed the Placement. For managing the Placement, the Company has agreed to pay Peak a management fee of 6% of the gross proceeds raised under the Placement and will also issue it with 5,000,000 Options³.

¹ The Company expects to have completed the first tranche of the Placement by issuing 9,688,466 New Shares (thereby raising approximately \$680,000 (before costs)) on or about 30 August 2024.

² Using a standard option pricing model, the Company has determined the approximate value of each Option to be \$0.005.

³ The proposed issue of Options to Peak is also subject to the receipt of shareholder approval at an upcoming general meeting of the Company.



JOIN TERRA URANIUM'S INTERACTIVE INVESTOR HUB.

Visit www.t92.investorhub.com.au for Terra Uranium's interactive InvestorHub

The Share Purchase Plan provides Eligible Shareholders with the opportunity to subscribe for up to \$30,000 worth of New Shares at the issue price of \$0.065 per share (**Issue Price**) without incurring any brokerage or other transaction costs. The SPP aims to raise up to \$500,000⁴ and is not underwritten.

No Options will be issued under the SPP. However, in order to offer Eligible Shareholders with essentially equivalent value to that which was offered to investors under the Placement, the Company has set the Issue Price per New Share under the SPP at \$0.065 – which is half a cent (i.e. equivalent to the deemed value of each Option) less than the issue price per New Share paid by investors under the Placement.

Use of Funds

The funds raised under the SPP (and from the Placement) will be used by the Company:

- to advance its portfolio of highly prospective Athabasca Basin-based uranium exploration projects⁵;
- to partially pay the purchase price payable to the vendor of the Amer Lake Uranium Project (**Amer Lake**)⁶; and
- for general working capital (including to pay the costs of the Placement and SPP) purposes.

Issue Price and Scale Back

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares under the SPP at the Issue Price of \$0.065 per New Share⁷.

The Issue Price per New Share payable under the SPP is \$0.005 less than the issue price per New Share paid by investors under the Placement.

The New Shares to be issued under the SPP are expected to be issued by the Company on 27 September 2024 (**Issue Date**).

⁴ Terra Uranium may decide to accept applications (either in whole or in part) under the SPP that results in it raising more or less than this amount.

⁵ This will include, subject to the finalisation of and entry into the definitive option agreement between the Company and TSXV-listed ATHA Energy Corp. (**ATHA**), the advancement of ATHA's Horizon and Spire Projects in accordance with the terms of that option agreement. Please note that there can be no certainty that the definitive option agreement will be agreed and executed by the parties.

⁶ Drafting of the definitive Amer Lake acquisition agreement is nearing completion with execution of that agreement expected in the near term (with closing of the underlying acquisition expected before the end of 2024). Please note that there can be no certainty that the definitive acquisition agreement will be agreed and executed by the parties or that the underlying acquisition will be completed.

⁷ The Issue Price under the SPP of \$0.065 per New Share represents an approximately 38% discount to the 15-day volume weighted average price of the Company's shares on ASX calculated over the 15 trading days on which trades were recorded prior to and including the trading day immediately before the date on which the Company announced the SPP.

To the extent it is necessary to scale back the number of New Shares that will be issued to Eligible Shareholders under the SPP, the Company intends to do so having regard to the pro rata shareholdings (i.e. as at the Record Date) of Eligible Shareholders who apply for New Shares.

Participation

The Company is offering existing holders of its shares who have a registered address in Australia or New Zealand and who are recorded on the Company's share register at 7pm (Sydney time) on Tuesday, 20 August 2024 (**Record Date**) (**Eligible Shareholders**) the opportunity to participate in the Share Purchase Plan. Participation in the SPP is entirely optional.

The SPP is also open to Eligible Shareholders who are custodians who apply for New Shares on behalf of "**participating beneficiaries**" (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC SPP Instrument)*) provided that they do so on the terms and subject to the conditions of the SPP and the ASIC SPP Instrument.

An Eligible Shareholder's right to participate in the SPP is not transferable to any other person.

How to Apply

The SPP opens on 2 September 2024 and, unless the Closing Date is extended or brought forward (or the SPP is withdrawn), is expected to close at 5pm (Sydney time) on 20 September 2024. Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

All applications for New Shares under the SPP must be made online via Automic's website.

By applying for New Shares under the SPP, each Eligible Shareholder will be deemed by the Company to have represented to the Company that the total application monies provided by that individual Eligible Shareholder for New Shares does not exceed \$30,000. If you are a custodian however, please see Section 12.

Eligible Shareholders may participate in the SPP by following the instructions on their personalised SPP Application Form which is available at <https://investor.automic.com.au>⁸. Eligible Shareholders with a registered address in Australia, may make payment by BPAY® or by electronic funds transfer (**EFT**).

When making payment by BPAY® or by EFT, please cite the unique reference number provided to you on your personalised SPP Application Form.

⁸ Eligible Shareholders who have elected to receive documents issued by the Company in electronic form will receive an email which will include a link to this SPP Offer Booklet and to their personalised SPP Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply for New Shares under the SPP online.

Eligible Shareholders with registered addresses in New Zealand must make their payment by EFT and must pay the Australian dollar amount that corresponds with the total number of New Shares that they wish to apply for under the SPP.

When making payment by EFT, please cite the unique reference number provided to you on your personalised SPP Application Form.

As noted above, the SPP is expected to close at 5pm (Sydney time) on Friday, 20 September 2024 (unless the Closing Date is varied or the SPP is withdrawn) and payment must be received before this time. Please take into account BPAY® or EFT processing times. The Company will not be accepting payment by cheque.

This SPP Offer Booklet and a personalised version of your SPP Application Form can be accessed at <https://investor.automic.com.au/>. As noted below, the Board urges you to read this SPP Offer Booklet carefully and in its entirety before applying for New Shares under the SPP.

Important Information

Eligible Shareholders who have elected to receive documents issued by the Company in electronic form will receive an email which will include a link to this SPP Offer Booklet and to their personalised SPP Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply for New Shares under the SPP online.

The SPP is governed by the Terms and Conditions. The Board urges you to read this SPP Offer Booklet carefully and in its entirety before deciding whether to participate in the SPP. If you are in any doubt about the action you should take or the contents of this SPP Offer Booklet, please seek advice from your broker, accountant, solicitor or other independent professional adviser.

Enquiries

If you have any questions in relation to your application (or how to apply for New Shares under the SPP) please contact the Company's Share Registry, Automic Group Limited (**Automic**) on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand) between 8:30am and 7pm (Sydney time) Monday to Friday.

If you have any questions regarding the SPP (or the Company⁹) more generally, please contact the Company via email at admin@t92.com.au.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

⁹ For further information in relation to Amer Lake, the proposed arrangements between the Company and ATHA and/or the Placement, please see Terra Uranium's ASX releases dated 28 March 2024, 20 August 2024 and 21 August 2024, respectively each of which is available at www.asx.com.au or at www.t92.com.au.

Yours sincerely

A handwritten signature in black ink that reads "Andrew Vigar". The script is fluid and cursive, with the first letters of each word being capitalized and prominent.

Andrew Vigar
Executive Chairman
Terra Uranium Limited

SPP | Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying personalised SPP Application Form set out the terms and conditions of the SPP (**Terms and Conditions**). By applying to subscribe for New Shares under the SPP, you agree to be bound by the Terms and Conditions and to the Company's constitution.

Indicative Dates for SPP

Record Date for SPP	7pm (Sydney time) on 20 August 2024
Opening Date for SPP	9am (Sydney time) on 2 September 2024
Closing Date for SPP	5pm (Sydney time) on 20 September 2024
SPP Results Announced	24 September 2024
Issue Date for New Shares	27 September 2024
New Shares Quoted on ASX	30 September 2024
General Meeting	9 October 2024
Issue of Securities under the Second Tranche of Placement	10 October 2024 ¹⁰

The above timetable is indicative only and is subject to change.

The commencement of quotation of the New Shares issued on completion of the SPP is conditional upon confirmation from ASX Limited (**ASX**). Subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Listing Rules of ASX (**Listing Rules**) and any other applicable rule, the Company reserves the right to amend the corporate action timetable for the SPP at any time, including by extending the period for the SPP or by accepting late applications, either generally or in particular cases, without notice.

Any extension of the Closing Date will have a consequential impact on the dates that follow the Closing Date.

1. What is the SPP

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares at the Issue Price of \$0.065 per New Share without incurring brokerage or other transaction costs. New Shares issued under the SPP will rank equally with the Company's other ordinary shares.

¹⁰ As noted in the Letter from the Executive Chairman, the issue of the 1,740,105 New Shares (and the ancillary issue of 16,428,571 Options) the subject of the second tranche of the Placement, is subject to the receipt of shareholder approval at an upcoming general meeting of the Company.

2. How much will be raised and how will the funds be used?

The Company is seeking up to \$500,000 (before costs) under the SPP. The Company may however decide to accept applications (either in whole or in part) under the SPP that results in the Company raising more or less than this amount. The funds raised under the SPP will be used by the Company:

- to advance its portfolio of highly prospective Athabasca Basin-based uranium exploration properties (including, potentially, the properties the subject of the proposed arrangements with ATHA¹¹);
- to partially pay the consideration payable for the proposed acquisition of Amer Lake¹²; and
- for general working capital (including to pay the costs of the Placement and SPP) purposes.

3. Am I eligible to participate in the SPP?

You will be considered to be an “**Eligible Shareholder**” (and therefore entitled to participate in the SPP) if you were registered as a holder of the Company’s shares at 7pm (Sydney time) on the Record Date with an address in Australia or New Zealand. The Board has determined that it is not practical for holders of the Company’s shares with registered addresses outside of Australia or New Zealand to participate in the SPP.

Persons who hold Company shares on behalf of persons who reside outside of Australia or New Zealand or who are “**US persons**” as defined in Regulation S under the United States Securities Act of 1933 (**Securities Act**) or who act for the account or benefit of a US Person are not eligible to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act (or any other Act).

4. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

5. How much can I invest and how many New Shares will be issued to me?

Subject to any scale back or rejection as described in Section 13, the number of New Shares to be issued by the Company to each successful applicant will be calculated by dividing the dollar value received by the Issue Price.

¹¹ For further details in relation to the proposed arrangements with ATHA, please see the Company’s ASX release dated 20 August 2024.

¹² Drafting of the definitive agreement for the proposed acquisition of Amer Lake is nearing completion with entry into that agreement by the parties still expected in the near term.

No fractions of New Shares will be issued by the Company. Any resulting fraction of a New Share will be rounded down to the nearest whole number of New Shares.

You may apply for New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000 (with an example of the options available to you set out below, noting that any multiple of \$1,000 is acceptable).

Amount	Issue Price	Number of New Shares
\$1,000	\$0.065	15,384
\$5,000	\$0.065	76,923
\$10,000	\$0.065	153,846
\$15,000	\$0.065	230,769
\$20,000	\$0.065	307,692
\$25,000	\$0.065	384,615
\$30,000	\$0.065	461,538

6. Can I transfer my right to purchase New Shares?

No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

7. Will the New Shares rank equally with my existing Terra Uranium shares?

Yes. New Shares issued under the SPP will rank equally with existing Terra Uranium shares and will carry the same voting rights, dividend rights and other entitlements from the date of issue.

8. What is the Issue Price?

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares at the Issue Price of \$0.065 per New Share.

The Issue Price per New Share payable under the SPP is the same as the issue price per New Share paid by investors under the Placement.

The current (and historical) market price for the Company's existing shares can be found at www.asx.com.au.

You should note that the market price of the Company's shares on ASX might rise or fall between the date that you subscribe for New Shares under the SPP and the date on which the New Shares are issued to you (i.e. the Issue Date).

This means that the price you pay for a New Share (i.e. the Issue Price) may be higher or lower than the market price of the Company's shares at the time the New Shares are issued to you.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of the Company's shares falls below the Issue Price.

The offer to acquire New Shares under the SPP is not a recommendation. Before you decide whether to participate in the SPP, the Company suggests that you seek independent professional advice.

9. How do I apply for New Shares under the SPP?

Please refer to the letter from the Company's Executive Chairman that is included in this SPP Offer Booklet and to your personalised SPP Application Form for detailed instructions on how to apply for New Shares under the SPP. All applications for New Shares must be made online via Automic's website. Eligible Shareholders who have elected to receive documents issued by the Company in electronic form will receive an email which will include a link to this SPP Offer Booklet and to their personalised SPP Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply for New Shares under the SPP online via Automic's website.

In deciding whether to participate in the SPP, please take time to read the Terms and Conditions and seek your own advice as necessary.

Applications received after 5pm (Sydney time) on the Closing Date will not be accepted.

10. When will I receive my New Shares?

It is expected that New Shares successfully subscribed for under the SPP will be issued on 27 September 2024 and will be quoted on ASX on a normal (i.e. "T+2") settlement basis on 30 September 2024. You should receive your updated holding statement shortly after the Issue Date.

11. I have multiple holdings. Can I purchase more than \$30,000 worth of New Shares?

No. If you receive more than one offer to participate in the SPP (for example, because you have more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is \$30,000. If you are a custodian however, please see Section 12.

If two or more persons are registered on the Company's register as jointly holding shares in the Company, they will be taken to be a single registered holder of the Company's shares for the purposes of determining whether they are an Eligible Shareholder.

12. What do I do if I am a custodian?

If you are a custodian holding shares in the Company on the Record Date on behalf of one or more persons who reside in Australia or New Zealand (each, a “**participating beneficiary**”), you may apply for up to a maximum of \$30,000 worth of New Shares for each participating beneficiary.

You must submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form on behalf of a participating beneficiary will be accepted. Applications by custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a custodian on behalf of participating beneficiaries to purchase New Shares, you certify (amongst other things) that each participating beneficiary has not exceeded the \$30,000 limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the custodian application process, please contact Automic on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand) between 8:30am and 7pm (Sydney time) Monday to Friday.

Custodians must not participate in the SPP on behalf of any US Person. Furthermore, a custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

For the purposes of the SPP, a custodian is a “**custodian**” as that term is defined in the ASIC SPP Instrument. Custodians should request a “**Custodian Certificate**” from Automic when making an application on behalf of a participating beneficiary.

If you hold shares in the Company as a trustee or nominee for another person, but are not a custodian, you cannot participate for beneficiaries in the manner described in this Section 12.

13. Scale back

The Company intends to raise up to \$500,000 under the SPP. The Company may, however, in its absolute discretion, decide to accept applications (either in whole or in part) that result in the SPP raising more or less than this amount. The SPP is not underwritten.

If it is necessary to scale back the number of New Shares that will be issued to Eligible Shareholders, the Company intends to do so after having regard to the pro rata shareholding of Eligible Shareholders who apply for New Shares under the SPP.

However, the Company may also, where appropriate, scale back the number of New Shares to be issued to you in its absolute discretion. If there is a scale back, you may receive fewer New Shares than you expected at the time you applied for the New Shares.

If there is a scale back, the difference between the application monies received from you, and the number of New Shares issued to you multiplied by the Issue Price will be refunded unless the amount is less than \$5, in which case it will be donated to a charity chosen by the Company.

14. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by the Company.

15. Changes and/or termination

The Company may change or terminate the SPP or the Terms and Conditions (including the indicative timetable) at any time, whether because of a change of law, any applicable ASIC or ASX requirement or policy or because of the occurrence of any other circumstance relevant to the SPP or the Company. If the Company terminates the SPP, it will notify ASX and refund any application monies received without interest.

16. Refusal of (or amendment to) applications and refunds

The Company reserves the right to reject any application for New Shares or issue a fewer number of New Shares subscribed for under the SPP by any applicant in the Company's absolute discretion, including if:

- (a) the Company has received applications from associated Eligible Shareholders which together amount to more than \$30,000;
- (b) the Company believes that the Terms and Conditions have not been complied with by a particular applicant; or
- (c) the application might otherwise breach any law or the Listing Rules.

If the amount of any payment is not equal to the amount of an application, the Company may either refund the application money (and not issue any New Shares to the applicant) or issue the applicant with the number of New Shares which may be issued based on the payment made and refund the balance.

17. Discretion and disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of an SPP Application Form. The Company may resolve, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in particular cases. Any such resolution will be conclusive and binding on all persons to whom the resolution relates.

18. Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and to Automic. The Company and Automic may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by Automic is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of the Company's shares) and to ensure compliance with legal (including tax) and regulatory requirements.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by Automic). This information must continue to be held even if you cease to be a shareholder. This information may be disclosed to brokers, third party service providers, professional advisers, related entities of the Company and its agents and contractors and to ASX and other regulatory authorities and in any case, where disclosure is required by law. In some cases, your personal information may be given to persons outside of Australia¹³.

19. Risks

An investment in New Shares is subject to investment and other known and unknown risks, many of which are beyond the control of the Company, including possible loss of income and capital invested. The Company does not guarantee any particular rate of return or the performance of the Company and nor does it guarantee the repayment of capital or any particular tax treatment. This SPP Offer Booklet should also be read in conjunction with the Company's continuous and periodic disclosures given to ASX which are available at www.asx.com.au.

Past performance should not be relied upon as (and is not) an indication of future performance.

Additional cautionary statement

Please note that there can be no certainty that definitive documentation between the Company and ATHA or between the Company and the vendor of the Amer Lake Project, will be agreed and entered into by the parties to each set of transactions. There can also be no certainty that even once signed, the Company will be able satisfy the milestone payments the subject of the option acquisition arrangements with ATHA or that it will be able to complete the acquisition of Amer Lake. The Company will keep the shareholders and the market more generally apprised of all material developments in either of these regards in accordance with the Company's Listing Rule 3.1 continuous disclosure obligations.

¹³ A copy of the Company's privacy policy is available by emailing admin@t92.com.au.

20. Representations and warranties

By applying for New Shares under the SPP, you:

- (a) will be deemed to have accepted the offer under the SPP and irrevocably and unconditionally agreed to the Terms and Conditions;
- (d) warrant that all details and statements on your completed SPP Application Form are true and complete and not misleading;
- (e) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;
- (f) confirm that you are lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted;
- (g) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a US Person;
 - (ii) the New Shares have not been, and will not be, registered under the Securities Act or any other Act;
 - (iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand;
 - (iv) if in the future you decide to sell any New Shares issued to you, you will only do so in regular way transactions on ASX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a US Person; and
 - (v) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are subscribing for New Shares is a resident of Australia or New Zealand, and that you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;
- (h) agree to be bound by the Company's constitution;
- (i) acknowledge that none of the Company, its officers, employees, advisers, consultants or agents, have provided you with any financial product or investment or taxation advice in relation to the SPP or have any obligation to provide you with any such advice;

- (j) authorise the Company and its officers and agents to do anything on your behalf necessary or desirable for the New Shares to be issued to you in accordance with your personalised Application Form and the Terms and Conditions;
- (k) acknowledge that none of the information contained in this SPP Offer Booklet is investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- (l) acknowledge that an investment in the Company is speculative and involves a considerable number of different risks (many of which are outside of the control of the Company) and that any such investment may result in the loss of some or all of your investment;
- (m) acknowledge that none of the Company, or any of its related bodies corporate, officers, employees, advisers, consultants or agents guarantee the performance of the Company (or of the New Shares) or the repayment of invested capital;
- (n) without limiting paragraph (h) above, authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form;
- (o) acknowledge that the Company may determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

21. Not a prospectus or disclosure document

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not (and will not) be lodged with ASIC or any other regulatory authority.

Cooling-off rights do not apply to an investment in New Shares. This means that applicants cannot withdraw their application for New Shares once it has been received.

22. New Zealand

The New Shares are not being offered or sold to the public in New Zealand other than to holders of the Company's shares who have a registered address in New Zealand as at 7pm (Sydney time) on the Record Date. The SPP is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This SPP Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and does not, contain all the information that such a product disclosure statement is required to contain.

23. Currency

Any reference to “\$” or “A\$” is a reference to the lawful currency of Australia.

24. Governing law

The SPP is governed by the laws in force in New South Wales, Australia. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

25. Where can I obtain further information in relation to the SPP?

If you have any questions in relation to your application (or how to apply for New Shares under the SPP) please contact Automic on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand) between 8:30am and 7pm (Sydney time) Monday to Friday.

If you have any questions regarding the SPP more generally, please contact the Company via email at admin@t92.com.au.

Neither the Company nor Automic, or any of their respective officers, employees, advisers, consultants or agents are or are to be taken to be, giving any recommendation or advice in relation to the SPP.

Before you decide to participate in the SPP, the Company recommends that you seek financial advice from your broker, accountant, solicitor or other independent professional adviser.

2 September 2024

[Name]
[Address]
[Address]
[Address]

SHARE PURCHASE PLAN | ACCESS LETTER

Dear Shareholder

On 21 August 2024, Terra Uranium Limited (**Terra Uranium** or the **Company**) announced its intention to conduct a Share Purchase Plan (**SPP**) under which Eligible Shareholders would be given the opportunity to apply for up to \$30,000 worth of new Terra Uranium shares (each, a **New Share**) at an issue price of \$0.065 per New Share (**Issue Price**).

The SPP opens on 2 September 2024 and, unless the Closing Date is extended or brought forward (or the SPP is withdrawn), is expected to close at 5pm (Sydney time) on 20 September 2024. Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

Eligible Shareholders may apply for New Shares under the SPP by following the instructions on their personalised SPP Application Form which is available on Automic's website at <https://investor.automic.com.au> or by following the instructions set out on Terra Uranium's Investor Hub – SPP page available at <https://investorhub.t92.com.au/investment-offer/41>.

An electronic copy of the SPP Offer Booklet and your personalised SPP Application Form is available and accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au>.

*Unless otherwise defined, capitalised words and terms used in this Access Letter have the meanings given to them in the offer booklet for the SPP dated 2 September 2024 (**SPP Offer Booklet**).*

To download an electronic copy of the SPP Offer Booklet and apply for New Shares under the SPP online via Automic's website you have the following 3 choices:

I already have an online account with Automic	https://investor.automic.com.au Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the SPP Offer Booklet and your personalised application form. Submit your payment electronically using the payment details provided on your personalised application form.
I don't have an online account with Automic but wish to register for one	https://investor.automic.com.au/#/signup Select: Terra Uranium Limited from the dropdown list in the ISSUER field. Enter your SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Next and complete the prompts. Once you have successfully signed in, click on "Documents and Statements". Download the SPP Offer Booklet and your personalised application form. Submit your payment electronically using the payment details provided on your personalised application form.
I don't have an online account with Automic and don't wish to register for one	https://investor.automic.com.au/#/loginsah Select: Terra Uranium Limited from the dropdown list in the ISSUER field. Enter your SRN / HIN (from your latest Holding Statement). Enter your Postcode (Aust only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Access. Once you have successfully signed in, click on "Documents and Statements". Download the SPP Offer Booklet and your personalised application form. Submit your payment electronically using the payment details provided on your personalised application form.

If you have any questions in relation to your application (or how to apply for New Shares under the SPP) please contact the Company's Share Registry, Automic Group Limited on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand) between 8:30am and 7pm (Sydney time) Monday to Friday.



Terra Uranium Limited | ACN 650 774 253

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

corporate.actions@automicgroup.com.au

www.automicgroup.com.au

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumberMasked]

Record Date:
7pm (Sydney time) on
20 August 2024

SHARE PURCHASE PLAN APPLICATION FORM

SPP CLOSSES 5PM (SYDNEY TIME) 27 SEPTEMBER 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

The SPP gives each Eligible Shareholder in Terra Uranium Limited ("Terra Uranium" or "the Company") the opportunity to subscribe for up to a maximum of \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**). The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's register as at 7pm (Sydney time) on the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.065 per Share.

1 SUBSCRIPTION

Eligible Shareholders may apply for New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000 (*subject to a maximum band or any scale back*) described below by paying the applicable application amount in accordance with the payment instructions in section 2 of this Application Form:

Application Amount	Number of New Shares	Application Amount	Number of New Shares	Application Amount	Number of New Shares
\$1,000 (Minimum)	15,384	\$11,000	169,230	\$21,000	323,076
\$2,000	30,769	\$12,000	184,615	\$22,000	338,461
\$3,000	46,153	\$13,000	200,000	\$23,000	353,846
\$4,000	61,538	\$14,000	215,384	\$24,000	369,230
\$5,000	76,923	\$15,000	230,769	\$25,000	384,615
\$6,000	92,307	\$16,000	246,153	\$26,000	400,000
\$7,000	107,692	\$17,000	261,538	\$27,000	415,384
\$8,000	123,076	\$18,000	276,923	\$28,000	430,769
\$9,000	138,461	\$19,000	292,307	\$29,000	446,153
\$10,000	153,846	\$20,000	307,692	\$30,000 (Maximum)	461,538

2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Application Form.

Option A - BPAY®



Biller Code: [BPayBillerCd]

Ref No: [BPayCRN]

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: [HolderId]-[CorporateActionID]-[CompanyASXCode]

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automic Pty Ltd
Account BSB: [CreditAccountBsb]
Account number: [CreditAccountNumber]
Swift Code: WPACAU2S

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION
PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of Shares as at 7pm (Sydney time) on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return the relevant application monies to the applicant, without interest.

HOW TO APPLY FOR NEW SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares under the SPP. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under the SPP is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at its discretion and refund any excess application money (without interest) to the Eligible Shareholder. If the Company receives application monies for more than \$30,000 worth of Shares by an Eligible Shareholder including through multiple applications or because of joint holdings, the Company will refund any excess application money (without interest) to the Eligible Shareholder.

Any application made under the SPP is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic by the closing date and time. Payment must be received by Automic by 5pm (Sydney time) on the closing date.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Application Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting Automic on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the number of New Shares the subject of your application through the SPP; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed \$30,000.
7. The maximum subscription limitation of \$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet for the SPP and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the constitution of the Company and the terms and conditions in the Offer Booklet for the SPP;
 - you agree to accept any lesser number of New Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic line on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.