

TERRA URANIUM LIMITED

ACN 650 774 253

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:

Friday 12 SEPTEMBER 2025

Time of Meeting:

12.00 pm (AEST)

Place of Meeting:

Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000.

*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: Suite 324, 96 Elizabeth Street, Melbourne VIC 3000

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 at Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000 on 12 September 2025 at 12.00 pm (AEST).

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

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 9088 2049.

This Notice is given based on circumstances as at 7 August 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.t92.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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.

Resolution 1: Approval to issue Dundee Consideration Securities

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 issue of 10,000,000 fully paid ordinary shares, 10,000,000 Options and 3,000,000 performance rights 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 July 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 15,287,308 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per share in July 2025 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: Ratification of prior issue of shares under July 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 10,191,525 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per share in July 2025 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 July placement

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 25,478,833 free attaching options in the Company in relation to the July 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 shares to related party under July 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 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 3,333,334 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per share to a related party (and/or its nominee(s)) 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 6: Approval to issue free attaching options to related party under July placement

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 3,333,334 free attaching options in the Company in relation to

the July Placement to a related party (and/or its nominee(s), 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 7: Approval to issue broker options

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 1,000,000 options 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 8: Approval to issue broker options to related party

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 2,000,000 options in the Company to a related party (and/or its nominee(s), on the terms and conditions as set out in the Explanatory Statement.”

Resolution 9: Approval to Issue Shares to Mr Andrew Vigor in lieu of Accrued Fees Payable

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

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 480,000 fully paid ordinary shares in the Company to Mr Andrew Vigor (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 10: Approval to Issue Shares to Mr Haydn Lynch in lieu of Accrued Fees Payable

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

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 1,426,667 fully paid ordinary shares in the Company to Mr Haydn Lynch (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 11: Approval to Issue Shares to Mr Doug Engdahl in lieu of Accrued Fees Payable

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

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 360,000 fully paid ordinary shares in the Company to Mr Doug Engdahl (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 12: Approval to Issue Shares to Mr Niv Dagan in lieu of Accrued Fees Payable

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

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 572,900 fully paid ordinary shares in the Company to Mr Niv Dagan (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 13 – Approval of Change of Company Name

To consider and, if thought fit, to pass, as a special resolution, the following:

‘That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company’s name to be changed from Terra Uranium Limited to “Terra Critical Minerals Limited”.’

By the order of the Board

Justyn Stedwell

Joint Company Secretary

7 August 2025

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 the date that is 48 hours before the Extraordinary General Meeting (**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 12.00 pm (AEST) on 10 September 2025. 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 9088 2049 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: Approval to issue Dundee Consideration Securities

Background

On 2 July 2025, the Company announced that it had signed a binding term sheet for the acquisition (**Dundee Acquisition**) of 100% of the issued capital of Dundee Resources Pty Ltd (**Dundee Resources**), which holds an Exploration Licence (the **Tenement**) covering a group of tungsten, molybdenum, tin and silver and projects, including the major Glen Eden Project, in the New England region, New South Wales, Australia.

As part of the consideration payable for the Dundee Acquisition, the Company has agreed to issue, subject to approval by Company's shareholders, the following securities (collectively, the **Dundee Consideration Securities**) to the vendors of Dundee Resources:

- 10,000,000 fully paid ordinary shares in the Company (**Dundee Consideration Shares**);
- 10,000,000 Options with an exercise price of \$0.09 and an expiry date of 31 December 2026 (**Dundee Consideration Options**).
- 3,000,000 performance rights (**Performance Rights**), convertible to the same number of ordinary shares in the Company upon a JORC-compliant Measured and Indicated Resource (as defined in the JORC Code, 2012 Edition) exceeding 2 million MTU¹ of contained WO₃ (tungsten trioxide) within Dundee Resources' project area.

The Company is seeking shareholder approval pursuant to Listing Rule 7.1 to approve the issue of the Dundee Consideration Shares, Dundee Consideration Options and the Performance Rights.

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 Dundee Consideration Securities do 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. Those issues therefore require the approval of shareholders under Listing Rule 7.1. The Company is therefore seeking the approval of the Company's shareholders under Listing Rule 7.1 for the issue of Dundee Consideration Securities, to give it maximum flexibility to issue equity securities if required in the next 12-month period.

Resolution 1 seeks the required shareholder approval to issue the Dundee Consideration Securities under and for the purposes of Listing Rule 7.1:

- If Resolution 1 is passed, the Company will be able to proceed with the issue of the Dundee Consideration Securities. In addition, the Dundee Consideration Securities 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 1 is not passed, the Company would not be able to proceed with the issue of the Dundee Consideration Securities. Should these issues not proceed, the Company would not be able to provide the relevant part of the consideration for the Dundee Acquisition, which is a condition of that acquisition. In that case, the Dundee Acquisition could not proceed.

¹ MTU – Metric Tonne Unit = 1/100th of a tonne

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 Dundee Consideration Securities will be issued to the **Sellers**, who are: Ground Risk Pty Ltd, St Barnabas Investments Pty Ltd and Glen Goulds (or their respective nominee(s)).
- (b) The number and class of securities proposed to be issued are:
 - a. 10,000,000 fully paid ordinary shares in the Company;
 - b. 10,000,000 Options with an exercise price of \$0.09 expiring 31 December 2026; and
 - c. 3,000,000 Performance Rights.
- (c) The terms of the Options are set out in Annexure A.
- (d) The material terms of the Performance Rights are:
 - (i) Conversion Price: Nil;
 - (ii) Expiry Date: 4 years from the date of issue;
 - (iii) Conversion: Each Performance Right entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Conversion condition: the 3,000,000 Performance Rights, will be convertible to the same number of fully paid ordinary shares in the Company upon a JORC-compliant Measured and Indicated Resource exceeding 2 million MTU² of contained WO₃ (tungsten trioxide) within Dundee Resources' project area;
 - (v) Voting: The Performance Rights do not carry any voting rights;
 - (vi) Dividend: The Performance Rights do not carry any rights to receive dividends
 - (vii) The Performance Rights will not be quoted on the ASX; andadditional information about the terms and conditions of the Performance Rights are contained in Annexure B to this Notice;
- (e) The Dundee Consideration Securities will be issued no later than 3 months after the date of the Meeting;
- (f) The Dundee Consideration Securities are to be issued at a nil cash acquisition as partial consideration for the acquisition by the Company of the issued capital of Dundee Resources, therefore the consideration being provided for the Dundee Consideration Securities is shares in Dundee Resources;
- (g) The Dundee Consideration Securities are to be issued as partial consideration for the acquisition of all the issued capital of Dundee Resources including its exploration licence;
- (h) The Dundee Consideration Securities are to be issued under an agreement between the Company and the Sellers for the Company to acquire all the issued capital of Dundee Resources. The other material terms of the agreement are:
 - a. Payment of \$20,000 cash by the Company to the Sellers (**Consideration Cash**);
 - b. In addition to the issue of the Dundee Consideration Securities and the Consideration Cash, the Company agrees to grant the Sellers (or their nominees) a royalty of 1.25% of the Net Smelter Returns (NSR) from the sale of any minerals or mineral products derived from the Tenement (or any tenements derived from or replacing the Tenement) (**Royalty**);
 - c. The Company agrees to ensure that the Royalty is recorded against the Tenement (or its replacements) as permitted by law and also agrees not to take any action to remove or circumvent such registration without the Sellers' prior written consent;
 - d. The Company has the first of refusal right to buy-back the Royalty at any time;
 - e. The completion of the Dundee Acquisition is conditional upon the satisfaction by the parties of conditions precedent including: obtaining necessary shareholder and regulatory approvals, which includes the approval the subject of this resolution;

² MTU – Metric Tonne Unit = 1/100th of a tonne

entering into a formal share sale agreement; completion of due diligence by the Company; completion by the Company of a capital raising of at least \$750,000 before costs (which was completed on 11 July 2025); and other procedural conditions precedent typical of this type of agreement.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 1. All Directors are in favour of the Dundee Acquisition and intend to vote in favour of the Resolution.

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 the Dundee Consideration Securities, being Ground Risk Pty Ltd, St Barnabas Investments Pty Ltd and Glen Goulds (and/or their respective nominee(s)), 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.

Background to Resolutions 2 to 8

On 2 July 2025, the Company announced that it was undertaking a capital raising to raise approximately \$864,000 before costs by way of a placement of new Shares in the Company (each, a **July Placement Share**) at an issue price of \$0.03 per share (**July Placement**).

The July Placement comprises a total of 28,812,167 July Placement Shares as follows:

- (a) 25,478,833 July Placement Shares (**July Tranche 1 Shares**) were issued on 11 July 2025, from the Company's available placement capacity under Listing Rule 7.1 (15,287,308 Shares) and Listing Rule 7.1A (10,191,525 Shares); and
- (b) The issues of the remaining 3,333,334 July to be issued to a related party Placement Shares (**July Tranche 2 Shares**) is subject to shareholder approval for the purpose of ASX Listing Rule 10.11.

At this meeting:

- Shareholder approval for the previous issue of the 25,478,833 July Tranche 1 Shares is sought under Resolutions 2 and 3;
- Shareholder approval for the issue of the 3,333,334 July Tranche 2 Shares to be issued to 10 Bolivianos Pty Ltd, a related party of the Company, is sought under Resolution 5.

The Placement also included, subject to shareholder approval, the issue of 28,812,167 free attaching unquoted options (**July Placement Options**), on the basis of 1 free unquoted option for each July Placement Share issued under the July Placement. Each option could be exercised by the holder for 1 Share at any time on or before 5pm (Sydney time) on 31 December 2026 for \$0.09 per Option. 25,478,833 options are proposed to be issued to unrelated parties. The shareholder approval for these options is sought under Resolution 4 under and for the purposes of ASX Listing Rule 7.1. 3,333,334 options are proposed to be issued to 10 Bolivianos Pty Ltd, a related party of the Company under and

for the purposes of ASX Listing Rule 10.11. The shareholder approval for these options is sought under Resolution 6.

There were no lead managers to the July Placement, however brokers who assisted the Company with the July Placement will, subject to shareholder approval, be issued a combined total of 3,000,000 Options as part consideration for their services. The shareholder approvals for these options are sought under Resolutions 7 and 8.

Resolutions 2 and 3: Ratification of prior issue of shares under July placement Tranche 1

The Company is seeking shareholder approval under Listing Rule 7.4 to ratify the prior issue of 25,478,833 July Tranche 1 Shares issued on 11 July 2025 (**Issue Date**). The shares were issued under the Company's placement capacity available at the time under ASX Listing Rule 7.1 (15,287,308 Shares) and Listing Rule 7.1A (10,191,525 Shares). Resolutions 2 and 3 respectively seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares under ASX Listing Rule 7.1 (15,287,308 Shares) and Listing Rule 7.1A (10,191,525 Shares).

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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. At the Company's Annual General Meeting held on 29 November 2024 the Company sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the July Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 or 7.1A and, as it has not yet been approved by Shareholders, effectively uses up the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The effect of Shareholders passing of Resolutions 2 and 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% and 10% placement capacity set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, 15,287,308 July Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, 15,287,308 July Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 15,287,308 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 3 is passed, 10,191,525 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, 10,191,525 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 10,191,525 Equity Securities for the 12-month period following the issue of those Placement Shares.

The Company confirms that Listing Rule 7.1 or 7.1A was not breached at the time the Placement Shares were issued. Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approvals under Resolutions 2 and 3, pursuant to Listing Rule 7.4:

- (a) These securities were issued to professional and sophisticated investors and clients of stockbrokers identified by the Company. There was no participant in the issue of the July Tranche 1 Shares that was an investor required to be disclosed under ASX Guidance Note 21;
- (b) The number and class of securities issued were 25,478,833 fully paid ordinary shares;
- (c) These securities were issued on 11 July 2025;
- (d) These securities were issued at an issue price of \$0.03 (3.0 cents) per Share;
- (e) These securities were issued to fund the acquisition of Dundee Resources Pty Ltd, to fund ongoing exploration costs of the Company, and for general working capital purposes (including to pay the cost of the July Placement).

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 Resolutions 2 and 3 by or on behalf of any person who participated in the issue of the securities, 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 4: Approval to issue free attaching options under July placement

Background

As noted above, the Company is proposing to issue up to 25,478,833 free attaching options to subscribers under the July Placement on the basis of one free attaching unlisted option to be issued for every one share subscribed for under the July Placement (**July Placement Options**).

The July Placement Options will have an exercise price of \$0.09 (9 cents) per option and an expiry date of 31 December 2026.

No July Placement Options have yet been granted to those investors participating in the July Placement. The granting of the July Placement Options 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 issue of the July Placement Options does not fall within any of the exceptions and may, if combined with other potential future issues of securities by the Company, exceed the Company's 15% limit in Listing Rule 7.1. In addition, under the terms of the July Placement, the issue of the July Placement Options is conditional upon shareholder approval of that issue. The Company is therefore seeking the approval of the Company's shareholders under Listing Rule 7.1 for the issue of the July Placement Options, to give it maximum flexibility to issue equity securities if required in the next 12-month period.

Resolution 4 seeks the required shareholder approval to issue the July 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 July Placement Options to the investors who participated in the July Placement. In addition, the issue of the July 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 July 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 securities are proposed to be issued to professional and sophisticated investors and clients of stockbroking firms identified by the Company. There will be no participant in the issue of the July 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 up to 25,478,833 free attaching July Placement Options;
- (c) The material terms of the July Placement Options are:
 - (i) Exercise Price: \$0.09 (9 cents);
 - (ii) Expiry Date: 31 December 2026;
 - (iii) Conversion: Each July Placement Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The July Placement Options do not carry any voting rights;
 - (v) Dividend: The July Placement Options do not carry any rights to receive dividends;
 - (vi) The July Placement Options will not be quoted on the ASX; andadditional information about the terms and conditions of the July Placement Options are contained in Annexure A to this Notice;
- (d) The Company will issue the July Placement Options within 3 months after the date of this meeting;
- (e) The July Placement Options will be issued for a nil acquisition price;
- (f) The securities will be issued as free attaching options on a 1 for 1 basis to participants in the July Placement.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 4.

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 the subject of this Resolution 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.

Resolutions 5 and 6: Approvals to issue Shares and free attaching options to related party under July placement

Background

As noted above, the Company is proposing to issue July Placement Shares and July Placement Options (the **Proposed Issues**) to 10 Bolivianos Pty Ltd (**10 Bolivianos**) in relation to the participation by 10 Bolivianos in the July Placement. As 10 Bolivianos is controlled by Mr Niv Dagan, a director of the Company, it is a related party of the Company and the Company is therefore seeking shareholder approval, pursuant to ASX Listing Rule 10.11, for the issue of these July Placement Shares and July Placement Options on the same terms offered to other investors under the July Placement.

The details of the securities proposed to be issued under Resolutions 5 and 6 are as follows:

Resolution	Number of Shares	Issue Price per Share	Funds to be raised from issue	Number of Free Attaching Options
Resolution 5	3,333,334	\$0.03	\$100,000	-
Resolution 6	-	-	-	3,333,334

ASX Listing Rules

As noted above, the Company is proposing to issue securities to 10 Bolivianos.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the acquisition should be approved by its Security holders, unless it obtains the approval of its Security holders.

The Proposed Issues fall within Listing Rule 10.11.1 above as 10 Bolivianos is controlled by Mr Niv Dagan, a Director of the Company and is, therefore, a related party of the Company and the Proposed Issues do not fall within any of the exceptions in Listing Rule 10.12. The Proposed Issues therefore require the approval of the Company's Security holders under Listing Rule 10.11.

Resolutions 5 and 6 seek the required shareholder approval of the Proposed Issues under and for the purposes of Listing Rule 10.11.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the Proposed Issues, allowing 10 Bolivianos (or its nominee(s)) to:

- subscribe for and receive 3,333,334 Shares; and

- receive 3,333,334 free attaching options.

The willingness of Mr Dagan, through 10 Bolivianos, to subscribe for securities under the July Placement reflects his support for the Company and its business.

If Resolution 5 is not passed, the Company will not proceed with the Proposed Issue of shares and 10 Bolivianos will not receive the Shares and free attaching options as described above and the Company will not receive the subscription funds for those Shares.

If Resolution 6 is not passed, the Company will not proceed with Proposed Issue of options and 10 Bolivianos will not receive the free attaching options as described above

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the Proposed Issues under Resolutions 5 and 6, respectively:

- (a) the proposed recipient is 10 Bolivianos Pty Ltd or its nominee(s);
- (b) the proposed recipient is a related party of the Company as per Listing Rule 10.11.1 as it is an entity controlled by Mr Niv Dagan, a Director of the Company;
- (c) The number and class of securities to be issued to the proposed recipient are as follows:
 - (i) Resolution 5: up to 3,333,334 July Placement Shares;
 - (ii) Resolution 6: up to 3,333,334 July Placement Options;
- (d) The material terms of the July Placement Options are:
 - (i) Exercise Price: \$0.09 (9 cents);
 - (ii) Expiry Date: 31 December 2026;
 - (iii) Conversion: Each July Placement Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The July Placement Options do not carry any voting rights;
 - (v) Dividend: The July Placement Options do not carry any rights to receive dividends
 - (vi) The July Placement Options will not be quoted on the ASX; and

additional information about the terms and conditions of the July Placement Options are contained in Annexure A to this Notice;
- (e) the securities will be issued no later than one month after the date of the Meeting;
- (f) the July Placement Options will be issued for a nil acquisition price;
- (g) The securities will be issued as free attaching options on a 1 for 1 basis to participants in the July Placement.

Directors' Recommendation

The Board (with Mr Niv Dagan abstaining) recommends that Security holders vote in favour of Resolutions 5 and 6.

Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of 10 Bolivianos Pty Ltd and any person who will obtain a material benefit as a result of the issue of the relevant 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 acting 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 acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions 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 7: Approval to issue broker options relating to July placement

Background

The Company has agreed, subject to shareholder approval, to issue 1,000,000 unlisted options (each a **Broker Option**) to Zenix Nominees Pty Ltd (and/or its nominee(s)) in part consideration for the capital raising services provided in relation to the July Placement.

The Broker Options will have an exercise price of \$0.09 (9 cents) per option and an expiry date of 31 December 2026.

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 Broker 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. The Company is therefore seeking the approval of the Company's shareholders under Listing Rule 7.1 for the issue of the Broker Options, to give it maximum flexibility to issue equity securities if required in the next 12-month period.

Resolution 7 seeks the required shareholder approval to issue the Broker Options under and for the purposes of Listing Rule 7.1:

- If Resolution 7 is passed, the Company will be able to proceed with the issue of the July Broker Options. In addition, the Broker 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 7 is not passed, the Company will not be able to proceed with the issue of the July Broker Options. Should this issue not proceed, the Company will be required to make a cash payment equal to the equivalent value of the Broker 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 Broker Options will be issued to Zenix Nominees Pty Ltd (and/or its nominee(s)).
- (b) The number and class of securities proposed to be issued are up 1,000,000 Broker Options.
- (c) The material terms of the Broker Options are:
 - (i) Exercise Price: \$0.09 (9 cents);
 - (ii) Expiry Date: 31 December 2026;
 - (iii) Conversion: Each Broker Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The Broker Options do not carry any voting rights;
 - (v) Dividend: The Broker Options do not carry any rights to receive dividends;
 - (vi) The Broker Options will not be quoted on the ASX; andadditional information about the terms and conditions of the Broker Options are contained in Annexure A to this Notice;
- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting;

- (e) The Broker Options will be issued at a nil cash acquisition price and the consideration received by the Company is the provision of capital raising services in relation to the July Placement;
- (f) The purpose of the issue of the July Broker Options for the part payment of part consideration for the provision of capital raising services for the July Placement;
- (g) The Broker Options are not being issued under a written agreement.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 7.

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, being Zenix Nominees 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.

Resolution 8: Approval to issue broker options to related party relating to July Placement

Background

The Company has agreed, subject to shareholder approval, to issue (the **Proposed Issue**) 2,000,000 unlisted options (each a **Broker Option**) to CoPeak Pty Ltd (**Peak Asset Management**) (and/or its nominee(s)), in part consideration for capital raising services provided in relation to the July Placement.

As Peak Asset Management is controlled by Mr Niv Dagan, a director of the Company, it is a related party of the Company and the Company is therefore seeking shareholder approval, pursuant to ASX Listing Rule 10.11, for the issue of these Broker Options.

ASX Listing Rules

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the acquisition should be approved by its Security holders, unless it obtains the approval of its Security holders.

The Proposed Issue falls within Listing Rule 10.11.1 above as the proposed allottee is controlled by Mr Niv Dagan, a Director of the Company and is, therefore, a related party of the Company and the Proposed Issue does not fall within any of the exceptions in Listing Rule 10.12. The Proposed Issue therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 8 seeks the required shareholder approval to the Proposed Issue under and for the purposes of Listing Rule 10.11.

If Resolution 8 is passed, the Company will be able to proceed with the Proposed Issue, allowing Peak Asset Management (or its nominee(s)) to receive 2,000,000 Broker Options.

If Resolution 8 is not passed, the Company will not proceed with the Proposed Issue to Peak Asset Management and it will not receive the Broker Options. Should this issue not proceed, the Company will be required to make a cash payment equal to the equivalent value of the 2,000,000 Broker Options.

If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the Proposed Issue:

- (a) the proposed recipient is CoPeak Pty Ltd, or its nominee(s);
- (b) the proposed recipient is a related party of the Company as per Listing Rule 10.11.1 as it is an entity controlled by Mr Niv Dagan, a Director of the Company;
- (c) The number and class of securities to be issued to the proposed recipient are up to 2,000,000 Broker Options;
- (d) The material terms of the Broker Options are:
 - (i). Exercise Price: \$0.09 (9 cents);
 - (ii). Expiry Date: 31 December 2026;
 - (iii). Conversion: Each Broker Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv). Voting: The Broker Options do not carry any voting rights;
 - (v). Dividend: The Broker Options do not carry any rights to receive dividends;
 - (vi). The Broker Options will not be quoted on the ASX; andadditional information about the terms and conditions of the July Broker Options are contained in Annexure A to this Notice;
- (e) the securities will be issued no later than one month after the date of the Meeting;
- (f) the Broker Options will be issued for a nil acquisition price and the consideration received by the Company is the provision of capital raising services provided by the joint lead managers in relation to the July Placement;
- (g) The purpose of the issue of the Broker Options for the part payment of part consideration for the provision of capital raising services for the July Placement; and
- (h) The Broker Options are not being issued under a written agreement.

Directors' Recommendation

The Board (with Mr Niv Dagan abstaining) recommends that shareholders vote in favour of Resolution 8.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of CoPeak Pty Ltd and any person who will obtain a material benefit as a result of the issue of the relevant July Broker Options (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 acting 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 acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions 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 9, 10, 11 and 12: Approvals to Issue Shares to Mr Andrew Vigor, Mr Haydn Lynch, Ms Mr Doug Engdahl and Mr Niv Dagan in lieu of Accrued Fees Payable

Information about proposed issues of securities

Accrued Fee Shares - Resolutions 9, 10, 11 and 12

It is proposed that, in order to assist the Company in its cash management, the Company issue Shares to the following non-executive directors in lieu of some or all of their respective fees expected to be payable as at 30 September 2025. Resolutions 9, 10, 11 and 12 therefore seek required Shareholder approvals to issue Shares (**Accrued Fee Shares**) to the following directors (or their nominees) in lieu of cash payment of some or all of their accrued directors' fees as at that date.

Resolution	Name (each a Receiving Director)	Position	Maximum number of Shares to be issued in lieu of accrued director fees
9	Andrew Vigor	Non-Executive Director	Up To 480,000 Shares
10	Haydn Lynch	Non-Executive Director	Up to 1,426,667 Shares
11	Doug Engdahl	Non-Executive Director	Up to 360,000 Shares
12	Niv Dagan	Non-Executive Director	Up to 572,900 Shares

The number of the maximum Accrued Fee Shares for each Receiving Director is calculated based on the following formula:

$$\text{Number of Accrued Fee Shares} = \text{Accrued Fees} \div \text{Accrued Value}$$

Where:

- **Accrued Fees** are the accrued director fee amounts expected as at 30 September 2025.
- **Value** is, in relation to each Receiving Director, the share issue price of the Company's July Placement being \$0.03.

The numbers, and values, of the maximum Accrued Fee Shares for each Receiving Director, calculated in accordance with the above formula is as follows:

Resolution	Receiving Director	Accrued Fees (and maximum value of Accrued Fee Shares)	Value	Period / Fee	Maximum number of Shares to be issued (Accrued Fees ÷ Value)
9	Andrew Vigor	\$14,400	\$ 0.03 (3 cents)	1 June to 30 September 2025 Director's fees	Up To 480,000 Shares
10	Haydn Lynch	\$42,800**	\$ 0.03 (3 cents)	1 July to 30 September 2025 Directors fees plus invoice for additional services**	Up to 1,426,667 Shares
11	Doug Engdahl	\$10,800	\$ 0.03 (3 cents)	1 July to 30 September 2025 Directors fees	Up to 360,000 Shares
12	Niv Dagan	\$17,187	\$ 0.03 (3 cents)	8 May to 30 September 2025 Directors fees.	Up to 572,900 Shares

** - Mr Lynch's Accrued Fees comprise Non-executive director fees of \$10,800 and fees for performance of extra services (outside the scope of non-executive director duties) of \$32,000

Purpose

The proposed issues of Accrued Fee Shares in lieu of payment of cash fees are intended to assist the Company in managing its cash reserves.

The Accrued Fee Shares would not carry any performance conditions.

Directors' Remuneration Packages and Interests

Directors' remuneration packages

As at the date of this Notice, the details (including the amount) of the current total remuneration package of the Receiving Directors to whom (or to whose nominee(s)) the Accrued Fee Shares would be issued if these Resolutions are passed are:

Name (each a Receiving Director)	Position	Remuneration Package Details
Andrew Vigor	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Haydn Lynch	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Doug Engdahl	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Niv Dagan	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.

The above amounts would not be changed by the issues of the Accrued Fee Shares, as the value of these securities is effectively included in the above amounts.

Directors' current holdings

As at the date of this Notice, the Receiving Directors who are proposed to receive the Accrued Fee Shares have the following direct and indirect interests in the securities of the Company:

Director (and/or associate(s))	Existing		Other Securities of the Company
	Shares held	% of total issued Shares	
Andrew Vigor	1,505,640 Shares	1.15%	1,575,000 Listed Options exercise price \$0.30 expiring 06/09/2025
Haydn Lynch	1,218,538 Shares	0.93%	2,500 Listed Options exercise price \$0.30 expiring 06/09/2025
Doug Engdahl	922,267 Shares	0.71%	950,000 Listed Options exercise price \$0.30 expiring 06/09/2025
Niv Dagan	22,952,164 Shares	17.6%	3,016,071 Unlisted Options exercisable at \$0.15 and expiring on 1 November 2026 6,069,444 Unlisted Options exercisable at \$0.09 and expiring on 31 December 2026 3,276,504 Listed Options exercisable at \$0.30 and expiring on 6 September 2025 3,333,334 Shares to be issued subject to the passing of Resolution 4.

If all the proposed Accrued Fee Shares were to be issued, the above Receiving Directors' holding percentages would increase as follows:

Director	Existing % holding of issued Shares	Holding % Post Issue of Accrued Fee Shares
Andrew Vigor	1.15%	1.45%
Haydn Lynch	0.93%	1.94%
Doug Engdahl	0.71%	0.94%
Niv Dagan	17.6%	19.66%*

*Includes the issue of 3,333,334 Shares from participation in July Placement which are the subject of Resolution 4.

3. ASX Listing Rules

As noted above, the Company is proposing to issue the Accrued Fee Shares (the **Issues**) to the Receiving Directors (or their respective nominee(s)).

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issues each fall within Listing Rule 10.11.1, as each of the proposed recipients of the Accrued Fee Shares is a Director of the Company, and is therefore a related party of the Company and does not fall within any of the exceptions in Listing Rule 10.12. The proposed issues therefore require the approval of the Company's shareholders under Listing Rule 10.11.

Resolutions 9, 10, 11 and 12 therefore seek the required shareholder approval for the respective Issues under and for the purposes of Listing Rule 10.11.

If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

If all or any these Resolutions are passed, the Company will be able to proceed with the Issues of the respective Accrued Fee Shares and the applicable Receiving Director(s) will receive up to the numbers of Shares calculated based on the formulae set out above, with the increase in their security holdings as noted above.

If all or any of these Resolutions are not passed, the Company will not be able to proceed with the Issue(s) of the respective Accrued Fee Shares to the applicable Receiving Director(s) and the applicable Receiving Director(s) will not receive the relevant Shares or any increase of shareholdings. The Company and the relevant Receiving Director(s) would therefore need to agree an alternative method of settlement(s) of the relevant Accrued Fees, which may include cash payment(s) by the Company.

The following disclosures are made for the purposes of ASX Listing Rule 10.13:

- (a) the name of the persons are:
 - Resolution 9: Andrew Vigor;
 - Resolution 10: Haydn Lynch;
 - Resolution 11: Doug Engdahl; and
 - Resolution 12: Niv Dagan
- (b) the Receiving Directors each fall within ASX Listing Rule 10.11.1, Mr Vigor, Mr Lynch, Mr Engdahl and Mr Dagan as they are Directors of the Company and Mr Dagan is also a substantial shareholder of the Company having an interest in 17.6% of the Company's shares as at the date of this Notice;
- (c) the class of securities proposed to be issued are ordinary shares in the Company, and the numbers are as follows:
 - Resolution 9: Andrew Vigor – up to 480,000;
 - Resolution 10: Haydn Lynch – up to 1,426,667;
 - Resolution 11: Doug Engdahl – up to 360,000; and
 - Resolution 12: Niv Dagan – up to 572,900.
- (d) the Accrued Fee Shares will be issued no later than one month after the date of the Meeting;
- (e) the consideration received by the Company for the Issues is the service provided by the Receiving Directors;
- (f) purpose of the Issues is to pay for the Receiving Directors' accrued directors fees;
- (g) details of the current remuneration packages of the Receiving Directors are set out above.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares under Resolutions 9 to 12 (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Mr Andrew Vigor, Mr Haydn Lynch, Ms Mr Doug Engdahl and Mr Niv Dagan are current Directors of the Company, they are each considered “related parties” of the Company.

The Directors of the Company carefully considered the proposed issue of these Shares Mr Andrew Vigor, Mr Haydn Lynch, Ms Mr Doug Engdahl and Mr Niv Dagan and formed the view that the giving of this financial benefit to is on arm’s length terms, as the securities are proposed to be issue at the same issue price as offered to non-related parties of the Company under the July Placement and excludes the free attaching options. The issue price is also the same as the market price for Shares as the date of this Notice.

Accordingly, the Directors of the Company believe that the proposed issue of these Shares fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company and relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Shares.

Directors’ Recommendation

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the Shareholders in respect of these Resolutions. The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- (a) in relation to Resolution 9, Andrew Vigor, any of his associates, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s);
- (b) in relation to Resolution 10, Haydn Lynch, any of his associates, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s); and
- (c) in relation to Resolution 11, Doug Engdahl, any of his associates, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s).
- (d) in relation to Resolution 12, Niv Dagan, any of his associates, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s).

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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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.

Also, in accordance with section 250BD of the Corporations Act, a vote must not be cast as proxy on these Resolutions by a member of the Key Management Personnel (as defined by the Corporations Act), or a closely related party of a member of Key Management Personnel, where that proxy appointment does not specify the way the proxy is to vote on the Resolution, and any such vote purported to be cast will be disregarded.

However, a person described above (a “KMP Voter”) may cast a vote on these Resolutions as a proxy, where the proxy appointment does not specify the way the proxy is to vote on the Resolution, if:

- (a) The KMP Voter is the chair of the meeting; and
- (b) the written appointment of the chair as proxy expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 13 – Approval of Change of Company Name

To consider and, if thought fit, to pass, as a special resolution, the following:

‘That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company’s name to be changed from Terra Uranium Limited to “Terra Critical Minerals Limited”.’

Change of Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 13 seeks the approval of Shareholders for the Company to change its name from Terra Uranium Limited to “Terra Critical Minerals Limited” to reflect the Company’s diversified exploration asset portfolio.

Additional Information

Resolution 13 is a special resolution and must be passed by at least 75% of the votes cast on the resolution by shareholders entitled to vote on it.

Subject to the passing of resolution 13, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name of the Company will take effect from when ASIC alters the details of the Company’s registration.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

GLOSSARY

\$	means Australian Dollars.
AEST	Australian Eastern Standard Time.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rule or Listing Rule	means ASX Listing Rules published and maintained by ASX Limited.
ASX Settlement Operating Rules	means ASX Settlement Operating Rules published and maintained by ASX Limited.
Board	means of the board of Directors of the Company.
Chairman or Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Terra Uranium Limited ACN 650 774 253.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the explanatory statement which accompanies and form part of the Notice of Meeting.
Meeting	has the meaning given in the introductory paragraph of the Notice of Meeting.
Notice of Meeting or Notice	means this Notice of Extraordinary General Meeting for the Company, including the attached notes and the Explanatory Statement.
Option	means an option giving the right to subscribe to one Share.
Proxy Form	means the proxy form attached to the Notice.
Record Date	7.00pm (AEST) on 10 September 2025.
Resolution	means a resolution referred to in the Notice.
Shareholder	means a holder of the Company's fully paid ordinary shares.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the shareholder of the Company.

ANNEXURE A – TERMS AND CONDITIONS OF CONSIDERATION OPTIONS (RESOLUTION 1), JULY PLACEMENT OPTIONS (RESOLUTIONS 4 AND 6), BROKER OPTIONS (RESOLUTIONS 7 AND 8) (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 \$0.09 (9 cents) (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 31 December 2026 (**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 Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) 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.

ANNEXURE B – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS (RESOLUTION 1)
(referred to in this Annexure as “Right” or “Rights”)

(a) Entitlement

Each Right entitles the holder to be issued one (1) Share for no cost upon conversion of the Right, provided that the Conversion Condition is first achieved.

(b) Conversion Condition

Confirmation, to the satisfaction of the Company, that a JORC-compliant Measured and Indicated Resource (as defined in the JORC Code, 2012 Edition) exceeding 2 million MTU³ of contained WO₃ (tungsten trioxide) is present within Exploration Licence EL9764, held by Dundee Resources Pty Ltd (ACN 681 643 041).

(c) Expiry Date

Each Right will expire at 5:00 pm (AEST) on the date which is four years after the issue date of the Right (**Expiry Date**). A Right not converted before the Expiry Date will automatically lapse on the Expiry Date.

(d) Conversion Period

The Rights are convertible at any time on or prior to the Expiry Date (**Conversion Period**).

(e) Notice of Conversion

The Rights may be converted during the Conversion Period by notice in writing to the Company in the manner specified on the Right certificate, or such other manner as agreed by the Company and the holder of the Right (**Notice of Conversion**).

(f) Conversion Date

A Notice of Conversion is only effective on and from the date of receipt of the Notice of Conversion by the Company (**Conversion Date**).

(g) Timing of issue of Shares on conversion

Within 5 Business Days after the latter of the following:

- (i) Conversion 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 Conversion Date, the Company will:
 - (iii) issue the number of Shares required under these terms and conditions in respect of the number of Rights specified in the Notice of Conversion 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 conversion of the Rights.

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.

³ MTU – Metric Tonne Unit = 1/100th of a tonne

(p) Shares issued on conversion

Shares issued on conversion of the Rights rank equally with the then issued shares of the Company.

(q) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a Right holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(r) Participation in new issues

There are no participation rights or entitlements inherent in the Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Rights without converting the Rights.

(s) Right to return of capital

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

(t) Voting and dividends

A Right 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.

(u) Transferability

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

(v) ASX quotation

The Rights 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 **12.00pm (AEST) on Wednesday, 10 September 2025**, 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://automicgroup.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:

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IN PERSON:

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