

## Extraordinary General Meeting – Letter to Shareholders

Dear Shareholder.

**Terra Uranium Limited (ASX:T92)** (“T92” or the “Company”) advises that an Extraordinary General Meeting of Shareholders will be held at 11.00 am (AEDT) on 16 October 2024 as a virtual meeting.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see Annexure A to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://investorhub.t92.com.au/announcements>

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: T92)

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://t92.com.au/>.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

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.
<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.**

**The Chair intends to vote all open proxies in favour of all resolutions, where permitted.**

Yours sincerely,

Tony Panther

Joint Company Secretary

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**Your right to elect to receive documents electronically or physically**

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (2001) (Cth) (Act).

In accordance with the provisions of the Corporations Act 2001 (Cth) Terra Uranium Limited ("T92" or the "Company") will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

**Providing your email address to receive shareholder communications electronically**

The Company encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

**How do I update my communications preferences?**

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

**Website:** <https://investor.automic.com.au/>

**TERRA URANIUM LIMITED**  
**ACN 650 774 253**

# **Notice of Extraordinary General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Wednesday, 16 October 2024**

Time of Meeting:  
**11.00 am (AEDT)**

Place of Meeting:  
**Held virtually via Webinar conferencing facility**

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.  
If shareholders are in doubt as to how they should vote, they should seek advice from their accountant,  
solicitor or other professional advisor without delay*

# TERRA URANIUM LIMITED

ACN 650 774 253

Registered Office: Level 4 96-100 Albert Road, South Melbourne, VIC, 3205

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**EGM** or **the Meeting**) of Shareholders of Terra Uranium Limited (**Company** or **T92**) will be held virtually via webinar conferencing facility on Wednesday, 16 October 2024 at 11.00 am (AEDT).

### Virtual Attendance

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in this Notice, even if they intend to attend the meeting online. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

**When:** Wednesday, 16 October 2024 at 11.00 am (AEDT)

**Topic:** Terra Uranium Limited – Extraordinary General Meeting

**Register in advance for the virtual meeting:**

[https://vistra.zoom.us/webinar/register/WN\\_1eIRPSxZTu-1pNw9-ifV1A](https://vistra.zoom.us/webinar/register/WN_1eIRPSxZTu-1pNw9-ifV1A)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Any shareholders who wish to attend the EGM online should monitor the Company's website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: T92) and on its website at [www.t92.com.au](http://www.t92.com.au).

Questions may be submitted prior to the meeting by email to [admin@t92.com.au](mailto:admin@t92.com.au). The Company will, at its discretion, address questions received before the Meeting.

## AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

### ORDINARY BUSINESS

#### **Resolution 1            Ratification of prior issue of shares under April Placement**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 3,125,000 fully paid ordinary shares at an issue price of \$0.16 (16 cents) per share in April 2024 on the terms and conditions as set out in the Explanatory Statement.”*

A voting exclusion statement as set out below in this Notice applies to this Resolution.

#### **Resolution 2            Ratification of prior issue of shares under Placement Tranche 1**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 9,688,466 fully paid ordinary shares at an issue price of \$0.07 (7 cents) per share on 2 September 2024 on the terms and conditions as set out in the Explanatory Statement.”*

A voting exclusion statement as set out below in this Notice applies to this Resolution.

#### **Resolution 3            Approval to issue shares under Placement Tranche 2**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the proposed allotment and issue of up to 1,740,105 fully paid ordinary shares in the Company on the terms and conditions as set out in the Explanatory Statement.”*

A voting exclusion statement as set out below in this Notice applies to this Resolution.

#### **Resolution 4            Approval to issue free attaching options under the Placement**

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the proposed allotment and issue of up to 11,428,571 free attaching options in the Company in relation to the Placement, on the terms and conditions as set out in the Explanatory Statement.”*

A voting exclusion statement as set out below in this Notice applies to this Resolution.

#### **Resolution 5            Approval to issue manager options**

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the proposed allotment and issue of up to 5,000,000 Manager Options in the Company in relation to the Placement, on the terms and conditions as set out in the Explanatory Statement.”*

A voting exclusion statement as set out below in this Notice applies to this Resolution.

By the order of the Board



**Tony Panther**

Company Secretary

11 September 2024

## Notes

### 1. Entire Notice

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

### 2. Record Date

The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on Monday, 14 October 2024 (**Record Date**). Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

### 3. Voting

Each Share is entitled to one vote per Share.

### 4. Proxies

- a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 11.00 am (AEDT) on Monday, 14 October 2024. Any proxy received after that time will not be valid for the scheduled meeting.

### 5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 6. Chair's Voting Intentions

Subject to the restrictions set out in Note 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

The Chair will call a poll on all proposed resolutions.

### 7. Voting Exclusion Statements

See Explanatory Statement.

### 8. Enquiries

Shareholders are invited to contact the Company Secretary on +613 9692 7222 if they have any queries in respect of the matters set out in these documents.

# EXPLANATORY STATEMENT

## Purpose of Information

This Explanatory Statement (**Statement**) is included in and forms part of the Notice of Meeting. The purpose of this Statement is to provide shareholders with information they may require in order to make an informed decision on the applicable Resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the applicable Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

## Resolution 1 Ratification of prior issue of 3,125,000 shares

### Background

On 3 April 2024, the Company announced that it was undertaking a capital raising to raise approximately \$500,000 (before costs) by way of a placement comprising the issue of fully paid ordinary shares in the Company (**April Placement Shares**) at \$0.16 per Share (**April Placement**).

The Company issued a total of 3,125,000 shares under the April Placement as follows:

- (a) 1,875,000 April Placement Shares were issued on 16 April 2024; and
- (b) 1,250,000 April Placement Shares were issued on 18 April 2024.

The Company is seeking shareholder approval for this issue, pursuant to ASX Listing Rule 7.4, under Resolution 1

These shares were issued under the Company's placement capacity under ASX Listing Rule 7.1A available at the time.

### ASX Listing Rules

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Security holders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of the April Placement Shares was made using the Company's 10% placement capacity under Listing Rule 7.1A. The issue was within the Company's available placement capacity under Listing Rule 7.1A, and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's Security holders ratify the prior issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with Security holder approval for the purposes of Listing Rule 7.1 and 7.1A (if applicable).

The Company now seeks, under Resolution 1, shareholder ratification of the issue of 3,125,000 April Placement Shares, pursuant to Listing Rule 7.4.

If this Resolution is passed, the prior issue of 3,125,000 April Placement Shares will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 3,125,000 shares counted towards its placement capacity under Listing Rule 7.1A.

If this Resolution is not passed, the prior issue of 3,125,000 shares will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. 1,875,000 shares will be counted towards the Company's placement capacity under Listing Rule 7.1A until after 16 April 2025 and 1,250,000 shares will be counted towards the Company's placement capacity under Listing Rule 7.1A until after 18 April 2025 (being the expiries of the respective 12-month periods after the issue dates of these shares) and will therefore limit the Company's placement capacity under Listing Rule 7.1A.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) The Placement Shares were issued to professional and sophisticated investors who are clients of the lead manager, Peak Asset Management. There was no participant in the issue of the Shares that was an investor required to be disclosed under ASX Guidance Note 21.
- (b) The number and class of securities issued were 3,125,000 fully paid ordinary shares.
- (c) 1,875,000 April Placement Shares were issued on 16 April 2024 and 1,250,000 April Placement Shares were issued on 18 April 2024.
- (d) The April Placement Shares were issued at an issue price of \$0.16 (16 cents) per share.
- (e) The T1 Shares were issued to raise capital to further advance the proposed acquisition of the Amer Lake Uranium Project and for general working capital purposes.

### Directors' Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

### Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of the April Placement Shares, or any associates of that person or those persons.

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

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

### Background to Placement (Resolutions 2, 3, 4 and 5)

On 21 August 2024, the Company announced that it was undertaking a capital raising to raise approximately \$800,000 (before costs) by way of a Placement comprising the issue of fully paid ordinary shares in the Company (**New Shares**) at \$0.07 per Share (**Placement**).

The Placement will also include the issue of 1 unquoted option exercisable into 1 new share in the Company (each, an **Option**) for each New Share issued under the Placement. The Options, which are being issued for nil cash consideration, may be exercised at any time before the second anniversary of their date of issue of \$0.15 each.

The Company is conducting the Placement in two tranches:

- (a) Tranche 1: 9,688,466 New Shares to be issued under the Company's placement capacity under ASX Listing Rule 7.1 to raise a total of \$678,193. The first tranche is not subject to shareholder approval (**Tranche 1**). Tranche 1 was completed on 2 September 2024 and the Company is seeking shareholder ratification, pursuant to ASX Listing Rule 7.4, of the Tranche 1 issues under Resolution 2.
- (b) Tranche 2: up to 1,740,105 New Shares are to be issued to raise an additional \$121,807, subject to shareholder approvals (**Tranche 2**). The Company is seeking shareholder approval for this issue, pursuant to ASX Listing Rule 7.1, under Resolution 3.

In addition, Placement subscribers are to be issued one free attaching unlisted option (**Placement Option**) for each New Share subscribed for under the Placement, subject to shareholder approval. The



options are able to be exercised at any time before the second anniversary of their date of issue at an exercise price of \$0.15 each. The Company is seeking shareholder approval for this issue, pursuant to ASX Listing Rule 7.1, under Resolution 4.

CoPeak Pty Ltd (**Peak Asset Management**) acted as manager to the Placement. The Company has agreed to issue, conditional upon shareholder approval, 5,000,000 unlisted options (each a **Manager Option**) to Peak Asset Management (or its nominee) in part consideration for the capital raising services provided by Peak Asset Management in relation to the Placement. The Company is seeking shareholder approval for this issue, pursuant to ASX Listing Rule 7.1, under Resolution 5.

## **Resolution 2 Ratification of prior issue of 9,688,466 shares under Tranche 1 of the Placement**

### **Background**

As noted above, the Company is seeking shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of 9,688,466 New Shares (**T1 Shares**) at an issue price of \$0.07 (7 cents) per share on 2 September 2024 (**Issue Date**). These securities were issued under the Company's placement capacity under ASX Listing Rule 7.1 available at the time.

### **ASX Listing Rules**

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of the T1 Shares was made using the Company's 15% placement capacity under Listing Rule 7.1. The issue was within the Company's available placement capacity under Listing Rule 7.1, and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1.

The Company now seeks, under Resolution 2, shareholder ratification of the issue of 9,688,466 T1 Shares, pursuant to Listing Rule 7.4.

If this Resolution is passed, the prior issue of 9,688,466 T1 Shares will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 9,688,466 shares counted towards its placement capacity under Listing Rule 7.1.

If this Resolution is not passed, the prior issue of 9,688,466 shares will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The 9,688,466 shares will be counted towards the Company's placement capacity under Listing Rule 7.1 until after 2 September 2025 (being the expiry of the 12-month period after the Issue Date) and will therefore limit the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) The securities were issued to professional and sophisticated investors who are clients of the lead manager, Peak Asset Management. There was no participant in the issue of the Shares that was an investor required to be disclosed under ASX Guidance Note 21.
- (b) The number and class of securities issued were 9,688,466 fully paid ordinary shares.
- (c) The T1 Shares were issued on 2 September 2024.
- (d) The T1 Shares were issued at an issue price of \$0.07 (7 cents) per share.
- (e) The T1 Shares were issued to raise capital to advance its portfolio of highly prospective Athabasca-based uranium exploration properties, to partially pay the consideration payable for the proposed acquisition of the Amer Lake Uranium Project and for general working capital purposes.

## Directors' Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

## Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of the T1 Shares, or any associates of that person or those persons.

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

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

## Resolutions 3 and 4 Approval to issue shares under Tranche 2 of the Placement, and approval to issue free attaching options under the Placement

### Background

As noted above, as part of the Company's Placement announced to the market on 21 August 2024, the Company is proposing to issue up to 1,740,105 shares (**T2 Shares**) in the Company in relation to Tranche 2 of the Placement, and up to 11,428,571 free attaching options to subscribers under the Placement on the basis of one free attaching unlisted option to be issued for every one share subscribed for under the Placement (**Placement Options**).

The T2 Shares will be issued at an issue price of \$0.07 (7 cents) per share.

The Placement Options will have an exercise price of \$0.15 (15 cents) per option and a 2 year expiry term from the date of issue.

No Placement Options have yet been granted to those investors participating in the Placement. The granting of the Placement Options for subscribers for both T1 and T2 Shares is conditional on the Company receiving shareholder approval under Resolution 4.

### ASX Listing Rules

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.

The proposed issues of T2 Shares and the Placement Options do not fall within any of the exceptions and would exceed the Company's 15% limit in Listing Rule 7.1. The issue of T2 Shares and the Placement Options, therefore, require the approval of the Company's shareholder under Listing Rule 7.1.

Resolution 3 seeks the required shareholder approval to issue the T2 Shares under and for the purposes of Listing Rule 7.1:

- If Resolution 3 is passed, the Company will be able to proceed with the issue of the T2 Shares and raise capital of up to \$121,807 from the investors to fund its exploration activities. In addition, the issue of the T2 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

- If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the T2 Shares and the Company will not be able to obtain the balance of the proposed capital raise proceeds of \$121,807.

Resolution 4 seeks the required shareholder approval to issue the Placement Options under and for the purposes of Listing Rule 7.1:

- If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options to the investors who participated in the Placement. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The T2 Shares and Placement are proposed to be issued to professional and sophisticated investors who are existing shareholders of the Company and to professional and sophisticated investors who are clients of the lead manager Peak Asset Management. There will be no participant in the issue of the T2 Shares or Placement Options that is an investor required to be disclosed under ASX Guidance Note 21;
- (b) The number and class of securities proposed to be issued are:
  - (i) T2 Shares: 1,740,105 fully paid ordinary shares;
  - (ii) Placement Options: up to 11,428,571 free attaching options;
- (c) The material terms of the Placement Options are:
  - (i) Exercise Price: \$0.15;
  - (ii) Expiry Date: two years after the issue date;
  - (iii) Conversion: Each Placement Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
  - (iv) Voting: The Placement Options do not carry any voting rights;
  - (v) Dividend: The Placement Options do not carry any rights to receive dividends;
  - (vi) The Placement Options will not be quoted on the ASX; and

additional information about the terms and conditions of the Placement Options are contained in the Annexure to this Notice;
- (d) The Company will issue the T2 Shares and the Placement Options within 3 months after the date of this meeting;
- (e) The T2 Shares will be issued at an issue price of \$0.07 (7 cents) per share; the Placement Options will be issued for nil acquisition price;
- (f) The securities will be issued to raise capital to advance its portfolio of highly prospective Athabasca-based uranium exploration properties, to partially pay the consideration payable for the proposed acquisition of the Amer Lake Uranium Project and for general working capital purposes.

### **Directors' Recommendation**

The Board recommends that shareholders vote in favour of Resolutions 3 and 4.

### **Voting Exclusions**

The Company will disregard any votes cast in favour on these Resolutions by or on behalf of any person who is expected to participate in the issue of securities the subject of these Resolutions or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

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

## **Resolution 5 Approval to issue manager options**

### **Background**

The Company has agreed, subject to shareholder approval, to issue 5,000,000 unlisted options (each a **Manager Option**) to CoPeak Pty Ltd (**Peak Asset Management**) (or its nominee), which acted as lead manager to the Placement, in part consideration for the capital raising services provided by Peak Asset Management in relation to the Placement.

The Placement Options are to have an exercise price of \$0.15 (15 cents) per option and a 2 year expiry term from issue date.

### **ASX Listing Rules**

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.

The proposed issue of Manager Options does not fit within any of the exceptions set out in Listing Rule 7.2 and would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of shareholders under Listing Rule 7.1.

Resolution 4 seeks the required shareholder approval to issue the Manager Options under and for the purposes of Listing Rule 7.1:

- If Resolution 5 is passed, the Company will be able to proceed with the issue of the Manager Options. In addition, the Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Manager Options. Should this issue not proceed, the Company will have to renegotiate the terms of the Lead Manager Mandate on terms more favorable to shareholders and may delay the undertaking of the Placement.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The Manager Options will be issued to CoPeak Pty Ltd (**Peak Asset Management**) (or its nominee).
- (b) The number and class of securities proposed to be issued are up to 5,000,000 Manager Options
- (c) The material terms of the Manager Options are:
  - (i) Exercise Price: \$0.15;

- (ii) Expiry Date: two years after the issue date;
  - (iii) Conversion: Each Manager Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
  - (iv) Voting: The Manager Options do not carry any voting rights;
  - (v) Dividend: The Manager Options do not carry any rights to receive dividends
  - (vi) The Manager Options will not be quoted on the ASX; and
- additional information about the terms and conditions of the Manager Options are contained in the Annexure to this Notice;

- (d) The Manager Options will be issued no later than 3 months after the date of the Meeting;
- (e) The Manager Options will be issued at a nil cash acquisition price and the consideration received by the Company is the provision of capital raising services provided by Peak Asset Management in relation to the Placement;
- (f) The purpose of the issue of the Manager Options for the part payment of part consideration for the provision of lead manager services for the Placement;
- (f) The Manager Options are to be issued to Peak Asset Management under an engagement letter with Peak Asset Management, the material terms of which are:
  - i) Peak Asset Management would be engaged as lead manager and provide capital raising services for the Company's Placement;
  - ii) The Company would pay for Peak Asset Management services by way of payment of cash fees totalling 6% on all funds raised in the Placement and, subject to a minimum of \$800,000 being raised under the Placement, the issue of 5,000,000 Manager Options.

### **Directors' Recommendation**

The Board recommends that shareholders vote in favour of Resolution 5.

### **Voting Exclusions**

The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who is expected to participate in the issue of securities, including CoPeak Pty Ltd, or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

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

## GLOSSARY

<b>\$</b>	means Australian Dollars.
<b>AEDT</b>	Australian Eastern Daylight Saving Time.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rule or Listing Rule</b>	means ASX Listing Rules published and maintained by ASX Limited.
<b>ASX Settlement Operating Rules</b>	means ASX Settlement Operating Rules published and maintained by ASX Limited.
<b>Board</b>	means of the board of Directors of the Company.
<b>Chairman or Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Terra Uranium Limited ACN 650 774 253.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Statement</b>	means the explanatory statement which accompanies and form part of the Notice of Meeting.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice of Meeting.
<b>Notice of Meeting or Notice</b>	means this Notice of Extraordinary General Meeting for the Company, including the attached notes and the Explanatory Statement.
<b>Option</b>	means an option giving the right to subscribe to one Share.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Record Date</b>	7.00pm (AEDT) on Monday, 14 October 2024.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Shareholder</b>	means a holder of the Company's fully paid ordinary shares.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the shareholder of the Company.

**ANNEXURE – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND MANAGER OPTIONS**  
**(referred to in this Annexure as “Option” or “Options”)**

**(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 \$0.15 (15 cents) (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5:00 pm (AEDT) on the date that is two (2) years after the date that the Option is issued (**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 on 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 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.

**(h) Shares issued on exercise**

Shares issued on 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 Optionholder 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) Right to return of capital**

There is no right to return of capital inherent in the Options and holders will not be entitled to participate in any right to return of capital offered to Shareholders during the currency of the Options without exercising the Options.

**(l) Voting and dividends**

An Option does not carry any right to vote at a general meeting of the Company's shareholders and does not carry any right to receive dividends.

**(m) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(n) Transferability**

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

**(o) ASX quotation**

The Options will not be quoted on the ASX.





Terra Uranium Limited | ABN 48 650 774 253

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEDT) on Monday, 14 October 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 Key Management Personnel.

### 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)

