6 November 2023

ASX:TLG

Talga Group Ltd – Share Purchase Plan

Dear Shareholder,

On behalf of the Board of Talga Group Ltd (ACN 138 405 419) ("**Company**" or "**Talga**"), I am pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company ("**Shares**") under a Share Purchase Plan ("**SPP**") to raise an intended sum of A$15 million (before costs).

Monday, 6 November 2023, Talga announced a non-underwritten SPP, giving eligible shareholders the opportunity to apply for up to A$30,000 worth of Shares ("**New Shares**") without incurring brokerage or transaction costs. The issue price of the New Shares under the SPP is A$1.00 per New Share ("**Issue Price**").

Proceeds from the SPP will be used to progress critical path development activities for the Vittangi Anode Project, including Refinery site establishment costs, and general working capital.

The Issue Price represents a 9% discount to the last closing price of A$1.09 per share as at Friday, 3 November 2023 and a 10% discount to the volume weighted average market price of Shares over the last 10 days on which sales of Shares were recorded on the ASX immediately prior to the SPP being announced.

All Directors of the Company who are Eligible Shareholders intend to participate in the SPP.

Participation by Eligible Shareholders

Participation in the SPP is optional and is open to shareholders who were registered as holders of Shares at 5:00pm (AWST) on Friday, 3 November 2023 and whose registered address is in Australia or New Zealand and who are not in the United States or acting for the account or benefit of a person in the United States ("**Eligible Shareholders**").

The offer of New Shares under the SPP ("**Offer**") opens on Monday, 6 November 2023 and is expected to close at 5:00pm (AWST) on Friday, 24 November 2023 ("**Offer Period**"). These dates are indicative only and the Company reserves the right to vary any of these dates and times at its discretion (even if the Offer has opened, or applications or payments have been received) by lodging a revised timetable with ASX.

If you reside outside Australia or New Zealand or are in the United States, or are acting on behalf of a person in the United States, you are not an Eligible Shareholder and are not entitled to participate in the SPP. Applications under the SPP can only be made by Eligible Shareholders and an Eligible Shareholder's right to participate in the SPP is not transferable.

Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also invited to participate in the SPP on the terms and conditions set out in the Offer Document (which can be accessed at the link below).

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How to apply

Eligible Shareholders may participate in the SPP by following the instructions on their Personalised Application Form which is also accessible at https://investor.automic.com.au/#/home. Payment must be made directly via BPAY® (for Eligible Shareholders with a registered address in Australia). This is the fastest and easiest way to apply.

Shareholders with registered addresses in New Zealand must make payment by EFT equivalent to the dollar amount of the parcel of New Shares you wish to apply for (including using the unique reference number provided to you on your Personalised Application Form for purposes of the SPP only).

As noted above, the Offer is expected to close at 5.00pm (AWST) on Friday, 24 November 2023 (unless varied or extended) and payment must be received before this time. Please take into account BPAY® or EFT processing times. Please note the company will **not** be accepting payment by cheque.

As the Company intends to accept valid applications under the SPP on a 'first-come, first served' basis (subject to the scale back policy as disclosed in the Offer Document), Eligible Shareholders are encouraged to submit their application as early as possible. However, as set out in the Offer Document, allocations of New Shares under the SPP will be made in the Board's sole and absolute discretion.

Further details as to the application process are included in the Offer Document, which can be accessed at https://investor.automic.com.au/#/home. As noted below, the Board urges you to read the Offer Document carefully and in its entirety for the full terms governing the SPP.

To download your application form you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Offer only
https://investor.automic.com.au Select: "Existing Users Sign In". Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**	https://investor.automic.com.au/#/signup Select *Talga Group Ltd* from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**	https://investor.automic.com.au/#/loginsah Select *Talga Group Ltd* from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Terms and Conditions and application form. Submit your payment using the payment details provided on your application form. **Do not return your application form.**

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Important Information

The SPP is governed by the terms and conditions in the Offer Document. The Board urges you to read the Offer Document carefully and in its entirety, together with announcements made by the Company to ASX, before deciding whether to participate in the SPP.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the SPP and consider price movements of Shares in the Company prior to electing to participate in the SPP.

Enquiries

If you have any queries in relation to your Application Form, please contact the company's Share Registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am - 7:00pm (Sydney time) Monday to Friday. If you have any queries regarding the Offer, please contact the Company Secretary on +61 8 9481 6667.

Yours faithfully,

Terry Stinson
Non-Executive Chair
Talga Group Ltd

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Share Purchase Plan Offer Document

Talga Group Ltd

(ACN 138 405 419)

IMPORTANT NOTICES
If you are an Eligible Shareholder, this booklet (***Offer Document***) and the personalised Application Form that accompanies it contains important information and requires your immediate attention. You should read both documents carefully and in their entirety. This SPP Booklet and the offer constituted by it is made in accordance with the requirements of ASIC Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547. This Offer Document is not a prospectus or product disclosure statement under the *Corporations Act 2001* (Cth) (***Corporations Act***) and has not been, and will not be, lodged with the Australian Securities and Investments Commission (***ASIC***).

The offer to purchase Shares under the Offer is not a recommendation to acquire Shares. If you are in any doubt about this Offer, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the Offer (taking into account your own financial situation, needs and objectives). Nothing in this Offer Document, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Offer. If you apply to participate in the Offer, by making an application, you are accepting the risk that the market price of the Shares may change. This means it is possible that, between the time you make your application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the issue price. No cooling-off regime applies in relation to the acquisition of Shares under the Offer.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES
This Offer Document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be unlawful. The New Shares offered under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933 (the ***U.S. Securities Act***) or the securities laws of any state or other jurisdiction of the United States. Accordingly, such New Shares may not be offered or sold, directly or indirectly, in the United States. The New Shares in the SPP will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

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This Offer Document comprises the terms and conditions of the Talga Group Ltd (ACN 138 405 419) (***Company*** or ***Talga***) 2023 Share Purchase Plan (***Offer***).

1 Offer

(a) The Offer is an invitation to apply for fully paid ordinary shares in the Company (***Shares***) up to a maximum subscription of A$30,000 at an issue price of A$1.00 per Share (***New Shares***).

(b) The Offer is made on the same terms and conditions to all Eligible Shareholders (as defined below).

(c) The Offer is non-renounceable.

2 Eligibility

(a) You are only eligible to apply for New Shares (***Eligible Shareholder***) if:

(i) your registered address in the Company's register of members is in Australia or New Zealand and you are not in the United States or acting for the account or benefit of a person in the United States; and

(ii) you were registered as a holder of Shares as at 5.00pm (AWST) on Friday, 3 November 2023 (***Record Date***).

(b) Directors and employees of the Company who hold Shares may be Eligible Shareholders.

(c) Participation in the SPP is optional.

(d) If you are an Eligible Shareholder, your rights under this Offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

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3 Issue Price

(a) The issue price for each New Share under the Offer is A$1.00 per Share (***Issue Price***) and representing a 10% discount to the volume weighted average price of Shares over the last 10 days on which sales of the Shares were recorded by ASX prior to the date of the announcement of the SPP on Friday, 3 November 2023.

(b) In accordance with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (***ASIC Instrument 2019/547***), the Company notes that:

(i) On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the ASX was A$1.09 per Share. The Issue Price is a 9% discount to that closing price.

(ii) The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

(iii) By making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing the Offer and the date of issue of Shares under the Offer and that the value of the Shares received under the Offer may rise or fall accordingly.

(iv) The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the 10 days in which trading in Shares occurred before the date of announcement of the Offer, being Monday, 6 November 2023).

(v) The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

4 Number of New Shares

4.1 Application amount

(a) If you are an Eligible Shareholder, you can apply for up to a maximum of A$30,000 worth of New Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Value	Number of New Shares
A	A$1,000	1,000
B	A$2,000	2,000
C	A$5,000	5,000
D	A$10,000	10,000
E	A$15,000	15,000
F	A$20,000	20,000
G	A$30,000	30,000

No fractions of New Shares will be issued.

(b) Where the Issue Price, divided by the application amount results in a fractional entitlement, the number of New Shares will be rounded to the nearest whole number.

(c) Subject to section 4.1(a), Eligible Shareholders who receive more than one offer under the Offer (for example, because they hold Shares in more than one capacity) may apply via different applications for Shares but may not apply for Shares with an aggregate dollar amount of more than A$30,000.

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4.2 A$30,000 maximum

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

(b) If the Company receives an amount that does not equal one of the amounts specified above in section 4.1 or a subscription of over A$30,000 worth of New Shares by a shareholder through multiple applications or joint holdings, the Company may either:

(i) reject the application and refund in full the application money (without interest) to the Eligible Shareholder; or

(ii) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess application money (without interest) to the Eligible Shareholder.

4.3 Number of New Shares to be issued

(a) **Targeted amount:** At this stage, the Company is targeting to raise up to approximately A$15 million (before costs). The Company reserves the right to determine the amount it raises through the SPP. The Company may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount, close the SPP early and/or scale-back applications or increase the amount raised under the SPP if the total demand for the SPP exceeds the target amount (subject to the maximum permitted under the ASX Listing Rules) at its absolute discretion.

(b) **Scale back:** The Company may in its absolute discretion allocate to you fewer than the number of New Shares you have applied for. If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded to the nearest whole number of New Shares. At this stage, if there is a scale back, the Company intends to apply the scale back by giving priority to applications received on a 'first-come, first-served' basis, however the final decision on how any scale back is conducted will be in the Board's sole discretion, and the Board may take into account a number of factors such as the size of an applicant's shareholding at the Record Date, the extent to which the applicant has sold or purchased shares since the Record Date, whether the applicant has multiple registered holdings and the date on which the application was made. Accordingly, Eligible Shareholders are encouraged to submit their application under the SPP as soon as is possible.

(c) **Return of excess application monies:** In the event of a scale back, the difference between the application monies received, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest by direct deposit (to your nominated account as recorded on the register of the Company), as soon as practicable following the issue of the New Shares. The Company confirms that if the amount to be refunded is less than the Issue Price of one Share, being A$1.00, it will not be refunded and will be retained by the Company.

4.4 Company's discretion

(a) The Company will deal with applications on a 'first-come, first-served' basis. The Company may accept or reject your application for New Shares at its discretion. The Company may reject your application in the following circumstances (amongst others):

(i) your application is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;

(ii) you have applied for New Shares with a total application price of less than A$1,000;

(iii) your BPAY® or EFT payment is incomplete or invalid;

(iv) unless you are a custodian, it appears that you are applying to acquire New Shares with an aggregate application price in excess of A$30,000 under the Offer;

(v) you are a custodian and you have not provided the required Custodian Certificate;

(vi) your application is received after the targeted amount to be raised under the SPP has been reached (see section 4.3(a));

(vii) your application or payment is received after the Offer Closing Date (see section 12(a)). Late payments will be refunded, without interest, as soon as practicable following the issue of New Shares; or

(viii) the Company believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements).

5 Participation Costs

You must pay the Issue Price per New Share and any fees or charges incurred by you in making an application under the Offer, for example, bank fees or fees of professional advisors. No commission is payable by the Company on the issue of the New Shares and no brokerage or other transaction costs apply.

6 Rights Attaching

(a) The rights and obligations of the New Shares are contained in the Constitution (which is available for inspection at the registered office of the Company during the period of the Offer).

(b) The New Shares will be issued on the same terms as all other ordinary shares in the Company and will rank equally in all respects with existing ordinary shares in the Company quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

(c) The Company will apply for the New Shares to be quoted on ASX. If the New Shares are not quoted on ASX, the New Shares will not be issued and funds will be refunded.

7 Allotment of New Shares

Subject to these terms and conditions, the New Shares will be allotted as soon as possible after the Offer Closing Date. The Company will send or cause to be sent to you a holding statement in due course.

8 Payment for New Shares

(a) All amounts in this Offer are expressed in Australian dollars.

(b) If you are:

(i) an Australian Eligible Shareholder, you must pay for the New Shares by BPay® following the instructions on your Personalised Application Form. You must use the unique BPay® reference number found on your Personalised Application Form as the customer reference number when making payment. You are not required to return a hard copy of your application form; or

(ii) an Eligible Shareholder with a registered address in New Zealand, you must make payment by EFT equivalent to the dollar amount of the parcel of New Shares you wish to apply for (including using the unique reference number

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provided to you on your Personalised Application Form for purposes of the SPP only). You are not required to return a hard copy of your application form.

(c) If you do not provide the exact amount of application monies, the Company reserves the right to issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned. Please note the company will **not** be accepting payment by cheque.

(d) **IMPORTANT**: You must quote your unique reference number as your payment reference/description when processing your EFT payment or your BPay® reference number if using BPay®. Failure to do so may result in your funds not being allocated to your application and Shares not issued.

9 Risks

(a) New Shares are a speculative investment and the market price may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

(b) This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to participate in the Offer.

(c) The terms and conditions of the Offer should be read in conjunction with the Company's continuous and periodic disclosures given to ASX, which are available on ASX's website at www.asx.com.au (under the Company's code "TLG") and the Company's website at https://www.talgagroup.com. In particular, the Company refers you to the risk factors set out in Annexure A to this Offer Document.

10 Privacy

By receiving completed applications under the Offer, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the applications and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the Company. A copy of the Company's Privacy Policy is available at: https://www.talgagroup.com/privacy-policy-2/. For further information about how we manage your personal information please contact us.

11 Use of Funds

(a) The Board presently intends that the funds raised from the Offer will be applied towards progressing critical path development activities for the Vittangi Anode Project, including Refinery site establishment costs, and general working capital.

(b) As with any intended budget or use of funds, this is a statement of current intentions as at the date of this Offer. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

(c) For further information on how the Company intends to apply funds raised from the SPP, refer to the Company's announcement released to the ASX on Monday, 6 November 2023.

12 Important Dates

(a) Subject to sections 12(b) and 12(d) below, the important dates in relation to this Offer are as follows:

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Event	Date (and time if relevant)
Record Date	5.00pm (AWST) on Friday, 3 November 2023
Announcement of SPP	Monday, 6 November 2023
Lodge cleansing notice with ASX	Monday, 6 November 2023
Offer Document and Application Form made available to Eligible Shareholders	Monday, 6 November 2023
Offer Opening Date	Monday, 6 November 2023
Offer Closing Date	5.00pm (AWST) on Friday 24, November 2023 **If the Company does not receive an application or payment before the Offer Closing Date, the Company reserves the right to return any payment and not issue any New Shares to the shareholder.**
Offer Results Announcement	Wednesday, 29 November 2023 The number of New Shares to be issued and, if applicable, any scale-back will be announced to the ASX by this date.
Settlement of New Shares issued under the SPP	Friday, 1 December 2023
Issue Date	Monday, 4 December 2023 The Company proposes to issue the New Shares on this date.
Dispatch of Offer holding statements	Wednesday, 6 December 2023 The date on which transaction confirmations are sent to Eligible Shareholders and, if applicable, a direct credit deposit to your nominated account is made or refund is processed, is expected to be no later than this date.
Normal trading of New Shares issued under the SPP	Wednesday, 6 December 2023

(b) These above dates are indicative only. The Company may vary any of the dates in section 12(a) and times of the Offer at its discretion (even if the Offer has opened, or applications or payments have been received) by lodging a revised timetable with ASX.

(c) As the Offer is on a 'first-come, first-served' basis, the Closing Date may be earlier than specified, particularly if applications have been received for the maximum number of New Shares able to be issued under the ASX Listing Rules.

(d) New Shares issued under the Offer will be issued as soon as practicable after the Offer Closing Date. Application for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

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13 Joint Holders

If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only. If as joint holders, you receive more than one offer under the Offer due to multiple identical holdings, you may still only contribute a maximum of A$30,000 in applying for New Shares.

14 Custodians

(a) Eligible Shareholders who hold Shares as a "custodian" (as defined in ASIC Instrument 2019/547) (***Custodian***) may participate in the Offer on behalf of one or more persons whom the Custodian holds Shares on behalf of (***Custodian Beneficiaries***). If a Custodian applies for New Shares on behalf of a Custodian Beneficiary, the Company may not issue New Shares to the Custodian under the Offer with a total application price exceeding A$30,000 in any 12 month period unless, the Custodian provides the Company with a notice in writing certifying the following matters required by ASIC Instrument 2019/547 section 8(3) (***Custodian Certificate***):

(i) either or both of the following:

(A) that the Custodian holds the Shares on behalf of one or more persons that are not custodians (***Participating Beneficiaries***); or

(B) that another custodian (***Downstream Custodian***) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

(C) where sub-paragraph 14(a)(i)(A) applies – the Custodian; and

(D) where sub-paragraph 14(a)(i)(B) applies – the Downstream Custodian, to apply for New Shares under the Offer on their behalf;

(ii) the number of Participating Beneficiaries;

(iii) the name and address of each Participating Beneficiary, and that each Participating Beneficiary's address is located in Australia or New Zealand;

(iv) that each Custodian Beneficiary is not in the United States and it is not acting for the account or benefit of a person in the United States, and that the Custodian has not sent any materials relating to the Offer to any person in the United States;

(v) in respect of each Participating Beneficiary:

(A) where sub-paragraph 14(a)(i)(A) applies – the number of Shares that the Custodian holds on their behalf; and

(B) where sub-paragraph 14(a)(i)(B) applies – the number of Shares to which the beneficial interests relate;

(vi) in respect of each Participating Beneficiary:

(A) where sub-paragraph 14(a)(i)(A) applies – the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and

(B) where sub-paragraph 14(a)(i)(B) applies – the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;

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(vii) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A$30,000:

(A) the New Shares applied for by the Custodian under the Offer in accordance with the instructions referred to in sub-paragraph 14(a)(vi); and

(B) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;

(viii) that a copy of this Offer Document was given to each Participating Beneficiary; and

(ix) where sub-paragraph 14(a)(i)(B) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

(b) For the purposes of ASIC Instrument 2019/547, you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

(i) holds an Australian financial services licence covering the provision of a custodial or depository service;

(ii) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;

(iii) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;

(iv) is a trustee of a self-managed superannuation fund or a superannuation master trust; or

(v) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

(c) If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see paragraph 4.2 above) apply.

(d) Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia) at any time from 8.30am to 5.00pm (AWST time) Monday to Friday during the Offer period.

(e) The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these terms and conditions.

15 Foreign Offering Restrictions

15.1 Distribution

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful, and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

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In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States. The Shares have not been, and will not be, registered under the *US Securities Act of 1933* (the ***US Securities Act***) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold, directly or indirectly, to any person in the United States, except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable United States state securities laws. Persons in the United States may not, directly or indirectly, participate in the SPP.

15.2 New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

15.3 Notice to Custodians

The Company is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are eligible to participate in the Offer.

16 No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

17 Acknowledgement

(a) By making an application under the Offer, you:

(i) have read the terms and conditions of the Offer, irrevocably and unconditionally agree to the terms and conditions of the Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;

(ii) warrant that all details and statements in your application are true and complete and not misleading;

(iii) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Issue Price);

(iv) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer;

(v) declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the application;

(vi) accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account;

(vii) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Offer or subsequently refunded to you for any reason;

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(viii) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;

(ix) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:

(A) you are not applying for Shares with an application price of more than A$30,000 under the Offer (including by instructing a Custodian to acquire Shares on your behalf under the Offer); and

(B) the total of the application price for the following does not exceed A$30,000:

(1) the Shares the subject of the application;

(2) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);

(3) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and

(4) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;

(x) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:

(A) you are a Custodian;

(B) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;

(C) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer;

(D) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this Offer Document;

(E) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A$30,000; and

(F) the information in the Custodian Certificate submitted with your application is true, correct and not misleading;

(xi) agree to be bound by the Constitution (as amended from time to time);

(xii) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Offer, or has any obligation to provide such advice;

(xiii) acknowledge that the information contained in this Offer Document and your application is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(xiv) acknowledge that this Offer Document is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the

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Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

(xv) acknowledge that none of the Company or its respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of the Company, nor do they guarantee the repayment of capital;

(xvi) acknowledge that the Company is not liable for any exercise of its discretions referred to in this Offer Document;

(xvii) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your application and to complete the Application Form by the insertion of any missing minor detail;

(xviii) represent that you are not in the United States nor subscribing for Shares for the account or benefit of a person in the United States;

(xix) acknowledge that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;

(xx) acknowledge that the Shares will only be offered and sold outside the United States in "offshore transactions" (as defined in and in reliance on Regulation S under the US Securities Act);

(xxi) if in the future you decide to sell or otherwise transfer the Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

(xxii) have not distributed this document or any other documents relating to the Offer to, any person in the United States or elsewhere outside Australia or New Zealand .

(b) Failure to comply with these restrictions may result in violations of applicable securities laws.

18 Additional Provisions

18.1 Waiver, Amendment, Suspension and Withdrawal

The Company may, at its discretion, waive compliance with any provision of this Offer Document, amend or vary this Offer Document, or suspend or withdraw the Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company does not notify you of the event. Any material amendments to the terms of the Offer will be announced to the ASX.

18.2 Termination

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any application monies received will be refunded without interest.

18.3 Company Determination Final

The Company may act or omit to act in relation to the Offer (including applying the terms of the Offer) in its absolute discretion. The Company may settle any difficulty, question of fact, anomaly, dispute or interpretation in relation to the Offer in any matter it thinks fit, whether generally or in

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relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Offer. The Board or any delegate may exercise the powers of the Company under the terms of the Offer.

18.4 No Underwriting

The Offer will not be underwritten.

18.5 Governing Law

This Offer Document is governed by the laws in force in Western Australia.

19 Privacy policy

(a) Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. This information must continue to be included in the public register if you cease to be a shareholder. The *Privacy Amendment (Private Sector) Act 2000* (Cth) does not alter these statutory obligations.

(b) The Company and the Company's Share Registry, Automic Share Registry, may collect personal information to process your application and implement the Offer, and to administer your shareholding.

(c) The personal information contained in the register of members of the Company is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

(d) The personal information we collect may include your name, address, other contact details, bank account details and details of your Company shareholding.

(e) Company shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia) in the first instance if they wish to request access to that personal information. Reasons will be given if access is denied.

(f) Your personal information may be disclosed to joint investors, registry, to securities brokers, to third party service providers (including print and mail service providers, technology providers, and professional advisors), to related entities of the Company and each of their agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom we will disclose your personal information may be located overseas.

(g) The main consequence of not providing the personal information outlined in sections 19(a) to 19(d) above would be that the Company may be hindered in, or prevented from, processing your application, and from conducting and implementing the Offer.

(h) Company's Share Registry’s privacy policy is available on their website: www.automicgroup.com.au/privacy-policy.

20 Other terms and conditions

Shareholders will be bound by the Constitution of the Company and this Offer Document by accepting the offer to acquire New Shares under the Offer.

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Glossary

ASIC means the Australian Securities and Investments Commission.

ASIC Instrument 2019/547 means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

ASX Listing Rules means the listing rules of ASX.

ASX means ASX Limited (ACN 008 624 691) or the market operated by it, as the context requires.

Company means Talga Group Ltd (ACN 138 405 419).

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Custodian Beneficiaries has the meaning given in clause 14(a) of this Offer Document.

Custodian Certificate has the meaning given in clause 14(a) of this Offer Document.

Custodian means a custodian, trustee or nominee within the definition of 'custodian' in ASIC Instrument 2019/547.

Downstream Custodian has the meaning given in clause 14(a) of this Offer Document.

Eligible Shareholder has the meaning given in clause 2(a) of this Offer Document.

Issue Date means Monday, 4 December 2023.

Issue Price means $1.00 per Share.

New Shares has the meaning given in clause 1(a) of this Offer Document.

Offer means this SPP.

Offer Closing Date means 5.00pm (AWST) on Friday, 24 November 2023 (or such other date as the Company determines).

Offer Document means this booklet.

Offer Opening Date means Monday, 6 November 2023.

Participating Beneficiaries has the meaning given in clause 14(a) of this Offer Document.

Record Date means 5.00pm (AWST) on Friday, 3 November 2023.

Share means a fully paid ordinary share in the Company.

Share Purchase Plan or ***SPP*** means this Share Purchase Plan being offered to Eligible Shareholders under this Offer Document.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

Shareholder means a holder of a Share.

US Securities Act means the *United States Securities Act of 1933*, as amended.

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Corporate Directory

Talga Group Ltd

(ACN 138 405 419)

Suite 3.03, Level 3, 46 Colin Street

West Perth, WA 6005

Telephone: (08) 9481 6667

Email: info@talgagroup.com

Website: www.talgagroup.com

Legal Adviser

Allens

Level 11, Mia Yellagonga Tower 2

5 Spring Street

Perth, WA 6000

Share Registry

Automic Registry Services

GPO Box 5193

Sydney, NSW 2001

Telephone (inside Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

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Annexure A – Risk Factors

1 Licence and permit risk

The Company's current and future operations are subject to receiving and maintaining licences, permits and approvals from appropriate governmental authorities. In particular, the Company will require processing, exploitation and environmental permits in Sweden from time to time in connection with mining and processing. There is no assurance that any required licences, permits or approvals will be granted or that delays will not occur in connection with obtaining or renewing the licences, permits or approvals necessary for the Company's proposed operations.

The primary permits required to enable development of the mine are an Exploitation Concession (under the Minerals Act) and an Environmental Permit (under the Environmental Code). Applications for the Vittangi Project Exploitation Concession and Environmental Permit were submitted in May 2020. On 21 June 2023, the Company received its Environmental Permit for its commercial battery anode refinery plant and on 17 July 2023 it received a Certificate of Finality to confirm the Environmental Permit is in force. The Swedish Land and Environment Court approved the mine Environmental Permit on 5 April 2023. A number of parties subsequently sought leave from the Swedish Land and Environment Court of Appeal (***Court of Appeal***) to appeal the decision. On 31 August 2023 the Court of Appeal confirmed that it had determined that there were no grounds to grant leave to appeal to any of the parties. In accordance with the statutory process, the rejected parties could appeal the Court of Appeal's decision to the Supreme Court. The Company has been made aware that there have been appeals submitted by prior appellants. The submission period is now closed and the Supreme Court is expected to determine whether to reject or grant any party leave to appeal once a review process has been completed. The environmental permit would come into force if no leave to appeal is granted by the Supreme Court.

Delays in the permitting and approvals process are an inherent risk to all mining and industrial manufacturing projects. Sweden has an established mining industry with a structured permitting process. The Company completed the extraction of the permitted 25,000 tonne graphite ore from its trial mine at the Niska South deposit (Vittangi Graphite Project) in October 2022. Whilst the track record speaks to past and current successful permitting approvals, potential delays in commercial scale mining and processing permits could impact planned and/or expanded production schedules and delay customer contracts.

In the event that delays are incurred in obtaining a mining permit, the Company intends to utilise the ore extracted from the trial mine. If delays occur to refinery permitting, the Company will consider alternate strategies to progress the business, which may include moving the refinery operations to another jurisdiction.

At the date of this report all mining and exploration permits and licenses were in good standing, however failure to obtain or renew one or more required licences, permits or approvals on a timely basis may adversely affect the Company's operations.

2 Operating risk

The proposed activities, costs and use of the Company's cash resources are based on certain assumptions with respect to the method and timing of exploration, metallurgy and other technical tests, analysis and feasibility studies. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from the Company's estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability. The proposed activities of the Company including economic studies are dependent on economic inputs from commodity prices, metallurgical tests, electrochemical testing and market tests of which there is no guarantee of positive economics. It is a risk that studies may not be completed or may be delayed indefinitely where key inputs show

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negative economic outcomes. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining and processing of its mineral interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

Talga has successfully piloted its production flow sheet. It continues to conduct value improvement refinements of its flow sheet at laboratory and pilot plant level working in conjunction with key (or preferred) OEM equipment suppliers and technology providers. Investment in the Company should be considered in light of the risks, expenses and difficulties frequently encountered by companies at this stage of development, including factors such as design and construction of efficient mining and processing facilities within capital expenditure budgets.

With all mining operations there can be a level of uncertainty and, therefore, risk associated with operating parameters and costs. This is also true with the scaling up of processing technology tested in pilot conditions. The nature of the technology risk is the cost of developing an economically viable commercial operation and production facility. The Company has and will continue to enter into various agreements for the Vittangi mine. Risks associated with agreements include rising contract prices as well as disputes regarding variations, extensions of time and costs, and global events impacting contractual performance and liability, all of which may give rise to delays and/or increased costs.

Production guidance and targets are, as always, subject to assumptions and contingencies which are subject to change as operational performance and market conditions change or other unexpected events arise. Any production guidance is dependent on a number of factors including maintenance and operation of the mine and plant without material equipment failure, loss of continuity of experienced personnel and achievement of recovery rates from the resource. These risks are discussed in more detail elsewhere in this Annexure A.

3 Commodity price volatility and foreign currency exchange rate risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity prices and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand for minerals, technological advancements, forward selling activities, the price and availability of substitutes, the approach to pricing by competitors (i.e. aggressive pricing at or below the cost of production), and other macro-economic factors.

Depressed graphite prices and/or the failure by the Company to negotiate favourable pricing terms (which terms may provide for fixed or market-based pricing) may materially affect the profitability and financial performance of the Company. Any sustained low prices for graphite (or low sale price achieved by the Company (however achieved) may adversely affect the Company's business and financial results and/or its ability to finance its current or planned operations and capital expenditure commitments.

Unlike the majority of base and precious metals, there is no internationally recognised market for graphite battery anode material nor is graphite battery anode material an exchange traded commodity; it is determined by actual transactions between buyers and sellers. As a result, there is a lack of market transparency associated with the price of graphite battery anode material. However, there are a few major independent price reporting agencies that track the graphite anode market. Given the range of factors which contribute to the price of graphite battery anode material, and the fact that pricing is subject to negotiation, it is particularly difficult for the Company to predict with any certainty the prices at which the Company will sell graphite battery anode material. The effect of changes in assumptions about future prices may include, amongst other things, changes to Mineral Resources and Ore Reserves estimates and the assessment of the recoverable amount of the Company's assets.

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In relation to graphene, the value of graphene is affected by numerous factors and events that are external to and beyond the control of the Company and similarly this is not an exchange traded commodity. The graphene price has fluctuated, such that periods of significant decline have impacted graphene businesses. These factors have and may in the future include: the level of general economic activity and demand; forward selling activity; and economic conditions and political trends. Whilst graphene is not currently a major focus for the Company it does not have a material effect on the Company's performance.

Furthermore, foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. Prices of various commodities and services may be denominated in Swedish Krona, Euros or US dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the Australian dollar and these currencies as determined in international markets. To mitigate the Company's exposure, currency rates are monitored regularly and funds are transferred to the foreign operations when rates are more favourable. The Company also plans to curtail this impact by paying foreign currency invoices in a timely fashion.

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4 Additional requirements for capital

Talga is seeking to become a vertically integrated anode and advanced materials technology company with a strategy to produce value added products that would provide the most effective, near-term opportunities for commercialisation and potential cashflows.

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties, or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to shareholders.

The Company announced the completion of the DFS for its Vittangi Anode Project in northern Sweden in July 2021. If the Company agrees on any near term future offtake arrangements, fast track commercial ramp up development may occur which will require additional funding to be obtained. Whilst the Company is in discussions with respect to offtake, there is no guarantee such discussions will result in binding agreements (see 'Offtake arrangements risk' below).

The Company's cash as at 30 June 2023 of $38.2 million will provide for on-going business activities however the Company will need to seek funding options to advance the Vittangi Anode Project. To date, the Company has announced that the European Investment Bank (***EIB***) board has approved €150 million senior debt funding to underpin the Project (ASX:TLG 20 June 2023). Following this approval, loan documentation is being agreed between EIB and the Company, including customary terms and conditions for a financing facility of this nature. While the Company will seek to expedite these negotiations, there can be no guarantee that they will result in a binding agreement. With the assistance of financial and transaction advisors BurnVoir, the Company will identify and evaluate potential outcomes which may emerge from ongoing project development partnership, customer and financing discussions with other European and international parties. Management has strategies to tailor budgeted cashflows based on future funding received. However, without regular income outside interest proceeds or assets sales, it will rely on continuing access to capital markets (including the exercise of unlisted Company options) to fund further development in Sweden, Germany and the UK.

More generally, the Company is continually assessing its 'all in' funding costs for development of the Project through to expected first production. There are a wide range of factors that have the potential to influence the Company's funding needs, a number of which are beyond the control of

the Company. As a consequence, and to ensure that the Company is reacting appropriately to changing events, market conditions, and broader economic circumstances, the Company will continue to refine its funding needs on an ongoing basis and in real time. The Company remains committed to delivering the Project in a cost-effective manner, consistent with previously stated safety and schedule priorities, and will continue to apply prudent and efficient capital expenditure processes.

Further, the Company, in the ordinary course of its operations and developments, may be required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessment, and its own financial position. Loan agreements and other financing arrangements such as debt facilities, convertible note issues and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default under a finance lease could also result in the loss of assets.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

Both now and in the future, higher than expected inflation rates generally, specific to the mining industry, or specific to Sweden, may increase operating and capital expenditure costs and potentially reduce the value of future project developments. While, in some cases, such cost increases might be offset by increased selling prices, there is no assurance that this would be possible. To the extent that such offset is not possible, this could adversely impact the Company financial performance.

5 Offtake arrangements

The Company has entered into a non-binding offtake term sheet with Automotive Cells Company SE (***ACC***) (ASX:TLG 27 September 2022) and a non-binding letter of intent with Verkor SA (***Verkor***) (ASX:TLG 11 January 2023) regarding the supply of graphite anode from the Company's Vittangi Anode Project in Sweden. While the Company will seek to execute definitive documentation as soon as reasonably practicable, there can be no guarantee the documentation will be finalised.

Further, while the Company will seek to secure other offtake agreements in respect of any excess production capacity not proposed to be taken by ACC or Verkor, there is no certainty that the Company will be able to enter into such agreements in a timely manner, with acceptable parties, for sufficient volumes or on reasonable terms with new customers. Any of these circumstances may adversely impact the Company's financial performance and position including the Company generating less revenue than anticipated. In addition, the Company expects that the sale of graphite battery anode material will (at least under some sales contracts) be subject to commercial verification and qualification processes to ensure any material produced meets the specifications for supply required by customers (including the industrial graphite markets and the battery sector). The qualification process may require approval from multiple parties in the supply chain and not just those parties with whom the Company has contractual arrangements. Failure of the Company's material to qualify for purchase, or any unanticipated delay in qualifying the Company's material may adversely impact the Company's financial performance and position (including by resulting in the Company generating less revenue or profit than anticipated and/or incurring higher costs than anticipated).

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6 Environmental and social impact constraints

The Company's exploration, mining and processing activities will, in general, be subject to approval by governmental authorities and influence from other key stakeholders such as local communities. Development of any of the Company's properties will be dependent on the relevant project meeting environmental guidelines and, where required, being approved by governmental authorities. In addition to the Company's Environmental Policy, the Company has developed a formal Environmental and Social Management system to document the process for managing environmental and social risks. This is being implemented at the Company's first operating facility, the EVA plant in Luleå, Sweden, with the Company having been awarded the globally recognised ISO 14001 certification for its environmental management systems (including onsite battery laboratories and office) in Luleå (ASX:TLG 19 October 2022).

A draft Environmental and Social risk register has been prepared, which identifies, assesses and documents mitigation measures for the proposed Sweden operations.

Talga has a Social Performance Policy and Social Performance Standards which will provide the structure for cascading the Company's commitment to protect labour and human rights. The Company is well aware of its environmental obligations across its operational activities in Germany, the UK and in particular Sweden, where there are various environmental requirements to complete and apply for an exploitation permit, and continues to monitor compliance. The Company must comply with all known standards, existing laws, and regulations which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how vigorously and consistently the regulations are administered by the local authorities. There are inherent environmental risks in conducting exploration and mining activities, or industrial materials processing, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses.

Changes in environmental laws and regulations or their interpretation or enforcement may affect the Company's operations, including the potential profitability of operations. Further, environmental legislative evolving in a manner which may require stricter standards and enforcement (with associated additional compliance costs) and expose relevant operations to the increased risk of fines and penalties for non-compliance, more stringent environmental assessment of proposed projects and a heightened degree of responsibility for companies and their officers, Directors and employees. There is no assurance that future changes in environmental regulations, if any, will not adversely affect the Company's operations.

7 Community relations

The Company's mining and graphite materials processing activities may cause issues or concerns with the local community (including local Indigenous groups) in connection with, amongst other things, the potential effect on the environment as well as other social impacts relating to employment, use of infrastructure and community development.

The Company has established ongoing engagement and management programs focused on optimising positive impacts and minimising the risk of negative impacts on the community, particularly in those parts of Sweden where the Company operates. However, these programs are not a guarantee that other issues or concerns will not arise with local communities. If such issues or concerns were to arise, this may have an adverse effect on the Company's reputation and relationships with key stakeholders, which may in turn negatively impact its financial and operational performance.

8 Mineral title risks

Mining and exploration permits are subject to periodic renewal. There is no guarantee that current or future permits or future applications for production concessions will be approved. Permits are subject to numerous legislative conditions. The imposition of any new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance

of the Company. Furthermore, the Company could lose title to, or its interest in, tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to mineral titles in which the Company has an interest or will in the future acquire such an interest, there may be areas over which legitimate rights of Indigenous groups and property owners exist. In this case, the ability of the Company to gain access to permits (through obtaining consent of any relevant Indigenous owner, body, group or landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. The Company's mineral titles may also be subject to access by third parties including, but not limited to, the areas' Indigenous people and landowners. This access could potentially impact the Company's activities and/or may involve payment of compensation to parties whose existing access to the land may be affected by the Company's activities. The Company adopts a proactive approach in engagement/consultation with local Indigenous groups and landowners. The Company has successfully negotiated property rights with landowners covering the current Vittangi Project.

9 Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

The Company engages external, independent, Competent Persons to prepare public Mineral Resource and Ore Reserve reports according to and conforming to the 2012 Joint Ore Reserves Committee (***JORC***) Reporting Code and Chapter 5 of the ASX listing rules. These follow standard industry guidelines on public disclosure and thus the process of determining its reserves and resources.

10 Reserve estimates

The Reserve estimates have been carefully prepared by an appropriately qualified person in compliance with the Joint Ore Reserves Committee (JORC) guidelines and inappropriate instances are verified by independent mining experts. Estimated valuations are dependent on Market Prices for the targeted ore.

11 Mineral and exploration risk

The business of exploration, project development and mining contains risks by its very nature. To prosper, it depends on the successful exploration and/or acquisition of reserve, design and construction of efficient production/processing facilities, competent operation and managerial performance and proficient marketing of the product. In particular, exploration is a speculative endeavour and certain circumstances, cost overruns and other unforeseen events can hamper exploration and mining operations.

Mining of the Vittangi deposits is currently proposed to be via conventional drill and blast (open-cut for Nunasavaara South and underground operation for Niska). The well established mining industry in Sweden ensures good drill and blast and mining contractor capability, mobile and fixed plant supply, mining supplies and operator training and the mining project risk is considered low.

There is also a risk that unforeseen geological or geotechnical issues may be encountered when developing and mining ore reserves, such unusual or unexpected geological conditions. As a consequence of any such event, a loss of revenue may be caused due to the lower than

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expected production or higher than anticipated operation and maintenance costs and/or ongoing unplanned capital expenditure in order to meet production targets.

12 Development and commercialisation

The Company's ability to generate revenues from its multiple anode and graphene products in the future will be subject to a number of factors, including but not limited to the technologies performing to a level sufficient to warrant commercialisation. The development, testing and manufacture of novel technologies is a high risk industry and whilst the Company has confidence in the development and results to date there is no guarantee that the Company will be able to successfully commercialise the products(including in a profitable sense).

Additionally, the Company's business depends on technology and is subject to technological change. Any failure or delay in developing or adopting new technology competitively may result in a reduction in customer demand and in turn reduced financial and operation growth. The Talga Group includes R&D departments to address these technological changes and is specifically working on next generation Li-ion batteries technologies including well advanced development plans for silicon anode.

13 Technology risks

Sensitive data relating to Talga, its employees, associates, customers, suppliers or the development of Talga's innovative product range may be exposed resulting in a negative impact on the Group's reputation or competitive advantage. Policies, procedures and practices are in place to ensure security of this data. Talga and its subsidiaries recognise the importance of data privacy, and comply with relevant data privacy regulations, including the EU General Data Protection Regulation, to safeguard the security and privacy of data. Intellectual property risk Talga continues to invest significantly in product development and innovation and the success of the Company's graphite processing business depends, in part, on its continued ability to protect its intellectual property (***IP***) including trademarks to increase brand awareness, its trade secrets and patents on its products and production processes. The Company has 15 active patent families encompassing 65 active cases (10 granted patents and55 pending/under examination) that relate to processing graphite for Li-ion batteries as well as graphene products.

Given the dependence of the Company on IP and the quality of its products and brands, and whilst the Company has IP management systems and processes in place, in the event that the Company is unable to protect its IP adequately, then the value of the Company's products and brands could be adversely affected. This may further impact overall business, with respect to its financial position and overall profitability and operational output.

Within the industry that the processing business operates, there exists an ongoing risk of third parties claiming involvement in technological discoveries. The Company has taken steps to protect and confirm its interest in its IP and will endeavour to implement all reasonable processes to protect its IP. The Company is not aware of any third-party interests in relation to its IP rights, however as stated above, the risk of third parties claiming involvement exists, which may result in litigation risks (see 'Litigation and Infringement risk' below), and there can be no assurance that the measures in place by the Company will be sufficient.

Talga has policies, procedures and practices in place and seeks appropriate patent, design, and trademark protection to manage any potential IP risk.

14 Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. Whilst the key management team has been well established with on-going stability, there can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment or are incapacitated for any length of time.

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15 Access to infrastructure risk

Mining, processing, development and exploration activities depend, to a significant degree, on adequate infrastructure. In the course of developing future mines, the Company may need to construct and/or update existing infrastructure, which includes permanent water supplies, dewatering, tailings storage facilities, power, maintenance facilities and logistics services and access roads. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could materially adversely affect the Company's operations, financial condition and results of operations. Any such issues arising in respect of the supporting infrastructure or on the Company's sites could materially adversely affect the Company's results of operations or financial condition. Furthermore, any failure or unavailability of the Company's operational infrastructure (for example, through equipment failure or disruption to its transportation arrangements)could materially adversely affect its exploration activities or development of a mine or project.

16 Competition

Competition from other international graphite producers and explorers may affect the potential future cash flow and earnings which the Company may realise from IT Vittangi Anode Project. This includes competition from existing production and new entrants into the market. The introduction of new mining and processing facilities and any increase in competition and supply in the global graphite market could lower the price of this commodity. The Company may also encounter competition from other mining and exploration companies for the acquisition of new projects required to sustain or increase its potential future production levels. The Company's downstream operation may also be impacted by new entrants to the market, or existing graphite producers, pursuing a similar strategy.

17 Litigation and infringement risk

The Company may be involved in claims, litigation and disputes from time to time including in relation to contractual disputes, claims from local Indigenous groups, tenure disputes, environmental claims, occupational health and safety claims, IP disputes and employee claims. Claims, litigation and disputes can be costly, including amounts payable in respect of judgments and settlements made against, or agreed to by, the Company. They can also take up significant time and attention from management and the Board. Accordingly, the Company's involvement in claims, litigation and disputes may have an adverse impact on its financial performance.

18 Pandemic risk

Supply chain disruptions resulting from the transmission of pandemics such as COVID-19 in the community and measures implemented by governments around the world to limit the transmission of the virus may adversely impact the Company's operations, financial position, prospects and ability to raise capital. Travel bans may also lead to shortages of skilled personnel. Further outbreaks of COVID-19 or other pandemics and the implementation of travel restrictions also have the potential to restrict access to sites. Whilst theCOVID-19 pandemic has had both short-term and long term consequences that Talga, like other companies, must take into account, there have been no significant adverse impacts on the Company to date. The Company may also be subject to the severity of future lockdowns and relevant operators/supplier personnel not becoming infected which could result in delays.

19 Climate change risk

Climate change is a risk the Company has considered. The climate change risks particularly attributable to the Company include:

(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The

Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

Whilst all these risks associated with climate change may significantly change the industry in which the Company operates, production of Talga's flagship lithium-ion battery anode product, Talnode®-C, emits 92% less CO2-equivalentthan incumbent electric vehicle battery anode materials largely due to avoiding the use of fossil-fuel power to either produce natural graphite anode or graphitise petroleum/coal derived feedstocks for energy intensive synthetic graphite anode production, as is the case with anode technology currently imported into Europe from Asia. This emissions reduction was announced on the ASX on 9 August 2023 and is based on an independent Life Cycle Assessment.

The Company has identified air emissions and greenhouse gases in the environmental impact assessment (***EIA***) process for the proposed mine. Mitigation measures have been identified for reducing dust and greenhouse gas emissions. Further EIA process for the refinery which includes best available technology air emission treatment technologies, was completed in 2022.

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Talga Group Ltd | 138 405 419

All Registry Communication to:
AUTOMIC
GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

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

SRN/HIN: [HolderNumberMasked]

ASX Code: TLG

Record Date: 5:00pm (AWST), 3 November 2023

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSES 5:00PM (AWST) ON 24 NOVEMBER (UNLESS VARIED)

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Sample

1: SUBSCRIPTION

This Offer entitles each Eligible Shareholder in Talga Group Ltd ("**Company" or "Talga"**) the opportunity to subscribe for fully paid ordinary shares in the Company ("Shares") under a Share Purchase Plan ("SPP") to raise an intended sum of A$15 million (before costs).

On Monday, 6 November 2023, Talga announced a non-underwritten SPP, giving eligible shareholders the opportunity to apply for up to A$30,000 of Shares ("**New Shares**") without incurring brokerage or transaction costs. The issue price of the New Shares under the SPP is A$1.00 per New Share ("**Issue Price**").

Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum and/or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	**A$1,000 (minimum)**	**1,000**
Offer B	**A$2,000**	**2,000**
Offer C	**A$5,000**	**5,000**
Offer D	**A$10,000**	**10,000**
Offer E	**A$15,000**	**15,000**
Offer F	**A$20,000**	**20,000**
Offer G	**A$30,000 (maximum)**	**30,000**

No fractions of Shares will be issued. Any fraction of a Share will be rounded down to the nearest whole number of Shares (where applicable).

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer (EFT)

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®

Biller Code: 417915

Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

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

Option B – Electronic Funds Transfer (EFT)

The unique Payment Reference which has been assigned to your Application is: [HolderId]- 9439-TLG

Funds are to be deposited directly to following bank account:

Account name: Automic Pty Ltd
Account BSB: 036051
Account number: 597294
Swift Code: WPACAU2S

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

3: ELECT TO BE AN E-SHAREHOLDER

If you have received this application form by post, you have NOT provided your email address or elected to receive all communications electronically.

The Company is committed to improving shareholder value and encourage you to elect to receive all shareholder communications electronically.

By choosing this option you will:

- Support the company you hold an ownership in by helping reduce the thousands of dollars spent on printing and postage costs each year.
- Receive your investor communications faster and in a more secure way; and
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT HTTPS://INVESTOR.AUTOMIC.COM.AU AND UPDATE YOUR COMMUNICATION PREFERENCE.

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand and who are not in the United States or acting for the account or benefit of a person in the United States (**Eligible Shareholders**).

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

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

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

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

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over $30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

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

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AWST) on Friday, 24 November 2023.

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

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

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

If you make a payment by BPAY® and the Company receives an amount which is not equal to either $30,000, $20,000, $15,000, $10,000, $5,000, $2,000 or $1,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of $1,000.

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

3 Elect to be an e-shareholder - receive communications by email

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

IMPORTANT INFORMATION

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

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney time).

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