

Supplementary Scheme Booklet

HIGHLIGHTS

The Supreme Court of Western Australia has made orders approving the dispatch of the Supplementary Scheme Booklet.

The Supplementary Scheme Booklet is expected to be dispatched to TMT shareholders on Thursday, 28 December 2023.

The Scheme Meeting is expected to be held at 10:00am (AWST) on Tuesday, 16 January 2024.

20 December 2023

Technology Metals Australia Limited (ASX: **TMT**) (**Technology Metals**, or **the Company**), advises that the Supreme Court of Western Australia has made orders approving the dispatch of the supplementary scheme booklet (**Supplementary Scheme Booklet**) in relation to the proposed merger of TMT and Australian Vanadium Limited (ASX: **AVL**) (**AVL**).

The approval and dispatch of the Supplementary Scheme Booklet follows the announcement on 12 December 2023 that AVL and TMT had agreed that the consideration offered under the merger be increased from 12 new AVL shares for every 1 TMT share to 14 new AVL shares for every 1 TMT share.

The Supplementary Scheme Booklet contains information regarding the increased consideration and related matters. TMT shareholders should read the Supplementary Scheme Booklet, together with the scheme booklet released to the ASX on 5 December 2023 (**Scheme Booklet**), before deciding whether or not to vote in favour of the Scheme.

A copy of the Supplementary Scheme Booklet is attached to this announcement.

The Supplementary Scheme Booklet is expected to be dispatched to TMT shareholders on Thursday, 28 December 2023. TMT shareholders who have elected to receive electronic communications will receive an email containing instructions about how to view and download a copy of the Supplementary Scheme Booklet, as well as instructions on how to lodge their proxies for the Scheme Meeting online.

TMT shareholders who have elected to receive communications via post will receive a printed copy of the Supplementary Scheme Booklet, together with a personalised proxy form.

All other TMT shareholders will receive a letter, together with a personalised proxy form, with instructions about how to view or download a copy of the Supplementary Scheme Booklet.

INDEPENDENT EXPERT'S REPORT

The independent expert appointed in respect of the Scheme has maintained its conclusion that the Scheme is not fair but reasonable and in the best interest of shareholders. The independent expert has issued a supplementary report which is attached to the Supplementary Scheme Booklet as Appendix 1.

The independent expert's conclusion should be read in the context of the full Independent Expert's Report, the Supplementary Independent Expert's Report, the Scheme Booklet and Supplementary Scheme Booklet.

RECOMMENDATION OF THE TMT BOARD

The TMT board of directors (**TMT Board**) continues to unanimously recommend that TMT shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the independent expert continuing to conclude that the Scheme is in the best interests of TMT shareholders. Subject to those same qualifications,

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each TMT director intends to vote all the TMT shares held or controlled by them in favour of the Scheme. As at the date of this announcement, the TMT Board collectively holds 1.3% of TMT shares.

VOTING ON THE SCHEME

The Scheme Meeting will be held on Tuesday, 16 January 2024 commencing at 10:00 am (AWST) at Level 3, 88 William Street, Perth WA 6000.

TMT shareholders are encouraged to vote on the Scheme either by submitting a directed proxy online or completing and returning a hardcopy proxy form. Alternatively, shareholders can attend the Scheme Meeting on Tuesday, 16 January 2024 in person, or by proxy, attorney or corporate representative. Details regarding the Scheme Meeting are set out in the Notice of Scheme Meeting contained in the Scheme Booklet.

TMT shareholders who have already submitted their proxy form on the Scheme are able to revise their proxy instruction either online at <https://investor.automic.com.au/#/loginsah> or by completing and returning a replacement proxy form. To be valid, proxy forms must be received by the share registry **no later than 10:00 am (AWST) on Sunday, 14 January 2024**. Any subsequent proxy form that is received prior to this time will revoke any previously submitted proxy instruction. Valid proxy forms which have already been submitted by TMT shareholders remain valid unless revoked.

All registered TMT shareholders as at 10:00 am (AWST) on Sunday, 14 January 2024 will be eligible to vote at the Scheme Meeting.

These dates are indicative only and, among other things, are subject to the Court approval process, ASX approval and the satisfaction or, where applicable, waiver of the conditions set out in Section 8.2 of the Scheme Booklet. TMT reserves the right to vary the times and dates set out above subject to the approval of such variation by AVL, the Court and ASIC where required. Any changes to the above times will be announced to ASX and notified on the TMT's website at: <https://www.tmtlimited.com.au/>. TMT will continue to update TMT Shareholders as to any material developments in relation to the Scheme as the timetable progresses.

FURTHER INFORMATION

If you require further information or have questions in relation to the Scheme, please contact the TMT Shareholder Information Line on 08 9321 8533 between 8:30 am and 5:00 pm (AWST).

AUTHORISED FOR RELEASE ON THE ASX BY THE COMPANY'S BOARD OF DIRECTORS

For further information:

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Supplementary Scheme Booklet

In relation to the recommended scheme of arrangement to effect the proposed merger of **Australian Vanadium Limited** ACN 116 221 740 with **Technology Metals Australia Limited** ACN 612 531 389

YOUR DIRECTORS UNANIMOUSLY RECOMMEND¹ YOU

VOTE IN FAVOUR

IN THE ABSENCE OF A SUPERIOR PROPOSAL AND SUBJECT TO THE INDEPENDENT EXPERT CONTINUING TO CONCLUDE THE AMENDED SCHEME IS IN THE BEST INTERESTS OF TMT SHAREHOLDERS

This is an important document and requires your immediate attention. You should read this document in its entirety before deciding whether or not to vote in favour of the Amended Scheme. If you are in any doubt as to how to deal with this document, you should consult your financial, legal or other professional adviser immediately.

If you require further information or have questions in relation to the Amended Scheme, please contact the TMT Shareholder Information Line on 08 9321 8533, Monday to Friday between 8:30am and 5:00pm (AWST).



¹ In relation to the recommendation of the TMT Directors in respect of the Amended Scheme, TMT Shareholders should have regard to the interests of the TMT Directors in the outcome of the Amended Scheme which may differ from those of other TMT Shareholders, as further disclosed in Section 2.11 of the Scheme Booklet. In particular, Mr Prentice will receive such number of AVL Shares worth \$254,704 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented) and the conversion of Class D Performance Rights. Ms Letton will receive such number of AVL Shares worth \$46,851.85 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented). See Sections 8.20 and 8.211 of the Scheme Booklet for further information on the treatment of TMT Options and TMT Performance Rights in connection with the Amended Scheme. Mr Prentice and Ms Gaines will receive remuneration and other benefits as described in Section 5.4 of the Scheme Booklet in connection to their appointments as 'Executive Integration' and non-executive Director of AVL, respectively (subject to the Amended Scheme being implemented). Each of the Directors considers it is appropriate for them to make a recommendation in relation to the Amended Scheme, as each of them believes the benefits are not of such materiality to them they impact their consideration of the Amended Scheme or their ability to make a recommendation to TMT Shareholders.

Important Notices

Date of Supplementary Scheme Booklet

This Supplementary Scheme Booklet is dated 20 December 2023.

General

This Supplementary Scheme Booklet is important and requires your immediate attention. You should read this Supplementary Scheme Booklet, together with the scheme booklet dated 5 December 2023 (**Scheme Booklet**) in full before making any decision as to how to vote at the Scheme Meeting.

This Supplementary Scheme Booklet should be read together with the Scheme Booklet such that references to "Scheme Booklet", including in the Notice of Meeting contained in Appendix 4 of the Scheme Booklet, are taken to include this Supplementary Scheme Booklet and all information contained in it including its Appendixes.

This Supplementary Scheme Booklet prevails to the extent of any inconsistency between the Supplementary Scheme Booklet and the Scheme Booklet.

Nature of this Supplementary Scheme Booklet

This Supplementary Scheme Booklet supplements the Scheme Booklet dated 5 December 2023 and provides TMT Shareholders with further information about the proposed acquisition of all the issued shares in TMT by Australian Vanadium Limited (**AVL**) by way of scheme of arrangement.

The purpose of this Supplementary Scheme Booklet is to provide information to TMT Shareholders about certain events following the dispatch of the Scheme Booklet, specifically, the Amendment Deed to the Scheme Implementation Deed (refer below) entered into between TMT and AVL. This Supplementary Scheme Booklet should be read in conjunction with the Scheme Booklet in its entirety.

ASIC and ASX

A copy of this Supplementary Booklet has been provided to ASIC and ASX. None of ASIC, ASX nor any of their officers, takes any responsibility for the contents of this Supplementary Scheme Booklet.

Defined terms and interpretation

Unless defined in this Supplementary Scheme Booklet or where the context requires otherwise, capitalised terms defined in the Scheme Booklet and the rules of interpretation set out in the Scheme Booklet also apply to this Supplementary Scheme Booklet. Some of the documents reproduced in the appendixes to this Supplementary Scheme Booklet have their own defined terms, which are sometimes different to those in the Scheme Booklet.

Notice of proposed Amending Resolution

Notice is hereby given that the following Amending Resolution will be moved as an ordinary resolution at the Scheme Meeting:

That the proposed Scheme Resolution in the Notice of Meeting contained in Appendix 4 to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

"That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between

TMT and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet (as amended by the Supplementary Scheme Booklet dated 20 December 2023) of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which TMT and AVL agree), and TMT is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions."

Notice of Second Court Hearing

On the Second Court Date, the Court will consider whether to approve the Amended Scheme following the vote at the Scheme Meeting. Any TMT Shareholder may appear at the Court on the Second Court Date, currently expected to be held at 9:30 am (Perth time) on Friday, 19 January 2024 at the Supreme Court of Western Australia, David Malcolm Justice Centre, 28 Barrack Street, Perth, Western Australia. Any TMT Shareholder who wishes to oppose the approval of the Scheme by the Court on the Second Court Date may do so by filing with the Court, and serving on TMT, a notice of appearance in the prescribed form together with any affidavit on which the TMT Shareholder proposes to rely.

Important Notices from the Scheme Booklet

The items in the Important Notices section of the Scheme Booklet entitled 'No investment advice', 'Notice to TMT Shareholders in Ineligible Jurisdictions', 'Forward looking statements', 'Diagrams, charts, maps, graphs and tables', 'Effect of rounding', 'No website is part of this Scheme Booklet', 'Implied value', 'Currency', 'Financial data' and 'Privacy and personal information' continue to apply to this Supplementary Scheme Booklet without amendment.

Responsibility statement

The information in this Supplementary Scheme Booklet (other than the AVL Information and the Supplementary Independent Expert's Report) (**TMT Information**) has been prepared by TMT and is the responsibility of TMT. To the maximum extent permitted by law, neither AVL nor any of its Related Bodies Corporate, nor any of their respective directors, officers or advisers is responsible for the accuracy or completeness of the TMT information contained in this Supplementary Scheme Booklet and disclaim any liability in this regard.

The information in section 6 of this Supplementary Scheme Booklet (**AVL Information**) has been prepared by AVL and is the responsibility of AVL. To the maximum extent permitted by law, neither TMT nor any of its Related Bodies Corporate, nor any of their respective directors, officers or advisers is responsible for the accuracy or completeness of any AVL Information contained in this Supplementary Scheme Booklet and disclaim any liability in this regard.

BDO has prepared, and is responsible for, the Supplementary Independent Expert's Report. To the maximum extent permitted by law, none of TMT, AVL, their respective Related Bodies Corporate or the directors, officers, employees or advisers assume any responsibility for the accuracy or completeness of the Supplementary Independent Expert's Report.

VRM has prepared, and is responsible for, the Supplementary Technical Specialist's Report. To the maximum extent permitted by law, none of TMT, AVL, their respective Related Bodies Corporate or the directors, officers, employees or advisers assume any responsibility for the accuracy or completeness of the Supplementary Technical Specialist's Report.

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TMT Chairperson Letter

Dear TMT Shareholder

There have been important developments regarding the proposed merger of Australian Vanadium Limited (**AVL**) and Technology Metals Australia Limited (**TMT**) as described in the initial announcement of the proposed merger on 25 September 2023.

Background

As announced on 12 December 2023, AVL has provided a revised offer, increasing the consideration payable to TMT Shareholders under the Scheme from 12 AVL shares for every one TMT share held (**Original Scheme Consideration**) to 14 AVL shares for every one TMT share held (**Revised Scheme Consideration**).

Based on the closing price of AVL Shares on 8 December 2023 (being the last date that AVL and TMT shares traded prior to the Revised Scheme Consideration being announced), the implied value of the Revised Scheme Consideration is \$0.308 per TMT Share which represents a premium of 43.3% to the closing TMT Share price of \$0.215 per TMT Share on 8 December 2023.

Based on the Revised Scheme Consideration, if the Amended Scheme is implemented, TMT Shareholders will hold approximately 42% of the Merged Group, gaining greater exposure to the unique opportunity to realise operational and corporate synergies through creating a single integrated project.

AVL has confirmed the Revised Scheme Consideration is its **best and final** proposal as to consideration under the Scheme and AVL will not increase the consideration further, subject to no TMT Competing Proposal emerging.

Independent Expert's Report

In light of the Revised Scheme Consideration, the Independent Expert has provided a Supplementary Independent Expert's Report, maintaining its conclusion that the Amended Scheme is not fair but reasonable and in the best interests of TMT Shareholders. A copy of the Supplementary Independent Expert's Report is set out in Appendix 1.

Voting on the Amended Scheme

As a result of the Revised Scheme Consideration, TMT Shareholders who had not previously provided positive voting intention statements representing approximately 12.9% of the TMT Shares on issue provided written statements confirming their intention to vote the TMT Shares they hold or control in favour of the Amended Scheme, subject to no superior proposal emerging and the Independent Expert continuing to opine that the Amended Scheme is in the best interests of the TMT Shareholders. This includes a number of shareholders who had previously advised TMT that they intended to attend the Scheme Meeting to vote against the Scheme in the absence of a superior proposal. These statements of support are in addition to support statements previously received by TMT of approximately 26% as announced by TMT on 26 September 2023. Further details are provided in section 4 of this Supplementary Scheme Booklet.

I encourage you to read this Supplementary Scheme Booklet, together with the Scheme Booklet, in its entirety as it contains important additional detail regarding the changes to the Amended Scheme.

The TMT Board unanimously recommends TMT Shareholders vote in favour of the Amended Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude

the Amended Scheme is in the best interests of TMT Shareholders.¹ Subject to those same qualifications, each Director intends to vote all the TMT Shares held or controlled by him or her in favour of the Amended Scheme (representing 1.3% of TMT Shares²).

Your vote is important. If you wish the Amended Scheme to proceed, it is important you vote in favour of the Amended Scheme. Further detail regarding how to vote (or change your vote if you have already voted) is contained in page 7 of this Supplementary Scheme Booklet.

On behalf of the TMT Board, I would like to take this opportunity to thank you for your continued support of TMT.

Kind regards



Michael Fry
Non-Executive Chairperson
Technology Metals Australia Limited

¹ In relation to the recommendation of the TMT Directors in respect of the Amended Scheme, TMT Shareholders should have regard to the interests of the TMT Directors in the outcome of the Amended Scheme which may differ from those of other TMT Shareholders, as further disclosed in Section 2.11 of the Scheme Booklet. In particular, Mr Prentice will receive such number of AVL Shares worth \$254,704 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented) and the conversion of Class D Performance Rights. Ms Letton will receive such number of AVL Shares worth \$46,851.85 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented). See Sections 8.20 and 8.21 of the Scheme Booklet for further information on the treatment of TMT Options and TMT Performance Rights in connection with the Amended Scheme. Mr Prentice and Ms Gaines will receive remuneration and other benefits as described in Section 5.4 of the Scheme Booklet in connection to their appointments as 'Executive Integration' and non-executive Director of AVL, respectively (subject to the Amended Scheme being implemented). Each of the Directors considers it is appropriate for them to make a recommendation in relation to the Amended Scheme, as each of them believes the benefits are not of such materiality to them they impact their consideration of the Amended Scheme or their ability to make a recommendation to TMT Shareholders.

² TMT Board of Directors hold or control 3,267,712 Shares, being 1.3% of TMT (on an undiluted basis).

Supplementary Information

1. Increase to Scheme Consideration

Revised Scheme Consideration

As announced on 12 December 2023, TMT has entered into an Amendment Deed with AVL (**Amendment Deed**) in respect to the Scheme (**Amended Scheme**) to increase the consideration payable to TMT Shareholders under the Scheme from 12 AVL Shares for every one TMT Share held (**Original Scheme Consideration**) to 14 AVL Shares for every one TMT share held (**Revised Scheme Consideration**).

A copy of the Amendment Deed was released to the ASX on 12 December 2023. A copy of the Scheme as amended by the Amendment Deed (**Amended Scheme**) is included in Appendix 2 of this Supplementary Scheme Booklet.

Based on the closing price of AVL Shares on 8 December 2023 (being the last date that AVL and TMT shares traded prior to the Revised Scheme Consideration being announced), the implied value of the Revised Scheme Consideration is \$0.308 per TMT Share which represents a premium of 43.3% to the closing TMT Share price of \$0.215 per TMT Share on 8 December 2023.

Based on the Revised Scheme Consideration, if the Amended Scheme is implemented, TMT Shareholders will hold approximately 42% of the Merged Group, gaining greater exposure to the unique opportunity to realise operational and corporate synergies through creating a single integrated project.

Revised Scheme Consideration is BEST AND FINAL

AVL has confirmed the Revised Scheme Consideration is its **BEST AND FINAL** proposal as to consideration under the Amended Scheme and AVL will not increase the consideration further, subject to no TMT Competing Proposal emerging.

Under ASIC's 'Truth in Takeovers' policy as set out in ASIC Regulatory Guide 25 'Takeovers: False and misleading statement' (**RG 25**), in general terms, the effect of AVL's best and final confirmation is that AVL cannot increase the Revised Scheme Consideration in any circumstances, except where a TMT Competing Proposal emerges.

Relevantly, RG 25 provides at paragraph 25.4 certain guidance as to ASIC's view regarding the implications of best and final (or last and final) statements. A best and final (or last and final) is a statement made by a 'market participant' that it will or will not do something in the course of the bid. More specifically, a 'market participant' that makes a last and final statement and then seeks to depart from it risks:

- regulatory action by ASIC for contravention of misleading or deceptive conduct provisions, particularly section 1041H of the Corporations Act; or
- an application by ASIC or another party to the Takeovers Panel for a declaration of unacceptable circumstances.

2. Reasons for the TMT Board Recommendation

The TMT Board considers the Revised Scheme Consideration to be a significant increase in the consideration offered under the Scheme which, if implemented, will create the largest Australian vanadium developer³ with a world-class asset of scale, located in a Tier-1 mining jurisdiction.

The TMT Board unanimously recommends⁴ TMT Shareholders vote in favour of the Amended Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude the Amended Scheme is in the best interests of TMT Shareholders. Subject to those same qualifications, each Director intends to vote all the TMT Shares held or controlled by him or her in favour of the Amended Scheme (representing 1.3% of TMT Shares⁵).

Detailed reasons for the TMT Directors' recommendation are set out in the Scheme Booklet, which are supplemented by the additional information contained in this Supplementary Scheme Booklet.

3. Independent Expert's Conclusion

As set out in the Supplementary Independent Expert's Report in Appendix 1, the Independent Expert has maintained its conclusion the Amended Scheme is not fair but reasonable and in the best interests of TMT Shareholders.

In the Independent Expert's opinion, the Amended Scheme is not fair because the value of 14 shares in the Proposed Merged Entity (on a minority interest basis) is lower than the value of a share in TMT prior to the Amended Scheme (on a controlling interest basis). However, the Independent Expert considers the Amended Scheme to be reasonable because the advantages of approving the Amended Scheme outweigh the disadvantages. In particular, following the implementation of the Amended Scheme, TMT Shareholders will have an interest in an enlarged entity which will have consolidated ownership of two adjoining projects which may enable improved ability to develop the projects and easier access to capital.

A copy of the Independent Expert's Report (which includes the Independent Technical Specialist's Report) is included in Appendix 1 of the Scheme Booklet. The Independent Expert has also issued the Supplementary Independent Expert's Report attached to this Supplementary Scheme Booklet in Appendix 1.

The TMT Directors encourage you to read the Independent Expert's Report, together with the Supplementary Independent Expert's Report, in their entirety.

³ Based on the Merged Group's pro forma market capitalisation as at the Last Practicable Date of approximately \$186 million.

⁴ In relation to the recommendation of the TMT Directors in respect of the Amended Scheme, TMT Shareholders should have regard to the interests of the TMT Directors in the outcome of the Amended Scheme which may differ from those of other TMT Shareholders, as further disclosed in Section 2.11 of the Scheme Booklet. In particular, Mr Prentice will receive such number of AVL Shares worth \$254,704 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented) and the conversion of Class D Performance Rights. Ms Letton will receive such number of AVL Shares worth \$46,851.85 as at the Last Practicable Date in connection with the cancellation of Class E TMT Options (subject to the Amended Scheme being implemented). See Sections 8.20 and 8.21 of the Scheme Booklet for further information on the treatment of TMT Options and TMT Performance Rights in connection with the Amended Scheme. Mr Prentice and Ms Gaines will receive remuneration and other benefits as described in Section 5.4 of the Scheme Booklet in connection to their appointments as 'Executive Integration' and non-executive Director of AVL, respectively (subject to the Amended Scheme being implemented). Each of the Directors considers it is appropriate for them to make a recommendation in relation to the Amended Scheme, as each of them believes the benefits are not of such materiality to them they impact their consideration of the Amended Scheme or their ability to make a recommendation to TMT Shareholders.

⁵ TMT Board of Directors hold or control 3,267,712 Shares, being 1.3% of TMT (on an undiluted basis).

4. Support for the Amended Scheme from TMT Shareholders

Further TMT Shareholders now support the Amended Scheme

In connection with the Revised Scheme Consideration, TMT Shareholders who had not previously provided positive voting intention statements representing approximately 12.9% of the TMT Shares on issue provided written statements confirming their intention to vote the TMT Shares they hold or control in favour of the Amended Scheme, subject to no superior proposal emerging and the Independent Expert continuing to opine that the Amended Scheme is in the best interests of the TMT Shareholders. This includes a number of shareholders who had previously advised TMT that they intended to attend the Scheme Meeting to vote against the Scheme in the absence of a superior proposal.

These statements are in addition to support statements previously received by TMT of approximately 26% as announced by TMT on 26 September 2023.

Total support for the Scheme now totals 38.7% as detailed below.

TMT Shareholders that have provided additional written statements of support in favour of the Amended Scheme include:

TMT Shareholder	TMT Shares held or controlled	% of issued TMT Shares
Standard Pastoral Company Pty Ltd	14,000,000	5.5%
Chris Retzos	11,862,725	4.7%
Station Nominees Pty Ltd <Station Super Fund A/C>	5,000,000	2.0%
Mark Goulopoulos	1,905,000	0.7%
Total	32,767,725	12.9%

The following major and institutional TMT Shareholders have confirmed their intention to vote in favour of the Amended Scheme in respect of TMT Shares currently held, in the absence of a superior proposal (in respect to RCF, as assessed by RCF) and subject to the Independent Expert continuing to conclude the Amended Scheme is in the best interests of TMT Shareholders:

TMT Shareholder	TMT Shares held or controlled	% of issued TMT Shares
Resource Capital Fund VII LP	45,821,428	18.0%
Regal Funds Management	12,191,567	4.8%
Atasa Holdings Pty Ltd	4,343,995	1.7%
Tribeca Investment Partners Pty Ltd	3,200,000	1.3%
Total	65,556,990	25.8%

Rejecting Shareholders' previous statements

As noted on pages 17 to 20 of the Scheme Booklet, certain TMT Shareholders (**Rejecting Shareholders**) had previously provided TMT with written correspondence that they intended to attend the Scheme Meeting to vote against the Scheme in the absence of a superior proposal (**Rejection Statements**). Some, but not all, of the Rejecting Shareholders have changed their Rejection Statements and confirmed their intention to vote the TMT Shares they hold or control in favour of the Amended Scheme, subject to no superior proposal emerging and the Independent Expert continuing to opine that the Amended Scheme is in the best interests of the TMT Shareholders.

In relation to those TMT Shareholders who have not changed their Rejection Statements, as disclosed in the Scheme Booklet, TMT had concerns there was material uncertainty regarding the binding nature of the Rejection Statements. In any case, TMT considers the Amended Scheme constitutes a superior proposal. Accordingly, TMT considers each of the Rejecting Shareholders are no longer bound by their Rejection Statements and accordingly may resile from and vote otherwise than in accordance with those statements at any time without giving notice to TMT.

5. Timetable

The indicative timetable for the Amended Scheme remains unchanged from the indicative timetable for the Scheme detailed in the Scheme Booklet and is set out below:

Deadline for receipt of completed Proxy Form for the Scheme Meeting	10:00am (AWST) on Sunday, 14 January 2024
Eligibility of TMT Shareholders to vote at the Scheme Meeting	10:00am (AWST) on Sunday, 14 January 2024
Scheme Meeting	10:00am (AWST) on Tuesday, 16 January 2024
Second Court Date	Friday, 19 January 2024
Effective Date of the Amended Scheme	Monday, 22 January 2024
Last trading of TMT Shares on ASX	Monday, 22 January 2024
Record Date	4:00pm (AWST) on Wednesday, 24 January 2024
Implementation Date	Thursday, 1 February 2024
New AVL Shares commence trading	Friday, 2 February 2024
Delisting of TMT from ASX	Friday, 2 February 2024

All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of TMT and AVL, including the Court approval process and the satisfaction or waiver of the conditions precedent to the completion of the Amended Scheme. Any changes to the above timetable will be announced to ASX and available under TMT's profile at www.asx.com.au.

6. Merged Group Capital Structure

Issued capital

The table below summarises the share capital structure of the Merged Group on implementation of the Amended Scheme (assuming no other AVL Shares are issued):

AVL Shares	Number
AVL Shares on issue as at the Last Practicable Date	4,968,606,780
New AVL Shares to be issued under the Amended Scheme	3,614,953,776
New AVL Shares to be issued in connection with Option Cancellation Deeds	11,050,926
Pro forma AVL Shares on issue	8,594,611,482

Notes: This table assumes:

- all "Class C" TMT Options are not exercised before the Record Date and are cancelled in accordance with an Option Cancellation Deed for no consideration;
- all "Class E" TMT Options are not exercised before the Record Date and are cancelled in accordance with an Option Cancellation Deed for the Option Consideration;
- all "Class B" TMT Performance Rights expire without vesting before the Record Date; and
- all "Class D" TMT Performance Rights vest and are exercised into TMT Shares before the Record Date.

Details regarding AVL performance rights are set out in Section 5.6(a) of the Scheme Booklet.

Pro forma ownership

On implementation of the Amended Scheme, TMT Shareholders will own approximately 42% of the Merged Group.

Substantial shareholders

Based on the respective shareholdings in AVL and TMT as at the Last Practicable Date, the holders of 5% or more of the issued capital of AVL, if the Amended Scheme is implemented would be:

Substantial Holder	Number of AVL Shares Held	Voting Power
Resource Capital Fund VII L.P.	1,561,548,818	18.17%

7. Amended Deed Poll

On 14 December 2023, AVL executed the Amended Deed Poll (**Amended Deed Poll**) in favour of Scheme Shareholders, under which, subject to the Amended Scheme becoming Effective, AVL undertakes in favour of each Scheme Shareholder to pay the Revised Scheme Consideration for each Scheme Share, being 14 New AVL Shares for every one Scheme Share held by a Scheme Shareholder.

Refer to Appendix 3 of this Supplementary Scheme Booklet for a copy of the Amended Deed Poll.

8. Voting on the Amended Scheme

How to vote

Your vote is important and the TMT Board encourages you to vote on the Amended Scheme either by completing and returning your proxy form or alternatively by attending the Scheme Meeting in person, or by proxy, attorney or corporate representative. Details regarding the Scheme Meeting are set out in the Notice of Scheme Meeting contained in Appendix 4 of the Scheme Booklet.

If you are registered as a TMT Shareholder at 10:00am (AWST) on Sunday, 14 January 2024 you will be entitled to vote on the resolutions to be proposed at the Scheme Meeting.

The Scheme Meeting to approve the Amended Scheme is scheduled to be held on Tuesday, 16 January 2024 commencing at 10:00 am (AWST) at Level 3, 88 William Street, Perth WA 6000.

If you have already voted and do not want to change your vote

Any proxy forms (being the proxy form dispatched to TMT Shareholders on 12 December 2023) that have been validly lodged prior to the date of this Supplementary Scheme Booklet will be deemed valid for the Scheme Meeting unless withdrawn or revoked. This means if you have already submitted a valid proxy form and you do not wish to change your vote, you do not need to take any action.

If you have already voted and want to change your vote

If you have already submitted a valid proxy form and would like to change your vote, you can register a new proxy by submitting the new proxy form dispatched to TMT Shareholders together with this Supplementary Scheme Booklet (**New Proxy Form**) or at <https://investor.automic.com.au/#/loginsah>.

Electronically lodging a proxy is the recommended method for changing your proxy, given postal delays and the upcoming deadline of 14 January 2024. Alternatively, you can contact Automic's Investor Services team at 1300 288 664 (within Aus) or +61 02 9698 5414 (overseas), Monday to Friday between 8:30am and 5:00pm (AWST), to request a New Proxy Form. Any subsequent proxy form you lodge will revoke any earlier proxy form you have previously lodged. The cut-off date for receipt of proxies is 10:00am (AWST) on Sunday, 14 January 2024.

To change your vote:

1. Login to <https://investor.automic.com.au/#/loginsah>
2. Select "Technology Metals Australia Limited" or "TMT" in the "Company name or code" dropdown
3. Type in your "Holder Number (HIN/SRN)"
4. Enter your Australian postcode (If you are an overseas resident please amend the country name to the country in which you reside)
5. Select on the "I'm not a robot" box and follow the prompt
6. Click on "Meetings"
7. Click on "change" to change your previous voting instruction

Validly submitted proxies can also be revoked prior to use, by instrument in writing executed by the TMT Shareholder or by his, or her attorney duly authorised in writing or, if the TMT Shareholder is a company, executed by a duly authorised officer or attorney in compliance with applicable law and deposited at the Share Registry by 10:00am (AWST) on Sunday, 14 January 2024 or with the chairman of the Scheme Meeting on the day of, and prior to the start of, the Scheme Meeting

Conduct of the Scheme Meeting

Further details with respect to the conduct of the Scheme Meeting, including how to join the virtual Scheme Meeting, raise questions during the Scheme Meeting and vote on the resolutions to be considered at the Scheme Meeting are set out in the Notice of Scheme Meeting at Appendix 4 of the Scheme Booklet.

Amending Resolution

At the Scheme Meeting, TMT Shareholders will be asked to consider a motion to amend the proposed Scheme Resolution which has previously been notified to Shareholders with the Scheme Booklet, so as to take into account the Revised Scheme Consideration described in this Supplementary Scheme Booklet (**Amending Resolution**). The Amending Resolution will require an ordinary resolution of Shareholders present and voting in person or by proxy, and voting will be by a poll. Assuming the Amending Resolution is approved, Shareholders will then be invited to vote by poll for approval of the Amended Scheme by adoption of the amended Scheme Resolution.

The New Proxy Form lists both the Amending Resolution and the amended Scheme Resolution.

If you have already appointed a proxy by submission of valid Proxy Form (being the proxy form dispatched to Shareholders on 12 December 2023) and not revoked your proxy instruction and you have instructed your proxy to vote in favour of the Scheme Resolution, the proxy will be considered to have authority to vote in favour of the Amending Resolution and the amended Scheme Resolution. If the Chair of the Scheme Meeting is appointed as your proxy (or is appointed by default), the Chair intends to vote all valid undirected proxies which he receives for (or in favour of) the Amending Resolution and the amended Scheme Resolution.

If you have already appointed a proxy by submission of valid Proxy Form (being the proxy form dispatched to Shareholders on 12 December 2023) and not revoked your proxy instruction and you have instructed your proxy to vote against the Scheme Resolution, the proxy will be considered to have authority to vote against the Amending Resolution and the amended Scheme Resolution.

If you have already appointed a proxy by submission of a valid Proxy Form (being the proxy form dispatched to Shareholders on 12 December 2023) and wish to change your vote, please use the New Proxy Form dispatched to TMT Shareholders together with this Supplementary Scheme Booklet or at <https://investor.automic.com.au/#/loginsah>. Electronically lodging a proxy is the recommended method for changing your proxy, given postal delays and the upcoming proxy deadline of 10:00am (AWST) on 14 January 2024.

9. ASX Announcements

Since the date of the Scheme Booklet, TMT has made the following ASX announcements.

Date	Description of Announcement
12 December 2023	Dispatch of Scheme Booklet

Date	Description of Announcement
12 December 2023	AVL Increases Scheme Consideration to Best & Final Proposal
11 December 2023	Trading Halt
8 December 2023	TMT Investor Presentation December 2023 – Scheme Webinar
5 December 2023	Notice of Investor Webinar

10. Third Party Consents

The persons named in this Supplementary Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the Amended Scheme or the preparation or distribution of this Supplementary Scheme Booklet are:

Name	Role
BDO Corporate Finance (WA) Pty Ltd	Independent Expert
Valuation & Resource Management Pty Ltd	Independent Technical Specialist
DLA Piper	Legal adviser to TMT
Sternship Advisers	Financial adviser to TMT
Argonaut PCF	Financial adviser to TMT
Automic Group	TMT's share registry

AVL has given its consent to the inclusion of the AVL Information in this Supplementary Scheme Booklet in the form and context in which that information appears and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

BDO Corporate Finance (WA) Pty Ltd has given its consent to the inclusion of its Supplementary Independent Expert's Report and the references to its Supplementary Independent Expert's Report in this Supplementary Scheme Booklet in the form and context in which they appear and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

DLA Piper Australia has given its consent to be named in this Supplementary Scheme Booklet as legal adviser to TMT in the form and context in which it appears and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

Sternship Advisers has given its consent to be named in this Supplementary Scheme Booklet as financial adviser to TMT in the form and context in which it appears and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

Argonaut PCF has given its consent to be named in this Supplementary Scheme Booklet as financial adviser to TMT in the form and context in which it appears and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

Automic Group has given its consent to be named in this Supplementary Scheme Booklet as TMT's share registry in the form and context in which it appears and has not withdrawn that consent before the date of this Supplementary Scheme Booklet.

AVL and each person named in the table above:

- have not authorised or caused the issue of this Supplementary Scheme Booklet;
- do not make, or purport to make, any statement in this Supplementary Scheme Booklet or any statement on which a statement in this Supplementary Scheme Booklet is based other than as specified above; and
- to the maximum extent permitted by law, expressly disclaim all liability in respect of, make no representation regarding, and take no responsibility for any part of this Supplementary Scheme Booklet other than a reference to its name and any statement or report which has been included in this Supplementary Scheme Booklet with the consent of that person.

11. Further information

You should carefully read this Supplementary Scheme Booklet, together with the Scheme Booklet, in its entirety before making any decision in relation to the Amended Scheme. This Supplementary Scheme Booklet should be read with reference to the defined terms set out in section 10 of the Scheme Booklet. You can access the Scheme Booklet, including the Independent Expert's Report and the Notice of Meeting at <https://www.tmtlimited.com.au/investors/proposed-merger-scheme/>.

TMT shareholders who have any questions in relation to the Amended Scheme or would like to request a replacement proxy form should contact the TMT Shareholder Information Line on 08 9321 8533 between 8:30 am and 5:00 pm (AWST) Monday to Friday.

If you are in any doubt as to what you should do, please consult your legal, financial, tax or other professional adviser.

Authorisation

The issue of this Supplementary Scheme Booklet is authorised by the Directors of Technology Metals Australia Limited and this Supplementary Scheme Booklet has been signed by or on behalf of the Directors of Technology Metals Australia Limited on 20 December 2023.



Ian Prentice
Managing Director

For personal use only

Appendix 1 Supplementary Independent Expert's Report

For personal use only

For personal use only

**TECHNOLOGY METALS AUSTRALIA
LIMITED**
**Supplementary Independent Expert's
Report**

12 December 2023



Financial Services Guide

12 December 2023

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 ('we' or 'us' or 'ours' as appropriate) was engaged by Technology Metals Australia Limited ('TMT' or 'the Company') to provide an independent expert's report on the proposed scheme of arrangement ('the Scheme') with Australian Vanadium Limited ('AVL'). You were provided with a copy of our report dated 1 December 2023 as a retail client because you are a shareholder of TMT and this Financial Services Guide ('FSG') is included in the event you are also classified under the Corporations Act 2001 ('the Act') as a retail client.

On 12 December 2023, TMT and AVL announced an adjustment to the Scheme Consideration whereby each Shareholder will now receive 14 AVL shares for every TMT share held at the Scheme record date. As part of our obligations as an Expert under RG 111 paragraphs 102-104, we are providing a Supplementary to our initial report ('Supplementary Report'). The Supplementary Report is attached.

Financial Services Guide

This FSG is designed to help retail clients make a decision as to their use of our general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- ◆ Who we are and how we can be contacted;
- ◆ The services we are authorised to provide under our Australian Financial Services Licence No. 316158;
- ◆ Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- ◆ Any relevant associations or relationships we have; and
- ◆ Our internal and external complaints handling procedures and how you may access them.

Information about us

We are a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide professional services primarily in the areas of audit, tax, consulting, mergers and acquisition, and financial advisory services.

We and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business and the directors of BDO Corporate Finance (WA) Pty Ltd may receive a share in the profits of related entities that provide these services.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients, and deal in securities for wholesale clients. The authorisation relevant to this report is general financial product advice.

When we provide this financial service we are engaged to provide an expert report in connection with the financial product of another person. Our reports explain who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. If you have any questions, or don't fully understand our report you should seek professional financial advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for our Report dated 1 December 2023 was approximately \$50,000. We approximate our fees for the provision of the Supplementary Report to be in the range of \$7,500.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report and our directors do not hold any shares in TMT.

Other assignments

BDO Audit (WA) Pty Ltd is the appointed Auditor of AVL. We do not consider that this impacts on our independence in accordance with the requirements of Regulatory Guide 112 'Independence of Experts'. We have completed a conflict search of BDO affiliated organisations within Australia. This conflict search incorporates all Partners, Directors and Managers of BDO affiliated organisations. We are not aware of any circumstances that, in our view, would constitute a conflict of interest or would impair our ability to provide objective assistance in this matter.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from TMT for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, PO Box 700 West Perth WA 6872.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than **45 days** after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority ('AFCA').

AFCA is an external dispute resolution scheme that deals with complaints from consumers in the financial system. It is a not-for-profit company limited by guarantee and authorised by the responsible federal minister. AFCA will deal with complaints from consumers in the financial system by providing free, fair and independent financial services complaint resolution. If an issue has not been resolved to your satisfaction you can lodge a complaint with AFCA at any time.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below.

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Toll free: 1800 931 678
Website: www.afca.org.au
Email: info@afca.org.au

You may contact us using the details set out on page 1 of the accompanying report.



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5 Spring Street
Perth, WA 6000
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Australia

12 December 2023

The Directors
Technology Metals Australia Limited
Suite 9/330 Churchill Avenue
Subiaco WA 6008

Dear Directors

SUPPLEMENTARY INDEPENDENT EXPERT'S REPORT

1. Summary

BDO Corporate Finance (WA) Pty Ltd ('BDO' or 'we' as appropriate) prepared an independent expert report dated 1 December 2023 (our 'Report') which was included in the Scheme Booklet issued to the shareholders of Technology Metals Australia Limited ('TMT' or 'the Company') ('Shareholders'). Our Report provided an opinion to Shareholders on whether the proposed acquisition of TMT by Australian Vanadium Limited ('AVL'), by way of a scheme of arrangement ('Scheme'), was fair and reasonable to Shareholders, and therefore, whether it was in the best interests of Shareholders.

Under the terms of the Scheme, each TMT Shareholder would receive 12 AVL shares for every TMT share held at the Scheme record date ('Scheme Consideration') and TMT would become a wholly owned subsidiary of AVL.

Based on the analysis in our Report, we considered the Scheme, in the absence of a superior proposal, to be not fair but reasonable to Shareholders. Therefore, we considered the Scheme to be in the best interests of Shareholders. In our opinion, the Scheme was not fair because the value of 12 shares in the Proposed Merged Entity (on a minority interest basis) was lower than the value of a share in TMT prior to the Scheme (on a controlling interest basis). However, we considered the Scheme to be reasonable because the advantages of approving the Scheme outweighed the disadvantages. In particular, following the implementation of the Scheme, Shareholders would have an interest in an enlarged entity which will have consolidated ownership of two adjoining projects which may enable improved ability to develop the projects and easier access to capital.

On 12 December 2023, TMT and AVL announced an adjustment to the Scheme Consideration whereby each Shareholder will now receive 14 AVL shares for every TMT share held at the Scheme record date ('Revised Scheme Consideration').

Given the announcement of the Revised Scheme Consideration, in accordance with ASIC's guidance in RG 111, paragraphs 119 to 121, we consider it appropriate to provide a supplementary report to our Report ('Supplementary Report').

As detailed in this Supplementary Report, the above announcement and taking into account the time that has passed since the preparation of our Report, our opinion in relation to the Scheme remains unchanged. As such, in the absence of a superior proposal, we consider the Scheme to be not fair but reasonable to Shareholders, and therefore, in the best interests of Shareholders.

This Supplementary Report should be read in conjunction with our Report dated 1 December 2023, the Company's Scheme Booklet dated 5 December 2023, and the updated Supplementary Scheme Booklet to be dated on or around 13 December 2023.

All terms and conclusions remain consistent with those defined or stated in our Report dated 1 December 2023, unless stated otherwise.

2. Valuation of TMT prior to the Scheme

2.1 Sum-of-Parts Methodology

In Section 10.1 of our Report, we employed the Sum-of-Parts methodology as our primary approach to estimate the fair market value of a TMT share prior to the Scheme.

In performing our valuation of a TMT share prior to the Scheme, we relied on the Technical Specialist Report prepared by VRM to determine the value of TMT's mineral assets, including the market value of the Company's Murchison Technology Metals Project ('MTMP'). We instructed VRM to provide an independent market valuation of the mineral assets held by TMT.

VRM considered a number of different valuation methods when valuing the mineral assets of TMT and applied the comparable transactions approach for valuing the TMT Resource and Reserve.

We have instructed VRM to provide us with an updated Technical Specialist Report to reflect any changes in value that may have arisen since the report that was used in the preparation of our Report. We have adopted the updated values for TMT's mineral assets as determined by VRM in our Sum-of-Parts valuation.

In Section 10.1 of our Report, we set out the value per TMT share as follows:

Valuation of TMT prior to the Scheme	Report Ref	Low \$m	Preferred \$m	High \$m
Value of TMT's mineral assets	10.1.1.	66.9	89.6	112.3
Value of TMT's other assets and liabilities	10.1.2.	15.1	15.1	15.1
Transaction costs	10.1.3.	(1.2)	(1.2)	(1.2)
Total value of TMT prior to the Scheme (controlling interest basis)		80.8	103.5	126.2
Number of shares outstanding		254,285,984	254,285,984	254,285,984
Value per share prior to the Scheme (controlling interest basis) (\$)		0.318	0.407	0.496

Source: Section 10.1 our Report dated 1 December 2023

We have replaced the above table with the following:

Valuation of TMT prior to the Scheme	Ref	Low \$m	Preferred \$m	High \$m
Value of TMT's mineral assets	2.1.1.	61.9	82.9	104.0
Value of TMT's other assets and liabilities		15.1	15.1	15.1
Transaction costs		(1.2)	(1.2)	(1.2)
Total value of TMT prior to the Scheme (controlling interest basis)		75.8	96.8	117.9
Number of shares outstanding		254,285,984	254,285,984	254,285,984

Valuation of TMT prior to the Scheme	Ref	Low \$m	Preferred \$m	High \$m
Value per share prior to the Scheme (control) (\$)		0.298	0.381	0.464

Source: VRM's updated Technical Specialist Report and BDO Analysis

We have assessed the value of a TMT share prior to the Scheme (on a controlling interest basis) to be in the range of \$0.298 to \$0.464, with a preferred value of \$0.381.

2.1.1. Valuation of TMT's Mineral Assets

As outlined in Section 10.1.1 of our Report, the range of values for TMT's mineral assets as determined by VRM is set out below:

Mineral Assets	Low \$m	Preferred \$m	High \$m
MTMP Resources	66.3	88.4	110.5
MTMP Exploration Potential	0.6	1.3	1.9
Total	66.9	89.6	112.3

Source: VRM's Technical Specialist Report

As a result of VRM's revised opinion on the market value of TMT's mineral assets, we have replaced the above table with the following:

Mineral Assets	Low \$m	Preferred \$m	High \$m
MTMP Resource Multiple	61.2	81.7	102.1
MTMP Exploration Potential	0.6	1.3	1.9
Total	61.9	82.9	104.0

Source: VRM's Updated Technical Specialist Report

The above table indicates a range of (rounded) values between \$61.9 million and \$104.0 million, with a preferred value of \$82.9 million. For further information on VRM's approach and conclusions, refer to the VRM report, which is included as an appendix to our Supplementary Report.

3. Valuation of the Proposed Merged Entity

The Scheme Consideration comprises 12 AVL shares for every TMT share currently held. On 12 December 2023, TMT and AVL announced the Revised Scheme Consideration whereby each Shareholder will now receive 14 AVL shares for each TMT share held at the Scheme record date. As a result, the number of shares that will be held by TMT shareholders in the Proposed Merged Entity has increased from 38% to 42%.

In Section 4.4 of our Report dated 1 December 2023, we set out the capital structure of the Proposed Merged Entity following the implementation of the Scheme as follows:

Capital Structure following implementation of the Scheme	
TMT shares on issue as at the date of our Report	254,285,984
TMT Performance Rights to convert into TMT shares	2,925,000
TMT Outstanding Milestone Shares	1,000,000

Capital Structure following implementation of the Scheme

TMT shares available to receive Scheme Consideration	258,210,984
<i>AVL shares that TMT Shareholders will receive for every share held in TMT</i>	12
AVL shares to be issued to TMT Shareholders as Scheme Consideration	3,098,531,808
AVL shares to be issued to TMT Shareholders as Option Consideration	11,050,926
Total shares in the Proposed Merged Entity to be issued to TMT Shareholders	3,109,582,734
AVL shares on issue prior to the Scheme	4,365,859,971
AVL New Shares issued in AVL Placement	602,746,809
Total shares on issue in the Proposed Merged Entity following the Scheme	8,078,189,514
<i>Percentage of the Proposed Merged Entity to be held by TMT Shareholders</i>	38%
<i>Percentage of the Proposed Merged Entity to be held by AVL Shareholders</i>	62%

Source: Section 4.4 our Report dated 1 December 2023

We have replaced the above table with the following:

Capital Structure following implementation of the Scheme

TMT shares on issue as at the date of our Report	254,285,984
TMT Performance Rights to convert into TMT Shares	2,925,000
TMT Outstanding Milestone Shares	1,000,000
TMT shares available to receive Scheme Consideration	258,210,984
<i>AVL shares that TMT Shareholders will receive for every share held in TMT</i>	14
AVL shares to be issued to TMT Shareholders as Scheme Consideration	3,614,953,776
AVL shares to be issued to TMT Shareholders as Option Consideration	11,050,926
Total Shares in the Proposed Merged Entity to be issued to TMT Shareholders	3,626,004,702
AVL shares on issue prior to the Scheme	4,365,859,971
AVL New Shares issued in AVL Placement	602,746,809
Total Shares on issue in the Proposed Merged Entity following the Scheme	8,594,611,482
<i>Percentage of the Proposed Merged Entity to be held by TMT Shareholders</i>	42%
<i>Percentage of the Proposed Merged Entity to be held by AVL Shareholders</i>	58%

Source: BDO Analysis

We have conducted the following valuation assessment of the Proposed Merged Entity to reflect the Revised Scheme Consideration. We have also considered VRM's revised valuation of TMT and AVL's mineral assets.

3.1 Sum-of-Parts Methodology

In Section 11.1 of our Report, we employed the Sum-of-Parts methodology to estimate the fair market value of the Proposed Merged Entity following the implementation of the Scheme as our primary valuation approach.

As detailed in Section 2.1 of our Supplementary Report, we have been provided with an updated Technical Specialist Report prepared by VRM to determine the value of TMT and AVL's mineral assets. We have revised our Sum-of-Parts valuation of a share in the Proposed Merged Entity with consideration to VRM's

updated valuation of TMT and AVL's mineral assets of a post-Scheme basis, and the Revised Scheme Consideration.

In Section 11.1 of our Report, we set out the value per share of the Proposed Merged Entity as follows:

	Report Ref	Low \$m	Preferred \$m	High \$m
Value of TMT (as above)	10.1.	80.8	103.5	126.2
Value of AVL's mineral assets	11.1.1.	118.6	134.0	149.4
Value uplift of TMT's mineral asset	11.1.2.	22.7	11.4	-
Value of AVL's other assets and liabilities	11.1.3.	30.9	30.9	30.9
Transaction Costs	11.1.4.	(8.5)	(8.5)	(8.5)
Total value of Proposed Merged Entity (controlling interest basis)		244.5	271.3	298.0
Number of shares outstanding	11.1.5.	8,078,189,514	8,078,189,514	8,078,189,514
Value per share (controlling interest basis) (\$)		0.030	0.034	0.037
Minority interest discount	11.1.6.	26%	23%	20%
Value per share (minority interest basis) (\$)		0.022	0.026	0.030

Source: Section 11.1 our Report dated 1 December 2023

We have replaced the above table with the following:

	Ref	Low \$m	Preferred \$m	High \$m
Value of TMT (as above)	2.1.	75.8	96.8	117.9
Value of AVL's mineral assets	3.1.1.	109.7	124.0	138.2
Value uplift of TMT's mineral asset	3.1.2.	21.0	10.5	-
Value of AVL's other assets and liabilities		30.9	30.9	30.9
Transaction Costs		(8.5)	(8.5)	(8.5)
Total value of Proposed Merged Entity (controlling interest basis)		228.9	253.7	278.5
Number of shares outstanding		8,594,611,482	8,594,611,482	8,594,611,482
Value per share (controlling interest basis) (\$)		0.027	0.030	0.032
Minority interest discount		26%	23%	20%
Value per share (minority interest basis) (\$)		0.020	0.023	0.026

Source: VRM's updated Technical Specialist Report and BDO Analysis

We have revised the assessed value of a Proposed Merged Entity share following the implementation of the Scheme (on a minority basis) to be between \$0.020 to \$0.026, with a preferred value of \$0.023.

3.1.1. Valuation of AVL's mineral assets

In performing our valuation of AVL's mineral assets, we have relied on VRM's updated Technical Specialist Report, which includes the assessment of the market value of AVL's mineral assets. We instructed VRM to provide an independent market valuation of the mineral assets held by AVL. VRM considered a number of different valuation methods when using the mineral assets of AVL. VRM applied the comparable transactions approach for valuing the AVL Resource and Reserve.

In Section 11.1.1 of our Report, we set out the range of values for TMT's mineral assets as determined by VRM as follows:

Mineral Assets	Low \$m	Preferred \$m	High \$m
AV Project	117.6	132.3	146.9
AV Project Exploration Potential	0.2	0.3	0.4
Coates and Nowthanna	0.9	1.5	2.1
Total	118.6	134.0	149.4

Source: Section 11.1.1. of our Report

As a result of VRM's revised opinion on the market value of TMT's mineral assets, we have replaced the above table with the following:

Mineral Assets	Low \$m	Preferred \$m	High \$m
AV Project	108.7	122.2	135.8
AV Project Exploration Potential	0.2	0.3	0.4
Coates and Nowthanna	0.9	1.5	2.1
Total	109.7	124.0	138.2

Source: VRM's Updated Technical Specialist Report

The table above indicates a range of values between \$109.7 million and \$138.2 million, with a preferred value of \$124.0 million. For further information on VRM's approach and conclusions, refer to the updated VRM report which is included as an appendix to our Supplementary Report.

3.1.2. Value uplift of TMT's mineral assets

We have taken into account an uplift in value of TMT's mineral assets, resulting from the synergies which arise from the consolidation of the two adjoining projects. In doing so, we have relied upon Technical Specialist Report prepared by VRM, which includes the assessment of the market value of TMT and AVL's mineral assets.

In Section 11.1.2 of our Report, we set out the value uplift in AVL's mineral assets as determine by VRM as follows:

	Low \$m	Preferred \$m	High \$m
Pre-Scheme Valuation			
MTMP Resources	66.3	88.4	110.5
MTMP Exploration Potential	0.6	1.3	1.9
Value of TMT's mineral assets prior to the Scheme (a)	66.9	89.6	112.3
Post-Scheme Valuation			
MTMP Resources	88.4	99.4	110.5
MTMP Exploration Potential	1.3	1.6	1.9
Value of TMT's mineral assets following the Scheme (b)	89.6	101.0	112.3
Value uplift in TMT's mineral assets (b) - (a)	22.7	11.4	-

Source: Section 11.1.2 of our Report dated 1 December 2023



We have replaced the above table with the following:

	Low \$m	Preferred \$m	High \$m
Pre-Scheme Valuation			
MTMP Resources	61.2	81.7	102.1
MTMP Exploration Potential	0.6	1.3	1.9
Value of TMT's mineral assets prior to the Scheme (a)	61.9	89.6	112.3
Post-Scheme Valuation			
MTMP Resources	81.7	91.9	102.1
MTMP Exploration Potential	1.3	1.6	1.9
Value of TMT's mineral assets following the Scheme (b)	82.9	93.4	104.0
Value uplift in TMT's mineral assets (b) - (a)	21.0	10.5	-

Source: VRM's Updated Technical Specialist Report

The table above indicates an uplift in value of TMT's mineral assets of \$21.0 million of the low value and \$10.5 million of the preferred value. However, we note that there is no uplift on the high range of TMT's mineral assets. For further information on VRM's basis for the value uplift, the approaches used, and the conclusions, refer to the updated VRM report which is included as an appendix to our Supplementary Report.

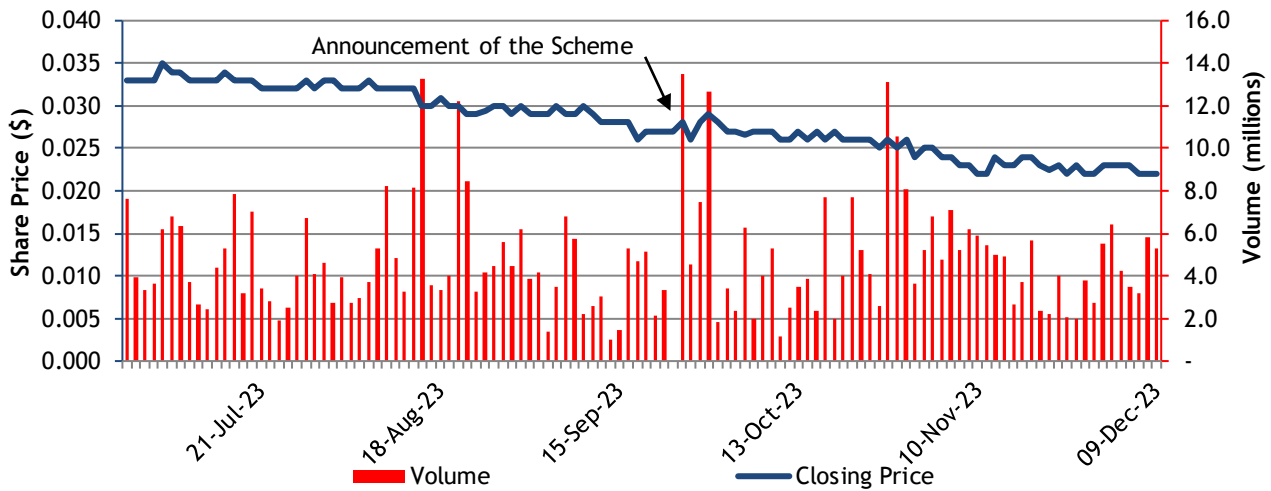
3.2 Quoted Market Prices for AVL Securities

We replace Section 11.2 in our Report with the following:

Given that we are valuing the Revised Scheme Consideration, being 14 shares in AVL for every share held by TMT Shareholders, we have considered the market pricing of AVL following the announcement of the Scheme. The market price of AVL shares in the period following the announcement of the Scheme is considered an indicator of the value of the Proposed Merged Entity because market participants are fully informed as to the terms of the Scheme, with the price reflecting the market's view of value. This value includes the acquisition of TMT and the associated dilution from issuing the Scheme Consideration. There has been insufficient time for trading following the announcement of the Revised Scheme Consideration to provide additional analysis.

We have analysed movements in AVL's share price since the Scheme was announced. A graph of AVL's share price and trading volume, leading up to, and following the announcement of the Scheme is set out below.

AVL Post-Announcement Pricing and Trading Volume



Source: Bloomberg and BDO Analysis

The Scheme was announced on 25 September 2023. On the first day trading after the Scheme was announced, the share price closed at \$0.028, up from a closing price of \$0.027 on the previous trading day. On the day following the announcement, 13,509,076 shares were traded, representing approximately 0.27% of AVL’s issued capital. Following the announcement of the Scheme, the closing share price of AVL has fluctuated between a low of \$0.022 on multiple dates in mid to late November 2023 and early December 2023 to a high of \$0.029 on 29 September 2023.

To provide further analysis of the market prices for a AVL share post the announcement of the Scheme, we have also considered the weighted average price for the below periods following the announcement up to 8 December 2023.

Share Price per unit	09-Dec-23	5 Days	10 Days	20 Days	30 Days	40 Days	50 Days	From announcement to 8-Dec-23
Closing price	\$0.022							
Volume weighted average price (VWAP)		\$0.027	\$0.027	\$0.027	\$0.026	\$0.026	\$0.025	\$0.025

Source: Bloomberg and BDO Analysis

In accordance with the guidance in RG 111, we also consider it appropriate to assess the liquidity of AVL shares before utilising the QMP basis. The table below sets out the liquidity of AVL shares as proxied by the volume traded as a percentage of the number of shares on issue. We have performed this analysis over the twelve months prior the announcement of the Scheme, in order to determine whether there is sufficient trading in AVL shares historically in order to rely on a QMP approach.

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$0.026	\$0.028	3,307,289	0.07%
10 Days	\$0.026	\$0.030	30,834,360	0.62%
30 Days	\$0.026	\$0.033	140,766,692	2.83%
60 Days	\$0.026	\$0.035	272,120,554	5.48%

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
90 Days	\$0.026	\$0.042	530,240,264	10.67%
180 Days	\$0.026	\$0.044	1,568,980,400	31.58%
1 Year	\$0.024	\$0.044	2,451,560,073	49.34%

Source: Bloomberg and BDO Analysis

The above table indicates that AVL's shares display a moderate level of liquidity, with 49.34% of the company's current issued capital being traded in a twelve-month period. RG 111.86 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of AVL, we consider the shares to display a moderate level of liquidity, on the basis that less than 1% of securities have been traded weekly on average, with 49.34% of AVL's current issued capital being traded over a twelve-month period, and 31.58% of AVL's current issued capital being traded in the last 180 trading days, prior to the announcement of the Scheme. Of the 52 weeks in which our analysis is based, more than 1% of AVL's securities had been traded in 19 of those weeks.

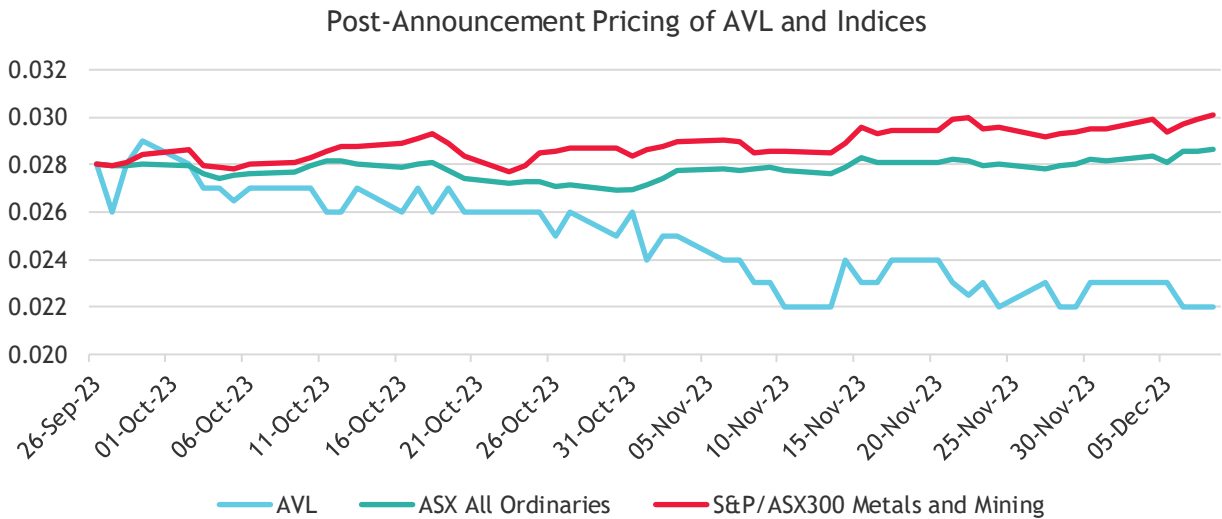
We have also analysed the liquidity of AVL shares, as proxied by the volume traded as a percentage of the number of shares on issue, over the post-announcement period up to 8 December 2023. We conduct this analysis in order to determine whether we consider the AVL shares to be liquid and active in the period following the announcement of the Scheme.

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$0.027	\$0.029	13,509,076	0.27%
5 Days	\$0.026	\$0.028	40,010,022	0.81%
10 Days	\$0.026	\$0.028	58,085,865	1.17%
20 Days	\$0.025	\$0.027	98,155,906	1.98%
30 Days	\$0.024	\$0.025	162,188,512	3.26%
40 Days	\$0.022	\$0.024	213,873,123	4.30%
50 Days	\$0.022	\$0.023	249,225,444	5.02%
From announcement to 8-Dec-23 (54 trading days)	\$0.022	\$0.023	267,032,509	5.37%

Source: Bloomberg and BDO Analysis

We consider the trading following the announcement to show high levels of liquidity with approximately 5.37% of AVL’s shares being traded in the period (54 trading days) following the announcement of the Scheme. However, we consider the share price over the period following the announcement of the Scheme to display high levels of volatility, with the closing share price ranging from \$0.022 to \$0.029 in the period up to 8 December 2023, reflecting an approximate 21% movement in the closing share price. We consider this may indicate uncertainty in the market about the potential effect on the valuation of AVL that may arise following the implementation of the Scheme.

We have also considered if there are other market factors which could influence the AVL share price following the announcement of the Scheme by analysing movements in the ASX All Ordinaries Index, as a proxy for the market, and the S&P/ASX 300 Metals and Mining Index as a proxy for TMT and AVL’s industry, over the same post-announcement period. Our analysis is depicted in the graph below, with each of the indices rebased to AVL’s share price following the announcement of the Scheme in order to illustrate the relative performance of the indices and AVL.



Source: Bloomberg and BDO Analysis

We note that the performance of the All Ordinaries and the S&P/ASX300 Metals and Mining Index has remained relatively stable over the period following the announcement of the Scheme. Therefore, we consider there may be some indication that the AVL share price has not been affected by market conditions outside the operations of AVL in the period following the announcement of the Scheme.

Based on the above analysis, we consider there to be sufficient liquidity in AVL’s shares in order to utilise post-announcement pricing as an approach to valuing the Revised Scheme Consideration. We also note that the high volatility in the AVL share price over the post-announcement period may indicate uncertainty in the market about the potential effect of the Scheme on the valuation of AVL as a proxy for the Proposed Merged Entity.

Our assessment of the QMP valuation for AVL’s shares based on post-announcement market pricing is between \$0.022 and \$0.026, with a preferred value of \$0.024.

3.3 Assessment of Proposed Merged Entity value

Following the adjustment to our analysis, we replace Section 11.3 of our Report with the following:

The results of the valuations performed are summarised in the table below:

	Ref	Low \$	Preferred \$	High \$
Sum-of-Parts (minority basis)	3.1.	0.020	0.023	0.026
QMP	3.2.	0.022	0.024	0.026

Source: BDO analysis

We consider the Sum-of-Parts approach to be the most appropriate methodology to value the Proposed Merged Entity as the core value lies in the MTMP and AV Project, which has been independently valued by VRM, an independent technical specialist in accordance with VALMIN. Notwithstanding this, we consider the QMP approach to be relevant for the purposes of a broad cross-check to our valuation under the Sum-of-Parts approach. Based on the values above, we consider the valuation under the QMP approach to be broadly supportive of the valuation under the Sum-of-Parts approach.

We note that the value range derived under the QMP approach supports the value range derived from the Sum-of-Parts methodology.

We have formed our valuation assessment primarily on the Sum-of-Parts valuation range, which is largely underpinned by VRM's independent valuation of TMT and AVL's mineral assets, prepared in accordance with the VALMIN Code. On that basis, we have concluded a valuation range for a share in the Proposed Merged Entity to reflect our Sum-of-Parts valuation. Based on the results above we consider the value of a Proposed Merged Entity share to be between \$0.020 and \$0.026, with a preferred value of \$0.023.

Based on the value of a Proposed Merged Entity share (on a minority interest and diluted basis), we have calculated the Scheme Consideration, as outlined below.

	Low \$	Preferred \$	High \$
Sum-of-Parts (minority basis)	0.020	0.023	0.026
<i>AVL shares that TMT Shareholders will receive for every share held in TMT</i>	14	14	14
Value of the Scheme Consideration	0.280	0.322	0.364

Source: BDO Analysis

4. Opinion

4.1 Fairness

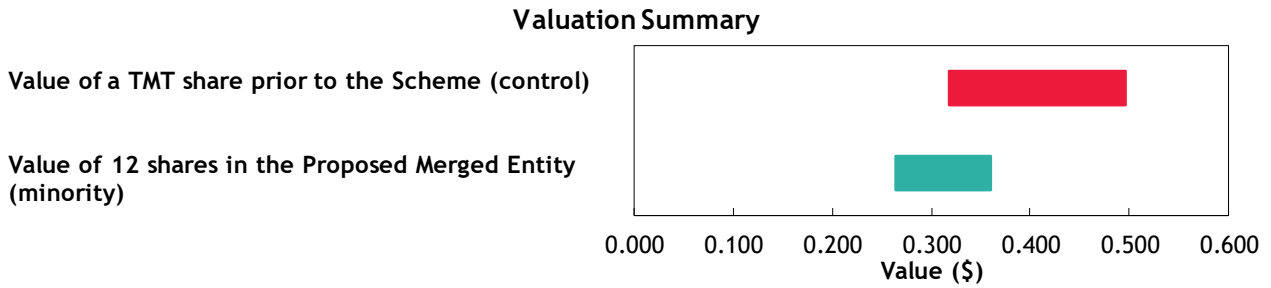
In our Report dated 1 December 2023, we concluded that the Share Scheme was not fair but reasonable, and therefore, in the best interest of Shareholders, with the value ranges set out in the table below:

	Report Ref	Low \$	Preferred \$	High \$
Value of a TMT share prior to the Scheme	10.1.	0.318	0.407	0.496
Value of 12 shares in the Proposed Merged Entity	11.3.	0.264	0.312	0.360

Source: BDO analysis



The above valuation ranges are graphically presented below:



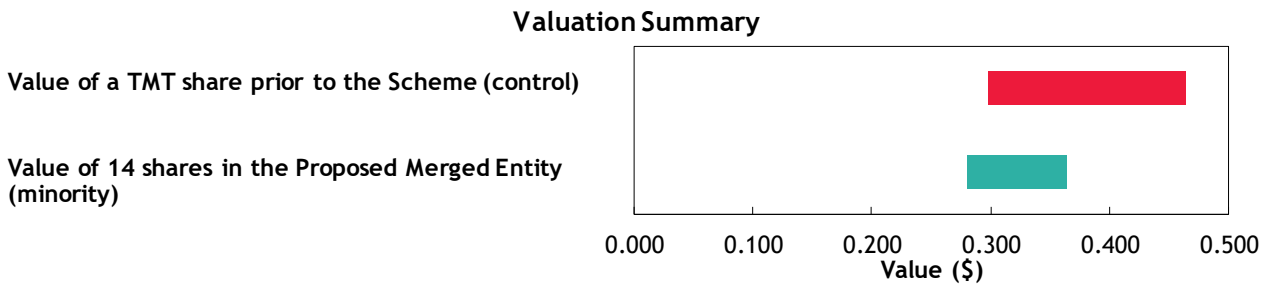
Source: BDO Analysis

Following the adjustment to our analysis, we confirm that our opinion on whether the Scheme is not fair and our explanation of how this opinion was reached remains unchanged. However, we have replaced the above table and chart with the following:

	Ref	Low \$	Preferred \$	High \$
Value of a TMT share prior to the Scheme	2.1.	0.298	0.381	0.464
Value of 14 shares in the Proposed Merged Entity	3.1.	0.280	0.322	0.364

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO Analysis

The above pricing indicates that, in the absence of any other relevant information, the Share Scheme is not fair for Shareholders.

Our evaluation of the fairness of the Scheme involves comparing the low, preferred, and high values of a TMT share prior to the Scheme with the corresponding values of the Revised Scheme Consideration (on a minority basis). Using this approach, we consider the Scheme to be not fair as the value of the Revised Scheme Consideration (on a minority basis) is lower than the value of a TMT share prior to the Scheme.

While the value of a TMT share prior to the Scheme (on a controlling basis) and the value of 14 shares in the Proposed Merged Entity (on a minority basis) overlap, we consider it improbable that the low value of a TMT share prior to the Scheme could materialise with the preferred or high value of the Revised Scheme Consideration, given the geographical proximity and shared commodity of the mineral assets.

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4.2 Reasonableness

For our assessment of the reasonableness of the Scheme, we refer to our reasonableness assessment relating to the Scheme contained in our Report. Our opinion on whether the Scheme is reasonable remains unchanged. However, we have assessed the Revised Scheme Consideration on a like-for-like basis in Section 4.2.1. below, and have replaced Section 13.4.1 of our Report with Section 4.2.2. below.

4.2.1. The Scheme is value accretive on a like-for-like basis

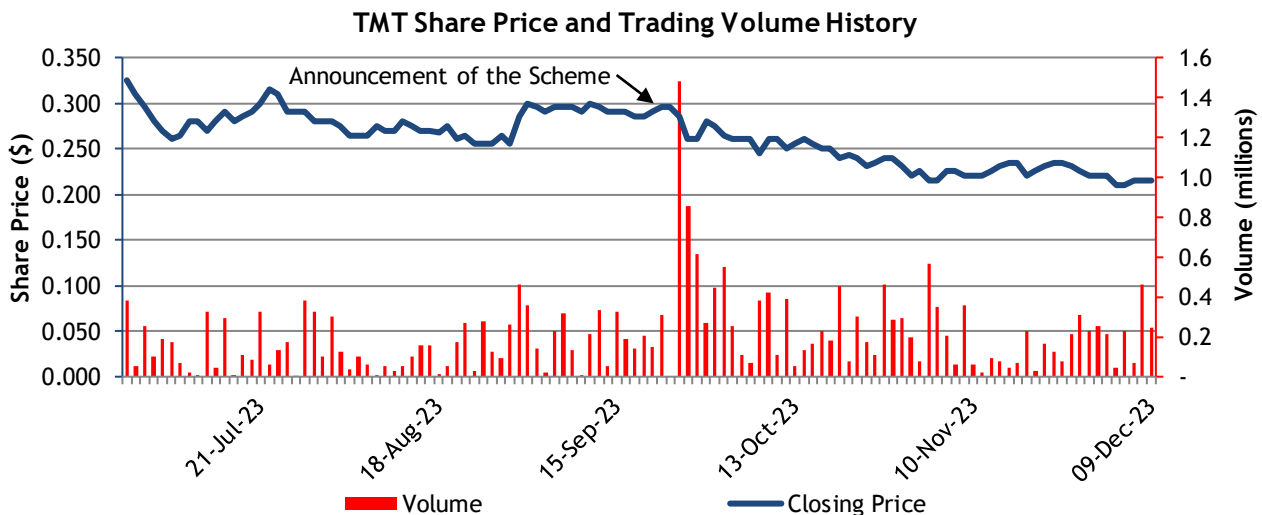
In our assessment of whether the Scheme is fair, we have assessed the value of a TMT share prior to the Scheme on a control basis compared to the value of 14 shares in the Proposed Merged Entity on a minority basis in accordance with RG 111. However, we note that on a like-for-like basis, where the value of a TMT share prior to the Scheme and the Revised Scheme Consideration are both measured on a control basis, the Scheme is value accretive under our assessed low and preferred valuations, as outlined below:

	Low \$	Preferred \$	High \$
Value of a TMT share prior to the Scheme (control)	0.298	0.381	0.464
Value of 14 shares in the Proposed Merged Entity (control)	0.378	0.420	0.448

Source: BDO Analysis

4.2.2. Potential impact on share price

We have analysed movements in TMT's share price since the Scheme was announced up to 8 December 2023. However, the Revised Scheme Consideration was announced on 12 December 2023. A graph of TMT's share price and trading volume leading up to and following the announcement of the Scheme is set out below.



Source: Bloomberg

The closing price of a TMT share from 30 June 2023 to 8 December 2023 ranged from a low of \$0.210 on both 4 December and 5 December 2023 to a high of \$0.3250 on 30 June 2023.

The Scheme was announced on 25 September 2023. On the date of the announcement, the share price of TMT closed at \$0.295, up from a closing price \$0.290 on the previous trading day. On the day following the announcement, 1.48 million shares were traded, representing approximately 0.58% of TMT current issued capital. We note over the subsequent three days, the price of a TMT share decreased 11.9% to close at \$0.260. Furthermore, as at 8 December 2023, TMT's share price closed at \$0.215, representing a 24.6% decrease from the first trading day following the announcement of the Scheme.

The above analysis suggests that the Scheme was not received positively by the market. However, it must be considered, as detailed in Section 10.2. of our Report, that TMT's shares display a moderate level of liquidity, and hence, the subsequent trading may not be indicative of Shareholder sentiment. Notwithstanding this, if the Scheme is not approved, quoted prices for TMT shares may return to pre-announcement levels.

5. Conclusion

We have considered the change in circumstances detailed in the body of this Supplementary Report and the analysis in our Report, and have concluded that our opinion remains unchanged in that, in the absence of a superior proposal, the Scheme is not fair but reasonable to Shareholders. Therefore, the Scheme is in the best interests of Shareholders.

In our opinion, the Scheme is not fair because the value of 14 shares in the Proposed Merged Entity (on a minority interest basis) is lower than the value of a share in TMT prior to the Scheme (on a controlling interest basis). However, we consider the Scheme to be reasonable because the advantages of approving the Scheme outweighed the disadvantages. In particular, following the implementation of the Scheme, Shareholders will have an interest in an enlarged entity which will have consolidated ownership of two adjoining projects which may enable improved ability to develop the projects and easier access to capital.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD



Sherif Andrawes
Director



Adam Myers
Director



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The Directors

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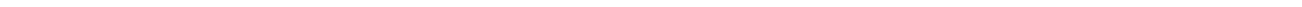
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INDEPENDENT TECHNICAL ASSESSMENT
and VALUATION REPORT on
the MINERAL ASSETS of
TECHNOLOGY METALS AUSTRALIA LIMITED and
AUSTRALIAN VANADIUM LIMITED

Presented to:
Technology Metals Australia Limited



Date Issued
13 December 2023

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Valuation Date	10 December 2023

Executive Summary

Valuation and Resource Management Pty Ltd (**VRM**) was engaged by Technology Metals Australia Limited (ASX TMT) (**TMT** or the **Company**) but instructed by BDO Corporate Finance (WA) Pty Ltd (**BDO**) to prepare an Independent Technical Assessment Report (**Report** or **ITAR**), including valuation for the Mineral Assets of TMT and Australian Vanadium Limited (ASX AVL) (**AVL**). The ITAR is prepared to assist BDO in completing their Independent Expert Report (**IER**) in relation to the proposed scheme of arrangement (**SOA**) between TMT and AVL (**Proposed Transaction**).

This Report has been prepared as a public document, in the format of an independent specialist's report and in accordance with the guidelines of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets – the 2015 VALMIN Code (**VALMIN**) and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – the 2012 JORC Code (**JORC**).

VRM understands that BDO will include the Report within its IER relating to the Proposed Transaction.

This Report is a technical review and valuation opinion of the mineral assets of TMT and AVL. Applying the principles of the VALMIN Code, VRM has used several valuation methods to determine the value for the mineral assets. Importantly, as neither the principal author nor VRM hold an Australian Financial Securities Licence, this valuation is not a valuation of TMT nor AVL but rather an asset valuation of the companies' mineral properties.

The Valuation Date in this report is 10 December 2023 and remains current. VRM provided a redacted draft report on 1 November 2023 to BDO for factual accuracy checking by the companies. This report includes updated technical information associated with the factual accuracy checking conducted by the companies.

As commodity prices, exchange rates and cost inputs fluctuate this valuation is subject to change over time. The valuation derived by VRM is based on information provided by TMT and AVL along with publicly available data including ASX releases and published technical information. VRM has made reasonable endeavours to confirm the accuracy, validity and completeness of the technical data which forms the basis of this Report. The opinions and statements in this Report are given in good faith and under the belief that they are accurate and not false nor misleading.

The default currency is Australian dollars (unless otherwise stated). All valuations included in this Report, they are a likely value of the mineral projects and not an absolute value. A range of likely values for the various mineral assets is provided with that range indicating the accuracy of the valuation.

TMT Project – Murchison Technology Metals Project – Western Australia

The Murchison Technology Metals Project (**MTMP**) is located in the Murchison region of Western Australia, approximately 610 kilometres northeast of Perth, 40 kilometres southeast of Meekatharra and 130 kilometres north west of the town of Sandstone. TMT owns 100% of the project via its wholly owned subsidiary The KOP Ventures Pty Ltd.

VRM has estimated the value of the project on an equity ownership basis considering the technical information supporting its prospectivity. As at the Valuation Date the MTMP contains reported Ore Reserve and Mineral Resource estimates prepared applying the guidelines of JORC (2012). The valuation

has been prepared as a sum of the parts with the value attributed to both the declared Ore Reserves and Mineral Resources and the exploration potential in the adjacent tenements. The Mineral Resources were valued using a comparable transaction method as the primary valuation technique with a secondary valuation based on the yardstick approach. The exploration potential within the MTMP but away from the reported Mineral Resources has been valued using a Geoscientific or Kilburn method as the primary method with a supporting or secondary valuation undertaken using a Prospectivity Enhancement Multiplier (**PEM**) method. A discounted cash flow (**DCF**) approach based on the reported Ore Reserves has not been used in the valuation.

This report documents the technical aspects of the tenements along with explaining valuations for the properties applying the principles and guidelines of the VALMIN and JORC Codes.

AVL Projects – Australian Vanadium Project – Western Australia

The Australian Vanadium Project (**AVP**) is located in the Murchison region of Western Australia, approximately 610 kilometres northeast of Perth, 55 kilometres southeast of Meekatharra and 120 kilometres north west of the town of Sandstone. The AVP is located between two of the Mineral Resources owned by TMT that constitute the MTMP. AVL owns 100% of the mineral rights to any vanadium, uranium, cobalt, chrome, titanium, lithium, tantalum, manganese, and Iron within the project.

VRM has estimated the value of the project considering the technical information available. As at the Valuation Date the AVP contains declared Ore Reserves and Mineral Resource estimates prepared applying the JORC (2012) guidelines. The Ore Reserves and Mineral Resource were valued using a comparable transaction method as the primary valuation technique. A secondary valuation was determined based on the yardstick approach. The exploration potential within the AVP but away from the reported Mineral Resources has been valued using a Geoscientific or Kilburn method as the primary method with a supporting or secondary valuation undertaken using a PEM method. A DCF approach based on the reported Ore Reserves has not been used in the valuation.

This report documents the technical aspects of the tenements along with explaining valuations for the properties applying the principles and guidelines of the VALMIN and JORC Codes.

Other AVL Projects – Western Australia

AVL holds 100% of two other projects, being the Coates Project located 60km to the northeast of Perth in Western Australia and the Nowthanna Hill Project, located adjacent and to the southwest of the AVP in the Murchison region of Western Australia. VRM has estimated the value of these projects considering the technical information supporting its prospectivity. There are no JORC Mineral Resources within the Coates projects however there is an Inferred uranium Mineral Resource within the Nowthanna Hill Project. Due to the low-grade nature of the uranium mineralisation the Mineral Resource has not been used in the valuation of the project. The valuation of the Coates and Nowthanna Hill Projects have been prepared using a Geoscientific method as the primary valuation technique. Secondary valuations were determined based on the PEM approach.

This report documents the technical aspects of the tenements along with explaining valuations for the properties applying the principles and guidelines of the VALMIN and JORC Codes.

Valuation Opinion

VRM has estimated the value of the Mineral Assets of TMT and AVL considering the technical information available as at the valuation date as described further in the body of this report.

There are declared Mineral Resource estimates and Ore Reserves within the AVP and the MTMP which have been prepared applying the guidelines of the Australasian Code for Reporting of Exploration Targets, Mineral Resources and Ore Reserves - The JORC Code (JORC, 2012).

Based on the rationale outlined in the body of this Report, VRM is of the view that the Ore Reserve and Mineral Resource estimates within the MTMP and AVP are most appropriately valued considering a comparable transaction approach, while the exploration potential is most appropriately valued applying a Geoscientific or Kilburn valuation method.

This report documents the technical aspects of the tenements along with explaining valuations for the properties applying the principles and guidelines of the VALMIN and JORC Codes.

Conclusions

Considering the Ore Reserves, Mineral Resources, and exploration potential of the MTMP in VRM's opinion, the Mineral Assets owned by TMT have a **pre transaction** market value of between **A\$61.9 million** and **A\$104.0 million** with a preferred value of **A\$82.9 million**. **Post transaction**, due to several technical synergies and optimisations VRM considers that the MTMP has a post transaction valuation of between **A\$82.9 million** and **A\$104.0 million** with a preferred value of **A\$93.4 million**.

In VRM's opinion, considering the Ore Reserves, Mineral Resources, and exploration potential of the AVP, Coates and Nowthanna Hill Projects, the Mineral Assets owned by AVL, have a post transaction market value of between **A\$109.7 million** and **A\$138.2 million** with a preferred value of **A\$124.0 million**. These valuations and the value of the combined assets is summarised in the table below.

On a **combined Post transaction** basis VRM considers that the Mineral Assets of TMT and AVL would have a market value of between **A\$192.7 million** and **A\$242.2 million** with a preferred value of **A\$217.4 million**.

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Preferred Valuation Summary for the TMT and AVL Mineral Assets

Valuation Summary			
Valuation Technique	Lower (\$ million)	Preferred (\$ million)	Upper (\$ million)
TMT Projects Pre-Transaction			
MTMP Resource Multiple	\$61.2	\$81.7	\$102.1
MTMP Exploration Potential	\$0.6	\$1.3	\$1.9
TMT Mineral Asset Valuation Total Pre-Transaction (A\$ million)	\$61.9	\$82.9	\$104.0
TMT Projects Post Transaction			
MTMP Resource Multiple	\$81.7	\$91.9	\$102.1
MTMP Exploration Potential	\$1.3	\$1.6	\$1.9
TMT Mineral Asset Valuation Total Post Transaction (A\$ million)	\$82.9	\$93.4	\$104.0
AVL Projects			
AVP Resource Multiple	\$108.7	\$122.2	\$135.8
AVP Exploration Potential	\$0.2	\$0.3	\$0.4
Total AVP Post Transaction	\$108.9	\$122.5	\$136.2
Exploration Potential Other Projects	\$0.9	\$1.5	\$2.1
AVL Mineral Asset Valuation Total Post Transaction (A\$ million)	\$109.7	\$124.0	\$138.2
Combined Valuation Post Transaction (A\$ million)	\$192.7	\$217.4	\$242.2

Note appropriate rounding has been applied to the valuation, totals may not add due to rounding.

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1. Introduction

Valuation and Resource Management Pty Ltd (VRM) was engaged by Technology Metals Australia Limited (ASX: TMT) (**TMT** or the **Company**) but instructed by BDO Corporate Finance (WA) Pty Ltd (**BDO**) to prepare an Independent Technical Assessment Report (**Report** or **ITAR**), including valuation for the Mineral Assets of TMT and of Australian Vanadium Limited (ASX: **AVL**) (**AVL**). The ITAR is prepared to assist BDO in completing their Independent Expert Report (**IER**) in relation to the proposed Scheme of Arrangement (**SOA**) between TMT and AVL (**Proposed Transaction**).

The Mineral Assets that are detailed and valued in this report are the advanced Murchison Technology Metals Project (**MTMP**) 100% owned by TMT and the Australian Vanadium Project (**AVP**) 100% owned by AVL. Two early-stage exploration projects, owned by AVL which are also documented in this report are the Coates Project and Nowthanna Project both 100% owned by AVL. All the projects are located in Western Australia. Due to the tenements that constitute the MTMP and AVP being adjacent with the geology being contiguous between the projects the regional and local geology, exploration history and exploration potential for both the MTMP and the AVP have been detailed in the same section with the Mineral Resources, Ore Reserves, and technical studies on each of the projects detailed in separate sections.

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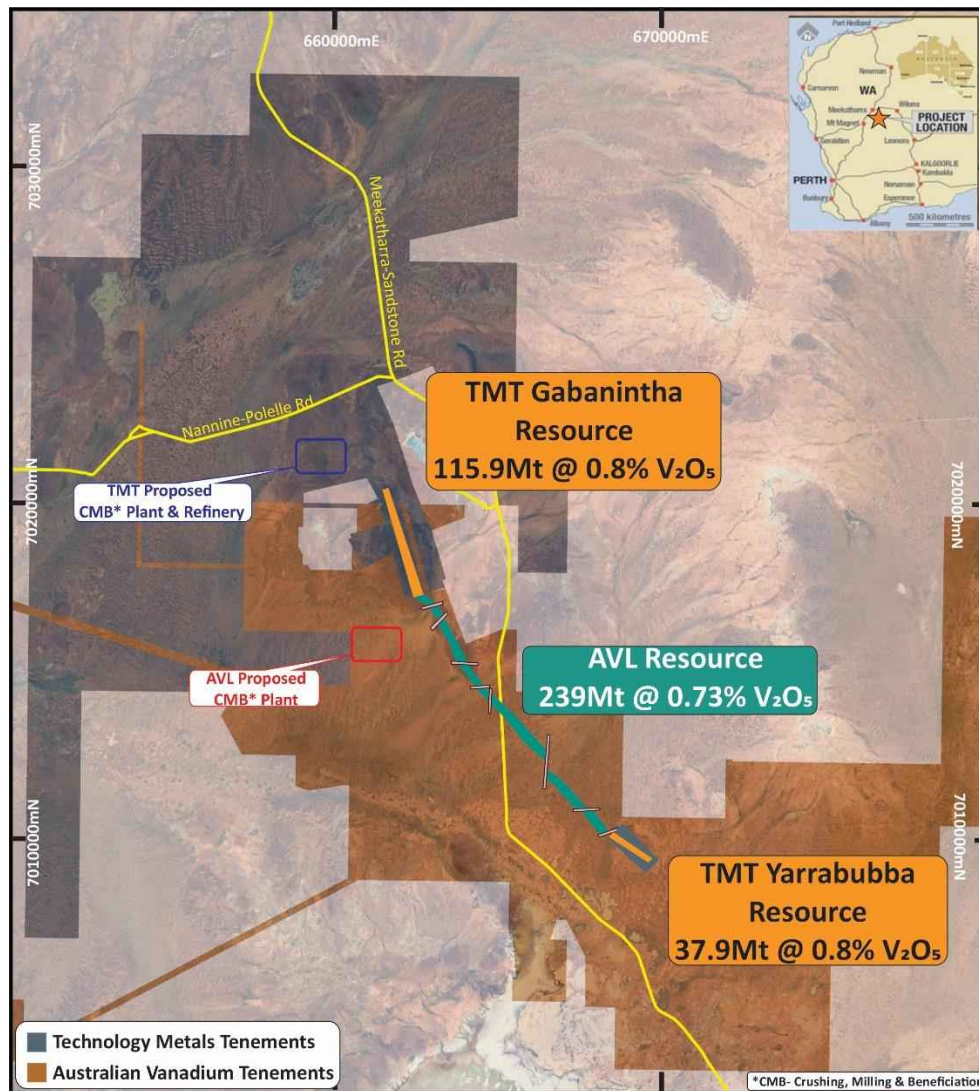


Figure 1 Location of the TMT and AVL Projects
 (Source: TMT, Note the Global Resources are detailed section 4.1 and 5.1 below.)

1.1. Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

In preparing the ITAR, VRM has applied the guidelines and principles of the *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets* – 2015 VALMIN Code (**VALMIN**) and the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* – the 2012 JORC Code (**JORC**). Both industry codes are mandatory for all members of the Australasian Institute of Mining and Metallurgy (**AusIMM**) and the Australian Institute of Geoscientists (**AIG**). These codes are also requirements under Australian Securities and Investments Commission (**ASIC**) rules and guidelines and the listing rules of the Australian Securities Exchange (**ASX**).

This ITAR is a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by TMT and AVL and previous owners and associated Competent Persons as referenced in this ITAR and additional publicly available information.

1.2. Scope of Work

VRM's primary obligation in preparing this ITAR is to independently describe and value the Mineral Assets of each company applying the guidelines of the JORC and VALMIN Codes. These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the Projects.

VRM has compiled the Report based on the principle of reviewing and interrogating both the documentation of the companies involved and their consultants, and other previous exploration within the area. This Report is a summary of the work conducted, completed, and reported by the companies from pegging or acquisition of the Projects to 6 November 2023, based on information supplied to VRM by both companies, and other information sourced in the public domain, to the extent required by the VALMIN and JORC Codes.

VRM understands that its review and report will be included in the Scheme Booklet and as such, it is understood that VRM's review will be a public document. Accordingly, this report has been prepared in accordance with the requirements of the 2015 VALMIN Code.

1.3. Statement of Independence

VRM was engaged to undertake an ITAR of the Projects that comprise the asset portfolio of TMT and AVL. This work was conducted applying the principles of the JORC and VALMIN Codes, which in turn reference ASIC Regulatory guide 111 Content of expert reports (RG111) and ASIC Regulatory guide 112 Independence of Experts (RG112).

Mr Paul Dunbar of VRM, the authors contributing to this report and VRM have not, within the past two years had any association with TMT or AVL, its individual employees, or any interest in the securities of TMT or AVL or potential interest, nor are they expected to be employed by either company after the proposed transaction, which could be regarded as affecting their ability to give an independent, objective, and unbiased opinion. VRM will be paid a fee for this work based on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated to be approximately \$65,000.

1.4. Practitioner and Competent Persons Declaration and Qualifications

Mr Paul Dunbar prepared this Report as the primary author with Dr Paul Hodkiewicz and Mr Anthony (Tony) Stepcich both contributing the sections of the report.

The Report and information in this report that relates to Technical Assessment and Valuation of Mineral Assets reflects information compiled and conclusions derived by Mr Paul Dunbar, BSc (Hons) (Geol), MSc (MINEX), who is a member of the AusIMM and of the AIG. Mr Dunbar is a Principal of VRM and has sufficient experience relevant to Technical Assessment and Valuation of Mineral Assets under consideration and to the activity which he is undertaking to qualify as a Practitioner as defined in the 2015 VALMIN Code. Mr Dunbar consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The Report and information that relates to geology is based on information compiled by Dr Paul Hodkiewicz, PhD (Economic Geology), a Competent Person who is a Fellow of the AusIMM. Dr Hodkiewicz is an associate of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 JORC Code. Dr Hodkiewicz consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Report and information that relates to Mining Engineering and feasibility studies is based on information compiled by Mr Anthony (Tony) Stepcich, BEng (Mining), MSc (Mineral Economics), a Competent Person who is a Fellow of the AusIMM. Mr Stepcich is an associate of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 JORC Code. Mr Stepcich consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The final version of this Report was peer reviewed by Ms Deborah Lord B Sc (Hons), who is a Fellow of the AusIMM and a member of the AIG. Ms Lord is a Director of VRM and has sufficient experience relevant to Technical Assessment and Valuation of Mineral Assets under consideration and to the activity which she is undertaking to qualify as a Practitioner as defined in the 2015 VALMIN Code. Ms Lord consents to the inclusion in the Report of the matters based on her information in the form and context in which it appears.

Between 25 September 2023, being the date that the proposed transaction was announced and the date of this Report, nothing has come to the attention of VRM unless otherwise noted in the Report that would cause any material change to the conclusions. The valuation date for the report is 25 September 2023.

1.5. Reliance on Experts

The authors of this Report are not qualified to provide extensive commentary on the legal aspects of the tenure of the mineral properties or the compliance with the legislative environment and permitting in Western Australia. In relation to the tenement standing, VRM has relied on the information publicly available prior to November 2023. On this basis VRM has confirmed the tenements which constitute the Projects held by TMT and AVL, located in Western Australia are in good standing. Both companies have confirmed their respective tenement status.

The information within this report specifically in Table 2, Table 5, Table 6, Table 7, Table 8, Table 9, Table 12, and Table 13 is extracted from the various reports and ASX releases as referenced below the various Mineral Resource estimates and Ore Reserves detailed in the above listed tables, and as detailed below. The reports and ASX releases were created on various dates and are available to view on either the TMT or the AVL company websites being, <https://www.tmtlimited.com.au/> and <https://www.australianvanadium.com.au/>. The companies confirm that they are not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The companies confirm that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

In respect of the information contained in this Report, VRM has relied on Information and Reports obtained from TMT and AVL or the public domain including, but not limited to:

- Presentation material including several cross sections and plans.
- TMT ASX releases including.
 - MTMP Global Mineral Resource Upgrade 7 November 2022
 - MTMP Life Increases To 25 Years Maiden Ilmenite Reserve 2022
 - Gabanintha Northern Block Resource Upgrade 29 March 2019
 - Outstanding Diamond Drill Results 30 January 2019
- Information provided by TMT including.
 - R297.2022 TMTMRE05 Gabanintha MRE Update_rev2
 - R296.2022 TMTMRE05 Yarrabubba MRE Update_rev2
 - R323.2019 TMTFFS01 Ore Reserve Report
 - TMT Merger Presentation 25 September 2023
 - TMT 30 June_2023_Annual_Report
- WAMEX Reports for each of the Western Australian Project areas.
- AVL ASX releases including.
 - 25 Sept 2023 Scheme Merger ASX release
 - AVL Bankable Feasibility Study for Australian Vanadium Project 6 April 2022
 - AVL Mineral Resource Update at the Australian Vanadium Project 1 November 2021
 - AVL Coates and Nowthanna Hill Projects Update 15 August 2023
 - AVL Sales of Coates and Nowthanna Hill Projects 11 May 2022
 - AVL Update on Sale of Coates and Nowthanna Hill Projects March 2023
 - AVL ASX Announcement 05 July 2018
 - AVL ASX Announcement 22 May 2018
- Information provided by AVL including.
 - 16 VRM / 16.1 Resource Report
 - 16.1.4.2 1.1.6 607920-0000-BA00-RPT-0001 AVP.BFS Appendix05 Geology v2
 - 16.1.3 2.1.8 607920-0000-BA00-RPT-0001AVP.BFS Section06 Mining Final
 - AVL Merger Presentation
 - AVL Annual Report to shareholders 2023
 - AVL 2019 Annual Report
 - AVL 2018 Annual Report v4 FINAL
- ASX announcement of the Scheme of Arrangement which includes the details of the various Mineral Resource estimates.
- Annual Reports

- Quarterly Reports
- ASX releases detailing any initial and updates to the Mineral Resource estimates.
- ASX releases detailing exploration activities.
- Various ASX releases from previous owners and neighbouring companies
 - MG1 Priority Offer Prospectus (Mining Green Metals Prospectus)
- Publicly available information including several publications on the regional geology and tectonic evolution of the Goldfields Region by the Geological Survey of Western Australia; and
- Government Regional datasets, including geological mapping and explanatory notes.

All information and conclusions within this Report are based on information that VRM requested from TMT and AVL to assist with this Report and other relevant publicly available data to 6 November 2023. Reference has been made to other sources of information, published and unpublished, including government reports and reports prepared by previous interested parties and joint venturers to the areas, where it has been considered necessary. VRM has, as far as possible and making all reasonable enquiries, attempted to confirm the authenticity and completeness of the technical data used in the preparation of this Report and to ensure that it had access to all relevant technical information. VRM has relied on the information contained within the reports, articles and databases provided by TMT and AVL as detailed in the reference list. A draft of this Report was provided to BDO for provision to the companies, for the purpose of identifying and addressing any factual errors or omissions prior to finalisation of the Report. The valuation sections of the Report were not provided to the companies until VRM's valuations and conclusions were not likely to change.

This ITAR contains statements attributable to third parties. These statements are made or based upon statements made in previous technical reports that are publicly available from either government departments or the ASX. The authors of these previous reports have not consented to the statements' use in this report, and these statements are included in accordance with ASIC Corporations (Consent to Statements) Instrument 2016/72.

1.6. Site visit

A site visit to the Projects was not undertaken for this ITAR. VRM has considered the activities and current project status of the Mineral Assets and considers that due to the stage of exploration and development within the tenements that no material information would be obtained from undertaking a site visit that would modify the opinions contained within this report and valuation.

2. Mineral Tenure

Mineral tenements held by TMT and AVL under consideration are detailed in Table 1 where the Project description denotes the section below where it is discussed on a location and geological framework basis. The list of tenements has been provided by the companies, and their distribution is presented in the relevant Project area sections, and in Figure 1 and Figure 2. The status of the tenements provided by the companies has been independently verified by VRM undertaking a review of the DMIRS online tenement database, Mineral Titles online.

2.1. Mineral Tenure

According to the databases of the Western Australian Government tenement administration bodies Mineral Titles Online, the licences listed in Table 1 are current and in good order as of 23 October 2023. To the best of VRM's knowledge, they remain in good standing with all statutory filings, reports and documentation including renewals supplied to the various government departments.

The authors of this report are not qualified to provide extensive commentary on the legal aspects of the mineral properties or the compliance with the relevant laws governing mining. As VRM and the authors of this report are not experts in mining law, no warranty or guarantee, be it expressed or implied, is made by VRM with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

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Table 1 Tenement summary – AVL and TMT Projects

Tenement	Project	Holder	Equity	Status	Area	Expiry Date	Minimum Expenditure
E 51/1534	AVP	AVL	100% #1	Live	8 BL	21/04/2024	\$70,000
E 51/1899	AVP	AVL	100%	Live	16 BL	7/01/2025	\$30,000
E 51/1943	AVP	AVL	100%	Live	5 BL	13/08/2025	\$20,000
E 51/1944	AVP	AVL	100%	Live	1 BL	13/08/2025	\$10,000
E 51/2067	AVP	AVL	100%	Pending	14 BL		N/A
E 51/843	AVP	AVL	100% #1	Live	12 BL	12/07/2024	\$70,000
L 51/116	AVP	AVL	100%	Pending	830.50 HA		N/A
L 51/119	AVP	AVL	100%	Pending	916.86 HA		N/A
L 51/130	AVP	AVL	100%	Pending	371.27 HA		N/A
L 51/131	AVP	AVL	100%	Pending	791.93 HA		N/A
L 51/132	AVP	AVL	100%	Pending	1,612.25 HA		N/A
L 51/133	AVP	AVL	100%	Pending	785.03 HA		N/A
M 51/878	AVP	AVL	100% #1	Live	3,565.86 HA	27/08/2041	\$356,600
M 51/897	AVP	AVL	100% #1	Pending	1,812.05 HA		N/A
P 51/3073	AVP	AVL	100%	Live	175.12 HA	23/01/2024	\$7,040
P 51/3074	AVP	AVL	100%	Live	46.37 HA	8/01/2024	\$2,000
P 51/3075	AVP	AVL	100%	Live	26.59 HA	8/01/2024	\$2,000
P 51/3076	AVP	AVL	100%	Live	123.53 HA	23/01/2024	\$4,960
P 51/3248	AVP	AVL	100%	Pending	5.01 HA		N/A
P 51/3298	AVP	AVL	100%	Pending	5.01 HA		N/A
E 70/4924-I	Coates	AVL	100%	Live	4 BL	9/07/2027	\$30,000
E 70/5588	Coates	AVL	100%	Live	3 BL	23/03/2026	\$15,000
E 70/5589	Coates	AVL	100%	Pending	15 BL		N/A
M 51/771	Nowthanna Hill	AVL	100%	Live	300.75 HA	31/07/2038	\$30,100
E 51/1510-I	MTMP	TKV #2	100%	Live	1 BL	1/07/2024	\$20,000
E 51/1818	MTMP	TKV #2	100%	Live	41 BL	22/02/2028	\$82,000
E 51/2056	MTMP	TKV #2	100%	Pending	14 BL		N/A
E 51/2117	MTMP	TKV #2	100%	Pending	10 BL		N/A
G 51/29	MTMP	TKV #2	100%	Live	110.25 HA	29/07/2040	N/A
G 51/30	MTMP	TKV #2	100%	Live	384.15 HA	23/12/2040	N/A
G 51/31	MTMP	TKV #2	100%	Live	86.43 HA	28/11/2042	N/A
G 51/32	MTMP	TKV #2	100%	Pending	188.00 HA		N/A
G 51/34	MTMP	TKV #2	100%	Pending	376.00 HA		N/A
L 51/101	MTMP	TKV #2	100%	Live	169.00 HA	4/06/2040	N/A
L 51/102	MTMP	TKV #2	100%	Live	801.00 HA	2/09/2040	N/A
L 51/117	MTMP	TKV #2	100%	Live	80.72 HA	14/10/2042	N/A
L 51/121	MTMP	TKV #2	100%	Live	2,114.15 HA	25/07/2043	N/A
L 51/123	MTMP	TKV #2	100%	Pending	43.00 HA		N/A
L 51/125	MTMP	TKV #2	100%	Pending	71.00 HA		N/A
L 51/128	MTMP	TKV #2	100%	Pending	22.00 HA		N/A
L 51/129	MTMP	TKV #2	100%	Pending	90.00 HA		N/A
L 51/134	MTMP	TKV #2	100%	Pending	799.00 HA		N/A
M 51/883	MTMP	TKV #2	100%	Live	611.56 HA	27/08/2041	\$61,200
M 51/884	MTMP	TKV #2	100%	Live	91.63 HA	27/08/2041	\$10,000
P 51/3140	MTMP	TKV #2	100%	Live	187.65 HA	10/02/2025	\$7,520

Note

#1 AVL holds the rights for V/U/Co/Cr/Ti/Li/Ta/Mn & iron ore only. Bryah Resources Limited retains 100% rights all minerals except V/U/Co/Cr/Ti/ Li/Ta/Mn & iron ore.

#2 TKV - The KOP Venture Pty Ltd which is a wholly owned subsidiary of TMT.

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3. MTMP and AVP Geology and Exploration

3.1. Location and Access

The contiguous AVL Australian Vanadium Project (**AVP**) and TMT Murchison Technology Metals Project (**MTMP**) areas are located approximately 50km south southeast of the town of Meekatharra in Western Australia. Access to the adjacent tenements is via the unsealed Meekatharra-Sandstone Road (Figure 2).

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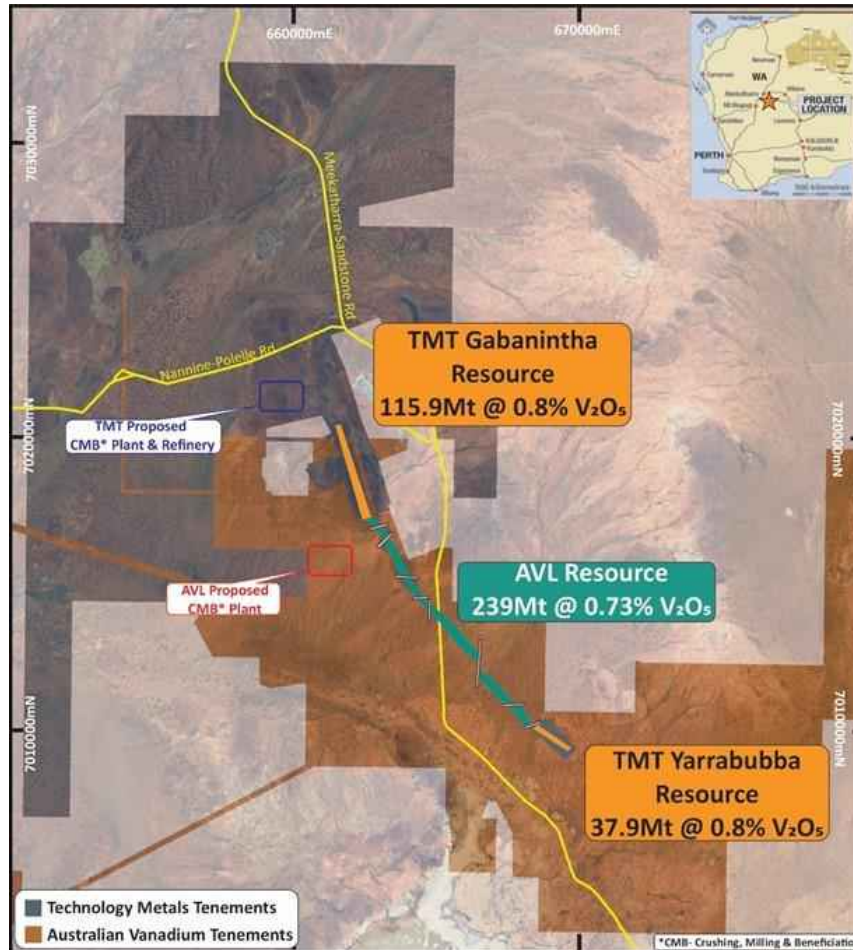


Figure 2 Plan view of the adjacent AVL and TMT tenements
(Source: 25 Sept 2023 Scheme Merger ASX release)

3.2. Regional Geological Setting

The projects are located in the northern Murchison granite-greenstone province of the Archean Yilgarn Craton, in mafic, ultramafic, extrusive and volcanoclastic rocks of the Gabanintha Formation (Figure 3). Mineralisation is hosted in a differentiated gabbro with northwest striking southwest dipping massive to disseminated vanadium-titanium-iron (V-Ti-Fe) bands ranging from a few metres up 15m in true thickness. The mineralised units are offset and disrupted by later dolerites, faults, and quartz porphyries.

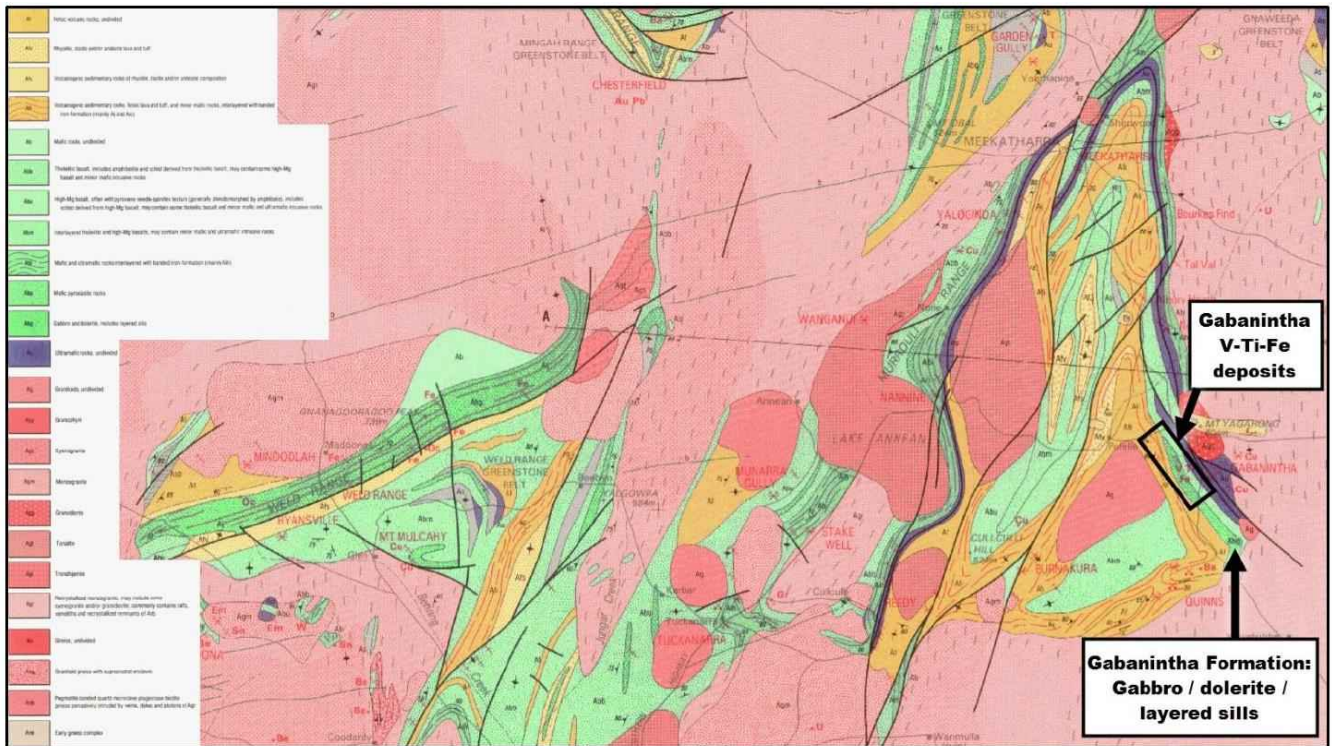


Figure 3 Regional geology map of the Murchison granite-greenstone province, showing location of the Gabanintha Formation
 (Source: CSA Global Mineral Resource Estimate Update, 12 December 2022)

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3.3. Local Geology

The adjacent AVL and TMT tenements cover the same continuous northwest striking southwest dipping magnetite-rich vanadium-bearing layers in the differentiated gabbro unit, as shown in the airborne magnetic image in Figure 4. The AVP Mineral Resource occurs along strike and between the MTMP resources, which are referred to as 'Gabanintha' to the north and 'Yarrabubba' to the south (see Figure 5 and Figure 6).

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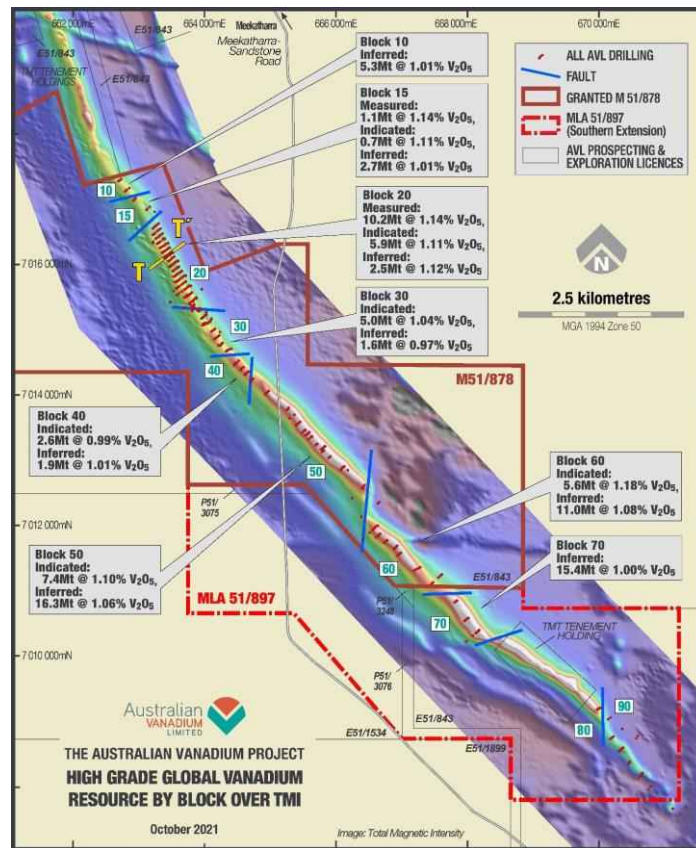


Figure 4 Airborne magnetic image showing continuity of mineralisation across AVL and TMT tenements. (Source AVL Bankable Feasibility Study for Australian Vanadium Project 6 April 22)

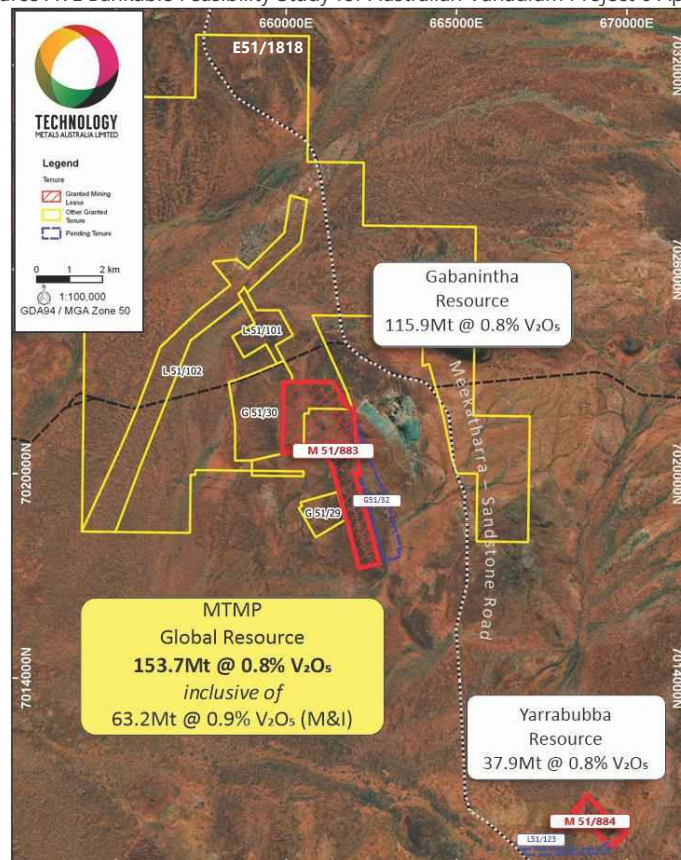


Figure 5 Plan showing locations of the MTMP Gabanintha and Yarrabubba Mineral Resources (Source: TMT MTMP Global Mineral Resource Upgrade 7 Nov 22)

Note Refer to tables in Section 5.1.1 and 4.1 below for a breakdown of the Mineral Resource estimates.

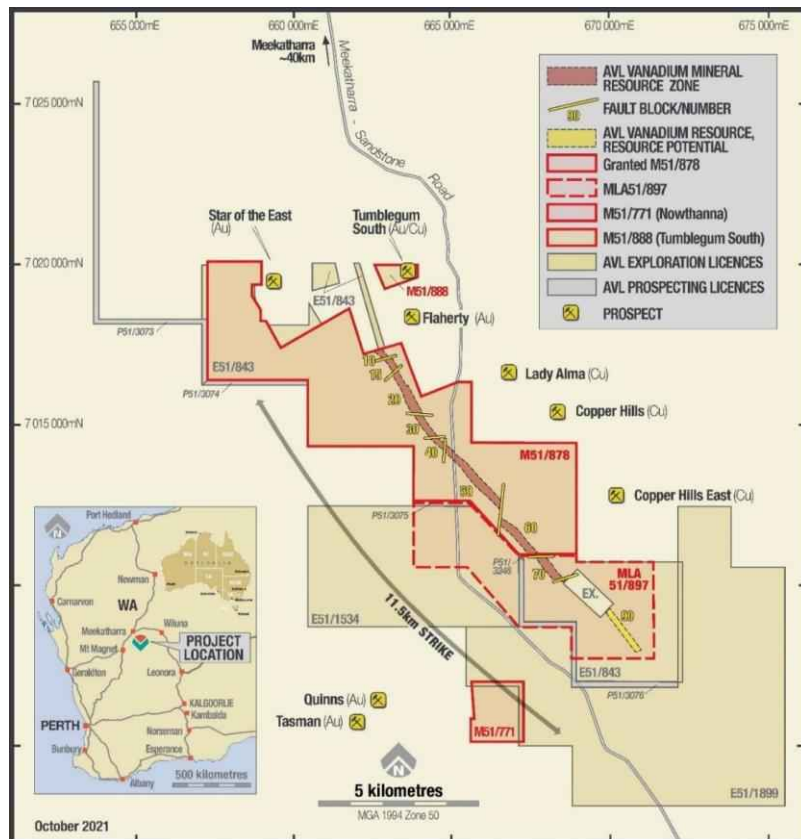


Figure 6 Plan showing the AVP Mineral Resource, between the MTMP resource areas shown in Figure 5
(Source: AVL Mineral Resource Update at the Australian Vanadium Project 1 Nov 21)

The deposit is geologically analogous to the Windimurra vanadium deposit and the Barrambie vanadium titanium deposit, located 140 km south and 80 km southeast of Gabanintha, respectively.

The layered sequence consists of a basal massive high-grade vanadium-bearing magnetite zone (10 to 15 m in true thickness), overlain by low-grade magnetite banded gabbro units between 5 and 30 m thick, separated by thin unmineralised gabbro zones. The sequence is overlain in places by a lateritic domain, a transported domain (occasionally mineralised) and a thin barren surface cover domain (Figure 7, Figure 8 and Figure 9). The cover sequences are dominantly within the AVP while the mineralisation within the MTMP outcrops in low ironstone ridges which represent the basal massive magnetite unit. The cover sequences can be up to ten meters thick in places, particularly within the AVP.

The northwest striking layered sequence is offset by a number of faults that separate the deposit into several kilometre-scale blocks (in Figure 4 see minor offsets of the layered sequence along faults shown as blue lines). The larger blocks show relatively minor amounts of internal deformation, with good continuity between drillholes.

Based on the AVP and MTMP geological interpretations, the layered sequence extends for over 15 km along its northwest strike across both tenements. The massive magnetite layers, and thinner hanging wall and footwall layers with disseminated and/or banded mineralisation, have been modelled based on drill hole logs, assay data, petrophysical and geophysical datasets. These datasets and the relatively closely spaced drilling in both AVP and MTMP projects support a good understanding of the layered sequence and associated mineralisation.

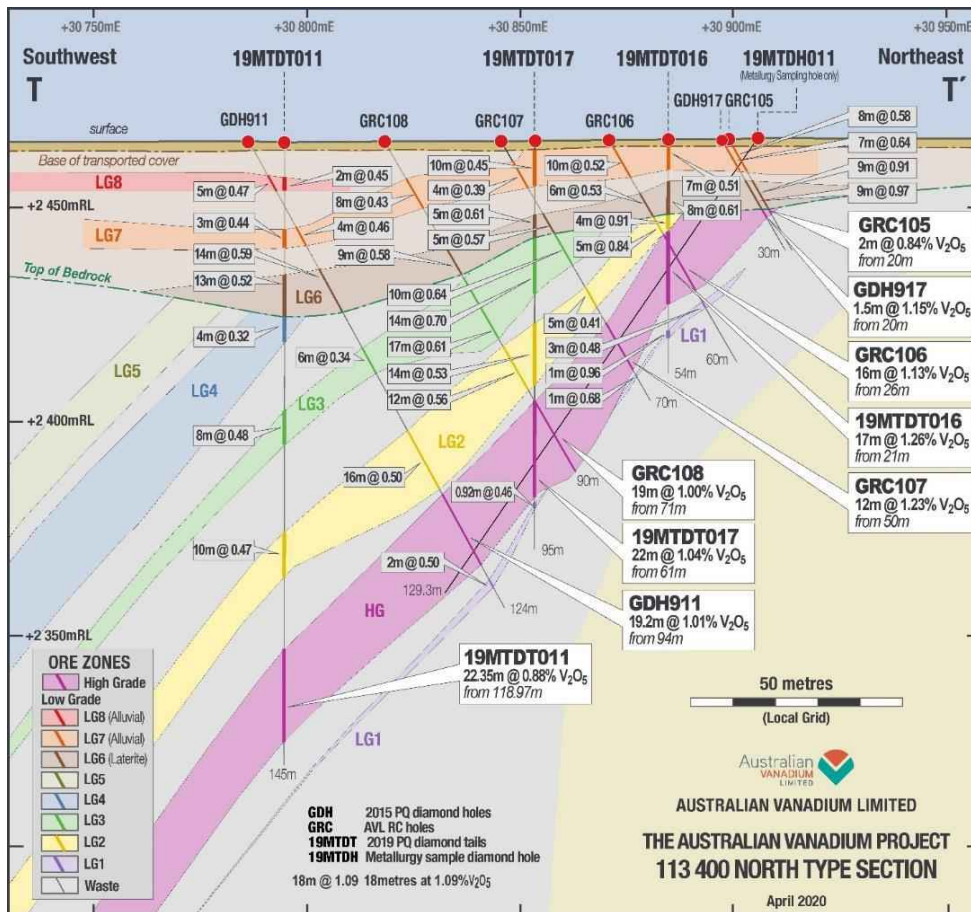


Figure 7 Type AVP cross-section T-T' as shown in Figure 4
 (Source: ASX AVL Mineral Resource Update at the Australian Vanadium Project 1 Nov 21)

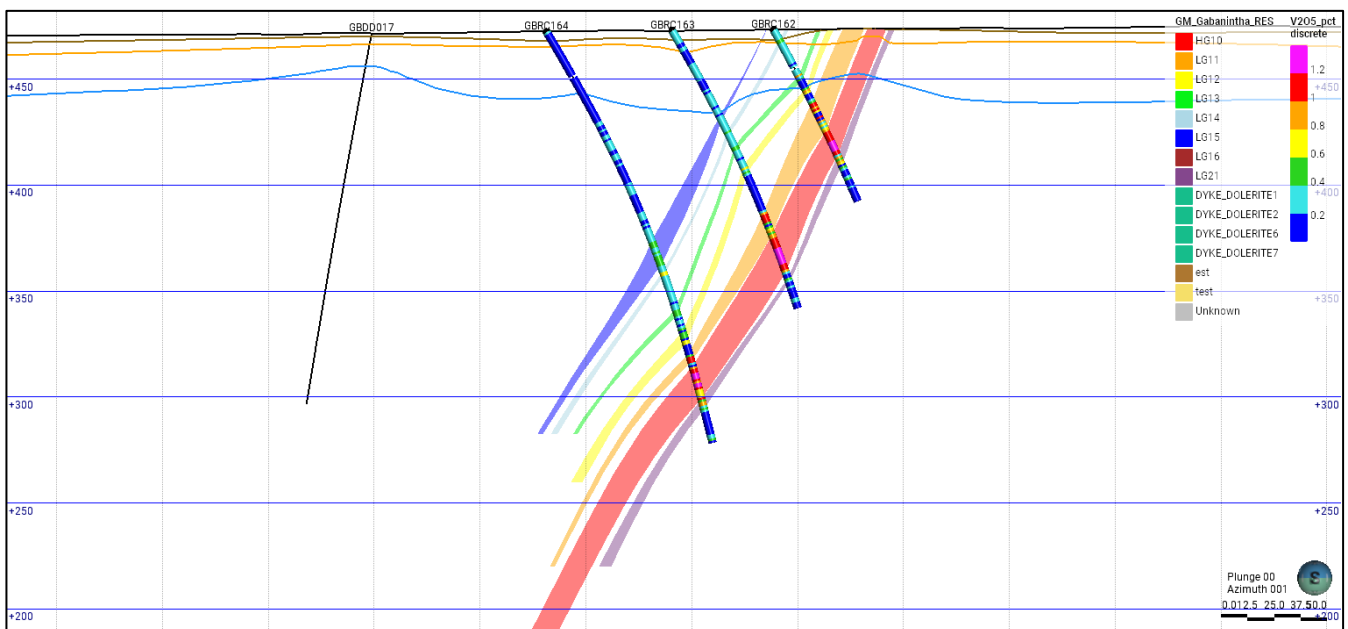


Figure 8 Cross-section through the northern MTMP Gabanintha deposit, showing the basal massive magnetite unit in red, a typical sequence of thinner hanging wall units, and similarities to the AVP section in Figure 7
 (Source: ASX TMT MTMP Global Mineral Resource Upgrade 7 Nov 22)

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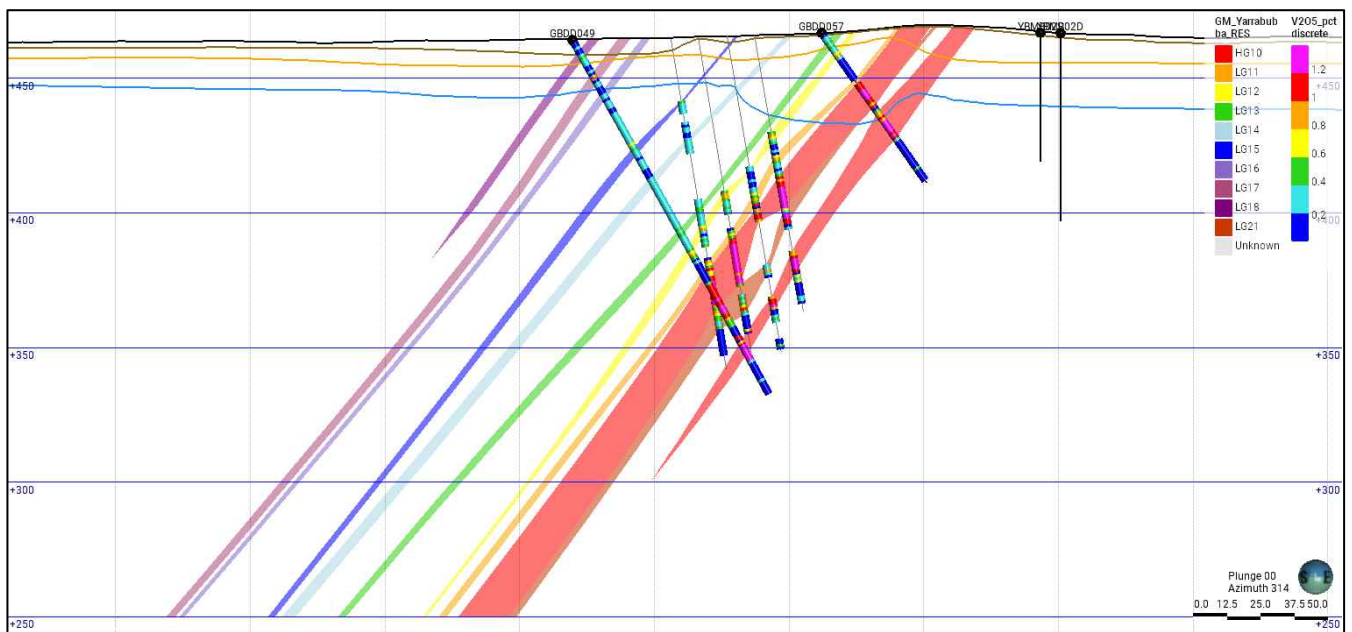


Figure 9 Cross-section through the southern MTMP Yarrabubba deposit, showing the basal massive magnetite unit in red, a typical sequence of thinner hanging wall units, and similarities to the AVP section in Figure 7
(Source: ASX TMT MTMP Global Mineral Resource Upgrade 7 Nov 22)

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VRM Comment

VRM has conducted a review of the reasonableness of the geological understanding and interpretations of the AVP and MTMP projects and has not identified any areas of material concern. Both companies have adequately and similarly described the common geological features in the layered gabbro sequence that extend across both tenements, including the massive, high-grade vanadium-bearing magnetite zone, lower-grade units in the hanging-wall and footwall, weathered and transported surface sequences, and faults and intrusions that produce minor offsets of the mineralised layers. This common geological understanding supports the assessment and valuation of the mineral assets in the Sections below.

3.4. Exploration History

3.4.1. AVP Exploration History

Vanadium mineralisation in the project area was identified in 1960 by Manganore Pty Ltd and investigated with shallow drilling, surface sampling and mapping. Additional RC and diamond drilling was completed by Greater Pacific NL (**GPN**) and Yellow Rock resources (YRR) (now named AVL) up until 2015, and a further 63 reverse circulation (**RC**) and eight diamond holes were completed by AVL between March and May 2015 as part of the initial resource definition program.

3.4.2. MTMP Exploration History

In 1998, under an option agreement on tenements held by Oakland Nominees Pty Ltd, Intermin Resources completed reconnaissance RC drilling that confirmed the down dip extent and strike continuation of the vanadium bearing horizons under cover and between outcrops that had been identified with shallow drilling, surface sampling and mapping by Manganore Pty Ltd in 1960. The areas drilled in 1998 are currently on Mining Licences held by The KOP Ventures Pty Ltd, which is a wholly owned subsidiary of TMT.

Since 2017, AVL and TMT have completed a number of drilling campaigns to inform Mineral Resource Estimates and geotechnical and metallurgical studies. The reader is directed to the ASX releases "AVL

Mineral Resource Update at the Australian Vanadium Project 1 November 2021” and “TMT MTMP Global Mineral Resource Upgrade 7 November 2022” where further details are reported in the associated JORC Table 1 in the appendices.

3.5. Exploration Potential

AVL has completed work on airborne and ground geophysical data to identify potential along strike and down dip extensions of mineralised layers (for example, see Figure 6 area in yellow referred to as “AVL Vanadium Resource, Resource Potential”). The reader is directed to AVL’s “Technical Report for the Australian Vanadium Project Mineral Resource Estimate” dated October 2021 (specifically Section 12.10 – Exploration Potential) for details highlighting areas that will require additional drilling to identify extensions of mineralisation. In addition, the ASX release of 21 September 2021 outlines the potential at Block 90 to the south of Yarrabubba. These ASX releases provide information around the potential extensions of the known mineralisation and to potentially identify and upgrade current reported Inferred Resources.

VRM Comment

The AVP and MTMP project areas remain prospective for vanadium mineralisation. Regional airborne magnetic data highlights good continuity of the vanadium-bearing layered sequence across both tenements (see Figure 4). This, combined with existing drilling coverage and a common understanding of geological controls on mineralisation across both tenements, would support an integrated exploration strategy to target additional vanadium mineralisation along strike and down dip of existing resources.

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4. TMT Mineral Assets

For the MTMP, as documented above, the regional, local geology along with the exploration history and exploration potential has been documented in conjunction with the AVP. This section of the report details Mineral Resource and Ore Reserve estimates within the MTMP along with documenting the studies that have been undertaken as a part of the feasibility study into the project.

4.1. Murchison Technology Metals Project (MTMP) Mineral Resource Estimate

TMT announced an updated Global Mineral Resource Estimate (MRE) for the MTMP in November 2022 (Table 2) (ASX release: 7 Nov 22). The Project comprises two separate MREs along strike in the layered sequence that hosts vanadium mineralisation: Gabanintha in the north and Yarrabubba in the south (Figure 5). The global estimate is an update of previous MREs for Gabanintha in 2019 and Yarrabubba in 2021 and is based on infill drilling in both project areas.

The MREs were reported in accordance with the JORC Code (2012) and were prepared by Matthew Clark, a Senior Resource Geologist with CSA Global Pty Ltd. Mr Clark is a member of the Australasian Institute of Mining and Metallurgy (**AusIMM**) and the Australian Institute of Geoscientists (**AIG**) and has sufficient experience relevant to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (**JORC**) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

The updated 2022 Global Mineral Resource Estimate is 153.7Mt @ 0.8% V₂O₅, representing an increase of 5% on the previous Global MRE. This update includes an initial Measured MRE for Yarrabubba Massive and Disseminated of 5.9Mt at 1.0% V₂O₅ within a Global Measured and Indicated MRE of 63.2 Mt at 0.9% V₂O₅, which represents a 26% increase on the previous MRE.

In December 2018, TMT reported metallurgical test work results that identified an opportunity to recover a base metal concentrate from the non-magnetic tailings fraction of the vanadium processing circuit (see ASX announcement of 12 December 2018 "Outstanding Gabanintha Metallurgical Results"). The preliminary test work delivered a concentrate with a combined base metal content of 10 – 15%, containing up to 2.31% cobalt, 4.47% nickel and 9.50% copper. Based on these results, TMT included an Inferred Base Metal Resource (see ASX announcement of 29 March 2019 "Gabanintha Northern Block Resource Upgrade") in Table 3.

This base metal MRE is reported as inferred because of the lower confidence associated with the preliminary metallurgical test work. In addition, the inferred base metal MRE is only reported from within the higher confidence Measured and Indicated portions of the fresh massive high-grade magnetite domains in the vanadium MRE (see Figure 10). Based on the metallurgical test work, the processing and recovery of a tailings stream from this material incurs no additional mining and grinding costs. AVL has reported a similar Inferred Base Metal Resource (see Section 5.1 below). However, these inferred base metal resources are not regarded as material for the purposes of this valuation of the AVP and MTMP vanadium projects.

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Table 2 MTMP 2022 Global Mineral Resource Estimate by ore type and classification
(Source: ASX TMT MTMP Global Mineral Resource Upgrade 7 Nov 22)

Classification	Material	Mt	V ₂ O ₅ %	Fe %	Al ₂ O ₃ %	SiO ₂ %	TiO ₂ %	LOI %	P %	S %
Measured (Yarrabubba)	Massive	4.4	1.1	48.1	5.5	7.3	12.4	-0.4	0.01	0.3
	Disseminated	1.5	0.6	30.0	10.8	23.4	7.7	2.5	0.01	0.2
Measured (Gabanintha)	Massive	5.1	1.1	46.9	5.7	8.4	12.1	-0.2	0.01	0.3
	Disseminated	1.1	0.8	36.4	7.9	19.6	9.0	0.5	0.01	0.2
Measured	Massive + disseminated	12.1	1.0	44.3	6.5	10.9	11.4	0.1	0.01	0.2
Indicated (Yarrabubba)	Massive	8.0	1.1	48.1	5.4	7.1	12.5	0.0	0.01	0.3
	Disseminated	6.9	0.6	28.4	12.5	25.2	7.2	2.6	0.02	0.3
Indicated (Gabanintha)	Massive	19.5	1.1	48.9	5.2	6.2	12.8	-0.1	0.01	0.2
	Disseminated	16.7	0.6	27.3	13.3	26.7	7.0	3.0	0.03	0.2
Indicated	Massive + disseminated	51.2	0.9	39.0	8.9	15.6	10.1	1.3	0.02	0.2
Measured plus Indicated	Massive + disseminated	63.2	0.9	40.0	8.4	14.7	10.4	1.1	0.02	0.2
Inferred (Yarrabubba)	Massive	5.7	1.1	47.4	5.6	7.8	12.3	0.1	0.01	0.3
	Disseminated	11.4	0.6	27.9	12.6	25.8	7.2	2.0	0.02	0.4
Inferred (Gabanintha)	Massive	36.5	1.1	46.7	6.0	8.3	12.3	0.4	0.01	0.2
	Disseminated	36.9	0.5	26.6	12.9	27.6	6.9	3.4	0.03	0.3
Inferred	Massive + disseminated	90.5	0.8	36.2	9.6	18.3	9.5	1.8	0.02	0.2
TOTAL	Massive + disseminated	153.7	0.8	37.7	9.1	16.8	9.8	1.5	0.02	0.2

Table 3 TMT 2019 Inferred Base Metal Mineral Resource for cobalt, nickel, and copper.
(Source: ASX TMT Gabanintha Northern Block Resource Upgrade 29 March 2019)

Classification	Million Tonnes	Co ppm	Ni ppm	Cu ppm
Inferred	15.7	230	830	200

*These Inferred Base Metal Mineral Resources are estimated within a constrained wireframe domain defined by a nominal 0.9% V₂O₅ cut-off grade for the basal massive magnetite unit. See Figure 10 below.

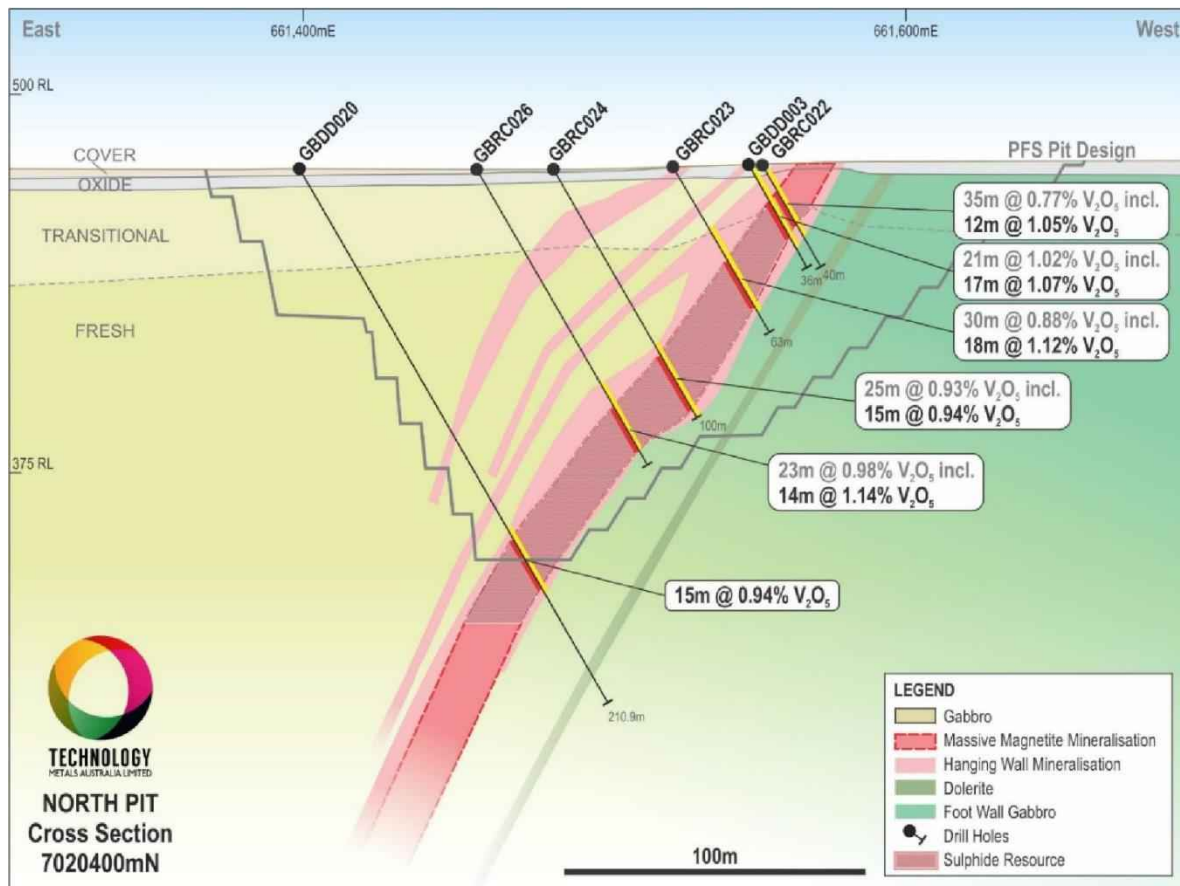


Figure 10 Cross section showing location of Inferred Base Metal Resource ('Sulphide Resource') in down-dip extension of Massive Magnetite Mineralisation domain, which hosts the vanadium MRE.
(Source: ASX TMT Gabanintha North Block Resource Upgrade 29 March 2019)

VRM Comment

VRM has conducted a review of the reasonableness of the 2022 MTMP Global MRE and has not identified any material areas of concern. As described in Section 5.1.1 (Australian Vanadium Project MRE) below, there are minor differences between the MTMP and AVP MREs, which is expected because they were prepared independently. However, because of the similar understanding of geological controls on vanadium mineralisation in the layered gabbro sequence across both tenements, the differences are not regarded to be material for the purposes of this valuation report.

The main differences between the AVP and MTMP MREs are associated with V_2O_5 cut-off grades and workflows used to define resource domains. For example, the MTMP MRE used a 0.9% V_2O_5 cut-off combined with geological logging to define the massive magnetite domain and a 0.4% V_2O_5 cut-off combined with geological logging to define the lower-grade domains in the hanging wall. In contrast, the AVP MRE used a 0.7% V_2O_5 cut-off combined with geological logging to define the massive magnetite domain and a 0.4% V_2O_5 cut-off combined with geological logging to define the lower-grade domains in the hanging wall. Despite these differences, the resource domains used in both MREs are similar (see cross sections in Figure 7, Figure 8 and Figure 9) and are adequate to the purposes of this valuation report.

The Inferred Base Metal Resource reported by TMT in 2019 is similar to that reported by AVL in 2018 (see Section 5.1 below) but is not regarded as material for the valuation of the combined AVP and MTMP vanadium projects as defined in the scope of this report. However, these may provide additional opportunities in the future assessment of an integrated MRE with combined AVP and MTMP datasets.

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4.2. MTMP Ore Reserves

4.3. MTMP Gabanintha Vanadium Project

The Gabanintha Feasibility Study (**FS**) was completed in July 2019 under the direction of TMT. The FS was largely based on Measured and Indicated Mineral Resources of 30.1Mt at 0.9% V₂O₅, and a total inventory of 35.7Mt at 0.83% V₂O₅ after modifying factors are applied. The total inventory includes 17% Inferred Mineral Resources. The first 11.9 years of mine life includes 2% Inferred Mineral Resources in the mine plan. The majority of the Inferred Mineral Resources are processed in the final four years of the mine life.

The mining method to be used at Gabanintha is conventional open-pit mining utilising drill-blast-load-haul. Detailed pit designs were generated from the Whittle optimised shells. The optimisation results showed flat cash curves, meaning that the optimisation was mineral resource constrained. A pit shell with Revenue Factor 1 was selected as the basis of the pit design.

Geotechnical parameters used in the FS mining study were based on analysis of 6.5km of diamond drill logging and relevant RC drill data. The geotechnical analysis included consideration of geotechnical domains, weathering profiles, factor of safety, probability of failure, geological structure, wedge, and planar failure modes. The Competent Person believed that the geotechnical analysis was suitable for a FS level of study. Pit designs were designed in accordance with geotechnical parameters provided by MineGeoTech.

Mining dilution was applied using the skins methodology. A dilution skin of 1m was applied to the Mineral Resource wireframes, 1m ore loss and 1m dilution. The ore loss and dilution factors are shown below in Table 4

Table 4 Gabanintha Reserve Modifying Factors

Dilution	North Pit	Central Pit
Massive Magnetite	13% @ 0.45% V ₂ O ₅	10% @ 0.46% V ₂ O ₅
Banded & Disseminated	29% @ 0% V ₂ O ₅	20% @ 0% V ₂ O ₅
Mining Ore Recovery		
Massive Magnetite	98%	98%
Banded & Disseminated	95%	95%

The proposed mine layout can be seen below in Figure 11. The North pit has a total depth of 180m, and the Central pit has a total depth of 190m. Access to both pits are via footwall ramps to reduce waste stripping.

Four locations have been identified for waste rock:

- North waste rock dump
- East waste rock dump
- Central waste rock dump
- North pit back fill

Waste rock dumps have been designed within tenement boundaries and with concave rehabilitated slopes as recommended by Integrate Sustainability.

Cut-off grade was determined on a net value per block basis. Where total revenue and total cost for each block are estimated. Any block returning a positive net value was defined as "Ore" for the purpose of pit design and production scheduling.

The Ore Reserves report makes the statement that capital and operating costs were estimated to a FS level of confidence. VRM has not reviewed the capital and operating costs so cannot form an opinion as to whether the costs meet the standard of a FS. Given the valuation methodologies used in this report VRM does not consider this information to be material to the valuation.

Table 5 below details the Ore Reserves for Gabanintha as at July 2019.

Table 5 Gabanintha Ore Reserve July 2019

Reserve category	Tonnes (Mt)	Grade (V ₂ O ₅ %)	Contained V ₂ O ₅ tonnes (Mt)
Proven	1.1	0.96	0.01
Probable	28.5	0.88	0.25
Total	29.6	0.88	0.26

Note: Includes allowance for mining recovery (98% for massive magnetite ore and 95% for banded and disseminated ore) and mining dilution applied as a 1 metre dilution skin; resulting in a North Pit dilution for massive magnetite ore of 13% at 0.45% V₂O₅, and North Pit dilution for banded and disseminated ore of 29% at 0.0% V₂O₅; a Central Pit dilution for massive magnetite ore of 10% at 0.46% V₂O₅, and Central Pit dilution for banded and disseminated ore of 20% at 0.0% V₂O₅.

The Competent Person for the Gabanintha Ore Reserve was Mr Karl van Olden, who at the time it was undertaken was a full-time employee of CSA Global Pty Ltd. VRM has reviewed the report "Ore Reserve Report- Gabanintha Vanadium Project" dated 29 July 2019. VRM is of the opinion that this report is reported in accordance with the JORC code (2012).

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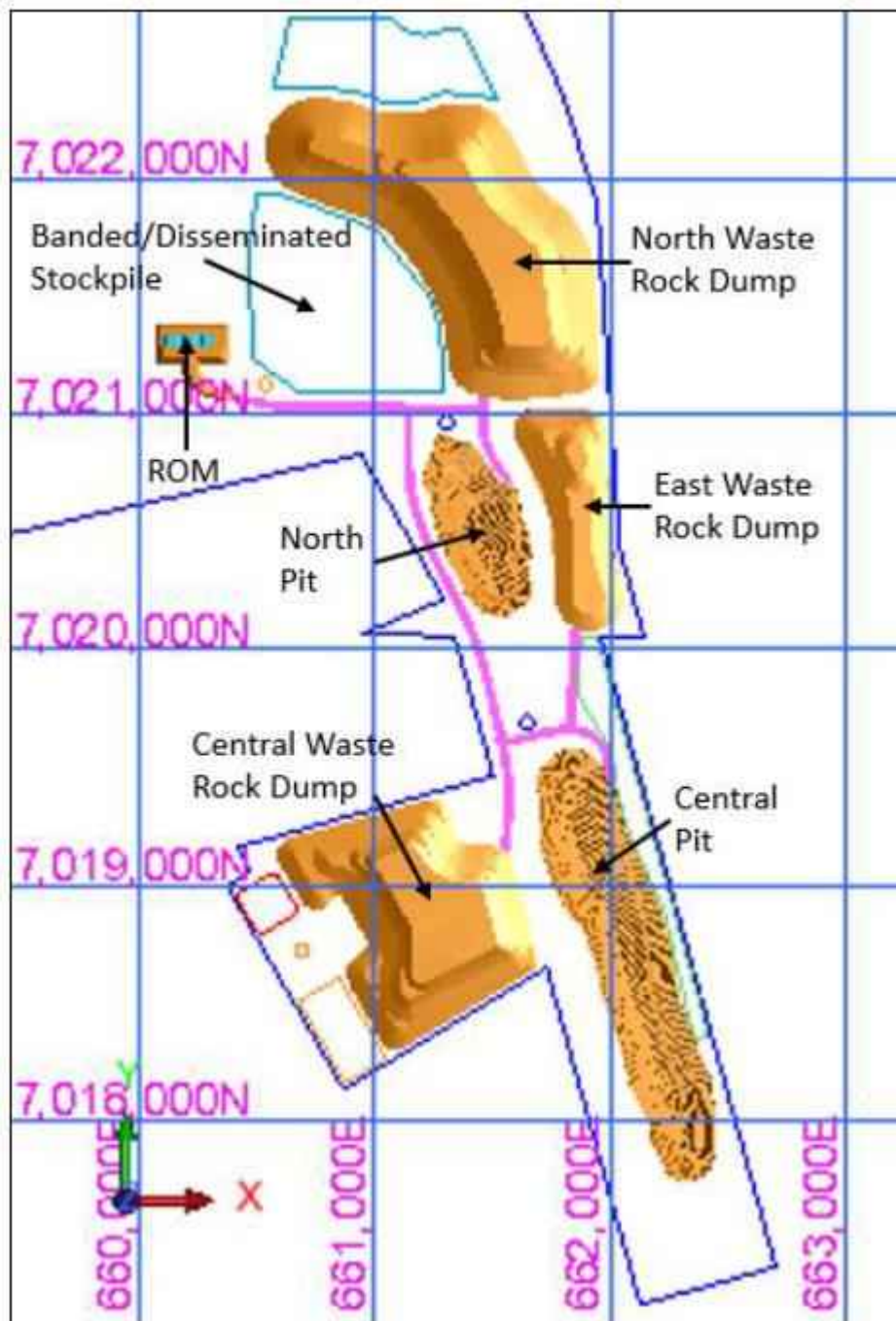


Figure 11 MTMP Mine layout

4.4. MTMP Integration Study

In August 2019 TMT released the Definitive Feasibility Study (DFS) for the Gabanintha Vanadium Project which VRM has reviewed and documents above. After the initial 2019 DFS TMT recognised the potential of the Yarrabubba deposit. A Yarrabubba Probable Ore Reserve of 9.4Mt at 0.97% V_2O_5 was reported in September 2020. TMT commenced an Integration Study in late 2021 to combine the Yarrabubba and Gabanintha deposits into a unified mine plan for the MTMP (TMT ASX release 5 August 2022). The Integration Study combined and updated the Ore Reserves into one consistent estimate with this updated Ore Reserve superseding the previous estimates. There are significant details associated with the study included in that ASX release and the reader is directed to that release for the technical details

of the study. VRM has not used the financial model associated with the study in the valuation of the MTMP and therefore has not detailed all aspects of the technical work within this report.

The MTMP study assessed the metallurgical properties of the Yarrabubba deposit and its suitability to be processed through the Gabanintha flowsheet and any required modifications necessary. The Yarrabubba Ore required the addition of a gravity circuit to recover the ilmenite from the Yarrabubba Ore. It was found that the Yarrabubba Ore was suitable to be processed through the Gabanintha flowsheet.

Open pit modelling and scheduling was undertaken by Orelogy across both deposits. The work was primarily focussed on updating the Yarrabubba Ore Reserve based on the November 2021 Mineral Resource estimate of 36.6Mt at 0.8% V₂O₅ which included Indicated material of 20.2Mt at 0.9% V₂O₅. As a result of this the Yarrabubba Probable Ore Reserve estimate (Table 6) increased to 15.9Mt at 0.87% V₂O₅ and including a maiden ilmenite Ore Reserve estimate of 15.9Mt at 10% TiO₂. It is noted that the pit optimisation and infrastructure requirements used to delineate the Yarrabubba Ore Reserves were constrained due to the small tenement that TMT holds over the mineralisation. Should the SOA be approved, this would allow for a more optimal mine and infrastructure design to be incorporated.

Table 6 Yarrabubba Ore Reserve Estimate, V₂O₅ and TiO₂

Class	Ore				Magnetic Conc.		Non-Magnetic Conc.		Rec. V ₂ O ₅	Rec. Ilmenite	Waste	Total
	Mt	V ₂ O ₅ %	TiO ₂ %	Mass Yield	Mt	V ₂ O ₅ %	Mt	TiO ₂ %	M lb	kt	Mt	Mt
Probable	15.88	0.87%	10.03%	44.4%	7.04	1.61%	8.84	12.35%	203	1,133	110.10	125.98

(Source TMT ASX release 5 August 2022)

The mine schedule developed was based on Proved and Probable Ore Reserves and has a mine life of approximately 22.5 years. There is a total of 10.5Mt of Inferred resources within the Ore Reserve pit design which was included at the end of the mine plan. A conversion factor of 90% was used for Inferred Mineral Resources. The inclusion of the Inferred Mineral Resource estimate increases the mine life to 25 years.

The combined mine schedule developed is shown below in Figure 12 and Figure 13.

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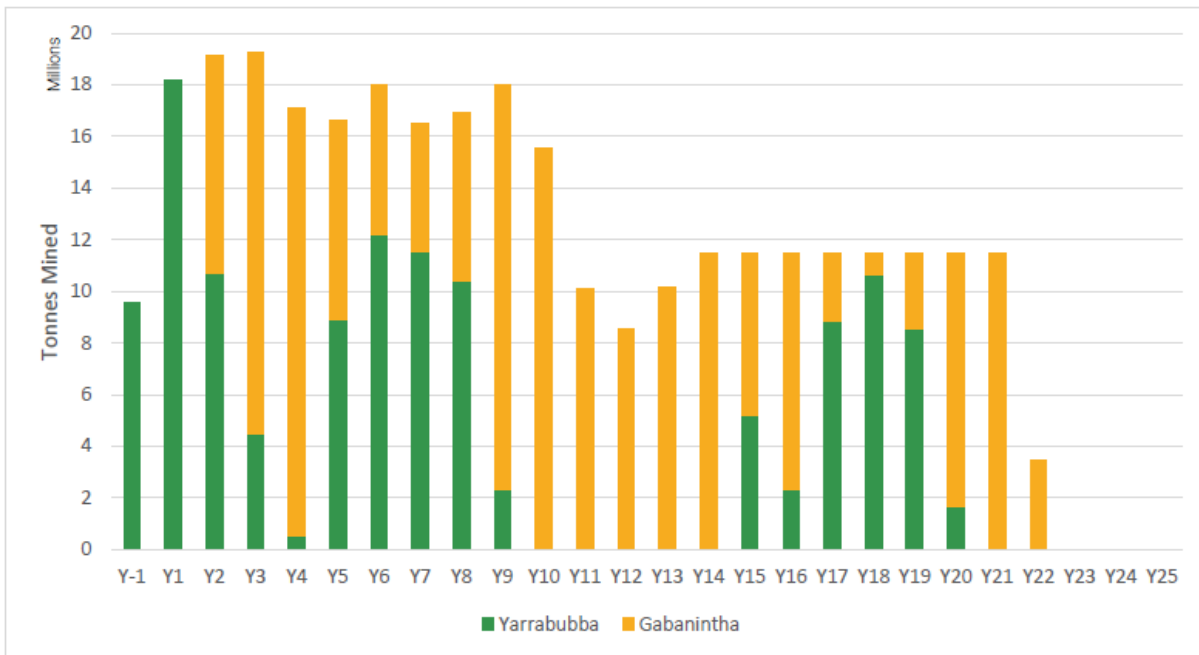


Figure 12 MTMP Material Mined by Deposit
(Source TMT ASX 5 August 2022)

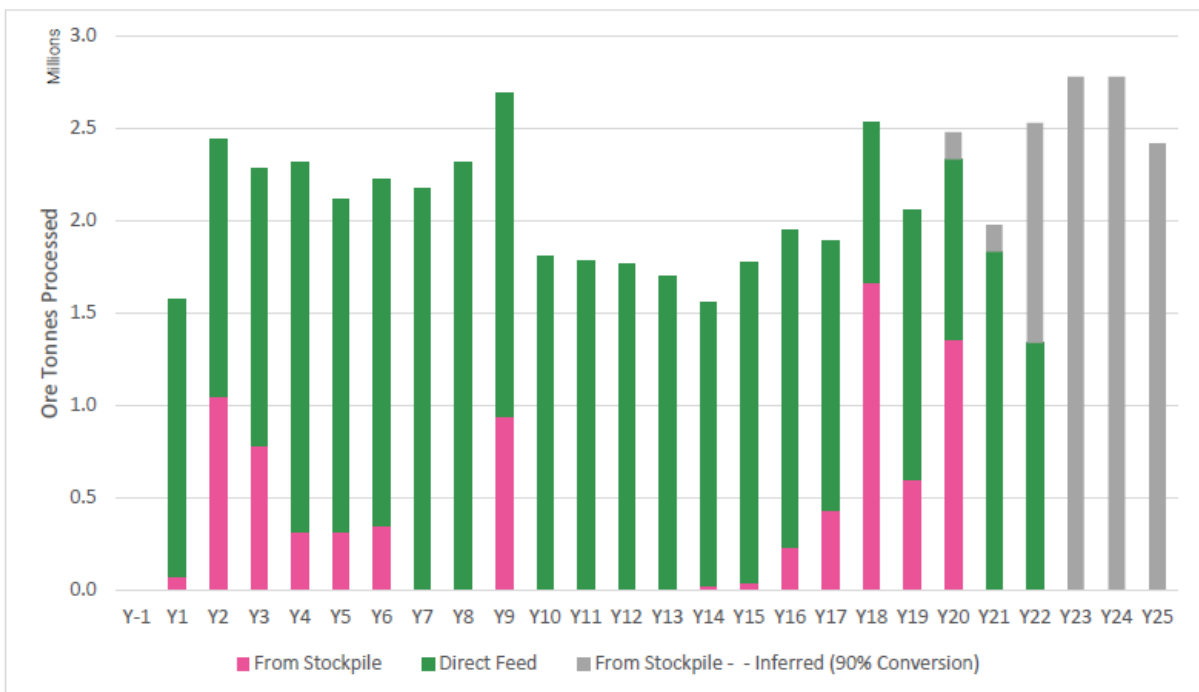


Figure 13 MTMP Mine Production Schedule, Ore Feed
(Source TMT ASX 5 August 2022)

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The capex estimate for the revised mine plans are reported as -15% to +20% based on a Class 4 study. Mining costs were developed on a +/-15% level of confidence based on the Oreology developed mine schedule.

Oreology built a DCF model for the MTMP which resulted in the Ore Reserve estimate being reported by TMT.

The MTMP Global Ore Reserve Estimate is shown below in Table 7. This Ore Reserve is an update to the previous Ore Reserve detailed in Table 5.

Table 7 Updated Global MTMP Ore Reserve Estimate
(Source TMT ASX 5 August 2022)

Deposit	Ex-Pit Ore				Magnetic Conc.		Non-Magnetic Conc.		Rec. V ₂ O ₅	Rec. Ilmenite	Waste	Total
	Mt	V ₂ O ₅ %	TiO ₂ %	Mass Yield	Mt	V ₂ O ₅ %	Mt	TiO ₂ %	M lb	kt	Mt	Mt
Yarrabubba Probable	15.88	0.87%	10.0%	44.4%	7.04	1.61%	8.84	12.35%	202.7	1132.6	110.1	126.0
Yarrabubba Total	15.88	0.87%	10.0%	44.4%	7.04	1.61%	8.84	12.35%	202.7	1132.6	110.1	126.0
Gabaintha Probable	1.12	0.95%		69.8%	0.78	1.30%			18.1			
Gabaintha Proven	27.48	0.90%		57.1%	15.69	1.31%			369.4		154.5	183.1
Gabaintha Total	28.60	0.91%	10.7%	57.6%	16.47	1.31%			387.5	0.0		
Global MTMP Total	44.48	0.89%	10.5%	52.9%	23.52	1.40%	8.84	12.35%	590.3	1132.6	264.6	309.1

Note: Quantities have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding

Note VRM notes there is a typographical error in the table above. The Gabaintha Proven figures are actually Gabaintha Probable Ore Reserves and the Gabaintha Probable figures are for the Gabaintha Proven Ore Reserves.

The Company has stated that the Gabaintha study is at a FS level of confidence, and the Yarrabubba Study is at a PFS level of confidence. The Competent Person for MTMP Ore Reserves was Mr Ross Cheyne of Orelogy. VRM is of the opinion that the Ore Reserves are reported in accordance with the JORC Code (2012).

4.5. MTMP Studies

Two studies into the Gabaintha and Yarrabubba deposits have occurred in 2019 and 2021. The independent consulting groups who undertook aspects of the Integration Study as announced in 2022 included.

- Mineral Resource – CSA Global 2022
- Mine and Pit Design and Ore Reserve estimates - Orelogy Consulting Pty Ltd 2022
- Geotech – Minegeotech Pty Ltd
- Mining Cost estimates – IQE Pty Ltd
- Waste Rock Landforms – Integrate Sustainability Pty Ltd 2022
- Metallurgy studies - FLSmiths 2022
- Environmental studies – Biologic Environmental Surveys 2021
- Hydrology – Hydrologica – 2019
- Air quality and Noise - Environmental Technologies & Analytics 2021

5. AVL Mineral Assets

For the AVP and as documented above the regional, local geology along with the exploration history and exploration potential has been documented above in conjunction with the MTMP. This section of the report details Mineral Resource and Ore Reserve estimates within the AVP along with documenting the studies that have been undertaken as a part of the feasibility study into the project. In addition to the AVP, AVL also holds 100% of both the Coates Project which is being explored for intrusion related nickel, copper, and PGE mineralisation and the Nowthanna Hill uranium Project. A brief description of these two projects is documented below the Mineral Resources, Ore Reserves and Study sections of the AVP.

5.1. Australian Vanadium Project (AVP)

5.1.1. AVP Mineral Resource Estimate

The Australian Vanadium Project Mineral Resource Estimate (MRE) was updated by AVL in October 2021 (ASX release: AVL Mineral Resource Update at the Australian Vanadium Project 1 November 2021). The estimate is an update of the 2020 MRE and includes 4,049 additional magnetic susceptibility measurements from down-dip PQ metallurgy holes drill in 2019 and a revised set of bulk density regressions, based on down hole compensated density logging (CDL) data collected in December 2020.

The 2021 MRE was reported in accordance with the JORC Code (2012) and was prepared by Lauritz Barnes, (Consultant with Trepanier Pty Ltd) and Mr Brian Davis (Consultant with Geologica Pty Ltd). Mr Barnes and Mr Davis are both members of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). Both have sufficient experience relevant to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Barnes is the Competent Person for the estimation and Mr Davis is the Competent Person for the database, geological model, and site visits.

The updated 2021 Mineral Resource Estimate is 239Mt @ 0.73% V₂O₅, representing an increase of 30.8 Mt (14.8%) from the March 2020 total MRE. This increase is the result of the additional density and magnetic susceptibility data described above. Table 8 shows the 2021 MRE categories by zone.

Test work conducted by AVL in 2015 identified the presence of sulphide hosted cobalt, nickel, and copper, specifically partitioned into the silicate phases of the massive titaniferous vanadiferous iron oxides which make up the vanadium mineralisation at the Australian Vanadium Project. Subsequent test work demonstrated recovery of a sulphide flotation concentrate containing between 3.8 % and 6.3% of combined base metals, from the non-magnetic tailings produced as a result of the magnetic separation of a vanadium iron concentrate from fresh massive magnetite. The reader is directed to additional details in ASX announcements dated 22 May 2018 and 5 July 2018 and the 2019 AVL Annual Report.

In 2018, AVL reported an Inferred base metal Mineral Resource in Domain HG10 at Gabanintha containing 12.5Mt at 202 ppm cobalt, 659 ppm nickel, 222 ppm copper and 0.14% sulphur (Table 9). The Inferred Mineral Resource is contained exclusively in the massive high-grade magnetite below the base of partial oxidation (Figure 14). The 2018 Inferred base metal Resource was not reported following the 2019 Annual Report. VRM notes that AVL details that it only has the mineral rights to any vanadium, uranium, cobalt, chrome, titanium, lithium, tantalum, manganese, and Iron within the project. An

additional base metal MRE was announced by the holder of the base metal rights on the tenements however as AVL only has the cobalt rights on the tenements and the low-grade nature of the mineralisation it is not considered to be material to the valuation of the AVP.

Table 8 AVL 2021 Mineral Resource Estimate by Zone
(Source: ASX AVL Mineral Resource Update at the Australian Vanadium Project 1 November 2021)

Domains	Category	Mt	V ₂ O ₅ %	Fe %	TiO ₂ %	SiO ₂ %	Al ₂ O ₃ %	LOI %
HG 10	Measured	11.3	1.14	43.8	13.0	9.2	7.5	3.7
	Indicated	27.5	1.10	45.4	12.5	8.5	6.5	2.9
	Inferred	56.8	1.04	44.6	11.9	9.4	6.9	3.3
	Subtotal	95.6	1.07	44.7	12.2	9.1	6.8	3.2
LG 2-5	Measured	-	-	-	-	-	-	-
	Indicated	54.9	0.50	24.9	6.8	27.6	17.1	7.9
	Inferred	73.6	0.48	25.0	6.4	28.7	15.4	6.6
	Subtotal	128.5	0.49	24.9	6.6	28.2	16.1	7.2
Trans 6-8	Measured	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-
	Inferred	14.9	0.66	29.0	7.8	24.5	15.1	7.8
	Subtotal	14.9	0.66	29.0	7.8	24.5	15.1	7.8
Total	Measured	11.3	1.14	43.8	13.0	9.2	7.5	3.7
	Indicated	82.4	0.70	31.7	8.7	21.2	13.5	6.2
	Inferred	145.3	0.71	33.0	8.7	20.7	12.0	5.4
	Subtotal	239.0	0.73	33.1	8.9	20.4	12.3	5.6

Table 9 AVP 2018 Inferred Base Metal Mineral Resource for cobalt, nickel, and copper constrained to Domain 10 (high-grade vanadium domain) for Fault Block 20 fresh material.

(Source: ASX AVL Resource Update for Gabanintha Vanadium Deposit including Cobalt, Nickel and Copper, 05 July 2018)

Zone	Classification	Mt	Co ppm	Ni ppm	Cu ppm	S %
High-grade Fault Block 20	Measured	-	-	-	-	-
	Indicated	-	-	-	-	-
Fresh material	Inferred	12.5	206	659	222	0.14
	Total	12.5	206	659	222	0.14

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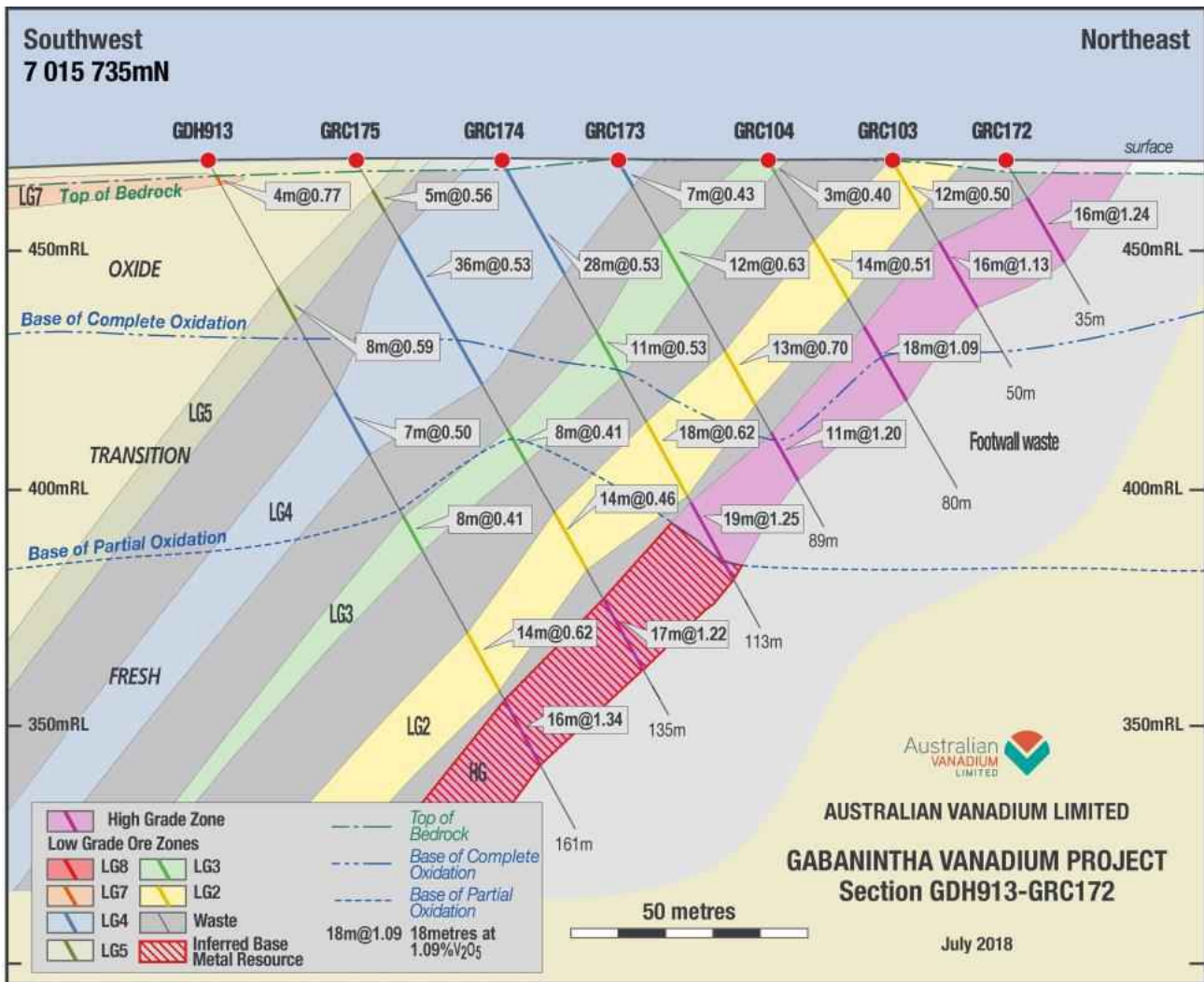


Figure 14 AVP Cross section showing location of Inferred Base Metal Resource, below Base of Partial Oxidation (Source: ASX AVL Resource Update for Gabanintha Vanadium Deposit including Cobalt, Nickel and Copper, 05 July 2018)

In addition, a leached calcine of 54.0% Fe, 14.89% TiO₂, 1.01% Si and 1.57% Al has been generated from pilot scale test work and is considered by AVL to be a potential iron-titanium co-product. Further characterisation test work and exploration of opportunities to improve the calcine product quality are under review by AVL, as reported in AVL BFS ASX release of 1 April 2022.

VRM Comment

VRM has conducted a review of the reasonableness of the 2021 AVP MRE and has not identified any material areas of concern. Regarding vanadium resources, there are minor differences in the AVP MRE, compared to the MTMP MRE described in Section 4.1 (Murchison Technology Metals Project Mineral Resource Estimate) above, which is expected because they were prepared independently. The main differences are associated with V₂O₅ cut-off grades and workflows used to delineate resource domains. However, because of the similar understanding of geological controls on vanadium mineralisation in the layered gabbro sequence across both tenements, the differences are not regarded to be material for the purposes of this valuation report.

In addition, the inferred base metal resource and potential leached-calcine iron-titanium co-product reported by AVL in 2018 are not regarded as material for the valuation of the combined AVP and MTMP vanadium projects as defined in the scope of this report. However, these may provide additional opportunities in the future assessment of an integrated MRE with combined AVP and MTMP datasets.

The Inferred Base Metal Resource reported by AVL in 2018 is similar to that reported by TMT (see Section 4.1 above) but is not regarded as material for the valuation of the combined AVP and MTMP vanadium projects as defined in the scope of this report. However, these may provide additional opportunities in the future assessment of an integrated MRE with combined AVP and MTMP datasets.

5.1.2. AVP Ore Reserves and Studies

The AVP will be mined by open-pit methods along 7km of strike. There are four pits to be mined, a large north pit with a strike of ~3km, and three smaller pits in the south with a combined strike length of 3.7km. The mining sequence requires a consistent blend of fresh and weathered ore types to the process plant. Mining is to begin in the southern pits with low strip ratio started pits with additional stages developed in the hanging wall at increasing strip ratios.

Mining Method

The proposed mining method is a conventional open-pit mining commonly used in Western Australia this is most suitable for the mineralisation type and anticipated mining rates. Mining will be undertaken by Mining Contractors, using a conventional drill-blast-load-haul mining sequence. AVL will have a management and technical team which will undertake supervision and control of the contractor and mining operations.

Mining Parameters:

- Ore-zone mining will use a 5m bench height mining two 2.5m flitches to allow for selective mining. Mining will advance from hanging wall to footwall where practical.
- Waste will be blasted on 10m benches and mined in 5m or 2.5m flitches where appropriate.
- Grade control will be a combination of RC grade control and blast holes.

It is necessary to feed the concentrator a mix of low recovery, medium recovery, and high recovery ore to optimise concentrate production. The ratio in (Magnetic susceptibility/Fe%) or "Mag Ratio" was identified by test work as a proxy for weathering and therefore recovery. A "Mag Ratio" of 0.38 was used in the scheduling.

Pit Optimisation

Pit optimisation was undertaken using the industry standard "Geovia Whittle software". The program produces a sequence of nested shells at different revenue factors. The smaller shells show the high value areas of the deposit where mining should commence. While the larger shells indicate additional mineralisation which may be economic should the optimisation factors improve.

The Mineral Resource Model was a sub-celled Surpac model which was imported into Vulcan, with sub-cell geometry maintained. The Vulcan model was then "Regularised" for import into Whittle, the SMU size used in the regularisation was 8x10x5. A 0.7% V₂O₅ cut-off grade was used in the optimisation. Modifying factors of 5% ore loss and 5% Dilution were used in the optimisation.

AVP management's view was a 20–25-year mine life was desirable, whilst delivering an acceptable NPV and an IRR, reducing risk by limiting pit depth and strip ratio.

- The mine plan developed had a 25-year mine life inclusive of up to 20% Inferred Mineral Resources. The Inferred Mineral Resources are not used as a basis for the Ore Reserve estimate.
- A Stand-alone Ore Reserve Optimisation was undertaken and used only Measured and Indicated Mineral Resources. This optimisation had a 20-year mine life and an inventory of ~30Mt.
- The Ore Reserve shell was depleted and a second pass pushback optimisation which included Inferred Mineral Resources added another ~8Mt of inventory or 5 years of mine life.

The result of the above was the generation of a Life of Mine (**LOM**) Ore Reserve Schedule of ~20 years, and an LOM Project Production schedule of ~25 years.

Pit Optimisation Inputs and Outputs

The BFS Pit optimisation inputs were as follows:

- A V₂O₅ price of \$8 USD/lb, based on a 15-year arithmetic price average from London Metal Bulletin
- An A\$/US\$ exchange rate of \$0.74
- A 5% Ad Valorem State Government concentrate royalty.
- Modifying Factors of 5% Ore loss, & 5% dilution
- CMB plant & Vanadium processing facility as advised by Wood.
- Metallurgical recovery based on test work to date.
- The Mining Cost was coded into the Block Model on a bench-by-bench basis. An average LOM Mining cost of ~3.85/t
- Processing costs supplied by Wood.
- General and administration Costs carried over from the 2020 PFS update.

The Optimisation Results can be seen below in Figure 15 and Figure 16.

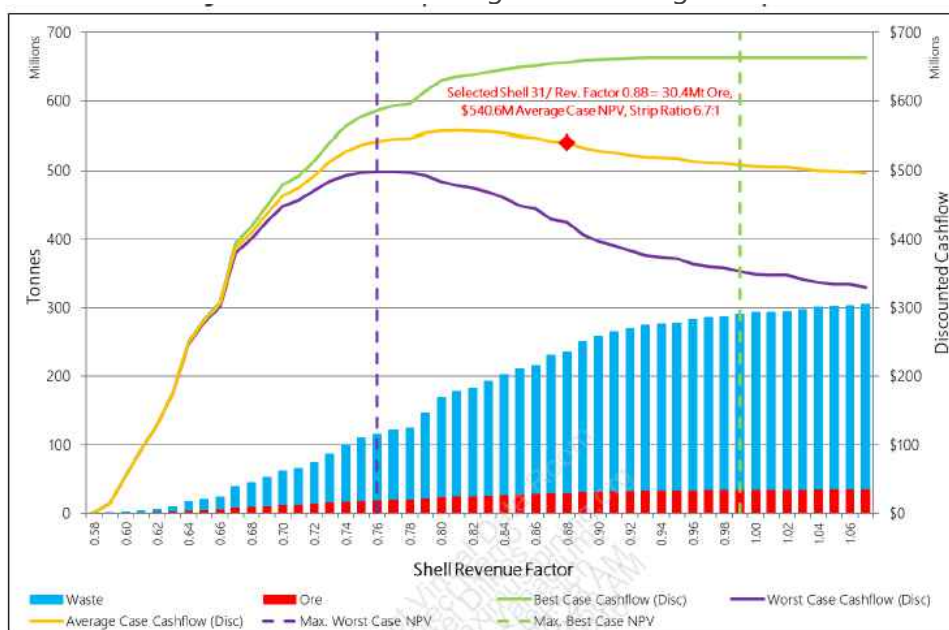


Figure 15 Ore Reserve Optimisation Results

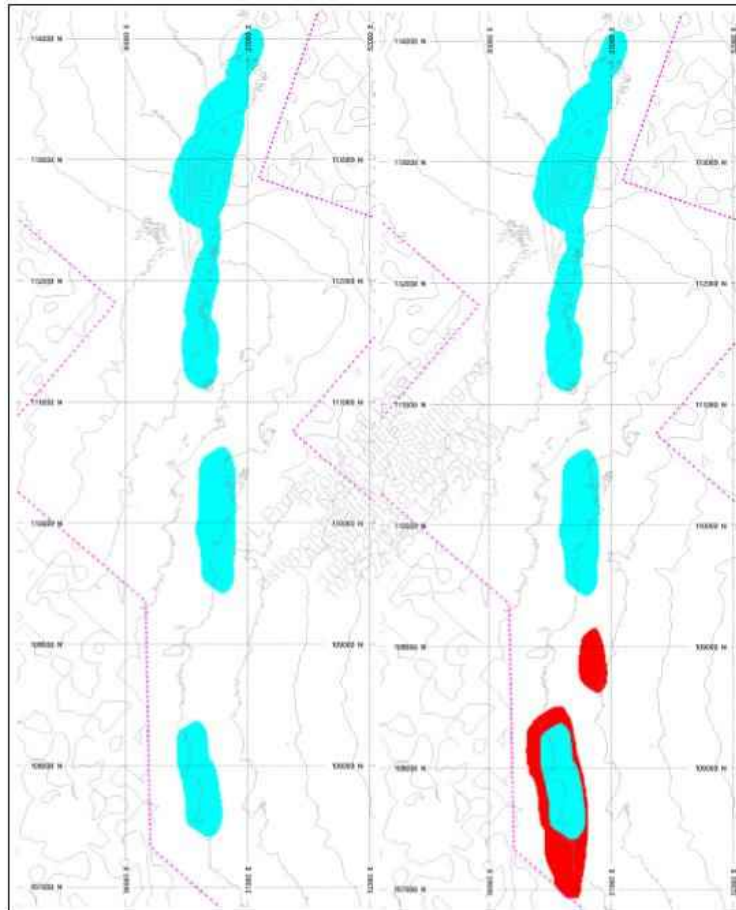


Figure 16 Ore Reserve Shell 31 Blue, Inferred Pushback Shell Red

Geotechnical

Geotechnical guidelines for the BFS were based on appraisal by Pell Sullivan Meynink Ltd (**PSM**). The BFS level study consisted of:

- The drilling of 8 geotechnical boreholes in the southern area of the deposit.
- Geotechnical logging, core orientation and core photography
- Geomechanical lab testing.
- Imaging of borehole walls.
- Compilation of existing & new data
- Processing and interpretation of lab testing and imaging data.
- Development of a geotechnical model.
- Assessment of slope stability
- Open pit slope design parameters

The geotechnical domains and pit slope geometries are shown in Figure 17 and Table 10 shown below.

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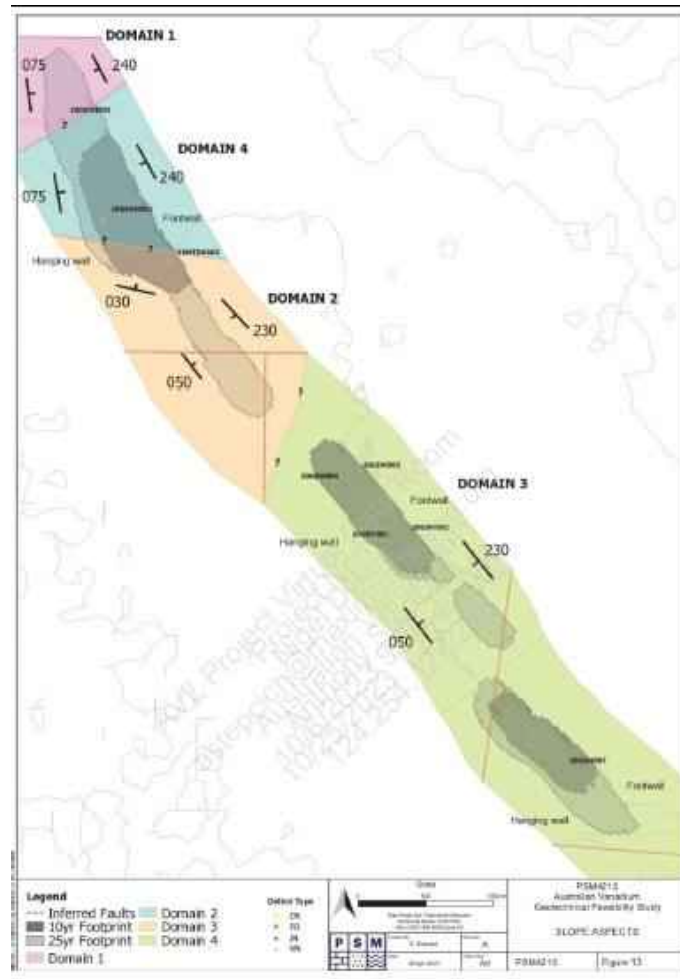


Figure 17 Geotechnical Domains

Table 10 Recommended Pit Slope Geometry

Domain	Slope Aspect (°) ¹	Pit wall	Rock Mass Unit	Bench Face Angle (°)	Bench Height (m)	Berm Width (m)	Inter-ramp Angle (°) ²
All	All	All	Gravelly Siltstone & Conglomerate	75	10	5	52
			Paleochannel	20	10	5	17
	030 to 075	Hanging wall	Weathered Bedrock	75	10	5	52
			Fresh Bedrock	90	30	15	63
1	240	Footwall	Weathered Bedrock	45	10	5	34
			Fresh Bedrock	45	20	7	37
2	240		Weathered Bedrock	55	10	5	40
			Fresh Bedrock	55	20	7	44
3	230		Weathered Bedrock	40	10	5	31
			Fresh Bedrock	40	20	7	33
4	230		Weathered Bedrock	50	10	5	37
			Fresh Bedrock	50	20	7	39

¹ Slope aspect is the azimuth to which the slope is oriented, for example, 090 ° is a slope facing due east.

² Inter-ramp angle measured toe-toe.

Scheduling

Scheduling was undertaken in Maptek Evolution. Evolution offers two scheduling modes, Total Material Movement (**TMM**) and Truck/Haulage based. The simpler TMM mode was used for the BFS Schedule by Orelogy.

Two schedules were developed: an Ore Reserve LOM Production Schedule and a Project LOM Production Schedule. The Ore Reserve Schedule only used Proved and Probable Ore to confirm the viability of the Ore Reserve. The Project LOM production schedule, detailed in Table 11 included Inferred material to extend the mine life.

The TMM schedule allowed for a maximum allowable movement of 22Mt/yr.

The two schedules developed are shown graphically below Figure 18 and Figure 19

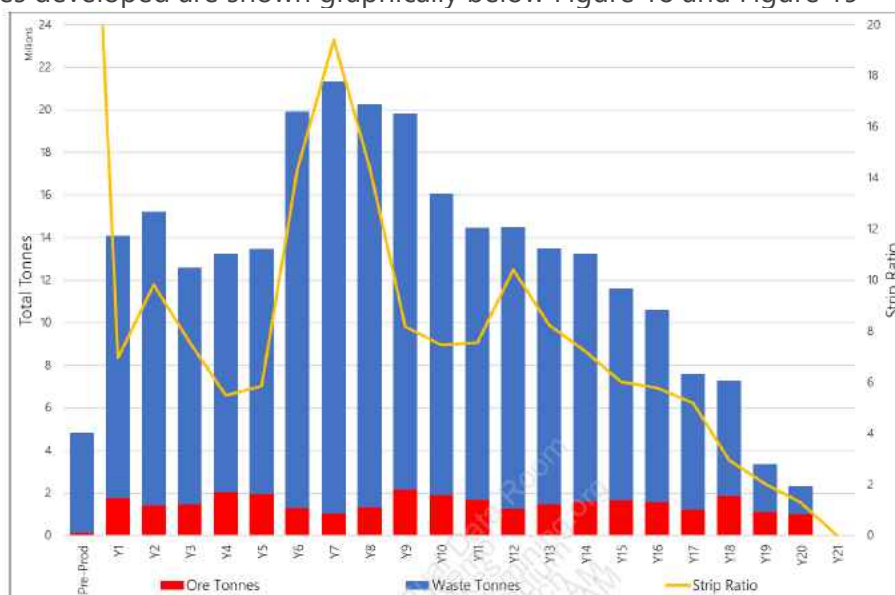


Figure 18 Ore Reserve LOM Schedule

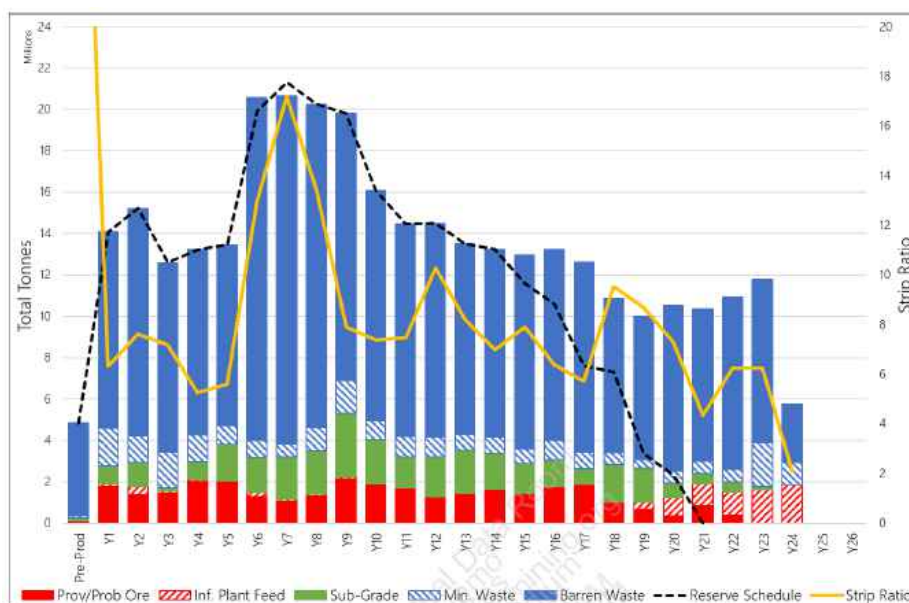


Figure 19 Project LOM Production Schedule

Table 11 Detailed Mining Schedule by Reserve & Resource Category

Class	Unit	TOTAL	Y-1	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11
Proved Reserve	kt	10,539.7	0.0	0.0	58.8	287.5	449.0	634.6	324.5	0.0	463.3	1,161.1	1,255.7	1,205.4
Probable Reserve	kt	20,385.8	126.7	1,767.3	1,347.8	1,180.3	1,589.1	1,330.4	973.0	1,044.7	851.1	995.8	642.2	484.9
Inferred Resource	kt	8,231.0	0.0	153.2	357.2	71.9	72.1	73.3	178.8	91.3	91.1	69.2	23.8	15.2
TOTAL	kt	39,156.5	126.7	1,920.5	1,763.8	1,539.7	2,110.2	2,038.3	1,476.3	1,136.0	1,405.5	2,226.1	1,921.7	1,705.5
Proved	%	27%	0%	0%	3%	19%	21%	31%	22%	0%	33%	52%	65%	71%
Probable	%	53%	100%	92%	76%	77%	75%	65%	60%	92%	61%	45%	33%	28%
Inferred	%	21%	0%	8%	20%	5%	3%	4%	12%	8%	6%	3%	1%	1%
TOTAL	%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Waste	kt	296,523.8	4,720.6	12,166.7	13,456.7	11,061.0	11,118.6	11,434.1	19,097.0	19,530.6	18,867.3	17,599.9	14,164.5	12,766.8
Total	kt	335,680.3	4,847.3	14,087.2	15,220.5	12,600.7	13,228.9	13,472.4	20,573.3	20,666.6	20,272.9	19,826.0	16,086.2	14,472.3
Strip Ratio		7.6	37.3	6.3	7.6	7.2	5.3	5.6	12.9	17.2	13.4	7.9	7.4	7.5

Class	Unit	Y12	Y13	Y14	Y15	Y16	Y17	Y18	Y19	Y20	Y21	Y22	Y23	Y24
Proved Reserve	kt	713.0	652.0	879.7	920.8	647.9	321.3	122.2	112.1	144.0	186.1	0.5	0.0	0.0
Probable Reserve	kt	558.5	809.0	733.1	527.6	1,130.0	1,543.7	865.4	569.6	231.8	680.0	404.0	0.0	0.0
Inferred Resource	kt	14.1	6.6	41.7	7.6	7.8	11.8	42.7	349.1	890.3	1,065.1	1,101.0	1,628.8	1,867.3
TOTAL	kt	1,285.6	1,467.7	1,654.5	1,456.0	1,785.7	1,876.8	1,030.3	1,030.7	1,266.1	1,931.2	1,505.6	1,628.8	1,867.3
Proved	%	55%	44%	53%	63%	36%	17%	12%	11%	11%	10%	0%	0%	0%
Probable	%	43%	55%	44%	36%	63%	82%	84%	55%	18%	35%	27%	0%	0%
Inferred	%	1%	0%	3%	1%	0%	1%	4%	34%	70%	55%	73%	100%	100%
TOTAL	%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Waste	kt	13,220.4	12,040.8	11,584.5	11,518.0	11,430.7	10,751.4	9,832.5	8,900.1	9,264.0	8,425.9	9,418.8	10,108.3	3,911.1
Total	kt	14,506.0	13,508.5	13,239.0	12,974.6	13,222.4	12,628.2	10,862.8	9,996.7	10,530.7	10,357.1	10,924.4	11,797.1	5,778.4
Strip Ratio		10.3	8.2	7.0	7.9	6.4	5.7	9.5	8.7	7.3	4.4	6.3	6.2	2.1

Ore Reserve Statement and LOM Production Plan

The Ore Reserve Statement, Table 12, used a different ore-loss/waste-dilution assumption to the Whittle Optimisation assumptions. A more detailed positional Skins methods was used for the Ore Reserve. The reason for this was the hanging wall diluent carries grade and the footwall diluent has a lower density. The LOM Production Plan, including Inferred Mineral Resources is shown in Table 13. Orelogy used an inhouse script to apply modifying factors to the Ore Reserve. VRM has reviewed the explanation of the method used, and it appears reasonable.

Table 12 Ore Reserve as at April 2022

Reserve Classification	Mt	V2O5 %	Fe2O3	TiO2	SiO2	LOI	Rec V2O5 Kt
Proved	10.5	1.11	61.6	12.8	9.5	3.7	70.9
Probable	20.4	1.07	63.4	12.2	9.2	3	152.9
Total	30.9	1.09	62.8	12.4	9.3	3.2	223.8
Waste	238.5						
Total Material Moved	269.4						
Strip Ratio	7.7						

The Competent Person for the Ore Reserve was Mr Ross Cheyne a Principal Consultant at Orelogy. VRM has undertaken a high-level review of the Optimisation, Mining and Scheduling components of the Ore Reserve and is of the opinion that those components are reported in accordance with the JORC (2012) Code.

Table 13 LOM Production Plan including Inferred Mineral Resources

LOM Production Plan	Mt	V2O5 %	Fe2O3	TiO2	SiO2	LOI	Rec V2O5 Kt
Proved	10.5	1.11	61.6	12.8	9.5	3.7	70.9
Probable	20.4	1.07	63.4	12.2	9.2	3	152.9
Inferred Resources	8.2	1.04	63.4	12	9.2	3.1	57.6
Total	39.1	1.09	62.8	12.4	9.3	3.2	281.4
Waste	296.5						
Total Material Moved	335.6						
Strip Ratio	7.6						

5.2. AVL Coates

The Project tenements cover a total area of 64km² distributed along the prospective South West Greenstone terrane which hosts the Gonnevillite Deposit discovered by Chalice Mining in 2019. AVL executed an option agreement to divest the project to Mining Green Metals Limited in 2022. The option expired in 2023 and the project remains owned 100% by AVL. The technical aspects of the project within this Report are summarised from the Mining Green Metals prospectus.

5.2.1. Location and Access

The Coates Project comprises two granted Exploration Licences (20.24km²) and one Exploration Licence application (43.81km²) located approximately 60 km east northeast of Perth in the northern part of the southwestern Yilgarn Craton of Western Australia (Figure 20, Table 1). The Project tenements cover a total area of 64km² distributed along the prospective South West Greenstone. Access to the tenements is via the Great Eastern Highway from Perth, with the southern-most tenement located 1km north of the town of Wundowie. Significantly the most prospective tenement, E70/4924, is mostly coincident with the Woondowing Nature Reserve which will create challenges to exploration and, if successful, exploitation of any discovery within the reserve.

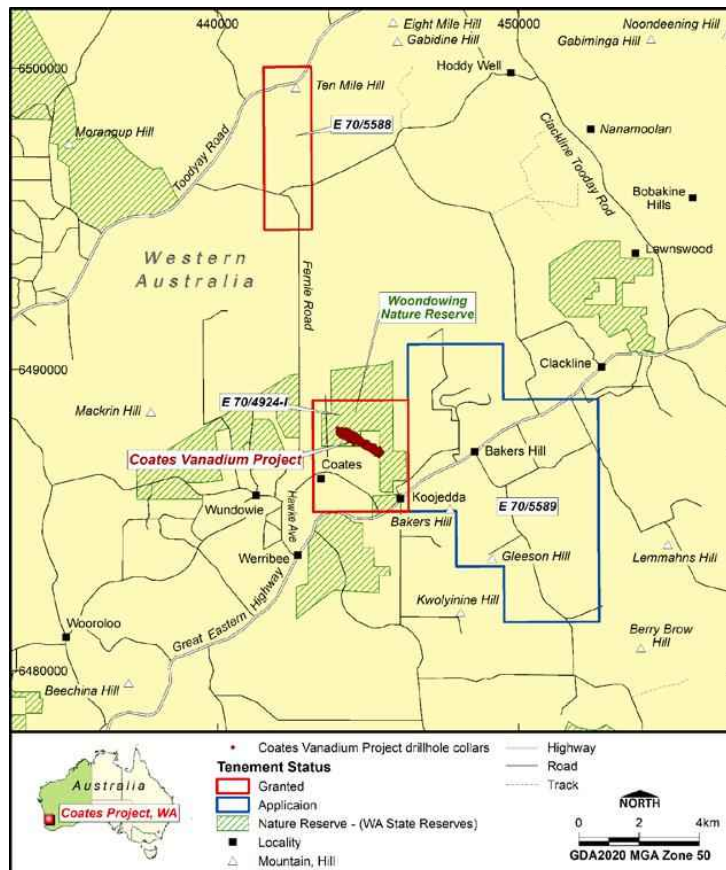


Figure 20 Location of the Coates Project
(Source: Mining Green Metals Prospectus 2023)

5.2.2. Geology and Exploration History

The Coates nickel-copper-cobalt-platinum group elements (Ni-Cu-Co-PGE) Project is located within the Jimperding Metamorphic Belt, a sequence of metamorphosed mafic and ultramafic intrusive rocks variably intercalated with banded-iron formation and gneissic units. The area has undergone multiple episodes of deformation with pre-, syn- and post-metamorphism granitic intrusions also noted throughout the belt.

Demonstrative mineralisation in the region is associated with a layered mafic-ultramafic intrusive complex at Julimar, which has a strike extent of ~25km, and hosts the Gonneville Ni-Cu-Co-PGE deposit approximately 28km to the northwest of AVL's tenements (Figure 20 see description at <https://chalicemining.com/projects/julimar-nickel-copper-pge-project/>) Sulphide mineralisation is characterised by massive, matrix, stringer and disseminated sulphides, akin to metamorphosed and deformed magmatic nickel sulphide deposits.

The immediate Coates Project area covers the Coates Mafic Intrusive Complex (**CMIC**), which is characterised by magnetite-bearing gabbroic intrusions into greenstones. The area has seen historic mining via the Coates Vanadium Deposit (**CVD**) which was discovered in 1961 and further explored in the late 1970s by multiple explorers (see WAMEX 92954 and references therein). Along with Bauxite, exploration in the area has been largely focussed on vanadium mineralisation, with little base and precious metals exploration. Although preliminary development commenced at CVD, high deleterious elemental content (silica) resulted in the operation closing (WAMEX 6072, 6977). A summarised account of the historic exploration in the area is presented in the Mining Green Metals Prospectus (Mining Green Metals, 2 March 2023).

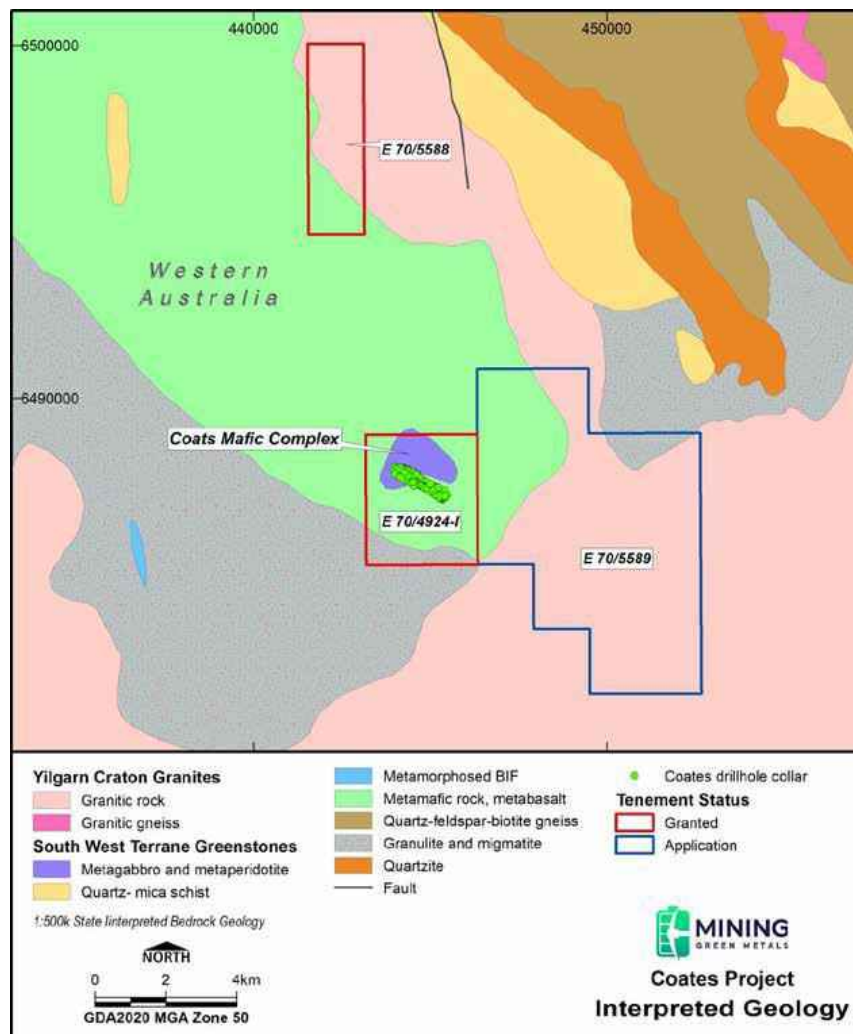


Figure 21 Geological interpretation of the Coates Project area
(Source: Mining Green Metals Prospectus 2023)

5.2.3.Exploration by AVL

Since acquisition of its interest in the Project, the AVL has actively explored the Project area, completing the following:

- Sampling and geochemical analysis of regolith overlaying the Coates Mafic Intrusive. This has included 137 samples, resulting in distinct nickel, copper, chrome, and platinum anomalies as shown in Figure 22. AVL ASX release 5 August 2021.
- Completion of a SkyTEM helicopter-borne geophysical survey targeting conductive rock units which may include nickel sulphides. This work defined Target T2 and lower order anomalies 4 and 6 (Figure 23). Significantly T2 is within the Woondowing Nature Reserve.
- Drilling a total of 11 shallow RC holes for a total of 840.6m. Three of which had short NQ diameter diamond “tails” (169.6m) extending the shallow RC holes. Assay results of this drilling were reported by AVL on 15 September 2022.

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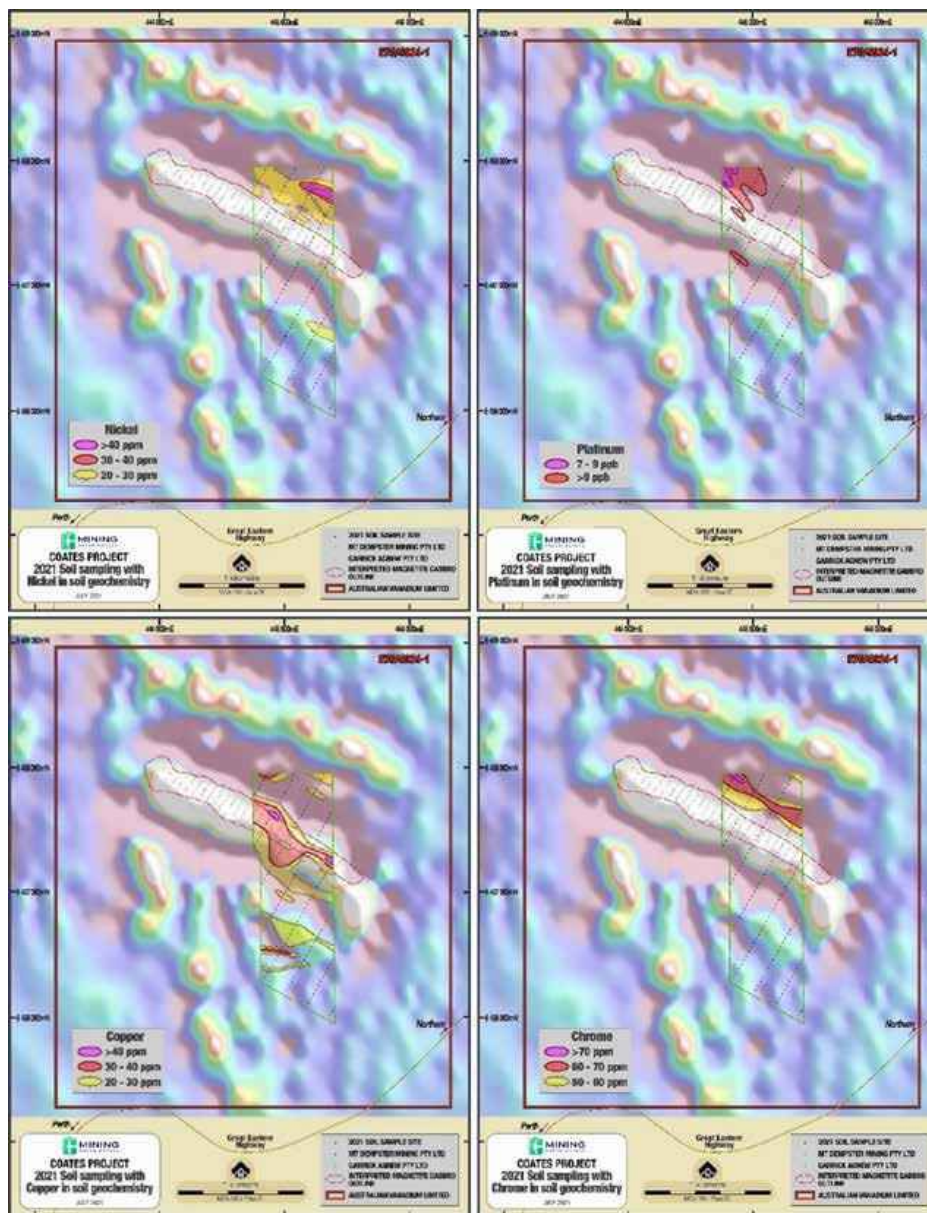


Figure 22 Coates Soil Sampling completed by AVL in 2021

Note clockwise from top left, platinum, chrome, and copper.

(Source: Mining Green Metals Prospectus 2023)

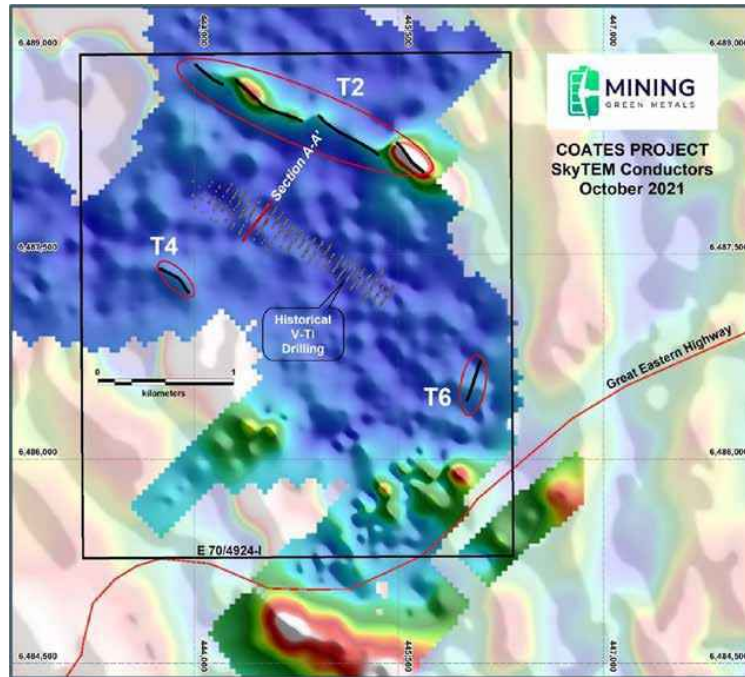


Figure 23 SkyTEM image (Channel 30) with bedrock conductors T2, T4, T6 in E70/4924
(Source: Mining Green Metals Prospectus 2023)

5.2.4. Exploration Potential

The area remains prospective for layered mafic-ultramafic intrusive complex-related Ni-Cu-Co-PGE mineralisation akin to that discovered at Gonville. Coincident geophysical and geochemical anomalies at the T2 target area represents excellent walk-up drill targets, with the only impediment to drill testing is the location of the nature reserve which creates regulatory and logistical impediments to exploration.

5.3. AVL Nowthanna Projects

The Nowthanna Project, is prospective for surficial uranium mineralisation with a Mineral Resource estimate reported on the tenement. This MRE is the extension of the Nowthanna uranium deposit owned by Toro Energy Limited (ASX: TOE). AVL had executed an option agreement to divest the project to Mining Green Metals Limited in 2023 but that option has expired, and the project returned to AVL. The technical aspects of the project within this Report are summarised from the Mining Green Metals prospectus and AVL ASX releases.

5.3.1. Location and Access

The Nowthanna Hill Project comprises one granted mining lease (M51/771) covering a total of 3.01km²(Figure 24; Table 1). The Project is located approximately 50 km southeast of Meekatharra and immediately adjacent and to the south of the AVP and to the north of the Nowthanna uranium deposit owned by Toro Energy (ASX: TOE).

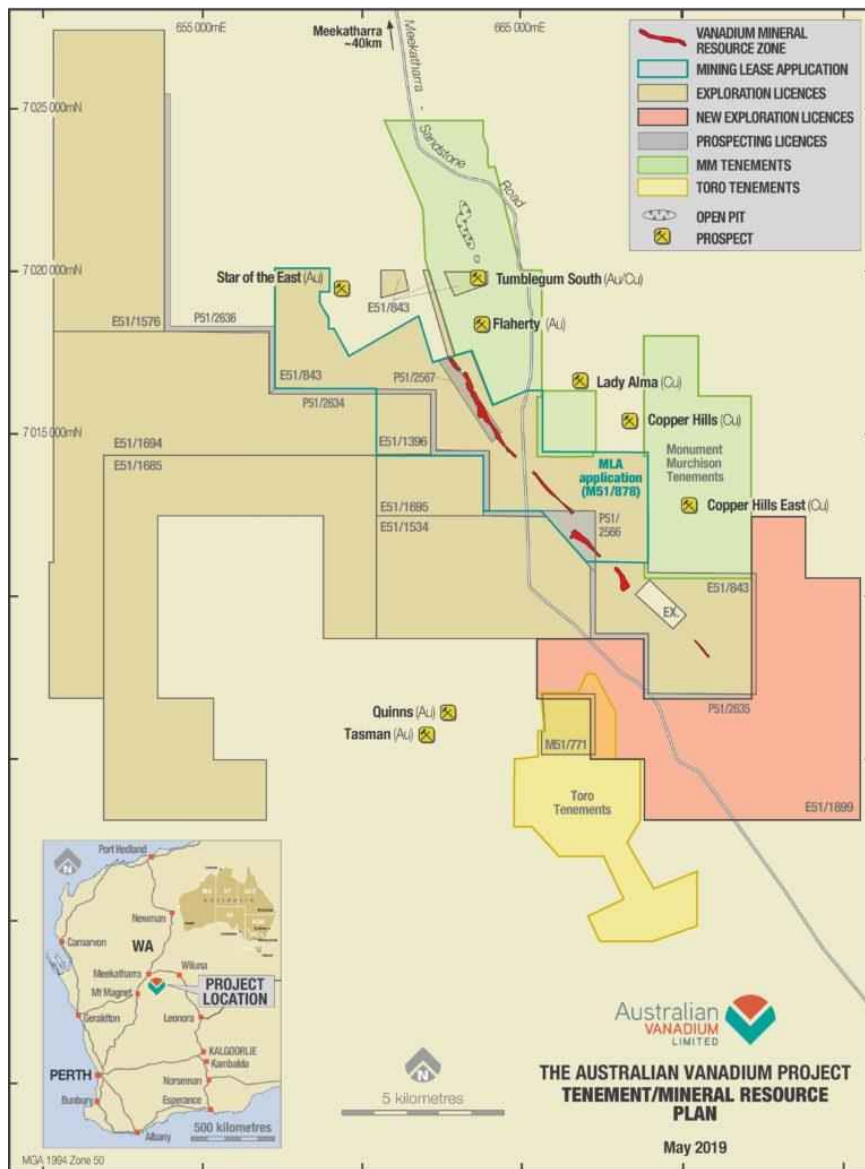


Figure 24 Location of the Nowthanna Hill Project
 Note only the M51/771 is shown, the AVP is located immediately to the northeast of the M59/771
 (Source: AVL Website)

5.3.2. Geology and Exploration History

The Nowthanna Hill Project is located in the northern Archaean Yilgarn Craton. It is situated on the Sandstone GSWA 1:250,000K GSWA scale map sheet.

The bedrock beneath the tenement is entirely covered by the Cainozoic lacustrine and sheetwash alluvial sediments composed of sands, silts and clays with massive nodular and sheet carbonates and minor chalcedony that host the uranium and vanadium mineralisation in the mineral carnotite at Nowthanna (Figure 25).

The bedrock consists of the Big Bell Suite – a strongly foliated K-feldspar megacrystic biotite meta monzogranite and the Yaloginda Formation – metamorphosed felsic volcanoclastic rocks and banded iron formation (BIF) with local quartzite and felsic schist, widely intruded by layered gabbroic to peridotitic sills (Figure 26).

A summarised account of the historic exploration in the area is presented in the Mining Green Metals Prospectus (Mining Green Metals, 2 March 2023).

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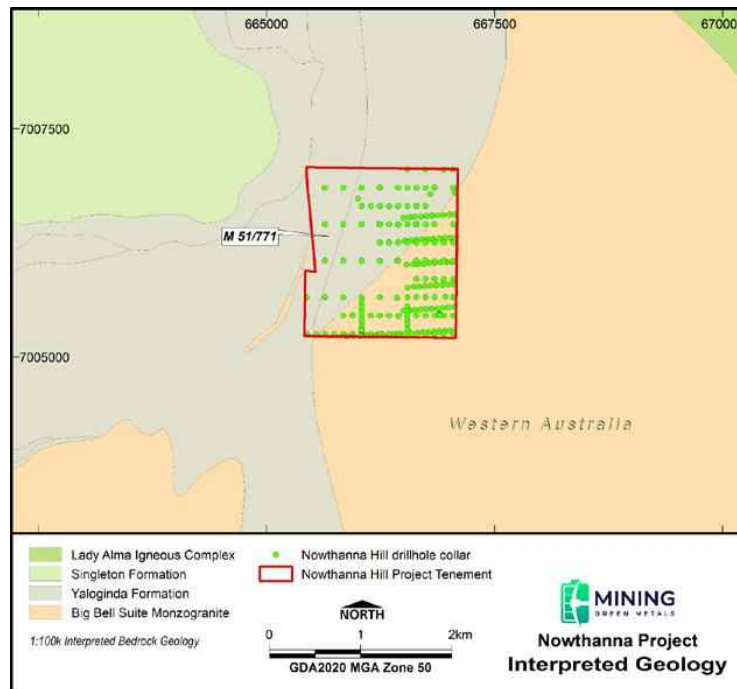


Figure 25 Interpreted bedrock geology of the Nowthanna Hill Project
(Source: Mining Green Metals Prospectus 2023)

5.3.3.Exploration by AVL

Work on the project by AVL has been mainly the compilation of previous uranium exploration work which includes shallow drilling (Figure 26), radiometric and chemical grade determination (Gamma probe and assays) and estimation of an Inferred Mineral Resource.

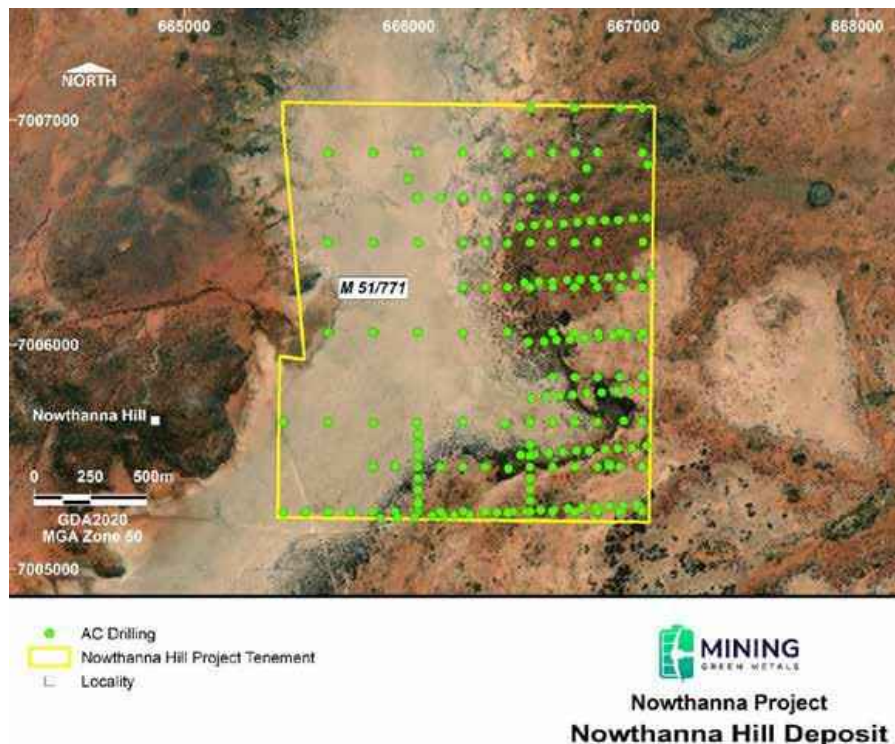


Figure 26 Nowthanna Hill Project Drilling showing the playa lake that hosts the uranium Mineral Resource
(Source: Mining Green Metals Prospectus 2023)

5.3.4. Nowthanna Hill Uranium Mineral Resource estimate

AVL reported an Inferred uranium and vanadium Mineral Resource within the Nowthanna Hill project on 31 May 2019 (AVL ASX release 31 May 2019). The uranium mineralisation occurs as surficial carnotite mineralisation associated with the playa lake system within the tenement. The playa lake system extends to the south and hosts Toro's Inferred Nowthanna Mineral Resource estimate of 13.5Mt at 399ppm U_3O_8 for 11.9Mlb of uranium, at a 200ppm cut-off (source Toro ASX release AGM presentation 17 November 2016).

The Inferred Mineral Resource within M51/771 is quoted by AVL as being 3.18Mt at 334ppm V_2O_5 for 1,063t of contained V_2O_5 at a 250ppm cut-off and 4.22Mt at 409ppm U_3O_8 for 3.8Mlb of uranium at a 200ppm cut-off. These Mineral Resource estimates are not additive.

AVL, with the permission of Toro, compiled and incorporated the drilling information within the Nowthanna Hill tenement and the adjacent drilling information to enable a Mineral Resource estimate to be undertaken in the AVL tenement. The Mineral Resource was announced by AVL on 31 May 2019. VRM notes that the Mineral Resource was last reported by AVL in its 2019 annual report (ASX release 27 September 2019).

SRK Consulting completed the Mineral Resource, and it was additionally reviewed by CSA Global as a part of the Mining Green Metals prospectus. VRM has undertaken a high-level review of the AVL ASX release of 31 May 2019 and agrees with the assessment of the Mineral Resource by CSA Global in the Mining Green Metals prospectus. In VRM's opinion the Mineral Resource as stated is reasonable and has been reported in accordance with the JORC Code.

5.3.5. Exploration Potential

The potential for additional uranium mineralisation is considered to be low due to the regolith within the project being well understood and constrained by the drilling. Further work could assess the potential for upgrading the modelled uranium grade in some areas of the mineralisation and possible beneficiation work of the carnotite mineralisation to upgrade the material within the Mineral Resource.

6. Valuation Methodology

The VALMIN Code outlines various valuation approaches that are applicable for Properties at various stages of the development pipeline. These include valuations based on market-based transactions, income or costs as shown in Table 14 and provides a guide as to the most applicable valuation techniques for different assets.

Table 14 VALMIN Code 2015 valuation approaches suitable for mineral Properties.

Valuation Approaches suitable for mineral properties				
Valuation Approach	Exploration Projects	Pre-development Projects	Development Projects	Production Projects
Market	Yes	Yes	Yes	Yes
Income	No	In some cases	Yes	Yes
Cost	Yes	In some cases	No	No

In accordance with the definitions used in the VALMIN Code the TMT Project, being the MTMP, is best described as an Advanced Exploration to Pre-Development project with the tenements surrounding the Mineral Resources and Ore Reserves as Advanced Exploration Projects. The AVP of AVL is an Advanced Exploration to pre-Development project. There are Mineral Resource and Ore Reserves estimates within the MTMP and the AVP which are reported under JORC 2012. Pre-Development Projects are defined in VALMIN as tenure holdings for which a decision has been made to proceed with construction or production or both. Therefore, as the decision to proceed to development has not yet been made, they are not yet at a pre-Development stage. The other two projects, being the Coates and Nowthanna Hill Projects, owned by AVL are both early-stage exploration projects.

VRM has considered the appropriateness of a DCF approach to value the mineral assets of TMT prior to the Scheme, however based on the economic inputs provided by BDO and our assessment of the project, VRM does not consider a DCF approach to be appropriate. This is because a DCF valuation results in a lower valuation than the market-based assessment. Therefore, VRM does not consider that a DCF reflects the market value of the Mineral Assets. As such, VRM has used a comparable transaction (resource multiple) valuation approach for valuing the mineral assets of TMT.

In VRM's opinion, the projects should be valued using a comparable transaction method based on Resource Multiples as a primary valuation method (with appropriate discounts applied), with a secondary valuation being a yardstick approach. Additional valuations, being a Geoscientific or Kilburn approach and a prospectivity enhancement multiplier (**PEM**) have been used to determine the value of the exploration potential within the tenements but distal from the currently estimated Mineral Resources.

6.1. Previous Valuations

VRM is not aware of any previous valuation reports for the Mineral Assets.

6.2. Valuation Subject to Change

The valuation of any mineral Property is subject to several critical inputs most of these change over time and this valuation is using information available as of 10 December 2023 being the valuation date of this Report and considering information up to 10 December 2023. This valuation is subject to change due

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to updates in the geological understanding, variable assumptions and mining conditions, climatic variability that may impact on the development assumptions, the ability and timing of available funding to advance the properties, the current and future metal prices, exchange rates, political, social, environmental aspects of a possible development, a multitude of input costs including but not limited to fuel and energy prices, steel prices, labour rates and supply and demand dynamics for critical aspects of the potential development like mining equipment. While VRM has undertaken a review of several key technical aspects that could impact the valuation there are numerous factors that are beyond the control of VRM.

As at the date of this Report in VRM's opinion there have been no significant changes in the underlying inputs or circumstances that would make a material impact on the outcomes or findings of this Report.

6.3. General assumptions

The Mineral Assets of TMT and AVL are valued using appropriate methodologies as described in Table 14 and in the following sections. The valuation is based on several specific assumptions detailed above, including the following general assumptions:

- That all information provided to VRM is accurate and can be relied upon.
- The valuations only relate to the Mineral Assets located within the tenements controlled by the respective companies, and not the companies, their shares or market value.
- That the mineral rights, tenement security and statutory obligations were fairly stated to VRM and that the mineral licence will remain active.
- That all other regulatory approvals for exploration and mining are either active or will be obtained in the required and expected timeframe.
- That the owners of the mineral assets can obtain the required funding to continue exploration activities.
- The vanadium pentoxide (98% Europe) prices assumed (where it is used / considered in the valuation) is as at 5 December 2023, being US\$6.10/lb (source <https://www.vanadiumprice.com/>).
- The US\$ - AUS\$ exchange rate of 0.65678 mid-market 9 December 2023 (www.xe.com).
- All currency in this report are Australian Dollars or AUS, unless otherwise noted, if a particular value is in United States Dollars, it is prefixed with US\$.

6.4. Vanadium Market Analysis

The MTMP and AVP Projects being valued in this Report are dominantly prospective for vanadium it is important to note the current market conditions and supply and demand fundamentals for vanadium.

Figure 27 shows the spot Vanadium Pentoxide (V_2O_5) price in US\$/lb since September 2020 while Figure 28 shows the spot Vanadium Pentoxide (V_2O_5) price in US\$/lb the since 2006.

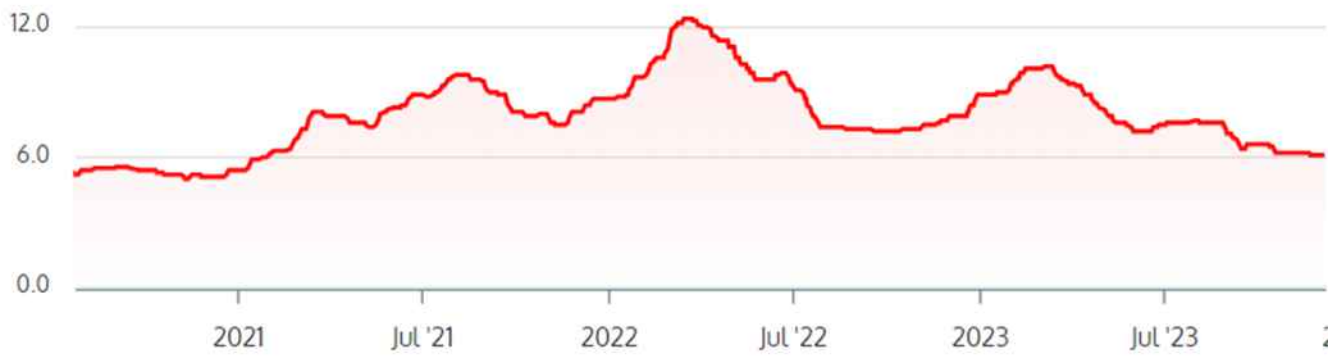


Figure 27 Vanadium Pentoxide 98% min Europe US\$/lb from August 2020 to Present
(Source: vanadiumprice.com)



Figure 28 Vanadium Pentoxide 98% min Europe US\$/lb from 2006 to Present
(Source: vanadiumprice.com)

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In the conversion of the technical valuations to market valuations VRM has normalised the previous transactions to the vanadium price when the comparable transaction was announced and the current vanadium price. When normalising the transaction valuation to the vanadium price VRM has elected to use the vanadium pentoxide Europe price in US\$/lb as reported by vanadiumprice.com. The ratio of the vanadium prices has been determined based on the US\$ prices to remove any fluctuations in the various exchange rates which are not due to the vanadium market.

6.5. Valuation of Advanced Properties

There are several valuation methods that are suitable for advanced Properties including the following:

- Financial modelling including discounted cash flow (**DCF**) valuations (generally limited to Properties with published Ore Reserves).
- Comparable Market Based transactions including Resource and Reserve Multiples.
- Joint Venture Transactions.

- Yardstick valuations.

At the Valuation Date there are reported Ore Reserves estimated for both the MTMP and AVP. An income valuation approach would usually be undertaken when there are current Ore Reserves, however due to the capital required for both projects and the respective companies market capitalisation, inflation rate between the feasibility studies impacting both operating and capital cost assumptions, and the lower spot vanadium price compared to the price used in the feasibility studies. In VRM's opinion and assuming a common debt to equity ratio the equity requirements for the required capital any capital raising for the development is likely to be excessively and unrealistically dilutive to the existing shareholders. On that basis, and based on advice from BDO on economic inputs, VRM does not consider that a DCF is a viable valuation method for the projects. Further, based on the above factors, the value derived from a DCF valuation would be lower than the market-based valuation and VRM does not consider it to reflect the market value of the assets.

6.5.1. Comparable Market Based Transactions – Resource Based

A comparable transaction valuation is a simple and easily understood valuation method which is broadly based on the real estate approach to valuation. It can be applied to a transaction based on the contained metal for projects with Mineral Resource or Ore Reserve estimates reported. Advantages of this type of valuation method include that it is easily understood and applied, especially where the resources or tenement area is comparable, and the resource or exploration work is reported according to an industry standard (like the JORC Code or NI43-101).

However, it is not as robust for projects where the resources are either historic in nature, reported according to a more relaxed standard, or are using a cut-off grade that reflects a commodity price that is not justified by the current market fundamentals. If the projects being valued are in the same or a comparable jurisdiction, then it removes the requirement for a geopolitical adjustment. Finally, if the transaction being used is recent then it should reflect the current market conditions.

Difficulties arise when there are a limited number of transactions, where the projects have subtle but identifiable differences that impact the economic viability of one of the projects. For example, the requirement for a very fine grind required to liberate gold from a sulphide rich ore or where the ore is refractory in nature and requires a non-standard processing method.

The information for the comparable transactions has been derived from various sources including the ASX and other securities exchange releases associated with these transactions, a database compiled by VRM for exploration stage projects (with resources estimated) and development ready projects.

This valuation method is the primary valuation method for exploration or advanced (pre-development) projects where Mineral Resources have been estimated. More advanced projects would typically be valued using an income approach due to the modifying factors for a mining operation being better defined.

The preference is to limit the transactions and resource multiples to completed transactions from the past two to five years in either the same geopolitical region or same geological terrain. The comparable transactions have been compiled where Mineral Resources and in some cases Ore Reserves have been estimated. Appendix A details the Resource Multiples for a series of transactions that are considered at least broadly comparable with the Projects.

6.5.2. Yardstick Valuation

A yardstick valuation was undertaken as a cross check of the comparable transaction valuation.

This yardstick valuation is based on a rule of thumb as supported by a large database of transactions where resources and reserves at various degrees of confidence are multiplied by a percentage of the spot commodity price. The yardstick valuation factors used in this report are in line with other yardstick valuation factors commonly used by other independent specialists and used in other VALMIN reports. The US\$-AUS\$ exchange rate and vanadium price as of 5 December 2023 and documented above have been used to determine the yardstick valuation.

The yardstick multiples (Table 15) are based on transactions which involve base metal projects or bulk commodities rather than the higher multiples which are used for precious metal projects. Additionally, the contained vanadium in the various Ore Reserve and Mineral Resource classification has been reduced for the vanadium recovery based on the reported metallurgical test work completed by each of the companies.

Table 15 Typical Yardstick Multiples used for vanadium Projects.

Resource or Reserve Classification	Lower Yardstick Multiple (% of Spot price)	Upper Yardstick Multiple (% of Spot price)
Ore Reserves	1%	2%
Measured Resources (less Proved Reserves)	0.5%	1%
Indicated Resources (less Probable Reserves)	0.2%	0.5%
Inferred Resources	0.1%	0.2%

6.6. Exploration Asset Valuation

To generate a value of an early-stage exploration Property or the exploration potential away from a mineral deposit it is important to value all the separate parts of the mineral assets under consideration. In the case of the advanced Properties the most significant value drivers for the overall Property are the declared Mineral Resources or Ore Reserves, while for earlier stage properties a significant contributor to the property's value is the exploration potential. There are several ways to determine the potential of pre-resource Properties, these being:

- A Geoscientific (Kilburn) Valuation.
- Comparable transactions (purchase) based on the Properties' area or Mineral Resource estimates (both current and historic).
- Joint Venture terms based on the Properties' area.
- A prospectivity enhancement multiplier (**PEM**).

The methodology to determine the Comparable transactions based on a projects area is undertaken using the same methodology as that described for the Comparable transactions' valuation for advanced projects section; however transactional value is applied to the project's area rather than the Mineral Resources or Ore Reserves. The Joint Venture terms valuation is similar to the comparable transactions based on the project area, other than a discount to the Joint Venture terms is applied to account for the time value of money (an appropriate discount rate is applied) and a discount to the earn-in expenditure to account for the chance that the Joint Venture earn-in expenditure is not completed in the agreed timeframe.

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VRM considers a Geoscientific or Kilburn valuation as a robust valuation method. The area based comparable transaction multiples can also be useful in valuations but are strongly related to the projects tenement area so can be conservative for small areas and overstated for large areas. It is the view of VRM that the least transparent and most variable valuation method is a PEM valuation as this depends on an assessment of the effectiveness of the expenditure.

6.6.1. Geoscientific (Kilburn) Valuation

One valuation technique that is widely used to determine the value of a project that is at an early exploration stage without any Mineral Resources or Ore Reserve estimates was developed and is described in an article published in the CIM bulletin by Kilburn (1990). This method is widely termed the geoscientific method where a series of factors within a project are assessed for their potential.

While this technique is somewhat subjective and open to interpretation it is a method that when applied correctly by a suitably experienced specialist enables an accurate estimate of the value of the project. There are five critical aspects that need to be considered when using a Kilburn or Geoscientific valuation, these are the base acquisition cost (**BAC**), which put simply is the cost to acquire and continue to retain the tenements being valued. The other aspects are the proximity to both adjacent to and along strike of a major deposit (Off Property Factors), the occurrence of a mineral system on the tenement (On Property Factors), the success of previous exploration within the tenement (Anomaly Factors) and the geological prospectivity of the geological terrain covered by the mineral claims or tenements (Geological Factors). In early-stage projects often the anomaly factors and geological factors have limited information.

While this valuation method is robust and transparent it can generate a very wide range in valuations, especially when the ranking criteria are assigned to a large tenement. This method was initially developed in Canada where the mineral claims are generally small therefore reducing the potential errors associated with spreading both favourable and unfavourable ranking criteria to be spread over a large tenement. Therefore, VRM either values each tenement or breaks down a larger tenement into areas of higher and lower prospectivity.

Table 16 documents the ranking criteria that were used in conjunction with the BAC for the project tenements to determine the technical valuation of the project.

VRM determines the BAC based on the holding cost of maintaining the tenement for the next year. That cost is determined by the minimum exploration commitment required on the tenement. For the AVL and TMT tenements the BAC has been determined using the exploration commitments for the tenement and the annual rent payments. These commitments were confirmed from the original tenement information obtained from DMIRS for the tenements in Western Australia.

The technical valuation derived from the Kilburn ranking factors are frequently adjusted to reflect the geopolitical risks associated with the location of the project and the current market conditions toward a specific commodity or geological terrain. These adjustments can either increase or decrease the technical value to derive the fair market valuation.

Using the ranking criteria from Table 16 along with the base acquisition costs tabulated in the appendices an overall technical valuation is determined.

Table 16 Ranking criteria are used to determine the geoscientific technical valuation.

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Geoscientific Ranking Criteria					
Rating	Off-property factor	On-property factor	Anomaly factor	Geological factor	
0.1				Generally unfavourable geological setting	
0.5				Extensive previous exploration with poor results	Poor geological setting
0.9				Poor results to date	Generally unfavourable geological setting, under cover
1.0	No known mineralisation in district	No known mineralisation within	No targets defined	Generally favourable geological setting	
1.5	Mineralisation identified	Mineralisation identified	Target identified; initial indications positive	Favourable geological setting	
2.0	Resource targets identified	Exploration targets identified	Significant intersections – not correlated on section		
2.5					
3.0	Along strike or adjacent to known mineralisation	Mine or abundant workings with significant previous production	Several significant ore grade intersections that can be correlated	Mineralised zones exposed in prospective host rocks	
3.5					
4.0	Along strike from a major mine(s)	Major mine with significant historical production			
5.0	Along strike from world class mine				

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The total technical valuation was adjusted to derive a market valuation by making a market factor adjustment and a locational adjustment. A market factor was derived to account for the status of the market which is as shown as the vanadium price in Figure 27 and Figure 28. On that basis, the technical valuations are decreased by 10% for the vanadium projects. The discounts were based on the currently low prices of vanadium pentoxide at or near three-year lows. A 5% reduction was applied for Western Australia; the latter is due to the uncertainty of the modified heritage laws and environmental approvals. A discount of 50% was applied to two of the Coates Project tenements (the granted E70/4924 and the applications E70/5589) due to the main targets being within several small hobby farm size landholdings along with a nature reserve that covers the main target. For the Nowthanna Hill uranium project a 30% premium was applied to the valuation due to the high uranium price while a 50% reduction was applied due to the current ban on uranium exploitation within Western Australia.

For early-stage Projects (where there are no Mineral Resources estimated), VRM considers the Geoscientific (Kilburn) Valuation method to be the most robust and is commonly the primary valuation method used for the surrounding exploration potential.

6.6.2. Prospectivity Enhancement Multiplier (PEM) Valuation

As outlined in Table 14 and in the VALMIN Code a cost – based or appraised value method is an appropriate valuation technique for early-stage exploration Properties. Under this method, the previous exploration expenditure is assessed as either improving or decreasing the potential of the Property. The PEM involves a factor which is directly related to the success of the exploration expenditure to advance the Property. There are several alternate PEM factors that can be used depending on the specific Property and commodity being evaluated. Onley, (1994) included several guidelines for the use and selection of appropriate PEM criteria. The PEM ranking criteria used in this report are outlined in Table 17 below. VRM considers the PEM valuation method as a secondary valuation method. In the opinion of the author, it is preferable to use resource multiples for comparable transactions once a JORC 2012 Mineral Resource has been estimated however if there are no comparable transactions then a PEM may be a viable valuation method.

Table 17 Prospectivity Enhancement Multiplier (PEM) ranking criteria.

PEM Ranking Criteria	
Range	Criteria
0.2 – 0.5	Exploration downgrades the potential
0.5 – 1	Exploration has maintained the potential
1.0 – 1.3	Exploration has slightly increased the potential
1.3 – 1.5	Exploration has considerably increased the potential
1.5 – 2.0	Limited Preliminary Drilling intersected interesting, mineralised intersections
2.0 – 2.5	Detailed Drilling has defined targets with potential economic interest
2.5 – 3.0	A Mineral Resource has been estimated at an Inferred category

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7. Valuation of AVL and TMT Mineral Assets

The principal mineral assets valued as a part of this ITAR are the MTMP which is 100% owned by TMT and includes additional exploration tenements away from the reported Mineral Resources and Ore Reserves; and the AVP, Nowthanna Hill and Coates projects, which are all 100% owned by AVL. There are reported Mineral Resource and Ore Reserve estimates within the AVP and an Inferred Mineral Resource within the Nowthanna Hill project. All of the projects are located in Western Australia.

As detailed above, the MTMP and AVL both have reported Mineral Resource and Ore Reserve estimates.

While there are Ore Reserves within both the AVP and MTMP, VRM, in consultation with BDO has decided that a DCF valuation methodology is not suitable to value the projects. This is due to the large discrepancy between the market capitalisation of each of the companies and the capital requirements outlined in each project's feasibility studies. VRM understands that BDO was provided a forecast cashflow model for the MTMP however when making appropriate modifications to the model it resulted in a lower valuation than the values derived from the market-based approaches. VRM has considered the appropriateness of a DCF approach to value the mineral assets of TMT prior to the Scheme however, based on the economic inputs provided by BDO and our assessment of the project as detailed in Section 6.5 above, VRM does not consider a DCF approach to be appropriate. As such, VRM has used a comparable transaction (resource multiple) valuation approach for valuing the mineral assets of TMT.

VRM has undertaken a valuation of the projects in accordance with the VALMIN Code using valuation methods that VRM considered to be reasonable. As an income valuation is not considered a viable valuation method VRM has completed two alternate valuations of the project with the preferred valuation being based on the comparable transaction resource multiple approach.

VRM has undertaken a valuation based on several techniques, these being a Comparable Transaction (Resource Multiplier) and Yardstick method as a cross check for the reported Mineral Resource and Ore Reserve estimates in both the MTMP and the AVP. The surrounding exploration tenure for the projects have been valued considering a Kilburn or Geoscientific valuation method and a Prospectivity Enhancement Multiplier (PEM) method as described further below.

The Nowthanna Hill and Coates projects, both owned by AVL have been valued using a Geoscientific valuation method as the primary valuation method with supporting methods being a PEM method.

7.1. Comparable Transactions – Resource Multiple Valuation

7.1.1. Ore Reserves and Mineral Resources within the MTMP and AVP

For the vanadium Ore Reserves and Mineral Resources in the AVP and MTMP, an analysis of completed project-based vanadium transactions was compiled for projects that are considered possibly comparable in geopolitical jurisdictions, of similar geology, resource grade, project status and possible development scenario.

VRM undertook an extensive global search of the S&P Capital IQ subscription database for completed vanadium project transactions for the previous ten years from 25 September 2013 to the 25 September

2023 being the date the proposed transaction was announced. A total of 22 vanadium project transactions were identified.

In analysing the transactions VRM considers that the only projects that are potentially comparable are conventional open pit projects with similar Mineral Resource grades (~0.5 – 1.5% V₂O₅), no existing infrastructure, with Mineral Resources that are a mixture of Measured, Indicated, and Inferred classification and are at an advanced stage of evaluation. VRM included projects where there were reported Mineral Resource and Ore Reserves estimates but excluded projects with infrastructure and any projects that were in operation at the time of the transaction. Additionally, VRM excluded transactions where a purchaser acquired a shareholding in a company that held a vanadium project rather than a direct holding in the project.

VRM identified only five market transactions that were considered to be comparable to the MTMP and the AVP. Of the five transactions two were in Nevada, USA, two in Lappi, Finland and one project in North-West state of South Africa.

Nevada and Finland are considered to be broadly similar in the environmental regulations, geopolitical risks and operating environment with South Africa considered to have a higher geopolitical and operating risk but likely to have less stringent environmental requirements when compared to the other jurisdictions.

The final set of data used to derive the valuation included five transactions involving vanadium Mineral Resources, as detailed in Appendix A. Of the five transactions only one had declared Ore Reserves at the time of the transaction. The Resource Multiples based on the comparable transactions have been normalised to the 98% vanadium pentoxide (V₂O₅) (Europe) price (in US\$/lb) at the transaction date with that price (in US\$/lb) at 5 December 2023. The valuation was undertaken using a 98% vanadium pentoxide (V₂O₅) (Europe) price of US\$6.10/lb. VRM notes that the 98% vanadium pentoxide (V₂O₅) (Europe) price over the past three years has averaged US\$7.64/lb and as shown in Figure 27, the historical price has been volatile. The expected future demands for vanadium in static vanadium flow batteries used in storage of non-renewable sources of electricity is expected to increase the long-term vanadium price. Additionally, the projects are a considerable time from commercial operations when the impact of the vanadium price would have a short-term operational impact on the companies. VRM considers it unlikely that an arm's length buyer would change the amount it is willing to pay to acquire the vanadium assets based on the short term movements in the spot vanadium price.

Applying this methodology, the average normalised multiples of the five transactions are AUS\$62.54/t. As required by the VALMIN Code VRM has determined a range of likely valuations with the range based around the preferred valuation. The preferred valuation has been determined using the average of the five comparable transactions. The range has been estimated as ± 25% from the average resource multiple for both the AVP and MTMP. This range has been determined based on the relative proportion of the Mineral Resource estimate confidence levels for the Mineral Resources in the AVP and MTMP. The relative confidence levels are reported by Resource estimation specialists as being between ± 10% to 20% for Measured Mineral Resources, ± 30% to 50% for Indicated Mineral Resources and as varied as ± 50% to 100% for Inferred Mineral Resources. VRM considers, in our professional opinion, that a range of ± 25% is reasonable for the projects and the technical uncertainty in the Projects as measured by the Mineral Resource classifications for the AVP and MTMP. The ± 25% variation from the preferred valuation has been used to generate a meaningful valuation range that is as narrow as possible in

accordance with the VALMIN Code and the ASIC Regulatory Guide 111. In VRM’s professional opinion having a range that is greater than $\pm 25\%$ could in specific circumstances render the valuation meaningless however a range significantly lower than $\pm 25\%$ is providing a valuation range that does not reflect the technical uncertainty in the Projects.

The one project with reported Ore Reserves at the time of the transaction transacted had a similar Global Mineral Resource estimate as the AVP (and MTMP) and transacted at a normalised resource multiple of \$58.99/lb. In VRM’s opinion, this provides additional support for the preferred resource multiple of \$62.54/lb for the reported Mineral Resources within the MTMP and the AVP.

The resource multiples detailed above and supported by the information in Appendix A have been used along with the Mineral Resource estimates in Table 2 for the MTMP and Table 8 for the AVP to derive the value of the Mineral Resources within the tenements that contain Mineral Resources. The contained vanadium in the Mineral Resources has been calculated by VRM based on the reported Resource tonnage and grades, and results in a slightly different contained vanadium than reported by the companies. This variation is due to rounding in the estimates. A supporting or secondary valuation of the Mineral Resources and Ore Reserves has been undertaken using a Yardstick valuation. The value of the exploration potential within the projects, away from reported Mineral Resources and Ore Reserves has been determined by a Geoscientific method as a primary method and a PEM method as a supporting method with these valuations detailed in section 7.3 and 7.4 below.

7.1.2.MTMP and AVP – Resource Multiple Valuations

The range in pre-transaction market values for the MTMP is considered by VRM to be within a range of +/- 25% from the average normalised multiple of A\$62.54/lb. The resulting valuation is detailed in Table 18 below that summarises the valuation of the vanadium Mineral Resources owned by TMT.

Table 18 Comparable transaction method pre-transaction valuation of the MTMP Mineral Resource estimates

Comparable Transaction Valuation Mineral Resource estimates			
	Lower (-25 %)	Mid- Point (Average)	Upper (+25 %)
MTMP Mineral Resource estimates (contained V ₂ O ₅ (Mt))	1.3058	1.3058	1.3058
Resource Multiple (A\$/t contained V ₂ O ₅)	\$46.91	\$62.54	\$78.18
MTMP Mineral Resource Valuation Pre-Transaction (A\$)	\$61.2	\$81.7	\$102.1

Note appropriate rounding has been applied to the valuation totals and total may not add due to rounding.

Therefore, VRM considers that the Ore Reserves and Mineral Resources within the MTMP, owned 100% by TMT, have a pre-transaction market value, based on comparable transactions, of between **\$61.2 million** and **\$102.1 million** with a preferred valuation of **\$81.7 million**.

On a post transaction basis due to technical synergies created by the merger of the MTMP and the AVP the projects VRM considers that the projects would have a valuation between the mid-point and the upper valuation. The synergies associated with the combined project include better optimisation of the

Mineral Resources, especially at the Yarrabubba deposit which was constrained by the MTMP tenure. Additionally, having the entire mineral system under single ownership provides operational advantages including being able to schedule the mineralisation into a central processing facility to ensure a faster payback of the capital and also ensure that a single processing facility could be investigated that is optimised to the size of the total mineral endowment rather than having two separate, slightly different processing plants and different processing flowsheets. Overall having the entire mineral system under a single ownership would likely result in a higher overall asset value rather than the disjointed ownership. Finally of the five comparable transactions, the most recent transaction from October 2022 was completed at a normalised multiple of \$77.66 (\$91.67 on a non-normalised basis when the vanadium price was US\$7.20/lb) which is similar to the upper normalised resource multiple considered for both the pre and post transaction valuations. As such Table 19 below details VRM's opinion as to the market value of the projects post the merger of the projects.

Table 19 Post Transaction Comparable transaction valuation of the MTMP and AVP Mineral Resources

Comparable Transaction Valuation Mineral Resource estimates			
	Lower (-25 %)	Preferred (Average)	Upper (+25 %)
MTMP Mineral Resource estimates (contained V ₂ O ₅ (Mt))	1.3058		1.3058
Resource Multiple (A\$/t contained V ₂ O ₅)	\$62.54		\$78.18
MTMP Valuation Post -Transaction (A\$)	\$81.7	\$91.9	\$102.1
AVP Mineral Resource estimates (contained V ₂ O ₅ (Mt))	1.737		1.737
Resource Multiple (A\$/t contained V ₂ O ₅)	\$62.54		\$78.18
AVP Valuation Post Transaction (A\$)	\$108.7	\$122.2	\$135.8

Note appropriate rounding has been applied to the valuation totals and total may not add due to rounding.

Therefore, VRM considers that the Ore Reserves and Mineral Resources within the MTMP, owned 100% by TMT, have a post transaction market value, based on comparable transactions, of between **\$81.7 million** and **\$102.1 million** with a preferred valuation of **\$91.9 million**.

VRM considers the Ore Reserves and Mineral Resources estimates within the AVP, owned by 100% AVL, to be valued, based on a comparable transactions approach, at between **\$108.7 million** and **\$135.8 million** with a preferred valuation of **\$122.2 million**.

7.2. Yardstick Method

As detailed above the yardstick method can also be considered as a valuation approach, particularly as a cross check or supporting valuation technique to support the valuation generated by a comparable transaction method. This method is typically used as a supporting approach for valuation of Ore Reserves and / or Mineral Resources and is based on a percentage of the current metal price.

For Mineral Resource estimates, a common yardstick value would be between 0.5% and 5% of the current commodity price, dependent on the Mineral Resource classification as at the valuation date. For lower classification levels such as Inferred Mineral Resources this percentage is lower reflecting the higher uncertainty compared to Indicated or Measured categories. The risks relating to the Resources described above have been incorporated into the Yardstick approach. The yardstick multiples are commonly used for gold transactions and has been developed by the valuation industry as a basis of possible project valuations based on a large dataset of gold transactions. Within this report VRM has used a lower Yardstick multiple than that which is commonly used for gold transactions due to the lower value of the commodity value that is received by the company exploiting a Mineral Resource. This is common for projects which produce a concentrate as there are significant additional costs associated with concentrate production including transport to a potential export port (or smelter / refinery), freight and shipping logistics, insurance and smelter or refining costs (and penalties) and reduced percentage of the commodity price payable to the concentrate producer. The yardstick multiples used in this report are detailed in Table 20. In addition to the lower yardstick multiples VRM has also accounted for the vanadium recovery from the Mineral Resource in determining the Yardstick valuation. Based on the metallurgical studies reported by TMT for the MTMP and AVL for the AVP a vanadium recovery of 67% has been assumed, VRM notes that there are some portions of the Mineral Resources and Ore Reserves that provide a higher recovery and others that have a lower overall vanadium recovery however the global average recovery is approximately 67%.

VRM has applied a range of percentage values, corresponding to the classification of the vanadium Ore Reserves and Mineral Resources within the Projects (pre transaction) and the 98% vanadium pentoxide (V_2O_5) (A\$/t) price at the valuation date of \$22,560.93/t. The A\$/t price is based on an A\$-US\$ exchange rate of 0.64493 and a 98% vanadium pentoxide (V_2O_5) (US\$/lb) of \$6.60/lb in order to value the Ore Reserves and Mineral Resources within the Projects. The valuations are summarised in Table 20. As the Mineral Resources on the combined projects have not been estimated there is no reasonable basis to modify any of the assumptions or inputs into the yardstick valuation to reflect the synergies associated with the merged project. Therefore, VRM has used the pre transaction Mineral Resources for each project in the yardstick valuation. VRM does not rely on the yardstick valuation as a primary approach however it is still considered a suitable method to cross check the comparable transaction valuation approach as detailed above.

Therefore, VRM considers the Mineral Resources estimates within the TMT MTMP as detailed above to be valued, based on a yardstick approach, at between **\$73.9 million** and **\$148.9 million** with a preferred valuation of **\$111.4 million**.

VRM considers the Mineral Resources estimates within the AVL AVP to be valued, based on a yardstick approach, at between **\$70.8 million** and **\$146.4 million** with a preferred valuation of **\$108.6 million**.

Table 20 : Yardstick valuation of the Mineral Resources within MTMP and AVP Projects

Yardstick Valuation Summary of Mineral Resources in the MTMP and AVP						
Classification	Yardstick Factors	Reserves & Resources (V ₂ O ₅ t)	Recovery (67%)	Lower (\$M)	Midpoint (\$M)	Upper (\$M)
TMT – MTMP Ore Reserves and Mineral Resources						
Reserves (Total) contained V ₂ O ₅ (t)	1%-2%	385,476	67%	\$54.34	\$81.51	\$108.68
Measured Resources contained V ₂ O ₅ (t)	0.5%-1%	110,360	67%	\$7.57	\$11.35	\$15.14
Indicated Resources contained V ₂ O ₅ (t)	0.2%-0.5%	75,324	67%	\$2.07	\$3.62	\$5.17
Inferred Resources contained V ₂ O ₅ (t)	0.1 – 0.2%	724,000	67%	\$9.93	\$14.90	\$19.86
MTMP Valuation (AUS\$M)				\$73.9	\$111.4	\$148.9
AVL – AVP Ore Reserves and Mineral Resources						
Reserves (Total) contained V ₂ O ₅ (t)	1%-2%	334,830	67%	\$45.93	\$68.90	\$91.87
Measured Resources contained V ₂ O ₅ (t)	0.5%-1%	12,270	67%	\$0.84	\$1.26	\$1.68
Indicated Resources contained V ₂ O ₅ (t)	0.2%-0.5%	358,520	67%	\$9.84	\$17.21	\$24.59
Inferred Resources contained V ₂ O ₅ (t)	0.1 – 0.2%	1,031,630	67%	\$14.15	\$21.23	\$28.31
AVP Valuation (AUS\$M)				\$70.8	\$108.6	\$146.4

Note – Yardstick Valuation based on vanadium price of A\$22,560.93/t, the Mineral Resources above are reported exclusive of the Ore Reserves. The contained vanadium may vary slightly from the contained metal reported by the company due to the contained metal in the table above being calculated by VRM.

Appropriate rounding has been applied to the Ore Reserves and Mineral Resource estimates and valuation.

7.3. Geoscientific Valuation

The Geoscientific valuation is restricted to the tenements and projects that do not have declared Mineral Resources or Ore Reserves, this includes the tenements that are adjacent to or non-core of the reported Mineral Resources.

There are several specific inputs that are critical in determining a valid geoscientific or Kilburn valuation, these are ensuring that the specialist undertaking the valuation has a good understanding of the mineralisation styles within the overall region, the tenements and has access to all the exploration and geological information to ensure that the rankings are based on a thorough knowledge of the project. In addition to ensuring the rankings are correct deriving the BAC is critical as that is the primary driver of the final value. In this case the BAC is derived by the exploration commitment to maintain the tenement in good standing. The costs of tenement applications and targeting have not been included.

The Geoscientific rankings were derived for each of the ranking criteria with the Off-Property Criteria considered to be between 1 and 3.5, the On-Property Criteria between 1 and 2.5, the Anomaly Factor between 1.0 and 4.0 while the Geology Criteria are considered to be between 0.5 and 2.5. When these ranking criteria are combined with the base acquisition cost, as detailed in Appendix B, this has determined the technical value. A premium of 30% has been applied to the Nowthanna Hill uranium projects (due to the high current uranium price) and a 10% discount to the vanadium projects and to the Coates Project has been applied to the technical value to account for the current market conditions. A 5% discount has been applied for the heritage and environmental aspects and the current inflationary pressures on projects in Western Australia while a 50% discount has been applied to the main Coates tenement and the tenement application at Coates due to the environmental access issues due to the nature reserve. A 50% discount has been applied to the Nowthanna Hill uranium project due to the low grade of the uranium mineralisation and the environmental, permitting, and regulatory regime associated with uranium exploration and the prohibition of uranium exploitation within Western Australia.

The Technical and Market Values are shown in Table 21. The technical valuation is the base acquisition cost multiplied by the ranking factors outlined in Appendix B while the Market Value is the Technical Value multiplied by the geopolitical risk and market adjustment.

Table 21 Geoscientific Valuation of the TMT and AVL Projects

Projects	Technical Valuation (AUS\$M)			Fair Market Valuation (AUS\$M)		
	Lower	Mid-Point	Upper	Lower	Mid-Point	Upper
TMT Projects						
MTMP Exploration Potential	\$0.76	\$1.49	\$2.23	\$0.6	\$1.3	\$1.9
Total MTMP Exploration Potential Pre-transaction				\$0.6	\$1.3	\$1.9
Total MTMP Exploration Potential Post transaction				\$1.3	\$1.6	\$1.9
AVL Projects						
AVP Exploration Potential	\$0.11	\$0.28	\$0.45	\$0.1	\$0.2	\$0.4
AVP post-transaction				\$0.1	\$0.2	\$0.4
Coates Exploration Potential	\$0.53	\$1.00	\$1.48	\$0.2	\$0.5	\$0.7
Nowthanna Hill Exploration Potential	\$0.94	\$1.52	\$2.10	\$0.6	\$1.0	\$1.4
Total Nowthanna and Coates				\$0.9	\$1.5	\$2.1
Total AVL Exploration Potential				\$1.1	\$1.8	\$2.4

Appropriate rounding to the total valuation has been undertaken and totals may not add due to rounding.

The tenements within the MTMP that are peripheral to the Ore Reserves and Mineral Resources, owned 100% by TMT are considered by VRM to have a pre-transaction market value using the Geoscientific method of between **\$0.6 million** and **\$1.9 million** with a preferred value of **\$1.3 million**. Post completion of the transaction due to technical synergies and optimisation of the tenure in VRM's opinion the market value exploration potential within the MTMP would be between the mid-point and the upper valuation with a preferred valuation being the average of these two valuations. This results in a post transaction exploration valuation of the MTMP of between **\$1.3 million** and **\$1.9 million** with a preferred valuation of **\$1.6 million**.

Post completion of the transaction due to technical synergies and optimisation of the tenure in VRM's opinion the exploration potential on the AVP tenements but peripheral to the Ore Reserves and Mineral Resources within the AVP, 100% owned by AVL are considered to have a market value of between **\$0.1 million** and **\$0.4 million** with a preferred value of **\$0.2 million**. The Coates and Nowthanna Hill projects, owned 100% by AVL are considered to have a combined market value of between **\$0.9 million** and **\$2.1 million** with a preferred valuation of **\$1.5 million**. Therefore, the total exploration potential within the AVP, Coates and Nowthanna Hill is considered to be between **\$1.1 million** and **\$2.4 million** with a preferred valuation of **\$1.8 million**.

7.4. Prospectivity Enhancement Multiplier (PEM) Valuation

VRM has undertaken a PEM valuation of the tenements based on the exploration expenditure extracted from the DMIRS online tenement database Mineral Titles Online with the expenditure being limited to the exploration portion of the statutory annual tenement expenditure reports (Form 5). Project acquisitions costs were excluded from the analysis as these are considered sunk costs and not contributing to geological / prospectivity knowledge.

This PEM valuation is restricted to tenements that do not contain the reported Mineral Resources or Ore Reserve estimates or tenements that are considered to be included in the Resource multiple valuation. These are typically the tenements that are peripheral to the project or have had minimal geological extensions to the mineralisation identified in the Mineral Resources. As this valuation method is a "backward looking" method based on previous expenditure it does not change on a pre or post transaction basis.

This expenditure has been multiplied by the Prospectivity Enhancement Multiplier as detailed in Table 17. To generate a range in the PEM valuation VRM has assessed the effectiveness of the exploration expenditure and therefore used an upper and lower PEM multiple to generate a range of likely values of the Projects. The preferred valuation is the average of the upper and lower PEM valuation. Table 22 details the expenditure, the PEM multiples, and the valuations for the both the TMT and AVL Projects. The individual tenement expenditures and assigned PEM multiples are detailed in the appendices to this report.

For the MTMP, the fair market valuation as determined by the PEM valuation method has resulted in a value for the 100% TMT owned project of between **\$2.2 million** and **\$2.8 million** with a preferred valuation of **\$2.5 million**.

For AVP, Coates and Nowthanna Hill projects owned by AVL, the fair market valuation as determined by the PEM valuation method has resulted in a value between **\$1.9 million** and **\$2.5 million** with a preferred valuation of **\$2.2 million**. The majority of this value is on the Coates Project.

Table 22 PEM Valuation for the exploration tenements excluding tenements containing Mineral Resources

Project	PEM Valuation by Project			
	Expenditure (\$)	Lower (\$M)	Preferred (\$M)	Upper (\$M)
TMT Projects				
MTMP	\$2,189,113	\$2.19	\$2.52	\$2.85
Total Exploration Valuation		\$2.2	\$2.5	\$2.8
AVL Projects				
AVP	\$719,531	\$0.72	\$0.83	\$0.94
Coates	\$695,884	\$1.03	\$1.20	\$1.37
Nowthanna Hill	\$80,461	\$0.2	\$0.22	\$0.24
Total Coates and Nowthanna Hill		\$1.2	\$1.4	\$1.6
Total Exploration Valuation		\$1.9	\$2.2	\$2.5

* Appropriate rounding has been undertaken on the totals.

7.5. Actual Transactions on the Subject Projects

VRM has considered the any recent proposed or completed transactions on the projects being valued to assess the market valuation projects.

The most recent and only relevant recent proposed transaction on any of the projects is the proposed sale of the Nowthanna Hill and Coates Projects.

AVL proposed in 2022 to divest these two projects to a new company, Mining Green Metals Limited with that company to list on the ASX in 2023. In the proposed transaction, as initially announced on 11 May 2022 AVL was to receive 6.5 million ordinary shares (VRM assumes at \$0.20 per share), a cash payment of \$190,000 and a 0.75% royalty on the Coates Project. This was re-negotiated in late 2022 (AVL ASX release 19 December 2022) to be 5 million shares, a cash payment of \$100,000 and a 0.75% royalty on the Coates Project. The option was ultimately terminated in 2023.

In assessing the value of the proposed transaction VRM has assigned no value to the royalty as the timeframe that any royalty would be payable is highly uncertain. VRM considers that the transaction as announced places a value of between \$1.1 million and \$1.49 million for the projects. Given this proposed transaction was ultimately terminated, in VRM's opinion is provides a likely upper valuation of the projects and provides support to the VRM valuation detailed above.

Overall, as the there was no completed transaction on the assets, VRM considered the option agreement which provided an implied valuation that is within the Geoscientific and PEM valuation ranges of the projects.

8. Risks and Opportunities

8.1. General Risks and Opportunities

As with all mineral assets there are risks and opportunities associated with the projects and any valuation. Some non-geological or mining related technical risks that are common to most projects include those associated with security of tenure, native title claims, environmental approvals, social, geopolitical, and regulatory approval risks. These risks have been accounted for in the valuation.

The data reviewed for this report and the basis of VRM commentary are derived from a compilation of data and interpretations included in annual reports, company presentations, ASX releases and Mineral Resource Estimate reports.

There are two potential sources of uncertainty associated with this type of information, being that the:

- 1) relevant reports and datasets may not have been identified in the data compilation, and
- 2) relevant reports and datasets may not have yet been publicly released.

Under current regulations associated with annual technical reporting in Western Australia, any report linked to a current tenement that is less than five years old remains confidential. The company can also make submissions to ensure these reports remain confidential for longer periods. In addition, historical reports are not all digitally available. Therefore, obtaining historical reports often requires time-consuming and costly searches. There could also be duplication and compilation errors associated with publicly available datasets. For example, this is commonly associated with multiple reporting of activities by different tenement managers using different grid references for the exploration activities. Resulting data errors and omissions could have a material impact on subsequent business decisions.

In addition, mineral exploration, by its very nature has significant risks, particularly for early-stage projects. Based on the industry-wide exploration success rates it is possible that no additional significant economic mineralisation will be located within in any of the projects. Even in the event significant mineralisation does exist within the project areas, factors both in and out of the control of the companies may prevent the identification or development of such mineralisation.

There are often environmental, safety and regulatory risks associated with exploration and resource development. These may include but are not limited to factors such as community consultation and agreements, as well as environmental considerations. More advanced projects require risk assessments associated with mining, metallurgical and processing facilities, regulatory requirements and services, appropriate infrastructure development, and mine closure processes. Assessment of these risks are addressed in technical-economic studies, which generally commence once a project has initiated Mineral Resource definition drilling and estimation activities. A risk exists that fatal flaws may be identified during these studies, that impede project development.

Often the historical reports do not include or discuss the use of quality assurance and quality control (QAQC) procedures as part of the sampling programs. Therefore, it can be difficult to determine the validity and reliability of historical samples, even where original assays are reported. The inability to properly validate all reported data can have an impact on subsequent decisions and increases project risks.

Global economic factors associated with changes to commodity prices and capital access to fund exploration and resource development can be considered both risks and opportunities. These are factors that are outside of the control of the companies, as are broader societal issues. There has also been a recent increase in the recognition of the need for a rapid transition of the global energy requirements and there has been a significant push toward a change to lower carbon-intensive power generation. This shift has dramatically changed the demand profile for several “green” or “future facing” commodities including lithium, nickel, and copper in the electrification of vehicles, vanadium in emerging electrical storage systems and uranium in power generation.

8.2. Project Specific Risks and Opportunities

Both projects have additional exploration and resource delineation potential along strike and down dip of the current MREs, as highlighted in Section 3.5 Exploration Potential above, which will require additional drilling, evaluation, and assessment. These potential resource extensions are a material opportunity in each of the projects.

The inferred base metal resources reported by TMT 2019 and AVL in 2018, and the potential leached-calcine iron-titanium co-product reported by AVL in 2018 and the ilmenite Mineral Resource estimate reported for the MTMP, (see Sections 4.1 and 5.1 above) are not regarded as material for the valuation of the combined vanadium resources as defined in the scope of this report. However, these may provide additional opportunities in the future assessment of an integrated MRE with combined AVP and MTMP datasets.

Key Risks:

- The main risk is associated with the integration of the AVP and MTMP Mineral Resource Estimates, which will involve combining the project geological and drillhole databases. As the AVP and MTMP projects have been drilled, analysed, interpreted, and evaluated independently, there is a risk that this combination will highlight material differences in drillhole data and intervals used to define lithology, alteration, massive and disseminated mineralisation and weathered/transported domains in the resource models.
- The differences in each project area also include different drill sample analytical and bulk density measurement methods, different interpretations of structural features that alternatively offset or thicken/thin the mineralised domains, and different cut-off grades and drillhole spacings used to delineate resource domains in each MRE. The integration of these differences in the datasets could also influence the assessment of and impact on geotechnical and metallurgical constraints in a combined Ore Reserve.
- The AVL and TMT Integration Team will need to work carefully to ensure that the merging of the geological data and drillhole datasets is appropriate to the task. This exercise may require a significant re-labelling of drillhole logging codes used to define drillhole intervals, which will result in new resource domains that extend across the length of the layered sequence that hosts mineralisation within the combined tenements. This may influence resource classifications and therefore the extent of resource categories in the combined MRE. However, as highlighted above in Section 3.3 Local Geology above, there is a good, general agreement of the geological setting and controls on vanadium mineralisation across both tenements in the independent MREs. Therefore, VRM considers data and resource model integration to be at most a moderate risk.

9. Preferred Valuations

Based on the valuation techniques detailed above, Table 23 provides a summary of the valuations derived for the Mineral Resources, Ore Reserves and the exploration potential within the projects by the various techniques. Figure 29 graphically shows the valuation range and preferred valuation for the Mineral Resources and exploration potential within the projects and the combined valuation range and preferred valuation for the mineral assets.

Based on the rationale outlined in the body of this Report, VRM is of the view that the Ore Reserve and Mineral Resource estimates are most appropriately valued considering a comparable transaction approach, while the exploration potential is most appropriately valued applying a Geoscientific or Kilburn valuation method.

On this basis in VRM's opinion, as detailed in Table 23 the likely pre-transaction market value of the MTMP, owned by TMT is between **\$61.9 million** and **\$104.0 million** with a preferred valuation of **\$82.9 million**. On a Post transaction basis VRM considers that the post transaction market valuation would be between the preferred and upper pre-transaction value with the preferred valuation being the mid-point between those values. Therefore, the post transaction market value of the MTMP is considered by VRM to be between **\$82.9 million** and **\$104.0 million** with a preferred valuation of **\$93.4 million**.

The likely post transaction market value of AVL Projects is between **\$109.7 million** and **\$138.2 million** with a preferred valuation of **\$124.0 million**.

Table 23 Valuation Summary of Projects by method

Valuation Technique	Priority	Lower (\$M)	Preferred	Upper (\$M)
TMT Projects				
MTMP (100% TMT)				
Comparable Transactions	Primary	\$61.2	\$81.7	\$102.1
Geoscientific	Primary	\$0.6	\$1.3	\$1.9
Yardstick	Secondary	\$73.9	\$111.4	\$148.9
PEM	Secondary	\$2.2	\$2.5	\$2.8
TMT Total Primary Valuations Pre-Transaction		\$61.9	\$82.9	\$104.0
TMT Total Post Transaction		\$82.9	\$93.4	\$104.0
AVL Projects – Post Transaction				
AVP (100% AVL)				
Resource Multiple	Primary	\$108.7	\$122.2	\$135.8
Geoscientific	Primary	\$0.2	\$0.3	\$0.4
Yardstick	Secondary	\$70.8	\$108.6	\$146.4
PEM	Secondary	\$0.7	\$0.8	\$0.9
Coates and Nowthanna Hill Projects (100% AVL)				
Geoscientific	Primary	\$0.9	\$1.5	\$2.1
PEM	Secondary	\$1.2	\$1.4	\$1.6
AVL Total VRM Preferred Valuation		\$109.7	\$124.0	\$138.2
Combined Post Valuation		\$192.7	\$217.4	\$242.2

Note the totals may not add due to rounding in the valuations, the **bold** valuations are used in determining the Preferred valuations.

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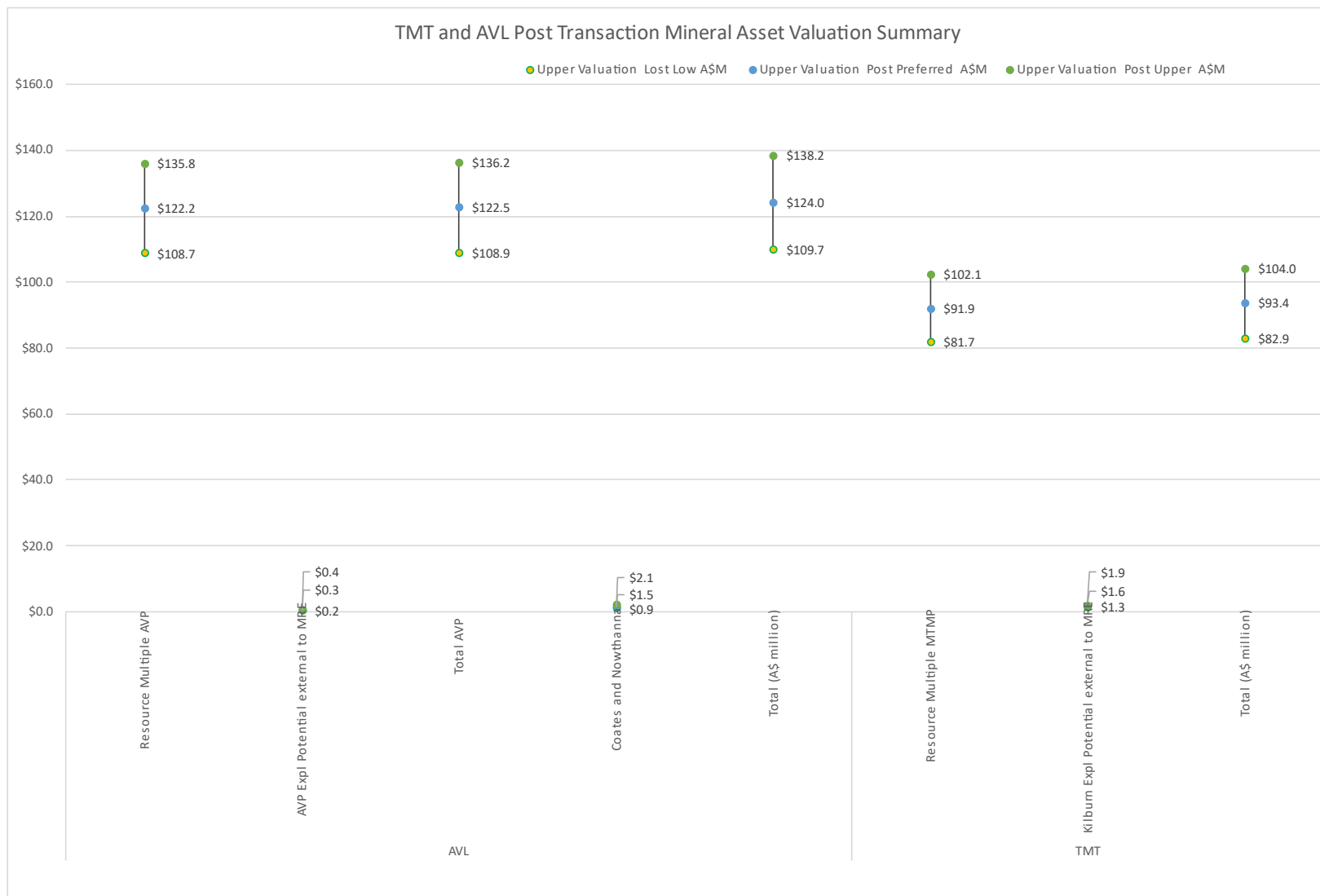


Figure 29: Post Transaction Valuation Summary

10. References

The reference list below includes public domain and unpublished company reports obtained either directly from the Company or ASX releases of previous Joint Venture holders or previous holders of the tenements.

The Annual Technical Reports lodged with the DMIRS and subsequently made public either after five years or when the tenement was surrendered are listed in the Project specific references section below.

10.1. Published References

Geological Survey of Western Australia (GSWA), 2017. 1:10 000 000 Simplified Tectonic Map of Western Australia.

Joint Ore Reserves Committee, **2012**. Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) [online]. Available from: <http://www.jorc.org> (The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia).

Onley, P.G; 1994; Multiples of Exploration Expenditure as a Basis for Mineral Valuation; Proceedings of VALMIN 94; pages 191 to 197; The Australasian Institute of Mining and Metallurgy, Carlton, Australia; ISBN 1 875776 036.

VALMIN Committee, 2015. Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) [online]. Available from: <http://www.valmin.org> (The VALMIN Committee of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists).

11. Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Webmineral www.webmineral.com, Wikipedia www.wikipedia.org. Some of the following terms are taken from the 2015 VALMIN Code.

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea, and their offshore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

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

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the Corporations Act.

Independent Expert's Report means a Public Report as may be required by the Corporations Act, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 for guidance on Market Value.

Materiality or being **Material** requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment, and infrastructure owned or acquired for the development, extraction, and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as either:

(a) **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.

(b) **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.

(c) **Pre-Development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.

(d) **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study.

(e) **Production Projects** – Tenure holdings – particularly mines, wellfields, and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power, and other technical requirements spanning commissioning, operation, and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation, and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis, or composition.

Mineral Project means any exploration, development, or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resources is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Mining means all activities related to extraction of Minerals by any method (e.g., quarries, open cast, open cut, solution mining, dredging etc).

Mining Industry means the business of exploring for, extracting, processing, and marketing Minerals.

Modifying Factors is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Ore Reserves is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resource and **Petroleum Reserve** are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council, and the Society of Petroleum Evaluation Engineers. Refer to <http://www.spe.org> for further information.

Practitioner is an Expert as defined in the Corporations Act, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

- (a) admits members primarily on the basis of their academic qualifications and professional experience.
- (b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and
- (c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade, or build good will.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which is impartial, rational, realistic, and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation.

Royalty or Royalty Interest means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the Corporations Act.

Securities Expert are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the Corporations Act, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialists are persons whose profession, reputation, or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being **Transparent** requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report **must** not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

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Appendix A - Comparable Transactions

Buyer	Project	Date	EQUITY ACQUIRED	Resource and Reserve Acquired (t)	Reserves Acquired (t)	Deal Value (A\$ M)	A\$/t Acquired. (100% Basis)	vanadium price at transaction date (USD\$/lb)	Normalisation ratio	Normalised A\$/t	STATE / PROVINCE
Flying Nickel Mining	Gibellini	6/10/2022	100.00	102,118	-	9.36	\$91.67	\$7.20	0.85	\$77.66	Nevada
Silver Elephant Mining	Bisoni McKay	18/08/2020	100.00	68,884	-	2.90	\$42.10	\$5.50	1.11	\$46.69	Nevada
Strategic Resources	Silasselka	10/04/2019	100.00	51,100	-	3.60	\$70.38	\$14.20	0.43	\$30.23	Lappi
Investor Group	Vametco	5/05/2016	59.10	1,722,174	403,653	28.54	\$28.05	\$2.90	2.10	\$58.99	North-West
Aurion Resources	Kutuvuoma, Silasselka	23/05/2014	100.00	51,100	-	4.57	\$89.38	\$5.50	1.11	\$99.13	Lappi

Statistics	Non-Normalised A\$/t	Normalised A\$/t
Average	\$64.31	\$62.54
Median	\$70.38	\$58.99
75th Percentile	\$90.52	\$88.40
25th Percentile	\$35.07	\$38.46
Max	\$91.67	\$99.13
Min	\$28.05	\$30.23
Count	5	5
Average -25%	\$48.24	\$46.91
Average +25%	\$80.39	\$78.18

The normalised A\$/t were applied to the contained Mineral Resources which are 1.305800Mt for the MTMP and 1.737250Mt for the AVP

Appendix B - Geoscientific Valuation

Geoscientific Valuation of the MTMP. On a pre-transaction basis the project is valued at between \$0.6 million and \$1.9 million with a preferred pre-transaction valuation of \$1.3 million however on a post transaction basis the project is considered to be valued at between \$1.3 million and \$1.9 million with a preferred valuation of \$1.6 million due to the technical synergies associated with the combination of the tenements of both projects.

Project	Tenement	Status	Equity	Kilburn Valuation															
				Off Property		On Property		Anomaly		Geology		BAC	Valued by Resource Multiple? Yes/No	Technical Valuation (A\$)			Market Valuation (A\$ million)		
				Low	High	Low	High	Low	High	Low	High			Low	Mid-Point	High	Low	Mid-Point	High
MTMP	E51/1818	Granted	100%	3	3.5	2	2.5	1.5	2	1	1.5	\$82,000	No	\$738,000	\$1,445,250	\$2,152,500	\$0.63	\$1.24	\$1.84
MTMP	E51/1510	Granted	100%	1	1.5	1	1.5	1	1.5	1	1.5	\$20,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
MTMP	M51/883	Granted	100%	1	1.5	1	1.5	1	1.5	1	1.5	\$61,200	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
MTMP	M51/884	Granted	100%									\$10,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
MTMP	P51/3140	Granted	100%	1	1.5	1	1.5	1	1.5	1	1.5	\$7,520	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
MTMP	E51/2056	Application	100%	1	1.3	1	1.3	1	1.3	0.5	0.9	\$20,000	No	\$10,000	\$24,773	\$39,546	\$0.00	\$0.01	\$0.02
MTMP	E51/2117	Application	100%	1	1.3	1	1.3	1	1.3	0.5	0.9	\$20,000	No	\$10,000	\$24,773	\$39,546	\$0.00	\$0.01	\$0.02
Total MTMP														\$0.76	\$1.49	\$2.23	\$0.6	\$1.3	\$1.9

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Geoscientific Valuation of the AVP on a post transaction basis the project is valued at between \$0.2 million and \$0.4 million with a preferred valuation of \$0.3 million the reason for VRM having a slightly higher valuation range and preferred valuation for the AVP is due to the technical synergies associated with the combination of the MTMP and the AVP. Note the valuation of the Coates and Nowthanna Hill projects remains the within the range of \$0.9 million and 2.1 million with a preferred of \$1.5 million due to there being no technical synergies between the MTMP and these projects.

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Project	Tenement	Status	Equity	Kilburn Valuation												Market Valuation (A\$ million)			
				Off Property		On Property		Anomaly		Geology		Valued by Resource Multiple? Yes/No	Technical Valuation (A\$)			Low	Mid-Point	High	
				Low	High	Low	High	Low	High	Low	High		BAC	Low	Mid-Point				High
AVP	E51/1534	Granted	100%	1.5	2	1	1.3	1	1.2	0.5	0.9	\$70,000	No	\$52,500	\$124,530	\$196,560	\$0.04	\$0.11	\$0.17
AVP	E51/1899	Granted	100%	1.5	2	1	1.3	1	1.2	0.5	1	\$30,000	No	\$22,500	\$58,050	\$93,600	\$0.02	\$0.05	\$0.08
AVP	E51/1943	Granted	100%	1.5	2	1	1.3	1	1.2	0.5	1	\$20,000	No	\$15,000	\$38,700	\$62,400	\$0.01	\$0.03	\$0.05
AVP	E51/1944	Granted	100%	1.5	2	1	1.3	1	1.2	0.5	1	\$10,000	No	\$7,500	\$19,350	\$31,200	\$0.01	\$0.02	\$0.03
AVP	E51/2067	Application	100%	1	1.5	1	1.3	1	1.2	0.5	0.9	\$20,000	No	\$10,000	\$26,060	\$42,120	\$0.00	\$0.01	\$0.02
AVP	E51/843	Granted	100%									\$70,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	M51/878	Granted	100%									\$356,600	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	M51/897	Application	100%									\$181,205	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	P51/3073	Granted	100%	1	1.5	1	1.3	1	1.3	0.5	0.9	\$7,040	No	\$3,520	\$9,791	\$16,062	\$0.00	\$0.01	\$0.01
AVP	P51/3074	Granted	100%	1	1.5	1	1.3	1	1.3	0.5	0.9	\$2,000	No	\$1,000	\$2,782	\$4,563	\$0.00	\$0.00	\$0.00
AVP	P51/3075	Granted	100%									\$2,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	P51/3076	Granted	100%									\$4,960	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	P51/3248	Application	100%									\$2,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
AVP	P51/3298	Application	100%									\$2,000	Yes	\$0	\$0	\$0	\$0.00	\$0.00	\$0.00
Total AVP																	0.1	0.2	0.4
Coates and Nowthanna																			
Coates	E70/4924-l	Granted	100%	2.5	3	2	2.5	1.5	2	2	2.5	\$30,000	no	\$450,000	\$787,500	\$1,125,000	\$0.19	\$0.34	\$0.48
Coates	E70/5588	Granted	100%	2.5	3	1	1.5	1	1.5	1	1.5	\$15,000	no	\$37,500	\$94,688	\$151,875	\$0.03	\$0.08	\$0.13
Coates	E70/5589	Application	100%	2.5	3	1	1.5	1	1.5	1	1.5	\$20,000	no	\$50,000	\$126,250	\$202,500	\$0.02	\$0.05	\$0.09
Total Coates			100%											\$537,500	\$1,008,438	\$1,479,375	\$0.25	\$0.47	\$0.70
Nowtha	M51/771	Live	100%	3	3.5	1.5	2	3.5	4	2	2.5	\$30,100	no	\$948,150	\$1,527,575	\$2,107,000	\$0.62	\$0.99	\$1.37
Total Coates and Nowthanna																	\$0.9	\$1.5	\$2.1

Appendix C - PEM Valuation

TMT PEM Valuation – Note Applications and tenements valued by Comparable Transaction Multiples are not valued using this method. Appropriate rounding has been applied to the totals and totals may not add due to rounding.

Project	Tenement	Status	Holder	Equity	PEM Valuation						
					Total Expenditure	PEM Low	PEM High	PEM Valuation Low A\$	PEM Mid-Point A\$	PEM Valuation High A\$	Valued by Resource Multiple? Yes/No
MTMP	E51/1818	Granted	The Kop Ventures Pty Ltd	100%	\$2,189,113	1	1.3	2.19	2.52	2.85	No
MTMP	E51/1510	Granted	The Kop Ventures Pty Ltd	100%	\$3,335,102	N/A	N/A	0.00	0.00	0.00	Yes
MTMP	M51/883	Granted	The Kop Ventures Pty Ltd	100%	\$10,852,349	N/A	N/A	0.00	0.00	0.00	Yes
MTMP	M51/884	Granted	The Kop Ventures Pty Ltd	100%	\$7,476,131	N/A	N/A	0.00	0.00	0.00	Yes
MTMP	P51/3140	Granted	The Kop Ventures Pty Ltd	100%	\$23,250	N/A	N/A	0.00	0.00	0.00	Yes
MTMP	E51/2056	Application	The Kop Ventures Pty Ltd	100%	\$0	N/A	N/A		Application		No
MTMP	E51/2117	Application	The Kop Ventures Pty Ltd	100%	\$0	N/A	N/A		Application		No
Total MTMP								\$2.2	\$2.5	\$2.8	

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AVL PEM Valuation – Note Applications and tenements valued by Comparable Transaction Multiples are not valued using this method. Appropriate rounding has been applied to the totals and totals may not add due to rounding.

Project	Tenement	Status	Holder	Equity	PEM Valuation						
					AVP	Total Expenditure	PEM Low	PEM High	PEM Valuation Low A\$	PEM Mid-Point A\$	PEM Valuation High A\$
AVP	E51/1534	Granted	AVL	100%	\$482,627	1	1.3	0.48	0.56	0.63	No
AVP	E51/1899	Granted	AVL	100%	\$105,929	1	1.3	0.11	0.12	0.14	No
AVP	E51/1943	Granted	AVL	100%	\$48,381	1	1.3	0.05	0.06	0.06	No
AVP	E51/1944	Granted	AVL	100%	\$34,781	1	1.3	0.03	0.04	0.05	No
AVP	E51/2067	Application	AVL	100%	\$0				Application		No
AVP	E51/843	Granted	AVL	100%	\$5,582,194	N/A	N/A	0.00	0.00	0.00	Yes
AVP	M51/878	Granted	AVL	100%	\$10,416,802	N/A	N/A	0.00	0.00	0.00	Yes
AVP	M51/897	Application	AVL	100%	\$0	N/A	N/A	0.00	0.00	0.00	Yes
AVP	P51/3073	Granted	AVL	100%	\$26,986	1	1.3	0.03	0.03	0.04	No
AVP	P51/3074	Granted	AVL	100%	\$20,829	1	1.3	0.02	0.02	0.03	No
AVP	P51/3075	Granted	AVL	100%	\$22,201	N/A	N/A	0.00	0.00	0.00	Yes
AVP	P51/3076	Granted	AVL	100%	\$23,360	N/A	N/A	0.00	0.00	0.00	Yes
AVP	P51/3248	Application	AVL	100%	\$0	N/A	N/A	0.00	0.00	0.00	Yes
AVP	P51/3298	Application	AVL	100%	\$0	N/A	N/A	0.00	0.00	0.00	Yes
Total AVP								0.7	0.8	0.9	
Coates and Nowthanna											
Coates	E70/4924-I	Granted	AVL	100%	\$664,385	1.5	2	1.00	1.16	1.33	No
Coates	E70/5588	Granted	AVL	100%	\$31,500	1	1.3	0.03	0.04	0.04	No
Coates	E70/5589	Application	AVL	100%	\$0	N/A	N/A	0.00	0.00	0.00	No
Total Coates				100%							
Nowthanna	M51/771	Live	AVL	100%	\$80,461	2.5	3	0.20	0.22	0.24	No
Total Coates and Nowthanna (100% AVL)								1.2	1.4	1.6	

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Appendix 2 Amended Scheme

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Technology Metals Australia Limited

Scheme Shareholders

Scheme of Arrangement

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Date **2023**

Parties

Technology Metals Australia Limited ACN 612 531 389 of Suite 9, 330 Churchill Avenue, Subiaco, Western Australia (**TMT**)

Each registered holder of TMT Shares as at the Record Date (other than Excluded Shareholders) (**Scheme Shareholders**)

Agreed terms

1 Definitions and interpretation

1.1 Definitions

In this document these terms have the following meanings:

ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
AVL	Australian Vanadium Limited ACN 116 221 740.
AVL Group	AVL and its Controlled Entities (excluding, at any time, the TMT Group Members to the extent that the TMT Group Members are Subsidiaries of AVL at that time).
AVL Group Member	Each member of the AVL Group.
AVL Share	A fully paid ordinary share in the capital of AVL.
AVL Share Register	The register of members of AVL maintained in accordance with the Corporations Act.
Business Day	A 'business day' as defined in the Listing Rules, provided that such day is not a day on which the banks in Perth, Western Australia are authorised or required to close.
CHESS	The clearing house electronic sub-register system of share transfers operated by ASX Settlement and Transfer Corporation Pty Ltd.
Commissioner	Federal Commissioner of Taxation.
Control	Has the meaning given in section 50AA of the Corporations Act.
Controlled Entity	In respect of a party, an entity that party Controls.

Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Court	The Federal Court of Australia or such other court of competent jurisdiction as agreed between TMT and AVL.
Deed Poll	The deed poll executed by AVL substantially in the form of Annexure A of the Scheme Implementation Deed or as otherwise agreed by TMT and AVL under which AVL covenants in favour of each Scheme Shareholder to perform the obligations attributed to AVL under this Scheme.
Effective	The coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme, but in any event at no time before an office copy of the order of the Court is lodged with ASIC.
Effective Date	The date on which this Scheme becomes Effective.
End Date	The later of: <ul style="list-style-type: none"> (a) the date that is six months after the date of the Scheme Implementation Deed; and (b) such other date and time agreed in writing between TMT and AVL before that date.
Excluded Shareholder	Any AVL Group Member.
First Court Date	The date the Court first hears the application to order the convening of the Scheme Meeting under section 411(1) of the Corporations Act or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard.
Government Agency	Any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian.
Implementation Date	The fifth Trading Day after the Record Date or such other date after the Record Date agreed to in writing by TMT and AVL.
Ineligible Overseas Shareholder	A Scheme Shareholder whose address shown in the TMT Share Register on the Record Date is a place outside Australia and its external territories, New Zealand, Singapore and the United States unless AVL determines that it is lawful and not unduly onerous or impracticable to

	issue that Scheme Shareholder with the Scheme Consideration when the Scheme becomes Effective.
ITAA 1997	The <i>Income Tax Assessment Act 1997</i> (Cth).
Listing Rules	The official listing rules of ASX as amended from time to time.
New AVL Share	A new AVL Share to be issued by AVL under the terms of this Scheme.
Nil Variation Notice	A notice issued by the Commissioner under section 14-235 of Schedule 1 to the TAA varying the amount (if any) that AVL is liable to pay the Commissioner under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of the Scheme Shares, to zero.
Nominee Holder	A Scheme Shareholder who holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person.
Record Date	7.00pm on the second Trading Day after the Effective Date or such other time and date agreed to in writing between the parties.
Registered Address	In relation to a TMT Shareholder, the address of that TMT Shareholder shown in the TMT Share Register.
Relevant AVL Shares	The meaning given in clause 7.8(a)
Rights	All accretions, rights and benefits attaching to, or arising from, the Scheme Shares directly or indirectly, including any capital returns, all dividends and all rights to receive them and rights to receive or subscribe for shares, notes, bonds, options or other securities or entitlements declared, paid or issued by TMT.
Sale Agent	A person appointed by AVL to sell, in accordance with clause 7.8 , the New AVL Shares to which Ineligible Overseas Shareholders and Small Parcel Shareholders would have been entitled under this Scheme but for the operation of clause 7.8 .
Scheme	This scheme of arrangement between TMT and Scheme Shareholders under which all of the Scheme Shares will be transferred to AVL under Part 5.1 of the Corporations Act as described in clause 7 of this Scheme, in consideration for the Scheme Consideration, subject to any amendments or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by AVL and TMT in accordance with clause 12 of this Scheme.

Scheme Consideration	The consideration to be provided to Scheme Shareholders for the transfer to AVL of each Scheme Share under the terms of this Scheme, being 14 New AVL Shares for every 1 Scheme Share.
Scheme Implementation Deed	The Scheme Implementation Deed dated 23 September 2023 between AVL and TMT under which, amongst other things, TMT has agreed to propose this Scheme to TMT Shareholders, and each of TMT and AVL have agreed to take certain steps to give effect to this Scheme, a copy of which was released in full to ASX on 25 September 2023.
Scheme Meeting	The meeting of TMT Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider and vote on this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Share	A TMT Share held by a Scheme Shareholder as at the Record Date and, for the avoidance of doubt, includes any TMT Shares issued on or before the Record Date.
Scheme Shareholder	A person who holds TMT Shares recorded in the TMT Share Register as at the Record Date (other than an Excluded Shareholder).
Scheme Shareholder Declaration	A declaration in accordance with the requirements of section 14-225 of Schedule 1 of the TAA that covers, at least, the date of the Scheme Implementation Deed and the Implementation Date.
Second Court Date	The first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or, if the application is adjourned or subject to appeal for any reason, means the date on which the adjourned application or appeal is heard.
Security Interest	Any security interest, including: <ul style="list-style-type: none"> (a) a 'Security Interest' within the meaning of section 51A of the Corporations Act; (b) any other interest or arrangement of any kind that in substance secures the payment of money or the performance of an obligation, or that gives a creditor priority over unsecured creditors in relation to any property; and (c) any right of first refusal, pre-emptive right or any similar restriction.
Share Scheme Transfer	For each Scheme Shareholder, a duly completed and executed proper instrument of transfer of the Scheme

	Shares held by that Scheme Shareholder for the purposes of section 1071B of the Corporations Act, which may be a master transfer of all Scheme Shares.
Small Parcel Shareholder	A Scheme Shareholder (other than an Ineligible Overseas Shareholder) who, based on their holding of Scheme Shares, would on the Implementation Date be entitled to receive less than a marketable parcel (as that term is defined in the Listing Rules) of New AVL Shares (assessed by reference to the highest closing price of AVL Shares on the ASX beginning on the date the Scheme Booklet is registered by ASIC under section 412(6) of the Corporations Act and ending on the Effective Date) as Scheme Consideration.
Subsidiary	Has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.
TAA	The <i>Taxation Administration Act 1953</i> (Cth).
TMT Group	TMT and its Controlled Entities.
TMT Group Member	Each member of the TMT Group.
TMT Registry	Automic Pty Ltd ACN 152 260 814.
TMT Share	An issued fully paid ordinary share in the capital of TMT.
TMT Share Register	The register of members of TMT maintained in accordance with the Corporations Act.
TMT Shareholder	Each person who is registered in the TMT Share Register as a holder of one or more TMT Shares.
Trading Day	A 'business day' as defined in the Listing Rules.

1.2 Interpretation

In this document, except where the context otherwise requires:

- (a) the singular includes the plural, and the converse also applies;
- (b) the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;
- (c) a gender includes other genders;
- (d) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this document, and a reference to this document includes any schedule or annexure;

- (f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (g) a reference to **A\$, \$A, dollar** or **\$** is to the lawful currency of Australia;
- (h) a reference to time is, unless otherwise indicated, a reference to that time in Perth, Western Australia;
- (i) a reference to a party is to a party to this document, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (j) a reference to a person includes a natural person, partnership, body corporate, joint venture, association, governmental or local authority or agency or other entity or organisation;
- (k) a reference to "law" includes common law, principles of equity and legislation (including regulations);
- (l) a reference to legislation or to a provision of legislation (including a listing rule or operating rule of a financial market or of a clearing and settlement facility) includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- (m) a reference to "regulations" includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- (n) a reference to a body (including an institute, association or authority), other than a party to this document, whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body,is a reference to the body which replaces it or which substantially succeeds to its powers or functions;
- (o) a reference to an agreement other than this document includes a deed and any legally enforceable undertaking, agreement, arrangement or understanding, whether or not in writing;
- (p) a word or expression defined in the Corporations Act, and which is not defined in **clause 1.1**, has the meaning given to it in the Corporations Act;
- (q) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (r) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

- (s) if an act prescribed under this document to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day;
- (t) a reference to the Listing Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party;
- (u) a rule of construction does not apply to the disadvantage of a party because the party was responsible for the preparation of this document or any part of it;
- (v) a reference to something being 'reasonably likely' (or to a similar expression) is a reference to that thing being more likely than not to occur, when assessed objectively;
- (w) a reference to conduct includes an omission, statement or undertaking, whether or not in writing; and
- (x) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

1.3 Headings

Headings are for ease of reference only and do not affect interpretation.

1.4 Business Day

If a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day.

2 Preliminary

2.1 Australian Vanadium Limited

AVL is:

- (a) a public company limited by shares;
- (b) incorporated in Australia and registered in Western Australia; and
- (c) admitted to the official list of ASX and AVL Shares are officially quoted on the stock market conducted by ASX.

2.2 Technology Metals Australia Limited

TMT is:

- (a) a public company limited by shares;
- (b) incorporated in Australia and registered in Western Australia; and
- (c) admitted to the official list of ASX and TMT Shares are officially quoted on the stock market conducted by ASX.

2.3 If Scheme becomes Effective

If this Scheme becomes Effective:

- (a) in consideration of the transfer of each Scheme Share to AVL, AVL will provide, or cause to be provided, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;
- (b) all Scheme Shares will be transferred to AVL on the Implementation Date; and
- (c) TMT will enter the name of AVL in the TMT Share Register in respect of all Scheme Shares transferred to AVL in accordance with the terms of this Scheme and the Deed Poll.

2.4 Scheme Implementation Deed

AVL and TMT have agreed by executing the Scheme Implementation Deed to implement the terms of this Scheme.

2.5 Deed Poll

This Scheme attributes actions to AVL but does not itself impose an obligation on them to preform those actions. AVL has executed the Deed Poll for the purpose of covenanting in favour of the Scheme Shareholders to perform (or procure the performance of) the obligations attributable to AVL as contemplated by this Scheme, including to provide, or cause to be provided, the Scheme Consideration to the Scheme Shareholders.

3 AVL Nominee

- (a) AVL may nominate any wholly-owned Subsidiary of AVL (**AVL Nominee**) to acquire the Scheme Shares under this Scheme by giving written notice to TMT on or before the date that is 10 Business Days before the First Court Date.
- (b) If AVL nominates the AVL Nominee to acquire the Scheme Shares under the Scheme, then:
 - (i) references in this Scheme to AVL acquiring the Scheme Shares under this Scheme are to be read as references to the AVL Nominee doing so;
 - (ii) other references in this Scheme to AVL are to be read as references to AVL or the AVL Nominee, other than to the extent those provisions relate to the New AVL Shares which will always be fully paid ordinary shares in the capital of AVL (and not the AVL Nominee);
 - (iii) AVL and TMT must procure that the Scheme Shares transferred under the Scheme are transferred to the AVL Nominee, rather than AVL;

- (iv) AVL must procure that the AVL Nominee complies with the relevant obligations of AVL under this Scheme; and
- (v) any such nomination will not relieve AVL of its obligations under this Scheme, including the obligation to provide, or cause to be provided, the Scheme Consideration in accordance with the terms of this Scheme, provided that AVL will not be in breach of this Scheme for failing to perform an obligation of AVL if that obligation is fully discharged by the AVL Nominee.

4 Conditions precedent

4.1 Conditions precedent to Scheme

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

- (a) as at 8.00am on the Second Court Date, the Scheme Implementation Deed and Deed Poll not having been terminated;
- (b) all of the conditions precedent in schedule 1 of the Scheme Implementation Deed having been satisfied or waived (other than the condition precedent relating to Court approval set out in item 5 of schedule 1 of the Scheme Implementation Deed) in accordance with the terms of the Scheme Implementation Deed;
- (c) the Court having approved this Scheme, with or without any modification or condition, pursuant to section 411(4)(b) of the Corporations Act, and if applicable, AVL and TMT having accepted in writing any modification or condition made or required by the Court under section 411(6) of the Corporations Act; and
- (d) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme.

4.2 Conditions precedent and operation of clause 6 of this Scheme

The satisfaction of each condition of **clause 4.1** of this Scheme is a condition precedent to the operation of **clause 6** of this Scheme.

4.3 Certificate in relation to conditions precedent

- (a) AVL and TMT must provide to the Court on the Second Court Date a certificate, or such other evidence as the Court requests, confirming (in respect of matters within their knowledge) whether or not all of the conditions precedent set out in **clause 4.1** of this Scheme (other than the conditions precedent in **clauses 4.1(c)** and **4.1(d)** of this Scheme) have been satisfied or waived as at 8.00 am on the Second Court Date.
- (b) The certificate referred to in **clause 4.3(a)** will constitute conclusive evidence of whether the conditions precedent referred to in **clause 4.1** of

this Scheme (other than the condition precedent in **clauses 4.1(c)** and **4.1(d)** of this Scheme) have been satisfied or waived as at 8.00 am on the Second Court Date.

5 Scheme

5.1 Effective Date

Subject to **clause 5.2** of this Scheme, this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

5.2 End Date

This Scheme will lapse and be of no further force or effect if:

- (a) the Effective Date does not occur on or before the End Date or any later date the Court, with the consent of TMT and AVL, may order; or
- (b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with their respective terms.

6 Implementation of Scheme

6.1 Lodgement of Court orders with ASIC

If the conditions precedent set out in **clause 4.1** of this Scheme (other than the condition precedent in **clause 4.1(d)** of this Scheme) are satisfied, TMT must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Court order approving this Scheme as soon as possible, and in any event by no later than 12.00 pm on the first Business Day after the day on which the Court approves this Scheme or such later time as TMT and AVL agree in writing.

6.2 Transfer and registration of Scheme Shares

Subject to the Scheme becoming Effective, on the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in accordance with **clause 7** of this Scheme and AVL having provided TMT with written confirmation of the provision of the Scheme Consideration:

- (a) the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, will be transferred to AVL, without the need for any further act by any Scheme Shareholder (other than acts performed by TMT as attorney and agent for Scheme Shareholders under **clause 10** of this Scheme), by:
 - (i) TMT delivering to AVL a duly completed and executed Share Scheme Transfer executed on behalf of the Scheme Shareholders by TMT, for registration; and
 - (ii) AVL duly executing the Share Scheme Transfer and delivering it to TMT for registration; and

- (b) immediately after receipt of the duly executed Share Scheme Transfer, TMT must enter, or procure the entry of, the name of AVL in the TMT Share Register in respect of all Scheme Shares transferred to AVL in accordance with the terms of this Scheme.

6.3 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to AVL of the Scheme Shares, each Scheme Shareholder will be entitled to receive the Scheme Consideration in respect of each of their Scheme Shares in accordance with **clause 7** of this Scheme.

6.4 Title and rights in Scheme Shares

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Overseas Shareholders and Small Parcel Shareholders), AVL will be beneficially entitled to the Scheme Shares transferred to it under the Scheme, pending registration by TMT of AVL in the TMT Share Register as the holder of the Scheme Shares.

6.5 Warranty by Scheme Shareholders

Each Scheme Shareholder warrants to and is deemed to have authorised TMT to warrant to AVL as agent and attorney for the Scheme Shareholder by virtue of this **clause 6.5**, that:

- (a) all their Scheme Shares (including any Rights attaching to them) transferred to AVL under the Scheme will, as at the date of the transfer, be fully paid and free from all Security Interests and other interests of third parties of any kind whether legal or otherwise, and restrictions on transfer of any kind; and
- (b) they have full power and capacity to sell and to transfer their Scheme Shares (including any Rights attaching to them) to AVL under this Scheme.

6.6 Transfer free of Security Interests

To the extent permitted by law, all Scheme Shares (including any Rights attaching to them) which are transferred to AVL under this Scheme will, at the date of the transfer of them to AVL, vest in AVL free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind not referred to in this Scheme.

6.7 Appointment of AVL as sole proxy

- (a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by **clauses 6.2** and **7** of this Scheme, on and from the Implementation Date until TMT registers AVL as the holder of all of the Scheme Shares in the TMT Share Register, each Scheme Shareholder:
 - (i) irrevocably appoints TMT as attorney and agent (and directs TMT in such capacity) to appoint AVL and each of its directors from time to time (jointly and each of them individually) as its sole proxy, and

where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in its name and sign any shareholders resolution, and no Scheme Shareholder may itself attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to this **clause 6.7(a)(i)**);

- (ii) must take all other actions in the capacity of the registered holder of Scheme Shares as AVL directs; and
 - (iii) acknowledges and agrees that in exercising the powers referred to in **clause 6.7(a)(i)** of this Scheme, AVL and any director or corporate representative nominated by AVL under **clause 6.7(a)(i)** of this Scheme may act in the best interests of AVL as the intended registered holder of the Scheme Shares.
- (b) TMT undertakes in favour of each Scheme Shareholder that it will appoint AVL and each of its directors from time to time (jointly and each of them individually) as that Scheme Shareholder's proxy or, where applicable, corporate representative in accordance with **clause 6.7(a)(i)** of this Scheme.

7 Scheme Consideration

7.1 Consideration under this Scheme

On the Implementation Date, AVL:

- (a) must provide, or cause the provision of, the Scheme Consideration to the Scheme Shareholders (or to the Sale Agent in accordance with **clause 7.8** of this Scheme) in accordance with this clause 7; and
- (b) agrees to (in satisfaction of AVL's obligation to provide such Scheme Consideration to the Scheme Shareholders under **clause 7.1(a)** of this Scheme) issue, or cause to be issued, the Scheme Consideration to the Scheme Shareholders in accordance with this clause 7.

7.2 Scheme Consideration

Subject to the terms and conditions of this Scheme (including **clauses 7.7** and **7.8** of this Scheme in relation to Ineligible Overseas Shareholders and Small Parcel Shareholders, and **clause 7.4** of this Scheme in relation to fractional elements), the Scheme Consideration to be provided to each Scheme Shareholder will be provided by the issue by AVL of the Scheme Consideration to that Scheme Shareholder on the Implementation Date.

7.3 Provision of Scheme Consideration

Subject to the other provisions of this clause 7, the obligations of AVL to provide (or procure the provision of) the Scheme Consideration to the Scheme Shareholders will be satisfied by procuring that:

- (a) the name and address of each such Scheme Shareholder is entered into the AVL Share Register on the Implementation Date in respect of the New AVL Shares to which it is entitled under this clause 7; and
- (b) a share certificate or holding statement is sent to the Registered Address of each such Scheme Shareholder representing the number of New AVL Shares issued to the Scheme Shareholder pursuant to this Scheme.

7.4 Fractional entitlements

- (a) If the number of Scheme Shares held by a Scheme Shareholder at the Record Date is such that the aggregate entitlement of the Scheme Shareholder to Scheme Consideration is such that a fractional entitlement to an AVL Share arises, then the entitlement of that Scheme Shareholder must be rounded up or down, with any such fractional entitlement of less than 0.5 being rounded down to the nearest whole number of AVL Shares (or cents, as applicable), and any such fractional entitlement of 0.5 or more will be rounded up to the nearest whole number of AVL Shares (or cents, as applicable).
- (b) If a Nominee Holder holds more than one parcel of Scheme Shares as trustee or nominee for, or otherwise on account of, another person, then for the purposes of this clause 7.4, the Scheme Consideration for the Nominee Holder will be calculated and rounded based on the aggregate number of Scheme Shares held by the Nominee Holder in those parcels as trustee or nominee for, or otherwise on account of, other persons.

7.5 Shareholder splitting or division

If AVL is of the reasonable opinion that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding in accordance with **clause 7.4** or each of whom holds less than or equal to the number of TMT Shares required to classify as a Small Parcel Shareholder) have, before the Record Date, been party to shareholder splitting or division in an attempt to obtain unfair advantage by reference to such rounding, AVL may give notice to those Scheme Shareholders:

- (a) setting out their names and Registered Addresses;
- (b) stating that opinion; and
- (c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme, be taken to hold no Scheme Shares. AVL, in complying with the other provisions of this Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and

discharged its obligations to other Scheme Shareholders named under the notice under the terms of this Scheme.

7.6 Scheme Shareholders' agreements

Under this Scheme, each Scheme Shareholder (and, to the extent relevant, the Sale Agent) irrevocably:

- (a) agrees to the transfer of their Scheme Shares together with all Rights attaching to them in accordance with this Scheme;
- (b) agrees to the variation, cancellation or modification of the Rights attached to their Scheme Shares constituted by or resulting from this Scheme;
- (c) agrees to, on the direction of AVL, destroy any holding statements or share certificates relating to their Scheme Shares;
- (d) agrees to become a shareholder of AVL, to have their name entered in the AVL Share Register and accepts the New AVL Shares issued to them under this Scheme on the terms and conditions of the AVL constitution, without the need for any further act by the Scheme Shareholder;
- (e) agrees and acknowledges that the issue of New AVL Shares in accordance with **clause 7.1** of this Scheme constitutes satisfaction of all that person's entitlements under this Scheme;
- (f) acknowledges that this Scheme binds TMT and all of the Scheme Shareholders from time to time (including those who do not attend the Scheme Meeting and those who do not vote, or voted against this Scheme, at the Scheme Meeting);
- (g) appoints TMT, and each director and officer of TMT, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to Ineligible Shareholders under the Corporations Act or any other applicable law; and
- (h) consents to TMT and AVL doing all things and executing all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to this Scheme and the transactions contemplated by it.

7.7 Unclaimed monies

- (a) AVL may cancel a cheque issued under this clause 7 if the cheque:
 - (i) is returned to AVL; or
 - (ii) has not been presented for payment within 6 months after the date on which the cheque was sent.
- (b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to TMT or AVL

(or the TMT Registry or AVL's share registry) (which request may not be made until the date which is 10 Business Days after the Implementation Date), AVL must reissue or procure the reissuance of a cheque that was previously cancelled under **clause 7.7(a)**.

- (c) The *Unclaimed Monies Act 1990* (WA) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 7 of that Act).

7.8 Ineligible Overseas Shareholders and Small Parcel Shareholders

- (a) AVL has no obligation to issue, and will not issue, any New AVL Shares to:
- (i) an Ineligible Overseas Shareholder; or
 - (ii) a Small Parcel Shareholder,
- and instead will issue (subject to **clause 7.4** and **7.10(d)**) the New AVL Shares that would otherwise have been issued to the Ineligible Overseas Shareholder or the Small Parcel Shareholder (**Relevant AVL Shares**) to the Sale Agent.
- (b) AVL will procure that, as soon as reasonably practicable and in any event not more than 30 Business Days after the Implementation Date, the Sale Agent:
- (i) in consultation with AVL, sells or procures the sale of all of the Relevant AVL Shares on the financial market conducted by ASX in such manner, at such price and on such terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Overseas Shareholders and the Small Parcel Shareholders); and
 - (ii) remits to AVL the proceeds of sale (after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges).
- (c) Promptly after the last sale of Relevant AVL Shares in accordance with **clause 7.8(b)** and receiving the net proceeds of such sale, AVL must pay, or procure the payment, to each Ineligible Overseas Shareholder and Small Parcel Shareholder the amount calculated in accordance with the following formula and rounded down to the nearest cent:

$$(A \div B) \times C$$

Where:

- A is the number of Relevant AVL Shares that would otherwise have been issued to that Ineligible Overseas Shareholder or Small Parcel Shareholder if they had not been an Ineligible Overseas Shareholder or Small Parcel Shareholder, and which were issued to the Sale Agent for sale in accordance with **clause 7.8(b)**;

- B is the total number of Relevant AVL Shares which would have been issued to all Ineligible Overseas Shareholders and Small Parcel Shareholders, and which were issued to the Sale Agent for sale in accordance with **clause 7.8(b)**; and
- C is the proceeds of sale (after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges), being the amount referred to in **clause 7.8(b)(ii)**.
- (d) Each Ineligible Overseas Shareholder and Small Parcel Shareholder acknowledges and agrees that:
- (i) none of AVL, TMT or the Sale Agent give any assurance as to the price that will be achieved for the sale of the Relevant AVL Shares described in **clause 7.8(b)**; and
 - (ii) AVL, TMT and the Sale Agent each expressly disclaim any fiduciary duty to any Ineligible Shareholder which may arise in connection with this clause 7.8.
- (e) AVL must pay or procure that each Ineligible Overseas Shareholder and Small Parcel Shareholder is paid any amounts owing under **clause 7.8(c)** by either (in the absolute discretion of AVL):
- (i) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cth)) in Australia notified by that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) to TMT (or the TMT Registry) and recorded in or for the purposes of the TMT Share Register at the Record Date; or
 - (ii) dispatching, or procuring the dispatch, to that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) by prepaid post to the Registered Address (as at the Record Date) of that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable), a cheque in the name of that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) (in the case of joint holders, the cheque will be drawn in the name of the joint holders and dispatched in accordance with the procedures set out in **clause 7.13**),
- for the relevant amount, with that amount being denominated in Australian dollars.
- (f) Each Ineligible Overseas Shareholder and Small Parcel Shareholder appoints TMT, and each director and officer of TMT, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to the Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) under the Corporations Act or any other applicable law.

- (g) Payment of the relevant amounts calculated in accordance with **clause 7.8(c)** satisfies in full AVL's obligations to the Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) under this Scheme in respect of the Scheme Consideration.

7.9 Other ineligible Scheme Shareholders

Where the issue of New AVL Shares to which a Scheme Shareholder (other than an Ineligible Overseas Shareholder or a Small Parcel Shareholder) would otherwise be entitled under this Scheme would result in a breach of law:

- (a) AVL will issue the maximum possible number of New AVL Shares to the Scheme Shareholder without giving rise to such a breach; and
- (b) any further New AVL Shares to which that Scheme Shareholder is entitled, but the issue of which to the Scheme Shareholder would give rise to such a breach, will instead be issued to the Sale Agent and dealt with under **clause 7.8**, as if:
 - (i) references to Ineligible Overseas Shareholders also included that Scheme Shareholder; and
 - (ii) references to Relevant AVL Shares also included any of that Scheme Shareholder's New AVL Shares that have been issued to the Sale Agent.

7.10 Withholding

- (a) If AVL is required by Subdivision 14-D of Schedule 1 of the TAA (Subdivision 14-D) to pay any amounts to the Commissioner in respect of the acquisition of Scheme Shares from certain Scheme Shareholders, AVL is permitted to deduct the relevant amounts from the payment of the Scheme Consideration to those Scheme Shareholders, and remit such amounts to the Commissioner. The aggregate sum payable to Scheme Shareholders shall not be increased to reflect the deduction and the net aggregate sum payable to those Scheme Shareholders shall be taken to be in full and final satisfaction of the amounts owing to those Scheme Shareholders. AVL must pay any amount to the Commissioner in the amount payable under this clause 7.10(a) and time as required by law and, if requested in writing by the relevant Scheme Shareholder, provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt or other evidence) to the relevant Scheme Shareholder.
- (b) For the purposes of **clause 7.10(a)**, AVL may:
 - (i) treat those Scheme Shareholders as Ineligible Overseas Shareholders for the purposes of this Scheme (if they are not already treated as such); and
 - (ii) deduct the relevant amounts from those Scheme Shareholders' proportion of the net proceeds of sale referred to in **clause 7.8(c)** and remit the amounts deducted to the Commissioner.

- (c) AVL acknowledges and agrees that it will not deduct any amounts from the payment of the Scheme Consideration or pay any amounts to the Commissioner under **clause 7.10(a)** with respect to a Scheme Shareholder where AVL:
 - (i) receives a Scheme Shareholder Declaration from the Scheme Shareholder prior to the Implementation Date and does not know that the Scheme Shareholder Declaration is false; or
 - (ii) receives a Nil Variation Notice prior to the Implementation Date.
- (d) TMT agrees AVL may approach the ATO to obtain clarification as to the application of Subdivision 14-D to the Scheme and will provide all information and assistance AVL reasonably requires in making any such approach. AVL agrees:
 - (i) to provide TMT a reasonable opportunity to review the form and content of all materials to be provided to the ATO, and must incorporate TMT's reasonable comments on those materials, and more generally to take into account TMT's comments in relation to AVL's engagement with the ATO, and provide TMT a reasonable opportunity to participate in any discussions and correspondence between AVL and the ATO in connection with the application of Subdivision 14-D to the Proposed Transaction; and
 - (ii) not to contact any Scheme Shareholders in connection with the application of Subdivision 14-D to the Scheme without TMT's prior written consent.
- (e) The parties agree to consult in good faith as to the application of Subdivision 14-D, including taking into account any clarification provided by the ATO following any process described in this clause. The parties agree to take all actions that they agree (each acting reasonably) are necessary or desirable following that consultation which may include, without limitation, making amendments to this document and the Deed Poll to ensure that relevant representations are obtained from Scheme Shareholders.

7.11 Orders of a Court or Government Agency

- (a) TMT may deduct and withhold from any consideration which would otherwise be provided to a Scheme Shareholder in accordance with this clause 7, any amount which TMT and AVL determine is required to be deducted and withheld from that consideration under any applicable law, including any order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency.
- (b) To the extent that amounts are so deducted or withheld, such deducted or withheld amounts will be treated for all purposes under this Scheme as having been paid to the person in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted to the appropriate taxing agency.

- (c) If written notice is given to TMT of an order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency that:
- (i) requires consideration which would otherwise be provided to a Scheme Shareholder in accordance with this clause 7 to instead be paid or provided to a Government Agency or other third party (either through payment of a sum or the issuance of a security), then TMT shall be entitled to procure that provision of that consideration is made in accordance with that order, direction or notice (and payment or provision of that consideration in accordance with that order, direction or notice will be treated for all purposes under this Scheme as having been paid or provided to that Scheme Shareholder); or
 - (ii) prevents consideration being provided to any particular Scheme Shareholder in accordance with this clause 7, or the payment or provision of such consideration is otherwise prohibited by applicable law, TMT shall be entitled to (as applicable) direct AVL not to issue (or procure the issue of), or to issue or provide to a trustee or nominee, such number of New AVL Shares as that Scheme Shareholder would otherwise be entitled to under this clause 7, until such time as payment or provision of the consideration in accordance with this clause 7 is permitted by that order or direction or otherwise by law.

7.12 Shares to rank equally

AVL covenants in favour of TMT (in its own right and on behalf of the Scheme Shareholders) that, subject to this Scheme becoming Effective:

- (a) the New AVL Shares will, upon their issue, rank equally in all respects with all other AVL Shares then on issue;
- (b) it will do everything reasonably necessary to ensure that the New AVL Shares will be quoted on the official list of ASX and commence trading on a normal settlement basis no later than the first Business Day after the Implementation Date;
- (c) the New AVL Shares will be duly and validly issued in accordance with applicable laws; and
- (d) on issue, each New AVL Share will be fully paid and free from any Security Interest (except for any lien arising under AVL's constitution).

7.13 Joint holders

In the case of Scheme Shares held in joint names:

- (a) any New AVL Shares to be issued under this Scheme must be issued and registered in the names of the joint holders and entry in the AVL Share Register must take place in the same order as the holders' names appear in the TMT Share Register;

- (b) any cheque required to be sent under this Scheme must be payable to the joint holders and sent to the holder whose name appears first in the TMT Share Register on the Record Date; and
- (c) any document required to be sent under this Scheme, will be forwarded to either, at the sole discretion of TMT, the holder whose name appears first in the TMT Share Register as at the Record Date or to the joint holders.

8 Dealings in Scheme Shares

8.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Scheme Shares or other alterations to the TMT Share Register will only be recognised by TMT if:

- (a) in the case of dealings of the type to be effected using CHESSE, the transferee is registered in the TMT Share Register as the holder of the relevant Scheme Shares on or before the Record Date; and
- (b) in all other cases, registrable transmission applications or transfers in registrable form in respect of those dealings are received on or before the Record Date at the place where the TMT Share Register is kept,

and TMT will not accept for registration, nor recognise for any purpose any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

8.2 TMT Share Register

TMT must register any registrable transmission applications or transfers of the Scheme Shares received in accordance with **clause 8.1(b)** of this Scheme on or before the Record Date, provided that nothing in this **clause 8.2** requires TMT to register a transfer that would result in a TMT Shareholder holding a parcel of TMT Shares that is less than a 'marketable parcel' (as defined in the operating rules of ASX).

8.3 No disposals after Record Date

- (a) If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or purport or agree to dispose of any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal will be void and of no legal effect whatsoever.
- (b) TMT will not accept for registration or recognise for any purpose any transmission, application or transfer in respect of Scheme Shares received after the Record Date (except a transfer to AVL pursuant to this Scheme and any subsequent transfer by AVL or its successors in title).

8.4 Maintenance of TMT Share Register

For the purpose of determining entitlements to the Scheme Consideration, TMT will maintain the TMT Share Register in accordance with the provisions of this **clause 8.4** until the Scheme Consideration has been issued to the Scheme Shareholders and AVL has been entered in the TMT Share Register as the holder of all the Scheme Shares. The TMT Share Register in this form will solely determine entitlements to the Scheme Consideration.

8.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to AVL contemplated in **clauses 6.2** and **8.4** of this Scheme, any statements of holding in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares (other than statements of holding in favour of AVL and its successors in title). After the Record Date, each entry current on the TMT Share Register as at the Record Date (other than entries in respect of AVL or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the TMT Shares relating to that entry.

8.6 Details of Scheme Shareholders

Within one Business Day after the Record Date, TMT will ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the TMT Share Register at the Record Date, are available to AVL in such form as AVL reasonably requires.

8.7 Quotation of TMT Shares

Suspension of trading on ASX in TMT Shares will occur from the close of trading on ASX on the Effective Date.

8.8 Termination of quotation of TMT Shares

TMT will apply:

- (a) for termination of the official quotation of TMT Shares on ASX; and
- (b) to have itself removed from the official list of ASX,

in each case with effect on and from the close of trading on the Trading Day immediately following the Implementation Date.

9 Instructions and notification

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to TMT that are binding or deemed binding between the Scheme Shareholder and TMT relating to TMT or TMT Shares, including instructions, notifications or elections relating to:

- (a) whether dividends are to be paid by cheque or into a specific bank account;

- (b) payments of dividends on TMT Shares; and
- (c) notices or other communications from TMT (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by AVL in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to AVL and to be a binding instruction, notification or election to, and accepted by, AVL until that instruction, notification or election is revoked or amended in writing addressed to AVL at its registry.

10 Power of attorney

Each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, irrevocably appoints TMT and each of its directors and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of:

- (a) executing any document, or doing or taking any other act, necessary or expedient to give effect to this Scheme and the transactions contemplated by it, including the Share Scheme Transfer; and
 - (b) enforcing the Deed Poll against AVL,
- and TMT accepts such appointment.

11 Notices

11.1 No deemed receipt

If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to TMT, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at TMT's registered office or at the office of the registrar of TMT Shares.

11.2 Accidental omission

The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any TMT Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

12 General

12.1 Variations, alterations and conditions

- (a) TMT may, with the consent of AVL, by its counsel or solicitor consent on behalf of all persons concerned to any variations, alterations or conditions to this Scheme which the Court thinks fit to impose.
- (b) Each Scheme Shareholder agrees to any such alterations or conditions which TMT has consented to pursuant to **clause 12.1(a)** of this Scheme.

12.2 Further action by TMT

TMT will execute all documents and do all things (on its own behalf and on behalf of each Scheme Shareholder) necessary or expedient to implement, and perform its obligations under, this Scheme and the transaction contemplated by it.

12.3 Authority and acknowledgement

Each of the Scheme Shareholders:

- (a) irrevocably consents to AVL and TMT doing all things necessary or expedient for or incidental to the implementation of this Scheme; and
- (b) acknowledges that this Scheme binds TMT and all Scheme Shareholders (including those who do not attend the Scheme Meeting or do not vote at that meeting or vote against the Scheme at that Scheme Meeting) and, to the extent of any inconsistency and to the extent permitted by law, overrides the constitution of TMT.

12.4 No liability when acting in good faith

Without prejudice to the parties' rights under the Scheme Implementation Deed, neither AVL nor TMT, nor any of their respective officers, will be liable for anything done or omitted to be done in the performance of this Scheme in good faith.

12.5 Enforcement of Deed Poll

TMT undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against AVL on behalf of and as agent and attorney for the Scheme Shareholders.

12.6 Stamp duty

AVL will pay all stamp duty (including any fines, penalties and interest) payable in connection with this Scheme.

12.7 Scrip for scrip roll-over relief

In the event the Scheme Shareholders are eligible for scrip for scrip roll-over relief, AVL acknowledges it has not made, and will not make, a choice under subsection 124-795(4) of the ITAA 1997.

13 Governing law

13.1 Governing law and jurisdiction

- (a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.
- (b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

13.2 Serving documents

Without preventing any other method of service, any document in an action in connection with this document may be served on a party by being delivered or left at that party's address set out in the section of this document headed 'Parties'.

Appendix 3 Amended Deed Poll

For personal use only

For personal use only

Australian Vanadium Limited

In favour of each Scheme Shareholder

Deed Poll

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Date 14 December 2023

Parties

Australian Vanadium Limited ACN 116 221 740 of Level 2, 50 Kings Park Road, West Perth, Western Australia (**AVL**)

In favour of each Scheme Shareholder

Background

- A The directors of Technology Metals Australia Limited ACN 612 531 389 (**TMT**) have resolved that TMT should propose the Scheme.
 - B The effect of the Scheme will be that all Scheme Shares will be transferred to AVL.
 - C AVL and TMT have entered into the Scheme Implementation Deed.
 - D In the Scheme Implementation Deed, AVL agreed (amongst other things) to provide the Scheme Consideration to the Scheme Shareholders, subject to the satisfaction of certain conditions.
 - E AVL is entering into this document for the purpose of covenanting in favour of Scheme Shareholders to perform the obligations attributed to AVL in relation to the Scheme.
-

Agreed terms

1 Definitions and interpretation

1.1 Definitions

In this document these terms have the following meanings:

Scheme The proposed scheme of arrangement between TMT and Scheme Shareholders under which all Scheme Shares will be transferred to AVL under Part 5.1 of the Corporations Act, substantially in the form of **annexure A** to this document, or as otherwise agreed by TMT and AVL, subject to any amendments or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by AVL and TMT in accordance with clause 12 of the Scheme.

Scheme Implementation Deed The scheme implementation deed between AVL and TMT under which, amongst other things, TMT has agreed to propose the Scheme to Scheme Shareholders, and each of TMT and AVL has agreed to take certain steps to give effect to the Scheme.

All other words and phrases used in this document have the same meaning as given to them in the Scheme.

1.2 Interpretation

Clause 1.2 of the Scheme applies to this document.

1.3 Nature of deed poll

AVL acknowledges that:

- (a) this document may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not a party to it; and
- (b) under the Scheme, each Scheme Shareholder irrevocably appoints TMT and each of its directors and secretaries (jointly and each of them severally) as its attorney and agent to enforce this document against AVL.

2 AVL nominee

- (a) AVL may nominate any wholly-owned Subsidiary of AVL (**AVL Nominee**) to acquire the Scheme Shares under the Scheme by giving written notice to TMT on or before the date that is 10 Business Days before the First Court Date.
- (b) If AVL nominates the AVL Nominee to acquire the Scheme Shares under the Scheme, then:
 - (i) references in this document to AVL acquiring the Scheme Shares under the Scheme are to be read as references to the AVL Nominee doing so;
 - (ii) other references in this document to AVL are to be read as references to AVL or the AVL Nominee, other than to the extent those provisions relate to the New AVL Shares which will always be fully paid ordinary shares in the capital of AVL (and not the AVL Nominee);
 - (iii) AVL must procure that the AVL Nominee complies with the relevant obligations of AVL under this document; and
 - (iv) any such nomination will not relieve AVL of its obligations under this document, including the obligation to provide the Scheme Consideration in accordance with the terms of the Scheme, provided that AVL will not be in breach of this document for failing

to perform an obligation of AVL if that obligation is fully discharged by the AVL Nominee.

3 Condition precedent and termination

3.1 Condition precedent

The obligations of AVL under **clause 4.1** of this document are subject to the Scheme becoming Effective.

3.2 Termination

The obligations of AVL under this document will automatically terminate and the terms of this document will be of no further force or effect:

- (a) if the Scheme has not become Effective on or before the End Date or any later date as the Court, with the consent of TMT and AVL, may order; or
- (b) if the Scheme Implementation Deed is terminated in accordance with its terms.

3.3 Consequences of termination

If this document is terminated under **clause 3.2** of this document, then, in addition and without prejudice to any other rights, powers or remedies available to Scheme Shareholders:

- (a) AVL is released from its obligations to further perform this document except those obligations contained in **clause 7** of this document; and
- (b) each Scheme Shareholder retains the rights, powers or remedies they have against AVL in respect of any breach of this document which occurs before it is terminated.

4 Scheme Consideration

4.1 Scheme Consideration

Subject to **clause 3** of this document:

- (a) AVL undertakes in favour of each Scheme Shareholder to provide or procure (as set forth in **clause 4.1(b)** of this document) the provision of the Scheme Consideration to each Scheme Shareholder;
- (b) AVL undertakes in favour of each Scheme Shareholder to (in satisfaction of AVL's obligation to provide such Scheme Consideration to the Scheme Shareholders under **clause 4.1(a)** of this document) issue, or procure the issue of, the Scheme Consideration to the Scheme Shareholders; and
- (c) AVL undertakes to perform all other actions attributed to it under the Scheme,

in each case subject to and in accordance with the Scheme.

4.2 New AVL Shares to rank equally

AVL undertakes in favour of each Scheme Shareholder that all New AVL Shares issued in accordance with the Scheme will, upon their issue:

- (a) rank equally in all respects with all other AVL Shares then on issue; and
- (b) be fully paid and free from any Security Interest.

5 Representations and warranties

AVL represents and warrants that:

- (a) **(status)** it has been incorporated or formed in accordance with the laws of its place of incorporation, remains in good standing thereunder and has power and authority to own its assets and carry on its business as it is now being conducted;
- (b) **(power)** it has full legal capacity and power to enter into this document, to comply with its obligations under it, exercise its rights under it and otherwise carry out the transactions contemplated by it;
- (c) **(no contravention)** the entry by it into, its compliance with its obligations and the exercise of its rights under, this document does not and will not breach:
 - (i) its constituent documents or cause a limitation on its powers or the powers of its directors to be exceeded;
 - (ii) any law binding or applicable to it or its assets; or
 - (iii) any other document or agreement that is binding on any it;
- (d) **(authorisations)** other than the approvals contemplated by schedule 1 of the Scheme Implementation Deed, it has in full force and effect each authorisation necessary for it to enter into this document, to comply with its obligations and exercise its rights under it, and to allow them to be enforced;
- (e) **(validity of obligations)** its obligations under this document are valid and binding and are enforceable against it in accordance with its terms; and
- (f) **(solvency)** no Insolvency Event (as that term is defined in the Scheme Implementation Deed) has occurred in relation to it.

6 Continuing obligations

This document is irrevocable and, subject to **clause 3** of this document, remains in full force and effect until:

- (a) AVL has fully performed its obligations under this document; or

- (b) the earlier termination of this document under **clause 3.2** of this document.

7 Stamp duty and registration fees

AVL:

- (a) agrees to pay or reimburse all stamp duty, registration fees and similar taxes payable or assessed as being payable in connection with this document (including any fees, fines, penalties and interest in connection with any of these amounts); and
- (b) indemnifies each Scheme Shareholder against, and agrees to reimburse and compensate it for, any liability in respect of stamp duty under **clause 7(a)** of this document.

8 Notices

- (a) Notices and other communications in connection with this document must be in legible writing in English, signed by the person giving the notice or other communication and sent:
 - (i) to Level 2, 50 Kings Park Road, West Perth, Western Australia 6005; or
 - (ii) to Graham.Arvidson@australianvanadium.com.au,
and (except in the case of email) marked for the attention of Graham Arvidson (Chief Executive Officer).
- (b) If the intended recipient has notified of changed contact details, then communications must be sent to the changed contact details.
- (c) Any notice or other communication given in accordance with **clause 8(a)** will be deemed to have been duly given and received by one of the following methods and at the time set out below:
 - (i) if delivered by hand, on delivery to the nominated address;
 - (ii) if sent by pre-paid post to the nominated address in the same country, at 9.00am (addressee's time) on the second Business Day after the date of posting;
 - (iii) if sent by pre-paid post to the nominated address in another country, at 9.00am (addressee's time) on the tenth Business Day after the posting;
 - (iv) if sent by email:
 - (A) when the sender receives an automated message confirming delivery; or
 - (B) four hours after the time sent (as recorded on the device from which the email was sent), provided that the sender

does not receive an automated message that the email has not been delivered,

whichever happens first.

- (d) Any notice that, pursuant to **clause 8(c)**, would be deemed to be given:
 - (i) other than on a Business Day or after 5.00pm on a Business Day is regarded as given at 9:00am on the following Business Day; and
 - (ii) before 9:00am on a Business Day is regarded as given at 9:00am on that Business Day,

when references to time are to time in the place the recipient is located.

9 General

9.1 Variation

A provision of this document or any right created under it may not be varied, altered or otherwise amended unless:

- (a) the variation is agreed to by AVL and TMT in writing; and
- (b) if the variation occurs after the First Court Date (as that term is defined in the Scheme Implementation Deed), the Court indicates (either at the hearing on the First Court Date, an interlocutory hearing or the hearing on the Second Court Date) that the variation, alteration or amendment would not itself preclude approval of the Scheme,

in which event AVL must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation, alteration or amendment.

9.2 Waiver

- (a) AVL may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.
- (b) No Scheme Shareholder may rely on words or conduct of AVL as a waiver of any right unless the waiver is in writing and signed by AVL. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.
- (c) Failure to exercise or enforce, a delay in exercising or enforcing or the partial exercise or enforcement of any right, power or remedy provided by law or under this document by any party will not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this document.

9.3 Remedies cumulative

The rights, powers and remedies in connection with this document are in addition to other rights, powers and remedies given by law independently of this document.

9.4 Assignment or other dealings

AVL and each Scheme Shareholder may not assign or otherwise deal with its rights under this document or allow any interest in them to arise or be varied without the consent of AVL.

9.5 Further steps

AVL agrees to do anything including executing all documents and do all things (on its own behalf or on behalf of each Scheme Shareholder) necessary to give full effect to this document and the transactions contemplated by it.

9.6 Severance and enforceability

Any provision, or the application of any provision, of this document that is void, illegal or unenforceable in any jurisdiction does not affect the validity, legality or enforceability of that provision in any other jurisdiction or of the remaining provisions of this document in that or any other jurisdiction.

10 Governing law and jurisdiction

10.1 Governing law and jurisdiction

- (a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.
- (b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

10.2 Serving documents

Without preventing any other method of service, any document in an action in connection with this document may be served on AVL by being delivered or left at the corresponding address set out in the section of this document headed 'Parties'.

For personal use only

Execution

EXECUTED as a deed poll

Executed by Australian Vanadium)
Limited ACN 116 221 740:)



.....
Company Secretary/Director

Louis Mostert

.....
Name of Company Secretary/Director
(print)



.....
Cliff Lawrenson (Dec 14, 2023 21:36 GMT+11)

Director

Cliff Lawrenson

.....
Name of Director (print)

Annexure A – Scheme

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Technology Metals Australia Limited

Scheme Shareholders

Scheme of Arrangement

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Date **2023**

Parties

Technology Metals Australia Limited ACN 612 531 389 of Suite 9, 330 Churchill Avenue, Subiaco, Western Australia (**TMT**)

Each registered holder of TMT Shares as at the Record Date (other than Excluded Shareholders) (**Scheme Shareholders**)

Agreed terms

1 Definitions and interpretation

1.1 Definitions

In this document these terms have the following meanings:

ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
AVL	Australian Vanadium Limited ACN 116 221 740.
AVL Group	AVL and its Controlled Entities (excluding, at any time, the TMT Group Members to the extent that the TMT Group Members are Subsidiaries of AVL at that time).
AVL Group Member	Each member of the AVL Group.
AVL Share	A fully paid ordinary share in the capital of AVL.
AVL Share Register	The register of members of AVL maintained in accordance with the Corporations Act.
Business Day	A 'business day' as defined in the Listing Rules, provided that such day is not a day on which the banks in Perth, Western Australia are authorised or required to close.
CHESS	The clearing house electronic sub-register system of share transfers operated by ASX Settlement and Transfer Corporation Pty Ltd.
Commissioner	Federal Commissioner of Taxation.
Control	Has the meaning given in section 50AA of the Corporations Act.
Controlled Entity	In respect of a party, an entity that party Controls.

Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Court	The Federal Court of Australia or such other court of competent jurisdiction as agreed between TMT and AVL.
Deed Poll	The deed poll executed by AVL substantially in the form of Annexure A of the Scheme Implementation Deed or as otherwise agreed by TMT and AVL under which AVL covenants in favour of each Scheme Shareholder to perform the obligations attributed to AVL under this Scheme.
Effective	The coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme, but in any event at no time before an office copy of the order of the Court is lodged with ASIC.
Effective Date	The date on which this Scheme becomes Effective.
End Date	The later of: <ul style="list-style-type: none"> (a) the date that is six months after the date of the Scheme Implementation Deed; and (b) such other date and time agreed in writing between TMT and AVL before that date.
Excluded Shareholder	Any AVL Group Member.
First Court Date	The date the Court first hears the application to order the convening of the Scheme Meeting under section 411(1) of the Corporations Act or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard.
Government Agency	Any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian.
Implementation Date	The fifth Trading Day after the Record Date or such other date after the Record Date agreed to in writing by TMT and AVL.
Ineligible Overseas Shareholder	A Scheme Shareholder whose address shown in the TMT Share Register on the Record Date is a place outside Australia and its external territories, New Zealand, Singapore and the United States unless AVL determines that it is lawful and not unduly onerous or impracticable to

	issue that Scheme Shareholder with the Scheme Consideration when the Scheme becomes Effective.
ITAA 1997	The <i>Income Tax Assessment Act 1997</i> (Cth).
Listing Rules	The official listing rules of ASX as amended from time to time.
New AVL Share	A new AVL Share to be issued by AVL under the terms of this Scheme.
Nil Variation Notice	A notice issued by the Commissioner under section 14-235 of Schedule 1 to the TAA varying the amount (if any) that AVL is liable to pay the Commissioner under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of the Scheme Shares, to zero.
Nominee Holder	A Scheme Shareholder who holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person.
Record Date	7.00pm on the second Trading Day after the Effective Date or such other time and date agreed to in writing between the parties.
Registered Address	In relation to a TMT Shareholder, the address of that TMT Shareholder shown in the TMT Share Register.
Relevant AVL Shares	The meaning given in clause 7.8(a)
Rights	All accretions, rights and benefits attaching to, or arising from, the Scheme Shares directly or indirectly, including any capital returns, all dividends and all rights to receive them and rights to receive or subscribe for shares, notes, bonds, options or other securities or entitlements declared, paid or issued by TMT.
Sale Agent	A person appointed by AVL to sell, in accordance with clause 7.8 , the New AVL Shares to which Ineligible Overseas Shareholders and Small Parcel Shareholders would have been entitled under this Scheme but for the operation of clause 7.8 .
Scheme	This scheme of arrangement between TMT and Scheme Shareholders under which all of the Scheme Shares will be transferred to AVL under Part 5.1 of the Corporations Act as described in clause 7 of this Scheme, in consideration for the Scheme Consideration, subject to any amendments or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by AVL and TMT in accordance with clause 12 of this Scheme.

Scheme Consideration	The consideration to be provided to Scheme Shareholders for the transfer to AVL of each Scheme Share under the terms of this Scheme, being 14 New AVL Shares for every 1 Scheme Share.
Scheme Implementation Deed	The Scheme Implementation Deed dated 23 September 2023 between AVL and TMT under which, amongst other things, TMT has agreed to propose this Scheme to TMT Shareholders, and each of TMT and AVL have agreed to take certain steps to give effect to this Scheme, a copy of which was released in full to ASX on 25 September 2023.
Scheme Meeting	The meeting of TMT Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider and vote on this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Share	A TMT Share held by a Scheme Shareholder as at the Record Date and, for the avoidance of doubt, includes any TMT Shares issued on or before the Record Date.
Scheme Shareholder	A person who holds TMT Shares recorded in the TMT Share Register as at the Record Date (other than an Excluded Shareholder).
Scheme Shareholder Declaration	A declaration in accordance with the requirements of section 14-225 of Schedule 1 of the TAA that covers, at least, the date of the Scheme Implementation Deed and the Implementation Date.
Second Court Date	The first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or, if the application is adjourned or subject to appeal for any reason, means the date on which the adjourned application or appeal is heard.
Security Interest	Any security interest, including: <ul style="list-style-type: none"> (a) a 'Security Interest' within the meaning of section 51A of the Corporations Act; (b) any other interest or arrangement of any kind that in substance secures the payment of money or the performance of an obligation, or that gives a creditor priority over unsecured creditors in relation to any property; and (c) any right of first refusal, pre-emptive right or any similar restriction.
Share Scheme Transfer	For each Scheme Shareholder, a duly completed and executed proper instrument of transfer of the Scheme

	Shares held by that Scheme Shareholder for the purposes of section 1071B of the Corporations Act, which may be a master transfer of all Scheme Shares.
Small Parcel Shareholder	A Scheme Shareholder (other than an Ineligible Overseas Shareholder) who, based on their holding of Scheme Shares, would on the Implementation Date be entitled to receive less than a marketable parcel (as that term is defined in the Listing Rules) of New AVL Shares (assessed by reference to the highest closing price of AVL Shares on the ASX beginning on the date the Scheme Booklet is registered by ASIC under section 412(6) of the Corporations Act and ending on the Effective Date) as Scheme Consideration.
Subsidiary	Has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.
TAA	The <i>Taxation Administration Act 1953</i> (Cth).
TMT Group	TMT and its Controlled Entities.
TMT Group Member	Each member of the TMT Group.
TMT Registry	Automic Pty Ltd ACN 152 260 814.
TMT Share	An issued fully paid ordinary share in the capital of TMT.
TMT Share Register	The register of members of TMT maintained in accordance with the Corporations Act.
TMT Shareholder	Each person who is registered in the TMT Share Register as a holder of one or more TMT Shares.
Trading Day	A 'business day' as defined in the Listing Rules.

1.2 Interpretation

In this document, except where the context otherwise requires:

- (a) the singular includes the plural, and the converse also applies;
- (b) the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;
- (c) a gender includes other genders;
- (d) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this document, and a reference to this document includes any schedule or annexure;

- (f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (g) a reference to **A\$, \$A, dollar** or **\$** is to the lawful currency of Australia;
- (h) a reference to time is, unless otherwise indicated, a reference to that time in Perth, Western Australia;
- (i) a reference to a party is to a party to this document, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (j) a reference to a person includes a natural person, partnership, body corporate, joint venture, association, governmental or local authority or agency or other entity or organisation;
- (k) a reference to "law" includes common law, principles of equity and legislation (including regulations);
- (l) a reference to legislation or to a provision of legislation (including a listing rule or operating rule of a financial market or of a clearing and settlement facility) includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- (m) a reference to "regulations" includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- (n) a reference to a body (including an institute, association or authority), other than a party to this document, whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body,is a reference to the body which replaces it or which substantially succeeds to its powers or functions;
- (o) a reference to an agreement other than this document includes a deed and any legally enforceable undertaking, agreement, arrangement or understanding, whether or not in writing;
- (p) a word or expression defined in the Corporations Act, and which is not defined in **clause 1.1**, has the meaning given to it in the Corporations Act;
- (q) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (r) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

- (s) if an act prescribed under this document to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day;
- (t) a reference to the Listing Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party;
- (u) a rule of construction does not apply to the disadvantage of a party because the party was responsible for the preparation of this document or any part of it;
- (v) a reference to something being 'reasonably likely' (or to a similar expression) is a reference to that thing being more likely than not to occur, when assessed objectively;
- (w) a reference to conduct includes an omission, statement or undertaking, whether or not in writing; and
- (x) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

1.3 Headings

Headings are for ease of reference only and do not affect interpretation.

1.4 Business Day

If a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day.

2 Preliminary

2.1 Australian Vanadium Limited

AVL is:

- (a) a public company limited by shares;
- (b) incorporated in Australia and registered in Western Australia; and
- (c) admitted to the official list of ASX and AVL Shares are officially quoted on the stock market conducted by ASX.

2.2 Technology Metals Australia Limited

TMT is:

- (a) a public company limited by shares;
- (b) incorporated in Australia and registered in Western Australia; and
- (c) admitted to the official list of ASX and TMT Shares are officially quoted on the stock market conducted by ASX.

2.3 If Scheme becomes Effective

If this Scheme becomes Effective:

- (a) in consideration of the transfer of each Scheme Share to AVL, AVL will provide, or cause to be provided, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;
- (b) all Scheme Shares will be transferred to AVL on the Implementation Date; and
- (c) TMT will enter the name of AVL in the TMT Share Register in respect of all Scheme Shares transferred to AVL in accordance with the terms of this Scheme and the Deed Poll.

2.4 Scheme Implementation Deed

AVL and TMT have agreed by executing the Scheme Implementation Deed to implement the terms of this Scheme.

2.5 Deed Poll

This Scheme attributes actions to AVL but does not itself impose an obligation on them to preform those actions. AVL has executed the Deed Poll for the purpose of covenanting in favour of the Scheme Shareholders to perform (or procure the performance of) the obligations attributable to AVL as contemplated by this Scheme, including to provide, or cause to be provided, the Scheme Consideration to the Scheme Shareholders.

3 AVL Nominee

- (a) AVL may nominate any wholly-owned Subsidiary of AVL (**AVL Nominee**) to acquire the Scheme Shares under this Scheme by giving written notice to TMT on or before the date that is 10 Business Days before the First Court Date.
- (b) If AVL nominates the AVL Nominee to acquire the Scheme Shares under the Scheme, then:
 - (i) references in this Scheme to AVL acquiring the Scheme Shares under this Scheme are to be read as references to the AVL Nominee doing so;
 - (ii) other references in this Scheme to AVL are to be read as references to AVL or the AVL Nominee, other than to the extent those provisions relate to the New AVL Shares which will always be fully paid ordinary shares in the capital of AVL (and not the AVL Nominee);
 - (iii) AVL and TMT must procure that the Scheme Shares transferred under the Scheme are transferred to the AVL Nominee, rather than AVL;

- (iv) AVL must procure that the AVL Nominee complies with the relevant obligations of AVL under this Scheme; and
- (v) any such nomination will not relieve AVL of its obligations under this Scheme, including the obligation to provide, or cause to be provided, the Scheme Consideration in accordance with the terms of this Scheme, provided that AVL will not be in breach of this Scheme for failing to perform an obligation of AVL if that obligation is fully discharged by the AVL Nominee.

4 Conditions precedent

4.1 Conditions precedent to Scheme

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

- (a) as at 8.00am on the Second Court Date, the Scheme Implementation Deed and Deed Poll not having been terminated;
- (b) all of the conditions precedent in schedule 1 of the Scheme Implementation Deed having been satisfied or waived (other than the condition precedent relating to Court approval set out in item 5 of schedule 1 of the Scheme Implementation Deed) in accordance with the terms of the Scheme Implementation Deed;
- (c) the Court having approved this Scheme, with or without any modification or condition, pursuant to section 411(4)(b) of the Corporations Act, and if applicable, AVL and TMT having accepted in writing any modification or condition made or required by the Court under section 411(6) of the Corporations Act; and
- (d) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme.

4.2 Conditions precedent and operation of clause 6 of this Scheme

The satisfaction of each condition of **clause 4.1** of this Scheme is a condition precedent to the operation of **clause 6** of this Scheme.

4.3 Certificate in relation to conditions precedent

- (a) AVL and TMT must provide to the Court on the Second Court Date a certificate, or such other evidence as the Court requests, confirming (in respect of matters within their knowledge) whether or not all of the conditions precedent set out in **clause 4.1** of this Scheme (other than the conditions precedent in **clauses 4.1(c)** and **4.1(d)** of this Scheme) have been satisfied or waived as at 8.00 am on the Second Court Date.
- (b) The certificate referred to in **clause 4.3(a)** will constitute conclusive evidence of whether the conditions precedent referred to in **clause 4.1** of

this Scheme (other than the condition precedent in **clauses 4.1(c)** and **4.1(d)** of this Scheme) have been satisfied or waived as at 8.00 am on the Second Court Date.

5 Scheme

5.1 Effective Date

Subject to **clause 5.2** of this Scheme, this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

5.2 End Date

This Scheme will lapse and be of no further force or effect if:

- (a) the Effective Date does not occur on or before the End Date or any later date the Court, with the consent of TMT and AVL, may order; or
- (b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with their respective terms.

6 Implementation of Scheme

6.1 Lodgement of Court orders with ASIC

If the conditions precedent set out in **clause 4.1** of this Scheme (other than the condition precedent in **clause 4.1(d)** of this Scheme) are satisfied, TMT must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Court order approving this Scheme as soon as possible, and in any event by no later than 12.00 pm on the first Business Day after the day on which the Court approves this Scheme or such later time as TMT and AVL agree in writing.

6.2 Transfer and registration of Scheme Shares

Subject to the Scheme becoming Effective, on the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in accordance with **clause 7** of this Scheme and AVL having provided TMT with written confirmation of the provision of the Scheme Consideration:

- (a) the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, will be transferred to AVL, without the need for any further act by any Scheme Shareholder (other than acts performed by TMT as attorney and agent for Scheme Shareholders under **clause 10** of this Scheme), by:
 - (i) TMT delivering to AVL a duly completed and executed Share Scheme Transfer executed on behalf of the Scheme Shareholders by TMT, for registration; and
 - (ii) AVL duly executing the Share Scheme Transfer and delivering it to TMT for registration; and

- (b) immediately after receipt of the duly executed Share Scheme Transfer, TMT must enter, or procure the entry of, the name of AVL in the TMT Share Register in respect of all Scheme Shares transferred to AVL in accordance with the terms of this Scheme.

6.3 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to AVL of the Scheme Shares, each Scheme Shareholder will be entitled to receive the Scheme Consideration in respect of each of their Scheme Shares in accordance with **clause 7** of this Scheme.

6.4 Title and rights in Scheme Shares

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Overseas Shareholders and Small Parcel Shareholders), AVL will be beneficially entitled to the Scheme Shares transferred to it under the Scheme, pending registration by TMT of AVL in the TMT Share Register as the holder of the Scheme Shares.

6.5 Warranty by Scheme Shareholders

Each Scheme Shareholder warrants to and is deemed to have authorised TMT to warrant to AVL as agent and attorney for the Scheme Shareholder by virtue of this **clause 6.5**, that:

- (a) all their Scheme Shares (including any Rights attaching to them) transferred to AVL under the Scheme will, as at the date of the transfer, be fully paid and free from all Security Interests and other interests of third parties of any kind whether legal or otherwise, and restrictions on transfer of any kind; and
- (b) they have full power and capacity to sell and to transfer their Scheme Shares (including any Rights attaching to them) to AVL under this Scheme.

6.6 Transfer free of Security Interests

To the extent permitted by law, all Scheme Shares (including any Rights attaching to them) which are transferred to AVL under this Scheme will, at the date of the transfer of them to AVL, vest in AVL free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind not referred to in this Scheme.

6.7 Appointment of AVL as sole proxy

- (a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by **clauses 6.2** and **7** of this Scheme, on and from the Implementation Date until TMT registers AVL as the holder of all of the Scheme Shares in the TMT Share Register, each Scheme Shareholder:
 - (i) irrevocably appoints TMT as attorney and agent (and directs TMT in such capacity) to appoint AVL and each of its directors from time to time (jointly and each of them individually) as its sole proxy, and

where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in its name and sign any shareholders resolution, and no Scheme Shareholder may itself attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to this **clause 6.7(a)(i)**);

- (ii) must take all other actions in the capacity of the registered holder of Scheme Shares as AVL directs; and
 - (iii) acknowledges and agrees that in exercising the powers referred to in **clause 6.7(a)(i)** of this Scheme, AVL and any director or corporate representative nominated by AVL under **clause 6.7(a)(i)** of this Scheme may act in the best interests of AVL as the intended registered holder of the Scheme Shares.
- (b) TMT undertakes in favour of each Scheme Shareholder that it will appoint AVL and each of its directors from time to time (jointly and each of them individually) as that Scheme Shareholder's proxy or, where applicable, corporate representative in accordance with **clause 6.7(a)(i)** of this Scheme.

7 Scheme Consideration

7.1 Consideration under this Scheme

On the Implementation Date, AVL:

- (a) must provide, or cause the provision of, the Scheme Consideration to the Scheme Shareholders (or to the Sale Agent in accordance with **clause 7.8** of this Scheme) in accordance with this clause 7; and
- (b) agrees to (in satisfaction of AVL's obligation to provide such Scheme Consideration to the Scheme Shareholders under **clause 7.1(a)** of this Scheme) issue, or cause to be issued, the Scheme Consideration to the Scheme Shareholders in accordance with this clause 7.

7.2 Scheme Consideration

Subject to the terms and conditions of this Scheme (including **clauses 7.7** and **7.8** of this Scheme in relation to Ineligible Overseas Shareholders and Small Parcel Shareholders, and **clause 7.4** of this Scheme in relation to fractional elements), the Scheme Consideration to be provided to each Scheme Shareholder will be provided by the issue by AVL of the Scheme Consideration to that Scheme Shareholder on the Implementation Date.

7.3 Provision of Scheme Consideration

Subject to the other provisions of this clause 7, the obligations of AVL to provide (or procure the provision of) the Scheme Consideration to the Scheme Shareholders will be satisfied by procuring that:

- (a) the name and address of each such Scheme Shareholder is entered into the AVL Share Register on the Implementation Date in respect of the New AVL Shares to which it is entitled under this clause 7; and
- (b) a share certificate or holding statement is sent to the Registered Address of each such Scheme Shareholder representing the number of New AVL Shares issued to the Scheme Shareholder pursuant to this Scheme.

7.4 Fractional entitlements

- (a) If the number of Scheme Shares held by a Scheme Shareholder at the Record Date is such that the aggregate entitlement of the Scheme Shareholder to Scheme Consideration is such that a fractional entitlement to an AVL Share arises, then the entitlement of that Scheme Shareholder must be rounded up or down, with any such fractional entitlement of less than 0.5 being rounded down to the nearest whole number of AVL Shares (or cents, as applicable), and any such fractional entitlement of 0.5 or more will be rounded up to the nearest whole number of AVL Shares (or cents, as applicable).
- (b) If a Nominee Holder holds more than one parcel of Scheme Shares as trustee or nominee for, or otherwise on account of, another person, then for the purposes of this clause 7.4, the Scheme Consideration for the Nominee Holder will be calculated and rounded based on the aggregate number of Scheme Shares held by the Nominee Holder in those parcels as trustee or nominee for, or otherwise on account of, other persons.

7.5 Shareholder splitting or division

If AVL is of the reasonable opinion that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding in accordance with **clause 7.4** or each of whom holds less than or equal to the number of TMT Shares required to classify as a Small Parcel Shareholder) have, before the Record Date, been party to shareholder splitting or division in an attempt to obtain unfair advantage by reference to such rounding, AVL may give notice to those Scheme Shareholders:

- (a) setting out their names and Registered Addresses;
- (b) stating that opinion; and
- (c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme, be taken to hold no Scheme Shares. AVL, in complying with the other provisions of this Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and

discharged its obligations to other Scheme Shareholders named under the notice under the terms of this Scheme.

7.6 Scheme Shareholders' agreements

Under this Scheme, each Scheme Shareholder (and, to the extent relevant, the Sale Agent) irrevocably:

- (a) agrees to the transfer of their Scheme Shares together with all Rights attaching to them in accordance with this Scheme;
- (b) agrees to the variation, cancellation or modification of the Rights attached to their Scheme Shares constituted by or resulting from this Scheme;
- (c) agrees to, on the direction of AVL, destroy any holding statements or share certificates relating to their Scheme Shares;
- (d) agrees to become a shareholder of AVL, to have their name entered in the AVL Share Register and accepts the New AVL Shares issued to them under this Scheme on the terms and conditions of the AVL constitution, without the need for any further act by the Scheme Shareholder;
- (e) agrees and acknowledges that the issue of New AVL Shares in accordance with **clause 7.1** of this Scheme constitutes satisfaction of all that person's entitlements under this Scheme;
- (f) acknowledges that this Scheme binds TMT and all of the Scheme Shareholders from time to time (including those who do not attend the Scheme Meeting and those who do not vote, or voted against this Scheme, at the Scheme Meeting);
- (g) appoints TMT, and each director and officer of TMT, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to Ineligible Shareholders under the Corporations Act or any other applicable law; and
- (h) consents to TMT and AVL doing all things and executing all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to this Scheme and the transactions contemplated by it.

7.7 Unclaimed monies

- (a) AVL may cancel a cheque issued under this clause 7 if the cheque:
 - (i) is returned to AVL; or
 - (ii) has not been presented for payment within 6 months after the date on which the cheque was sent.
- (b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to TMT or AVL

(or the TMT Registry or AVL's share registry) (which request may not be made until the date which is 10 Business Days after the Implementation Date), AVL must reissue or procure the reissuance of a cheque that was previously cancelled under **clause 7.7(a)**.

- (c) The *Unclaimed Monies Act 1990* (WA) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 7 of that Act).

7.8 Ineligible Overseas Shareholders and Small Parcel Shareholders

- (a) AVL has no obligation to issue, and will not issue, any New AVL Shares to:
- (i) an Ineligible Overseas Shareholder; or
 - (ii) a Small Parcel Shareholder,
- and instead will issue (subject to **clause 7.4** and **7.10(d)**) the New AVL Shares that would otherwise have been issued to the Ineligible Overseas Shareholder or the Small Parcel Shareholder (**Relevant AVL Shares**) to the Sale Agent.
- (b) AVL will procure that, as soon as reasonably practicable and in any event not more than 30 Business Days after the Implementation Date, the Sale Agent:
- (i) in consultation with AVL, sells or procures the sale of all of the Relevant AVL Shares on the financial market conducted by ASX in such manner, at such price and on such terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Overseas Shareholders and the Small Parcel Shareholders); and
 - (ii) remits to AVL the proceeds of sale (after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges).
- (c) Promptly after the last sale of Relevant AVL Shares in accordance with **clause 7.8(b)** and receiving the net proceeds of such sale, AVL must pay, or procure the payment, to each Ineligible Overseas Shareholder and Small Parcel Shareholder the amount calculated in accordance with the following formula and rounded down to the nearest cent:

$$(A \div B) \times C$$

Where:

- A is the number of Relevant AVL Shares that would otherwise have been issued to that Ineligible Overseas Shareholder or Small Parcel Shareholder if they had not been an Ineligible Overseas Shareholder or Small Parcel Shareholder, and which were issued to the Sale Agent for sale in accordance with **clause 7.8(b)**;

- B is the total number of Relevant AVL Shares which would have been issued to all Ineligible Overseas Shareholders and Small Parcel Shareholders, and which were issued to the Sale Agent for sale in accordance with **clause 7.8(b)**; and
- C is the proceeds of sale (after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges), being the amount referred to in **clause 7.8(b)(ii)**.
- (d) Each Ineligible Overseas Shareholder and Small Parcel Shareholder acknowledges and agrees that:
- (i) none of AVL, TMT or the Sale Agent give any assurance as to the price that will be achieved for the sale of the Relevant AVL Shares described in **clause 7.8(b)**; and
 - (ii) AVL, TMT and the Sale Agent each expressly disclaim any fiduciary duty to any Ineligible Shareholder which may arise in connection with this clause 7.8.
- (e) AVL must pay or procure that each Ineligible Overseas Shareholder and Small Parcel Shareholder is paid any amounts owing under **clause 7.8(c)** by either (in the absolute discretion of AVL):
- (i) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cth)) in Australia notified by that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) to TMT (or the TMT Registry) and recorded in or for the purposes of the TMT Share Register at the Record Date; or
 - (ii) dispatching, or procuring the dispatch, to that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) by prepaid post to the Registered Address (as at the Record Date) of that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable), a cheque in the name of that Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) (in the case of joint holders, the cheque will be drawn in the name of the joint holders and dispatched in accordance with the procedures set out in **clause 7.13**),
- for the relevant amount, with that amount being denominated in Australian dollars.
- (f) Each Ineligible Overseas Shareholder and Small Parcel Shareholder appoints TMT, and each director and officer of TMT, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to the Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) under the Corporations Act or any other applicable law.

- (g) Payment of the relevant amounts calculated in accordance with **clause 7.8(c)** satisfies in full AVL's obligations to the Ineligible Overseas Shareholder or Small Parcel Shareholder (as applicable) under this Scheme in respect of the Scheme Consideration.

7.9 Other ineligible Scheme Shareholders

Where the issue of New AVL Shares to which a Scheme Shareholder (other than an Ineligible Overseas Shareholder or a Small Parcel Shareholder) would otherwise be entitled under this Scheme would result in a breach of law:

- (a) AVL will issue the maximum possible number of New AVL Shares to the Scheme Shareholder without giving rise to such a breach; and
- (b) any further New AVL Shares to which that Scheme Shareholder is entitled, but the issue of which to the Scheme Shareholder would give rise to such a breach, will instead be issued to the Sale Agent and dealt with under **clause 7.8**, as if:
 - (i) references to Ineligible Overseas Shareholders also included that Scheme Shareholder; and
 - (ii) references to Relevant AVL Shares also included any of that Scheme Shareholder's New AVL Shares that have been issued to the Sale Agent.

7.10 Withholding

- (a) If AVL is required by Subdivision 14-D of Schedule 1 of the TAA (Subdivision 14-D) to pay any amounts to the Commissioner in respect of the acquisition of Scheme Shares from certain Scheme Shareholders, AVL is permitted to deduct the relevant amounts from the payment of the Scheme Consideration to those Scheme Shareholders, and remit such amounts to the Commissioner. The aggregate sum payable to Scheme Shareholders shall not be increased to reflect the deduction and the net aggregate sum payable to those Scheme Shareholders shall be taken to be in full and final satisfaction of the amounts owing to those Scheme Shareholders. AVL must pay any amount to the Commissioner in the amount payable under this clause 7.10(a) and time as required by law and, if requested in writing by the relevant Scheme Shareholder, provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt or other evidence) to the relevant Scheme Shareholder.
- (b) For the purposes of **clause 7.10(a)**, AVL may:
 - (i) treat those Scheme Shareholders as Ineligible Overseas Shareholders for the purposes of this Scheme (if they are not already treated as such); and
 - (ii) deduct the relevant amounts from those Scheme Shareholders' proportion of the net proceeds of sale referred to in **clause 7.8(c)** and remit the amounts deducted to the Commissioner.

- (c) AVL acknowledges and agrees that it will not deduct any amounts from the payment of the Scheme Consideration or pay any amounts to the Commissioner under **clause 7.10(a)** with respect to a Scheme Shareholder where AVL:
 - (i) receives a Scheme Shareholder Declaration from the Scheme Shareholder prior to the Implementation Date and does not know that the Scheme Shareholder Declaration is false; or
 - (ii) receives a Nil Variation Notice prior to the Implementation Date.
- (d) TMT agrees AVL may approach the ATO to obtain clarification as to the application of Subdivision 14-D to the Scheme and will provide all information and assistance AVL reasonably requires in making any such approach. AVL agrees:
 - (i) to provide TMT a reasonable opportunity to review the form and content of all materials to be provided to the ATO, and must incorporate TMT's reasonable comments on those materials, and more generally to take into account TMT's comments in relation to AVL's engagement with the ATO, and provide TMT a reasonable opportunity to participate in any discussions and correspondence between AVL and the ATO in connection with the application of Subdivision 14-D to the Proposed Transaction; and
 - (ii) not to contact any Scheme Shareholders in connection with the application of Subdivision 14-D to the Scheme without TMT's prior written consent.
- (e) The parties agree to consult in good faith as to the application of Subdivision 14-D, including taking into account any clarification provided by the ATO following any process described in this clause. The parties agree to take all actions that they agree (each acting reasonably) are necessary or desirable following that consultation which may include, without limitation, making amendments to this document and the Deed Poll to ensure that relevant representations are obtained from Scheme Shareholders.

7.11 Orders of a Court or Government Agency

- (a) TMT may deduct and withhold from any consideration which would otherwise be provided to a Scheme Shareholder in accordance with this clause 7, any amount which TMT and AVL determine is required to be deducted and withheld from that consideration under any applicable law, including any order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency.
- (b) To the extent that amounts are so deducted or withheld, such deducted or withheld amounts will be treated for all purposes under this Scheme as having been paid to the person in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted to the appropriate taxing agency.

- (c) If written notice is given to TMT of an order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency that:
- (i) requires consideration which would otherwise be provided to a Scheme Shareholder in accordance with this clause 7 to instead be paid or provided to a Government Agency or other third party (either through payment of a sum or the issuance of a security), then TMT shall be entitled to procure that provision of that consideration is made in accordance with that order, direction or notice (and payment or provision of that consideration in accordance with that order, direction or notice will be treated for all purposes under this Scheme as having been paid or provided to that Scheme Shareholder); or
 - (ii) prevents consideration being provided to any particular Scheme Shareholder in accordance with this clause 7, or the payment or provision of such consideration is otherwise prohibited by applicable law, TMT shall be entitled to (as applicable) direct AVL not to issue (or procure the issue of), or to issue or provide to a trustee or nominee, such number of New AVL Shares as that Scheme Shareholder would otherwise be entitled to under this clause 7, until such time as payment or provision of the consideration in accordance with this clause 7 is permitted by that order or direction or otherwise by law.

7.12 Shares to rank equally

AVL covenants in favour of TMT (in its own right and on behalf of the Scheme Shareholders) that, subject to this Scheme becoming Effective:

- (a) the New AVL Shares will, upon their issue, rank equally in all respects with all other AVL Shares then on issue;
- (b) it will do everything reasonably necessary to ensure that the New AVL Shares will be quoted on the official list of ASX and commence trading on a normal settlement basis no later than the first Business Day after the Implementation Date;
- (c) the New AVL Shares will be duly and validly issued in accordance with applicable laws; and
- (d) on issue, each New AVL Share will be fully paid and free from any Security Interest (except for any lien arising under AVL's constitution).

7.13 Joint holders

In the case of Scheme Shares held in joint names:

- (a) any New AVL Shares to be issued under this Scheme must be issued and registered in the names of the joint holders and entry in the AVL Share Register must take place in the same order as the holders' names appear in the TMT Share Register;

- (b) any cheque required to be sent under this Scheme must be payable to the joint holders and sent to the holder whose name appears first in the TMT Share Register on the Record Date; and
- (c) any document required to be sent under this Scheme, will be forwarded to either, at the sole discretion of TMT, the holder whose name appears first in the TMT Share Register as at the Record Date or to the joint holders.

8 Dealings in Scheme Shares

8.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Scheme Shares or other alterations to the TMT Share Register will only be recognised by TMT if:

- (a) in the case of dealings of the type to be effected using CHESSE, the transferee is registered in the TMT Share Register as the holder of the relevant Scheme Shares on or before the Record Date; and
- (b) in all other cases, registrable transmission applications or transfers in registrable form in respect of those dealings are received on or before the Record Date at the place where the TMT Share Register is kept,

and TMT will not accept for registration, nor recognise for any purpose any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

8.2 TMT Share Register

TMT must register any registrable transmission applications or transfers of the Scheme Shares received in accordance with **clause 8.1(b)** of this Scheme on or before the Record Date, provided that nothing in this **clause 8.2** requires TMT to register a transfer that would result in a TMT Shareholder holding a parcel of TMT Shares that is less than a 'marketable parcel' (as defined in the operating rules of ASX).

8.3 No disposals after Record Date

- (a) If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or purport or agree to dispose of any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal will be void and of no legal effect whatsoever.
- (b) TMT will not accept for registration or recognise for any purpose any transmission, application or transfer in respect of Scheme Shares received after the Record Date (except a transfer to AVL pursuant to this Scheme and any subsequent transfer by AVL or its successors in title).

8.4 Maintenance of TMT Share Register

For the purpose of determining entitlements to the Scheme Consideration, TMT will maintain the TMT Share Register in accordance with the provisions of this **clause 8.4** until the Scheme Consideration has been issued to the Scheme Shareholders and AVL has been entered in the TMT Share Register as the holder of all the Scheme Shares. The TMT Share Register in this form will solely determine entitlements to the Scheme Consideration.

8.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to AVL contemplated in **clauses 6.2** and **8.4** of this Scheme, any statements of holding in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares (other than statements of holding in favour of AVL and its successors in title). After the Record Date, each entry current on the TMT Share Register as at the Record Date (other than entries in respect of AVL or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the TMT Shares relating to that entry.

8.6 Details of Scheme Shareholders

Within one Business Day after the Record Date, TMT will ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the TMT Share Register at the Record Date, are available to AVL in such form as AVL reasonably requires.

8.7 Quotation of TMT Shares

Suspension of trading on ASX in TMT Shares will occur from the close of trading on ASX on the Effective Date.

8.8 Termination of quotation of TMT Shares

TMT will apply:

- (a) for termination of the official quotation of TMT Shares on ASX; and
- (b) to have itself removed from the official list of ASX,

in each case with effect on and from the close of trading on the Trading Day immediately following the Implementation Date.

9 Instructions and notification

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to TMT that are binding or deemed binding between the Scheme Shareholder and TMT relating to TMT or TMT Shares, including instructions, notifications or elections relating to:

- (a) whether dividends are to be paid by cheque or into a specific bank account;

- (b) payments of dividends on TMT Shares; and
- (c) notices or other communications from TMT (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by AVL in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to AVL and to be a binding instruction, notification or election to, and accepted by, AVL until that instruction, notification or election is revoked or amended in writing addressed to AVL at its registry.

10 Power of attorney

Each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, irrevocably appoints TMT and each of its directors and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of:

- (a) executing any document, or doing or taking any other act, necessary or expedient to give effect to this Scheme and the transactions contemplated by it, including the Share Scheme Transfer; and
 - (b) enforcing the Deed Poll against AVL,
- and TMT accepts such appointment.

11 Notices

11.1 No deemed receipt

If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to TMT, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at TMT's registered office or at the office of the registrar of TMT Shares.

11.2 Accidental omission

The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any TMT Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

12 General

12.1 Variations, alterations and conditions

- (a) TMT may, with the consent of AVL, by its counsel or solicitor consent on behalf of all persons concerned to any variations, alterations or conditions to this Scheme which the Court thinks fit to impose.
- (b) Each Scheme Shareholder agrees to any such alterations or conditions which TMT has consented to pursuant to **clause 12.1(a)** of this Scheme.

12.2 Further action by TMT

TMT will execute all documents and do all things (on its own behalf and on behalf of each Scheme Shareholder) necessary or expedient to implement, and perform its obligations under, this Scheme and the transaction contemplated by it.

12.3 Authority and acknowledgement

Each of the Scheme Shareholders:

- (a) irrevocably consents to AVL and TMT doing all things necessary or expedient for or incidental to the implementation of this Scheme; and
- (b) acknowledges that this Scheme binds TMT and all Scheme Shareholders (including those who do not attend the Scheme Meeting or do not vote at that meeting or vote against the Scheme at that Scheme Meeting) and, to the extent of any inconsistency and to the extent permitted by law, overrides the constitution of TMT.

12.4 No liability when acting in good faith

Without prejudice to the parties' rights under the Scheme Implementation Deed, neither AVL nor TMT, nor any of their respective officers, will be liable for anything done or omitted to be done in the performance of this Scheme in good faith.

12.5 Enforcement of Deed Poll

TMT undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against AVL on behalf of and as agent and attorney for the Scheme Shareholders.

12.6 Stamp duty

AVL will pay all stamp duty (including any fines, penalties and interest) payable in connection with this Scheme.

12.7 Scrip for scrip roll-over relief

In the event the Scheme Shareholders are eligible for scrip for scrip roll-over relief, AVL acknowledges it has not made, and will not make, a choice under subsection 124-795(4) of the ITAA 1997.

13 Governing law

13.1 Governing law and jurisdiction

- (a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.
- (b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

13.2 Serving documents

Without preventing any other method of service, any document in an action in connection with this document may be served on a party by being delivered or left at that party's address set out in the section of this document headed 'Parties'.

Corporate Directory

Directors

Mr Michael Fry – Non-Executive Chairperson
Mr Ian Prentice – Managing Director
Dr Carmen Letton – Non-Executive Director
Ms Joanne Gaines – Non-Executive Director

Company Secretary

Mr Sonu Cheema

Registered and Corporate Office

Suite 9, 330 Churchill Avenue
Subiaco WA 6008

Website

<http://www.tmtlimited.com.au>

Legal Adviser

DLA Piper Australia
Level 21, 240 St Georges Terrace
Perth WA 6000

Financial Advisers

Argonaut PCF Limited
Level 30, 77 St Georges Terrace
Perth, Western Australia

Sternship Advisers
Level 2/44A Kings Park Rd
West Perth WA 6005

Independent Expert

BDO Corporate Finance (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth 6000

Share Registry

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000
Email: hello@automic.com.au
Website: www.automicgroup.com.au

Independent Technical Specialist

Valuation & Resource Management Pty Ltd
Level 1, 168 Stirling Highway
Nedlands WA 6872

Stock Exchange Listing

ASX Code: TMT

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TECHNOLOGY
METALS AUSTRALIA LIMITED

tmtlimited.com.au

ABN 64 612 531 389



TECHNOLOGY
METALS AUSTRALIA LIMITED

Technology Metals Australia Limited | ABN 64 612 531 389

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 14 January 2024**, being **not later than 48 hours** before the commencement of the Scheme Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Scheme Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Scheme Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Scheme Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE SCHEME MEETING

Any directed proxies that are not voted on a poll at the Scheme Meeting will default to the Chair of the Scheme Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Scheme Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Scheme Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Scheme Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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