

13 August 2025

**TechGen Metals Limited Pro-Rata Non-Renounceable Rights Issue
LETTER TO INELIGIBLE SHAREHOLDERS**

(Not for release in the United States or any country outside Australia and New Zealand)

Dear Shareholder,

On 31 July 2025, TechGen Metals Limited (ASX: TG1) (**TechGen** or the **Company**) announced that it is undertaking a fully underwritten pro-rata non-renounceable entitlement rights issue offer (**Entitlement Offer** or **Offer**) of nine (9) New Shares for every ten (10) existing Shares held by those Shareholders registered at the Record Date. The New Shares to be issued under the Rights Issue will be offered at an issue price of \$0.018 per Share to raise up to \$2,570,384.50 (before costs), together with one (1) free attaching New Option for every two (2) New Shares subscribed for and issued (exercisable at \$0.036 and expiring 3 years from the date of issue). The Company will apply for official quotation of the New Shares and New Listed Options, subject to the requirements of the Listing Rules and Corporations Act.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to apply for the New Shares under it. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. You are not required to do anything in response to this letter.

The Company lodged a Prospectus with ASIC and ASX on 4 August 2025 (**Prospectus**) in relation to the Entitlement Offer. The Prospectus is available for view on the ASX website and TechGen's website at <https://techgenmetals.com.au/investors/asx-announcements/>.

The Entitlement Offer is fully underwritten by Anadara Asset Management Pty Ltd (**Anadara** or the **Underwriter**). Anadara and Cumulus Wealth Pty Ltd (**Cumulus**) (together, **Joint Lead Managers**) are acting as Joint Lead Managers to the Entitlement Offer.

The Entitlement Offer is being undertaken to pursue an aggressive exploration drilling campaign at the Company's 100% owned Blue Devil Copper, Gold and Silver targets along with Mt Boggola's Copper, Gold and Antimony targets. Both projects have heritage surveys booked, with ongoing drilling and geophysics based on successful programs. Please refer to Section 3.1 of the Prospectus for details of the proposed use of funds raised under the Entitlement Offer.

The Entitlement Offer is being made to all shareholders of the Company (**Eligible Shareholders**) with a registered address in Australia or New Zealand at 5:00pm (WST) on the Record Date of Friday, 8 August 2025. The Entitlement Offer is expected to close at **5:00pm (WST) on Tuesday, 2 September 2025**, unless closed early or extended. Applications and accompanying payments must be received before this time. Late applications may not be accepted.

Timetable

The indicative timetable for the Entitlement Offer is as follows:

EVENT	DATE
Announcement of the Offers and lodgement of Appendix 3B with ASX	31 July 2025
Lodgement of Prospectus with ASIC and ASX	4 August 2025
Ex date for Entitlement Issue Offer	7 August 2025
Record Date for determining Shareholders entitled to participate in the Entitlement Issue Offer	8 August 2025

Prospectus and Application Forms despatched to Eligible Shareholders, and Company announces that this has occurred	13 August 2025
Opening Date of the Entitlement Issue Offer	13 August 2025
Last day to extend Closing Date of the Offers	28 August 2025
Closing Date (5:00pm WST) of the Offers	2 September 2025
Securities for Entitlement Issue Offers quoted on a deferred settlement basis	3 September 2025
Last day for the Company to announce and issue Securities under Entitlement Issue Offer and lodge Appendix 2A	9 September 2025
Deferred settlement trading ends (if 2A given to ASX before 12pm Sydney Time)	9 September 2025
Commencement of trading of Shares (if 2A was given to ASX before 12pm Sydney time the previous day)	10 September 2025

Notes:

1. All dates are indicative and subject to change. The Company reserves the right to alter this timetable at any time.
2. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such, the date of Securities are expected to commence trading on ASX may vary.

Ineligible Shareholders

A shareholder who has a registered address outside Australia or New Zealand as at 5:00pm (WST) on the Record Date of Friday, 8 August 2025 will not be eligible to participate in the Entitlement Offer (**Ineligible Shareholders**).

You are not eligible to participate in the Entitlement Offer. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia or New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares and New Options to which they would otherwise be entitled.

Further Information

Shareholders who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding the Entitlement Offer, please contact the Company Secretary on (08) 9481 0389, from 8:30am to 5:00pm (WST), Monday to Friday.

Yours faithfully,

Ashley Hood
Managing Director

IMPORTANT NOTICE AND DISCLAIMER

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any new Shares in TG1.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this letter is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

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