

Talga Loyalty Options Closing Date

Battery materials and technology company Talga Group Ltd (“**Talga**” or “**the Company**”) advises shareholders that the unlisted Bonus Loyalty Options (“**Loyalty Options**”) issued in September 2024 will expire on 13 September 2025.

The Loyalty Options are exercisable at \$0.55. A holder may exercise their Loyalty Options by transferring the relevant funds and lodging a valid Exercise Form for their Loyalty Options with the Company **before** the 13th of September 2025 expiry date.

Payment must be made directly via BPAY® for eligible Shareholders with a registered Australian address or by Electronic Funds Transfer for overseas shareholders. Funds must be received prior to the Expiry Date. The company will not be accepting any payments by cheque.

Please refer to Section 4.1 of the Prospectus in the Company's announcement on 2 September 2024 for full terms and conditions of the Loyalty Options.

Those Talga shareholders who opted to receive e-communications from the share registry Automic will receive an email with a secure link to their holding.

If you hold options on behalf of someone else and are a nominee or custodian, please contact corporate.actions@automicgroup.com.au for separate lodgement instructions. If you are not a nominee or custodian, please follow step by step instructions which can be found in the Appendix of this announcement.

The Loyalty Offer was open to Shareholders as at 6 September 2024, with registered addresses in Australia, New Zealand, Canada (British Columbia and Ontario provinces only), the People's Republic of China, the European Union (Croatia, Denmark, France, Germany, Ireland, Luxembourg, Netherlands and Sweden), Hong Kong, Japan, Lichtenstein, Philippines, Singapore, Switzerland, the United Arab Emirates, the United Kingdom and the United States.

The Prospectus and other details of the Loyalty Offer can be found on the Talga website at www.talgagroup.com/investors/.

Authorised for release by the Board of Directors of Talga Group Ltd.

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About Talga

Talga Group Ltd (ASX:TLG) is a leader in the development of sustainable battery materials. Via innovative technology and vertical integration of our 100% owned Swedish graphite resources, Talga offers a secure supply of products critical to the green transition.

Talga's flagship product, Talnode®-C, is a natural graphite anode material made using renewable energy for a low emissions footprint. Battery materials under development include an advanced silicon anode product, recycled graphite anode material and conductive additives for cathodes.

Website: www.talgagroup.com

Forward-Looking Statements & Disclaimer

Statements in this document regarding the Company's business or proposed business, which are not historical facts, are forward-looking statements that involve risks and uncertainties, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Those risks and uncertainties include factors and risks specific to the industries in which the Company operates and proposes to operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets, among other things. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements. Investors are cautioned not to place undue reliance on forward-looking statements.

No forward-looking statement is a guarantee or representation as to future performance or any other future matters, which will be influenced by a number of factors and subject to various uncertainties and contingencies, many of which will be outside the Company's control. There can be no assurance that the plans of the directors and management of Talga will proceed as currently expected or will ultimately be successful.

The Company does not undertake any obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions or conclusions contained in this announcement. To the maximum extent permitted by law, none of the Company's directors, employees, advisors, or agents, nor any other person, accepts any liability for any loss arising from the use of the information contained in this announcement.

This announcement may not be distributed in any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. Recipients should inform themselves of the restrictions that apply in their own jurisdiction. A failure to do so may result in a violation of securities laws in such jurisdiction. This document does not constitute investment advice and has been prepared without taking into account the recipient's investment objectives, financial circumstances or particular needs and the opinions and recommendations in this representation are not intended to represent recommendations of particular investments to particular persons.

Appendix: Step by step instructions to exercise unlisted (AUD) 55 cent Talga Loyalty Options

Step 1	Log into the Automic Investor Portal.
Step 2	<p><u>If Loyalty Options already shown in your Portfolio:</u></p> <ul style="list-style-type: none"> You can exercise by selecting Offers from the left hand side menu; Select Participate and then follow the prompts accordingly <p><u>If Loyalty Options not shown in your Portfolio:</u></p> <p>If you wish to exercise your Loyalty Options, please download your holding statement first.. To download your holding statement, please take the following steps:</p> <p><u>Existing users:</u> You can log in with your existing username and password at https://investor.automic.com.au.</p> <p>Once you are signed in, if you do not see your TLG shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.</p> <p><u>New users:</u> If you do not have an existing Automic account you will need to register for Investor Portal by visiting https://investor.automic.com.au/#/signup or following the QR Code link and selecting 'Register', then following these steps:</p> <ul style="list-style-type: none"> In the Company Name field, select "Talga Group Ltd (TLG)" Enter your Holder Number (SRN) Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding Tick the "I'm not a robot" box and click "Next" Complete the prompts to set up your Username and Password <p>Upon downloading your holding statement,</p> <ul style="list-style-type: none"> You can exercise by selecting Offers from the left hand side menu; Select Participate and then follow the prompts accordingly
Step 3	Pay the outstanding amount to purchase the options via BPAY or Electronic Funds Transfer (ETF)
Step 4	Submit the form via the portal and Exercise options <u>before</u> September 13 2025.
<p>If you require assistance, please contact Automic on 1300 101 594 (within Australia) or +61280721412 (International) between 8:30am and 7:00pm (Sydney time) Monday to Friday, or email corporate.actions@automicgroup.com.au. If you have any queries regarding the Offer please contact info@talgagroup.com</p>	

SRN:

Security Code: TLGOPT13

Number of Options held:

Option Expiry Date: 13 September 2025

Exercise Price: A\$0.55

Total amount payable (exercising in full):

Notice of Exercise of Options

Important – if you hold options on behalf of someone else and are a nominee or custodian, please contact corporate.actions@automicgroup.com.au for separate lodgement instructions. If you are not a nominee or custodian, please follow all 3 steps set out on this form.

1 – Calculate the amount payable if not exercising in full

Number of Options to be Exercised

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A\$

Total payment required @ \$0.55 per Option

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2 - Complete the Exercise Form online

Scan the QR code to commence submitting your exercise online.

Existing users: If you have an existing Automic Investor Portal account with access to Talga Group Ltd, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au> or by signing in at the the QR code link.

, if you do not see your TLG shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> or following the QR Code link and selecting 'Register', then following these steps:

1. In the Company Name field, select "Talga Group Ltd (TLG)"
2. Enter your Holder Number (SRN)
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.



Why is Talga Group Ltd requesting optionsholders exercise online?

- ✓ **It's fast and simple:** Exercising online is very easy to do and eliminates any postal delays
- ✓ **It's secure and confirmed:** Exercising online provides you with greater privacy over your instructions and provides you with confirmation that your Exercise has been successfully processed.
- ✓ **Payment:** You can pay either by BPAY® or EFT. Payment instructions will be provided online once your online exercise has been submitted.

IMPORTANT! Exercise Forms should not be returned by mail or email. Your Exercise Form should be submitted online.

3 – Make your exercise payment

Payment instructions will be provided once the online submission has been completed. You will be able to pay for your Options Exercise via BPAY or EFT. **Your exercise request will not be regarded as complete until both your payment and online submission has been received.**

If you have any queries, please contact Automic on 1300 101 594 or +61 2 8072 1412 between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

Terms and Conditions of the New Options

The terms and conditions of the New Options are as follows:

- (a) **(Entitlement):** Each New Option gives the holder the right to subscribe for one Share upon exercise of the New Option.
- (b) **(Issue Price):** No cash consideration is payable for the issue of the New Options.
- (c) **(Expiry Date):** The New Options will expire at 5.00pm (WST) on 13 September 2025 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Price):** The amount payable upon exercise of each New Option is \$0.55 per New Option.
- (e) **(Exercise Period):** The New Options are exercisable on the 13th day of each calendar month (each, an **Exercise Day**), on or prior to the Expiry Date. If the 13th day of the month falls on a Saturday, Sunday or a day on which the ASX market is not open for trade (**Trading Day**), the New Options will be exercisable on the next Trading Day and that day will be deemed to be an Exercise Day.
- (f) **(Exercise):** A holder may exercise their New Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of New Options specifying the number of New Options being exercised; and
 - (ii) electronic funds transfer or BPAY® (if you are the holder of an account with an Australian financial institution that supports BPAY® transactions) for the Exercise Price for the number of New Options being exercised
- (g) **(Exercise Notice):** The Options may be exercised by notice in writing to the Company in the manner specified in the **Options Exercise Form** and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Options Exercise Form is irrevocable. An Options Exercise Form is only effective:
 - (i) when the Company has received the full amount of the Exercise Price in cleared funds; and
 - (ii) on an Exercise Day,**(Exercise Date).**
- (h) **(Partial exercise)** The New Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion (unless less than 1,000 are held, in which case all need to be exercised).
- (i) **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date, the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
 - (ii) 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 New Options.
- (j) **(Transferability):** The New Options are not transferable, except with the prior written approval of the Company.
- (k) **(Ranking of Shares):** All Shares allotted upon the exercise of New Options will upon allotment be fully paid and rank equally in all respects with other Shares.
- (l) **(Quotation):** The Company will not apply for quotation of the New Options on ASX.
- (m) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options in accordance with the Listing Rules.
- (n) **(Reconstruction):** If at any time the issued capital of the Company is reconstructed, all rights of a holder of New Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (o) **(Participating rights):** There are no participating rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.
- (p) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (q) **(Amendments):** A New Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.
- (r) **(US securities laws restrictions):** The New Options and the underlying ordinary shares have not been registered under the US Securities Act of 1933 or any US state securities laws. The holder hereof, by purchasing such securities, agrees for the benefit of the Company that these securities and the underlying ordinary shares may be offered, sold, pledged or otherwise transferred only (a) to the Company; (b) outside the United States in compliance with Regulation S under the US Securities Act and local laws, including sales of securities in ordinary transactions on the ASX that are not pre-arranged with a person in the United States; (c) in a transaction that does not require registration under the US Securities Act and in compliance with applicable US state securities laws; or (d) pursuant to an effective registration statement under the US Securities Act.