

Extraordinary General Meeting – Letter to Shareholders

Dear Shareholder.

Terra Uranium Limited (ASX:T92) ("T92" or the "Company") advises that an Extraordinary General Meeting of Shareholders will be held at 11.00 am (AEST) on Tuesday 17 June 2025 as a virtual meeting.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see Annexure A to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://investorhub.t92.com.au/announcements>

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: T92)

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://t92.com.au/>.

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Complete the enclosed Proxy Form and mail it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Complete the enclosed Proxy Form and hand deliver it to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Complete the enclosed Proxy Form and email it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours sincerely,

Tony Panther
Joint Company Secretary

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Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (2001) (Cth) (Act).

In accordance with the provisions of the Corporations Act 2001 (Cth) Terra Uranium Limited ("T92" or the "Company") will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

TERRA URANIUM LIMITED

ACN 650 774 253

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:

Tuesday 17 June 2025

Time of Meeting:

11.00 am (AEST)

Place of Meeting:

Held virtually via Webinar conferencing facility

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their accountant,
solicitor or other professional advisor without delay*

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TERRA URANIUM LIMITED**ACN 650 774 253**

Registered Office: Level 4 96-100 Albert Road, South Melbourne, VIC, 3205

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**EGM or the Meeting**) of Shareholders of Terra Uranium Limited (**Company or T92**) will be held virtually via webinar conferencing facility on Tuesday 17 June 2025 at 11.00 am (AEST).

Virtual Attendance

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in this Notice, even if they intend to attend the meeting online. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

When: Tuesday 17 June 2025 at 11.00 am (AEST)

Topic: Terra Uranium Limited – Extraordinary General Meeting

Register in advance for the virtual meeting:

https://vistra.zoom.us/webinar/register/WN_8D0zCiRxT0StW7JVS-sibw

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Any shareholders who wish to attend the EGM online should monitor the Company's website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: T92) and on its website at www.t92.com.au.

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

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of prior issue of consideration shares and options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 2,444,444 fully paid ordinary shares and 1,222,222 options on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2: Ratification of prior issue of shares under placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 3,809,061 fully paid ordinary shares at an issue price of \$0.04 (4.0 cents) per share in April 2025 on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2A: Ratification of prior issue of shares under placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 8,690,939 fully paid ordinary shares at an issue price of \$0.04 (4.0 cents) per share in April 2025 on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3: Approval to issue free attaching options under the placement

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the proposed allotment and issue of up to 9,875,000 free attaching options in the Company in relation to the Placement, on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3A: Approval to issue free attaching options to related party under the placement

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 2,625,000 free attaching options in the Company in relation to the Placement to a related party (and/or its nominee(s), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 4: Approval to issue broker options

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the proposed allotment and issue of up to 1,500,000 options in the Company, on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 4A: Approval to issue broker options to related party

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 1,500,000 options in the Company to a related party (and/or its nominee(s)), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 5: Approval to issue shares to corporate advisor

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, shareholders approve the proposed allotment and issue of up to 1,000,000 fully paid ordinary shares in the Company on the terms and conditions as set out in the Explanatory Statement.”

Resolution 6: Ratification of prior issue of supplier shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 61,548 fully paid ordinary shares on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 7: Approval to Issue Shares to Mr Haydn Lynch in lieu of Accrued Fees Payable

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 720,000 fully paid ordinary shares in the Company to Mr Haydn Lynch (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 8: Approval to Issue Shares to Ms Kylie Prendergast in lieu of Accrued Fees Payable

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 720,000 fully paid ordinary shares in the Company to Ms Kylie Prendergast (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

Resolution 9: Approval to Issue Shares to Mr Doug Engdahl in lieu of Accrued Fees Payable

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 568,421 fully paid ordinary shares in the Company to Mr Doug Engdahl (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”

By the order of the Board

A handwritten signature in black ink, appearing to read 'A Panther', with a long, sweeping horizontal stroke extending to the right.

Tony Panther
Joint Company Secretary
12 May 2025

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Notes

1. Entire Notice

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. Record Date

The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date that is 48 hours before the Extraordinary General Meeting (**Record Date**). Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

3. Voting

Each Share is entitled to one vote per Share.

4. Proxies

- a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 11.00 am (AEST) on 15 June 2025. Any proxy received after that time will not be valid for the scheduled meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. Chair's Voting Intentions

Subject to the restrictions set out in Note 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

The Chair will call a poll on all proposed resolutions.

7. Voting Exclusion Statements

See Explanatory Statement.

8. Enquiries

Shareholders are invited to contact the Company Secretary on +613 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (**Statement**) is included in and forms part of the Notice of Meeting. The purpose of this Statement is to provide shareholders with information they may require in order to make an informed decision on the applicable Resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the applicable Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

Resolution 1: Ratification of prior issue of consideration shares and options

Background

On 30 April 2025, the Company announced the completion of the acquisition (**the Acquisition**) of 100% of the issued capital of LCT Metals Pty Ltd (**LCT Metals**), which holds two Exploration Licences in the New England Tin Province, New South Wales, Australia. The Acquisition was originally announced to the market on 19 March 2025.

As part of the consideration of the Acquisition, the Company, on 30 April 2025, issued the following securities (collectively, the **Consideration Securities**) to the vendor of LCT Metals, Ground Risk Pty Ltd (**the Vendor**):

- (a) 2,444,444 fully paid ordinary shares in Terra Uranium Limited (**Consideration Shares**); and
- (b) 1,222,222 unlisted options over the Company's shares, with an expiry date of 31 December 2026 and an exercise price of \$0.09 (**Consideration Options**).

The Consideration Shares are subject to the following voluntary escrow periods from the date of completion:

- (a) 25% for 3 months;
- (b) 25% for 6 months; and
- (c) 50% for 12 months.

The Company is seeking shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of up to of 2,444,444 Consideration Shares and 1,222,222 Consideration Options on the 30 April 2025 (**Issue Date**). These securities were issued under the Company's available placement capacity under ASX Listing Rule 7.1.

ASX Listing Rules

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of the Placement Shares was made using the Company's 15% placement capacity under Listing Rule 7.1. The issue was within the Company's available placement capacity under Listing Rule 7.1, and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that, where a company's shareholders ratify a prior issue of securities made without approval under Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1), those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1.

The Company now seeks, under Resolution 1, shareholder ratification of the issue of 2,444,444 Consideration Shares and 1,222,222 Consideration Options, pursuant to Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional equity securities without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If this Resolution is passed, the prior issues of 2,444,444 Consideration Shares and 1,222,222 Consideration Options will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue

additional equity securities without having the 2,444,444 Consideration Shares and 1,222,222 Consideration Options counted towards its placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the prior issue of 2,444,444 Consideration Shares and 1,222,222 Consideration Options will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The 2,444,444 Consideration Shares and 1,222,222 Consideration Options will be counted towards the Company's placement capacity under Listing Rule 7.1 until 30 April 2026 (being the expiry of the 12-month period after the Issue Date) and will therefore limit the Company's placement capacity under Listing Rule 7.1.

ASX Listing Rule Disclosure Requirements

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) The Consideration Securities were issued to Ground Risk Pty Ltd. There was no participant in the issue of the Consideration Securities that was an investor required to be disclosed under ASX Guidance Note 21.
- (b) The number and class of securities issued were 2,444,444 fully paid ordinary Shares and 1,222,222 Consideration Options.
- (c) A summary of the terms of the Consideration Options is set out in Annexure A.
- (d) The Consideration Securities were issued on 30 April 2025.
- (e) The Consideration Securities were issued as partial consideration for the acquisition by the Company of the issued capital of LCT Metals, therefore the consideration being provided for the Consideration Securities is shares in LCT Metals.
- (f) The Consideration Securities were issued as partial consideration for the acquisition of all the issued capital of LCT Metals including its exploration licences.
- (g) The Consideration Securities were issued under an agreement between the Company and the Vendor for the Company to acquire all the issued capital of LCT Metals. The other material terms of the agreement were:
 - a. Payment of \$40,000 cash by the Company to the Vendor
 - b. Escrow conditions applied to the Consideration Shares, as noted above.

Directors' Recommendation

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

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of the Consideration Securities, being Ground Risk Pty Ltd, or any associates of that person.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Background to Resolutions 2 to 4A

On 19 March 2025, the Company announced that it was undertaking a capital raising to raise \$500,000 before costs by way of a placement of new Shares in the Company (each, a **Placement Share**) at an issue price of \$0.04 per share (**Placement**).

The Company issued a total of 12,500,000 Placement Shares as follows:

- (a) 9,875,000 Placement Shares were issued on 8 April 2025; and
- (b) 2,625,000 Placement Shares were issued on 30 April 2025.

The 12,500,000 Placement Shares were issued under the Company's available placement capacity under Listing Rule 7.1A and 7.1. 3,809,061 Placement Shares were issued from the Company's 15% placement capacity under Listing Rule 7.1 and 8,690,939 Placement Shares were issued from the Company's 10% placement capacity under Listing Rule 7.1A. For the purposes of the ASX Listing Rules, the issue of the 12,500,000 Placement Shares from the Company's different placement capacities is regarded as "multiple issues" of securities and, therefore, separate Shareholder approvals are required for each of these "multiple issues". Accordingly:

- Shareholder approval for the issue of the 3,809,061 Placement Shares issued from the Company's Listing Rule 7.1 placement capacity is sought under Resolution 2; and
- Shareholder approval for the issue of the 8,690,939 Placement Shares issued from the Company's Listing Rule 7.1A placement capacity is sought under Resolution 2A.

The Placement also included, subject to shareholder approval, the issue of 12,500,000 free unquoted options, on the basis of 1 free unquoted option for each Placement Share issued under the Placement. Each option could be exercised by the holder for 1 Share at any time on or before 5pm (Sydney time) on 31 December 2026 for \$0.09 per Option. 9,875,000 options are proposed to be issued to unrelated parties. The shareholder approval for these options is sought under Resolution 3. 2,625,000 options are proposed to be issued to 10 Bolivianos Pty Ltd, a related party of the Company. The shareholder approval for these options is sought under Resolution 3A.

GBA Capital Pty Ltd (**GBA Capital**) and CoPeak Pty Ltd (**Peak Asset Management**), now a related party of the Company, acted as joint lead managers to the Placement and are, subject to shareholder approval, to each to be issued 1,500,000 options as part consideration for their services. The shareholder approvals for these options are sought under Resolutions 4 and 4A, respectively.

Resolutions 2 and 2A: Ratification of prior issue of shares under placement

The Company is seeking shareholder approval under Listing Rule 7.4 to ratify the prior issue of 12,500,000 fully paid ordinary shares (**Placement Shares**), comprising 9,875,000 fully paid ordinary shares issued on 8 April 2025 and 2,625,000 fully paid ordinary shares issued on 30 April 2025 (**Issue Dates**). The shares were issued under the Company's placement capacity available at the time under ASX Listing Rules 7.1 and 7.1A. As noted above, 3,809,061 Placement Shares were issued under the Company's 15% placement capacity under Listing Rule 7.1 and 8,690,939 Placement Shares were issued under the Company's 10% placement capacity under Listing Rule 7.1A.

ASX Listing Rules

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of the Placement Shares was made using the Company's 15% placement capacity under Listing Rule 7.1 and using the Company's 10% placement capacity under Listing Rule 7.1A. The issue was within the Company's available placement capacity under Listing Rule 7.1 and its available placement capacity under Listing Rule 7.1A and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that, where a company's shareholders ratify the prior issue of securities made without approval under Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 and/or Listing Rule 7.1A), those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1.

The Company now seeks:

- under Resolution 2, shareholder ratification of the issue of 3,809,061 Placement Shares issued under the Company's 15% placement capacity under Listing Rule 7.1, pursuant to Listing Rule 7.4; and
- under Resolution 2A, shareholder ratification of the issue of 8,690,939 Placement Shares were issued under the Company's 10% placement capacity under Listing Rule 7.1A, pursuant to Listing Rule 7.4.

If Resolution 2 is passed, the prior issue of 3,809,061 Placement Shares will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 3,809,061 Placement Shares counted towards its placement capacity usage under Listing Rule 7.1.

If Resolution 2 is not passed, the prior issue of 3,809,061 Placement Shares will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Placement Shares will be counted towards the Company's placement capacity usage under Listing Rule 7.1 as follows:

- 1,184,061 shares will be counted towards the Company's placement capacity use until 8 April 2026 (being the expiry of the 12-month period after the Issue Date of the 1,184,061 shares); and
- 2,625,000 shares will be counted towards the Company's placement capacity use until 30 April 2026 (being the expiry of the 12-month period after the Issue Date of the 2,625,000 shares); and

will therefore limit the Company's placement capacity under Listing Rule 7.1.

If Resolution 2A is passed, the prior issue of 8,690,939 Placement Shares will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 8,690,939 Placement Shares counted towards its placement capacity usage under Listing Rule 7.1A.

If this Resolution is not passed, the prior issue of 8,690,939 Placement Shares will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The 8,690,939 Placement Shares will be counted towards the Company's placement capacity usage under Listing Rule 7.1A as follows:

- The 8,690,939 shares will be counted towards the Company's placement capacity use until 8 April 2026 (being the expiry of the 12-month period after the Issue Date of the 8,690,939 shares); and

will therefore limit the Company's placement capacity under Listing Rule 7.1A.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approvals under Resolutions 2 and 2A, pursuant to Listing Rule 7.4:

	<u>Information for Resolution 2 (approval of issue from 15% placement capacity under Listing Rule 7.1)</u>	<u>Information for Resolution 2A (approval of issue from 10% placement capacity under Listing Rule 7.1A)</u>
(a)	These Placement Shares were issued to professional and sophisticated investors who are clients of the joint lead managers. There was no participant in the issue of the Shares that was an investor required to be disclosed under ASX Guidance Note 21, with the exception of 10 Bolivianos Pty Ltd, a substantial holder in the Company and related party of the Company at the date of this Notice (although not a related party at the time the relevant shares were agreed to be issued), which was issued 2,625,000 Placement Shares.	These Placement Shares were issued to professional and sophisticated investors who are clients of the joint lead managers. There was no participant in the issue of the Shares that was an investor required to be disclosed under ASX Guidance Note 21.
(b)	The number and class of securities issued were 3,809,061 fully paid ordinary shares.	The number and class of securities issued were 8,690,939 fully paid ordinary shares.
(c)	1,184,061 of these Placement Shares were issued on 8 April 2025 and 2,625,000 of	These Placement Shares were issued on 8 April 2025.

	these Placement Shares were issued on 30 April 2025.	
(d)	These Placement Shares were issued at an issue price of \$0.04 (4.0 cents) per share.	These Placement Shares were issued at an issue price of \$0.04 (4.0 cents) per share.
(e)	These Placement Shares were issued to fund the acquisition of LCT Metals Pty Ltd, to fund ongoing exploration costs of the Company, and for general working capital purposes (including to pay the cost of the Placement).	These Placement Shares were issued to fund the acquisition of LCT Metals Pty Ltd, to fund ongoing exploration costs of the Company, and for general working capital purposes (including to pay the cost of the Placement).

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolutions 2 and 2A.

Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the relevant issues of the securities the subject of the respective Resolutions, or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3: Approval to issue free attaching options under the placement

Background

As noted above, the Company is proposing to issue up to 9,875,000 free attaching options to subscribers under the Placement on the basis of one free attaching unlisted option to be issued for every one share subscribed for under the Placement (**Placement Options**).

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

No Placement Options have yet been granted to those investors participating in the Placement. The granting of the Placement Options is conditional on the Company receiving shareholder approval under Resolution 3.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions and may, if combined with other potential future issues of securities by the Company, exceed the Company's 15% limit in Listing Rule 7.1. In addition, under the terms of the Placement, the issue of the Placement Options is conditional upon shareholder approval of that issue. The Company is therefore seeking the

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

Resolution 3 seeks the required shareholder approval to issue the Placement Options under and for the purposes of Listing Rule 7.1:

- If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options to the investors who participated in the Placement. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The Placement Options are proposed to be issued to professional and sophisticated investors who are who are clients of the joint lead managers Peak Asset Management and GBA Capital. There will be no participant in the issue of the or Placement Options that is an investor required to be disclosed under ASX Guidance Note 21;
- (b) The number and class of securities proposed to be issued are:
 - (i) Placement Options: up to 9,875,000 free attaching options;
- (c) The material terms of the Placement Options are:
 - (i) Exercise Price: \$0.09 (9 cents);
 - (ii) Expiry Date: 31 December 2026;
 - (iii) Conversion: Each Placement Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The Placement Options do not carry any voting rights;
 - (v) Dividend: The Placement Options do not carry any rights to receive dividends;
 - (vi) The Placement Options will not be quoted on the ASX; andadditional information about the terms and conditions of the Placement Options are contained in Annexure A to this Notice;
- (d) The Company will issue the Placement Options within 3 months after the date of this meeting;
- (e) The Placement Options will be issued for a nil acquisition price;
- (f) The securities will be issued as free attaching options on a 1 for 1 basis to participants in the Placement.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 3.

Voting Exclusions

The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who is expected to participate in the issue of securities the subject of this Resolution or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3A: Approval to issue free attaching options to related party under the placement

Background

As noted above, the Company is proposing to issue up to 2,625,000 Placement Options (the **Issue**) to 10 Bolivianos Pty Ltd (**10 Bolivianos**). As 10 Bolivianos is controlled by Mr Niv Dagan, a director of the Company, it is a related party of the Company and the Company is therefore seeking shareholder approval, pursuant to ASX Listing Rule 10.11, for the issue of these Placement Options.

It is noted that, at the time that the Placement Options were originally agreed to be issued to 10 Bolivianos, it was not a related party of the Company, but became a related party after the agreement was made and prior to the date of this Notice.

ASX Listing Rules

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

10.11.1 a related party;

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

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

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

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

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

Resolution 3A seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolution 3A is passed, the Company will be able to proceed with the Issue, allowing 10 Bolivianos (or its nominee(s)) to receive 2,625,000 Placement Options.

If Resolution 3A is not passed, the Company will not proceed with the Issue to 10 Bolivianos and it will not receive the Placement Options.

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

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

- (a) the proposed recipient is 10 Bolivianos Pty Ltd, or its nominee(s);
- (b) the proposed recipient is a related party of the Company as per Listing Rule 10.11.1 as it is an entity controlled by Mr Niv Dagan, a Director of the Company;
- (c) The number and class of securities to be issued to the proposed recipient are up to 2,625,000 Placement Options;
- (d) The material terms of the Placement Options are:

- (i). Exercise Price: \$0.09 (9 cents);
 - (ii). Expiry Date: 31 December 2026;
 - (iii). Conversion: Each Placement Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv). Voting: The Placement Options do not carry any voting rights;
 - (v). Dividend: The Placement Options do not carry any rights to receive dividends;
 - (vi). The Placement Options will not be quoted on the ASX; and
- additional information about the terms and conditions of the Placement Options are contained in Annexure A to this Notice;
- (e) the securities will be issued no later than one month after the date of the Meeting;
 - (f) the Placement Options will be issued for a nil acquisition price;
 - (g) The securities will be issued as free attaching options on a 1 for 1 basis to participants in the Placement.

Directors' Recommendation

The Board (with Mr Niv Dagan abstaining) recommends that shareholders vote in favour of Resolution 3A.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of 10 Bolivianos Pty Ltd and any person who will obtain a material benefit as a result of the issue of the relevant Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Approval to issue broker options

Background

The Company has agreed, subject to shareholder approval, to issue 1,500,000 unlisted options (each a **Broker Option**) to GBA Capital Pty Ltd (**GBA Capital**) (and/or its nominee(s)) as joint lead manager, in part consideration for the capital raising services provided in relation to the Placement.

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

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2 and would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of shareholders under Listing Rule 7.1. The Company is therefore seeking the approval of the Company's shareholders under Listing Rule 7.1 for the issue of the Broker Options, to give it maximum flexibility to issue equity securities if required in the next 12-month period.

Resolution 4 seeks the required shareholder approval to issue the Broker Options under and for the purposes of Listing Rule 7.1:

- If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Broker Options. Should this issue not proceed, the Company will be required to make a cash payment equal to the equivalent Black-Scholes value of the Broker Options, which would be approximately \$10,000.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The Broker Options will be issued to GBA Capital Pty Ltd (**GBA Capital**) (or its nominees).
- (b) The number and class of securities proposed to be issued are up 1,500,000 Broker Options.
- (c) The material terms of the Broker Options are:
 - (i) Exercise Price: \$0.09 (9 cents);
 - (ii) Expiry Date: 31 December 2026;
 - (iii) Conversion: Each Broker Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The Broker Options do not carry any voting rights;
 - (v) Dividend: The Broker Options do not carry any rights to receive dividends
 - (vi) The Broker Options will not be quoted on the ASX; andadditional information about the terms and conditions of the Broker Options are contained in Annexure A to this Notice;
- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting;
- (e) The Broker Options will be issued at a nil cash acquisition price and the consideration received by the Company is the provision of capital raising services provided by the joint lead managers in relation to the Placement;
- (f) The purpose of the issue of the Broker Options for the part payment of part consideration for the provision of joint lead manager services for the Placement;
- (g) The Broker Options are to be issued under Joint Lead Manager Engagement Letter, the material terms of which are:
 - i) CoPeak Pty Ltd and GBA Capital Pty Ltd would be engaged as Joint Lead Managers and Corporate Advisors, and provide capital raising and advisory services for the Placement.
 - ii) The Company will pay the Joint Lead Managers a cash fee of a total of 6% of the gross funds raised under the Placement
 - iii) The Company agreed to issue the Joint Lead Managers 3,000,000 Broker Options, to be allocated on a 50/50 basis between the Joint Lead Managers, conditional on shareholder approval of the issue under Listing Rule 7.1.

Directors' Recommendation

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

Voting Exclusions

The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who is expected to participate in the issue of securities, GBA Capital Pty Ltd, or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4A: Approval to issue broker options to related party

Background

The Company has agreed, subject to shareholder approval, to issue (the **Issue**) 1,500,000 unlisted options (each a **Broker Option**) to CoPeak Pty Ltd (**Peak Asset Management**) (and/or its nominee(s)) as joint lead manager, in part consideration for the capital raising services provided in relation to the Placement.

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

It is noted that, at the time that the Broker Options were originally agreed to be issued to Peak Asset Management, it was not a related party of the Company, but became a related party after the agreement was made and prior to the date of this Notice.

ASX Listing Rules

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

10.11.1 a related party;

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

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

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

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

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

Resolution 4A seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolution 4A is passed, the Company will be able to proceed with the Issue, allowing Peak Asset Management (or its nominee(s)) to receive 1,500,000 Broker Options.

If Resolution 4A is not passed, the Company will not proceed with the Issue to Peak Asset Management and it will not receive the Broker Options. Should this issue not proceed, the Company will be required to make a cash payment equal to the equivalent Black-Scholes value of the Broker Options, which would be approximately \$10,000.

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

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

- (a) the proposed recipient is CoPeak Pty Ltd, or its nominee(s);
- (b) the proposed recipient is a related party of the Company as per Listing Rule 10.11.1 as it is an entity controlled by Mr Niv Dagan, a Director of the Company;
- (c) The number and class of securities to be issued to the proposed recipient are up to 1,500,000 Broker Options;
- (d) The material terms of the 1,500,000 Broker Options are:
 - (i). Exercise Price: \$0.09 (9 cents);
 - (ii). Expiry Date: 31 December 2026;
 - (iii). Conversion: Each Broker Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv). Voting: The Broker Options do not carry any voting rights;
 - (v). Dividend: The Broker Options do not carry any rights to receive dividends;
 - (vi). The Broker Options will not be quoted on the ASX; andadditional information about the terms and conditions of the Broker Options are contained in Annexure A to this Notice;
- (e) the securities will be issued no later than one month after the date of the Meeting;
- (f) the Broker Options will be issued for a nil acquisition price and the consideration received by the Company is the provision of capital raising services provided by the joint lead managers in relation to the Placement;
- (g) The purpose of the issue of the Broker Options for the part payment of part consideration for the provision of joint lead manager services for the Placement;
- (h) The Broker Options are to be issued under Joint Lead Manager Engagement Letter, the material terms of which are:
 - i) CoPeak Pty Ltd and GBA Capital Pty Ltd would be engaged as Joint Lead Managers and Corporate Advisors, and provide capital raising and advisory services for the Placement.
 - ii) The Company will pay the Joint Lead Managers a cash fee of a total of 6% of the gross funds raised under the Placement
 - iii) The Company agreed to issue the Joint Lead Managers 3,000,000 Broker Options, to be allocated on a 50/50 basis between the Joint Lead Managers, conditional on shareholder approval of the issue under Listing Rule 7.1.

Directors' Recommendation

The Board (with Mr Niv Dagan abstaining) recommends that shareholders vote in favour of Resolution 4A.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of CoPeak Pty Ltd and any person who will obtain a material benefit as a result of the issue of the relevant Broker

Options (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Approval to issue shares to corporate advisor

Background

The Company has agreed, subject to shareholder approval, to issue 1,000,000 (the **Issue**) fully paid ordinary shares (**Advisor Shares**) to CoPeak Pty Ltd (**Peak Asset Management**), or its nominee(s), as consideration for corporate advisory services provided.

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

It is noted that, at the time that the Advisor Shares were originally agreed to be issued to Peak Asset Management, it was not a related party of the Company, but became a related party after the agreement was made and prior to the date of this Notice.

ASX Listing Rules

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

10.11.1 a related party;

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

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

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

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

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

Resolution 5 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the Issue, allowing Peak Asset Management (or its nominee(s)) to receive 1,000,000 Advisor Shares.

If Resolution 5 is not passed, the Company will not proceed with the Issue to Peak Asset Management and it will not receive the Advisor Shares, and the Company would therefore need to find an alternative method for payment for the relevant services, which may include a cash payment.

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

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

- (a) the proposed recipient is CoPeak Pty Ltd, or its nominee(s);
- (b) the proposed recipient is a related party of the Company as per Listing Rule 10.11.1 as it is an entity controlled by Mr Niv Dagan, a Director of the Company;
- (c) The number and class of securities to be issued to the proposed recipient 1,000,000 fully paid ordinary shares in the Company;
- (d) the securities will be issued no later than one month after the date of the Meeting;
- (e) The consideration received by the Company is the receipt of professional services;
- (f) The purpose of the issue is as payment for professional services provided by the proposed recipient of the Advisor Shares;
- (g) The material terms of the agreement under which the Advisor Shares are proposed to be issued are that the Advisor Shares are to be issued as payment for the supply of corporate advisory services with a value of \$38,000

Directors' Recommendation

The Board (with Mr Niv Dagan abstaining) recommends that shareholders vote in favour of Resolution 5.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of CoPeak Pty Ltd and any person who will obtain a material benefit as a result of the issue of the relevant Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Ratification of prior issue of supplier shares

On 1 November 2024, the Company issued 61,548 Shares (each a **Supplier Share**) at a deemed issue price of \$0.07 per share as payment for the provision of services, in lieu of cash payment for those services.

The Supplier Shares were issued under the Company's 15% placement capacity under Listing Rule 7.1.

ASX Listing Rules

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of shareholders, unless one of the

exceptions in Listing Rule 7.2 applies. The issue of the Supplier Shares was made using the Company's 15% placement capacity under Listing Rule 7.1. The issue was within the Company's available placement capacity under Listing Rule 7.1 and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that, where a company's shareholders ratify the prior issue of securities made without approval under Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 and/or Listing Rule 7.1A), those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1.

The Company now seeks, under Resolution 6, shareholder ratification of the issue of 61,548 Supplier Shares, pursuant to Listing Rule 7.4.

If this Resolution is passed, the prior issue of 61,548 Supplier Shares will be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 61,548 Supplier Shares counted towards its placement capacity under Listing Rules 7.1.

If this Resolution is not passed, the prior issue of 61,548 Supplier Shares will not be treated by the Company as having been made with shareholder approval under ASX Listing Rule 7.1. The Supplier Shares will be counted towards the Company's placement capacity use under Listing Rule 7.1 until 1 November 2025 (being the expiry of the 12-month period after the Issue Date of shares).

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) The Supplier Shares were issued were issued to 10 Bolivianos Pty Ltd.
- (b) The number and class of securities issued were 61,548 fully paid ordinary shares.
- (c) The Supplier Shares were issued on 1 November 2024.
- (d) The Supplier Shares were issued at a deemed issue price of \$0.07 (7.0 cents) per share.
- (e) The Supplier Shares were issued in lieu of cash payment for services provided by a supplier.
- (f) The Supplier Shares were not issued under an agreement, other than the agreement that the shares were to be issued to settle an existing debt.

Directors' Recommendation

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

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of the securities, or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 7, 8 and 9: Approvals to Issue Shares to Mr Haydn Lynch, Ms Kylie Prendergast and Mr Doug Engdahl in lieu of Accrued Fees Payable

1. Information about proposed issues of securities

1.1 Accrued Fee Shares - Resolutions 7, 8 and 9

It is proposed that, in order to assist the Company in its cash management, the Company issue Shares to the following non-executive directors in lieu of some or all of their respective directors fees expected to be payable as at 30 June 2025. Resolutions 7, 8 and 9 therefore seek required Shareholder approvals to issue Shares (**Accrued Fee Shares**) to the following directors (or their nominees) in lieu of cash payment of some or all of their accrued directors' fees as at that date.

Resolution	Name (each a Receiving Director)	Position	Maximum number of Shares to be issued in lieu of accrued director fees
7	Haydn Lynch	Non-Executive Director	Up to 720,000 Shares
8	Kylie Prendergast*	Non-Executive Director until 8 May 2025	Up to 720,000 Shares
9	Doug Engdahl	Non-Executive Director	Up to 568,421 Shares

* - Please note that Kylie Prendergast resigned as a director effective 8 May 2025.

The number of the maximum Accrued Fee Shares for each Receiving Director is calculated based on the volume-weighted average price (VWAP) price of the Company's Shares in accordance with the following formula:

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

Where:

- **Accrued Fees** are the accrued director fee amounts expected as at 30 June 2025.
- **Accrued Value** is, in relation to each Receiving Director, the volume weighted average market price of the Company's shares traded on the ASX for the period(s) ending 30 April 2025 during which the respective Receiving Directors' Accrued Fees became payable.

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

Resolution	Receiving Director	Accrued Fees (and maximum value of Accrued Fee Shares)	Accrued Value	Maximum number of Shares to be issued (Accrued Fees ÷ Value)
7	Haydn Lynch	\$32,400	\$ 0.045 (4.5 cents)	720,000
8	Kylie Prendergast	\$32,400	\$ 0.045 (4.5 cents)	720,000
9	Doug Engdahl	\$21,600	\$ 0.038 (3.8 cents)	568,421

1.2 Purpose

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

The Accrued Fee Shares would not carry any performance conditions.

2 Directors' Remuneration Packages and Interests

2.1 Directors' remuneration packages

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

Name (each a Receiving Director)	Position	Remuneration Package Details
Haydn Lynch	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Kylie Prendergast	Non-Executive Director until 8 May 2025	\$43,200 fees per annum including any statutory superannuation.
Doug Engdahl	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.

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

2.2 Directors' current holdings

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

Director associate(s))	(and/or Existing		Other Securities of the Company
	Shares held	% of total issued Shares	
Haydn Lynch	498,538 Shares	0.49%	2,500 Options exercise price \$0.30 expiring 06/09/2025
Kylie Prendergast	305,769 Shares	0.30%	787,500 Options exercise price \$0.30 expiring 06/09/2025
Doug Engdahl	353,846 Shares	0.35%	950,000 Options exercise price \$0.30 expiring 06/09/2025

If all the proposed Accrued Fee Shares were to be issued, the above Receiving Directors' holding percentages would increase as follows (assuming all Receiving Directors also exercised their existing options and the corresponding Shares were issued prior to the date of the Meeting):

Director	Existing % holding of issued Shares	Holding % Post Issue of Accrued Fee Shares
Haydn Lynch	0.49%	1.16%
Kylie Prendergast	0.30%	1.72%
Doug Engdahl	0.35%	1.77%

3. ASX Listing Rules

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

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

10.11.1 a related party;

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

unless it obtains the approval of its shareholders.

The Issues each fall within Listing Rule 10.11.1, as each of the proposed recipients of the Accrued Fee Shares is either a Director of the Company, or was a Director within the past 6 months, and is therefore a related party of the Company and does not fall within any of the exceptions in Listing Rule 10.12. The proposed issues therefore require the approval of the Company's shareholders under Listing Rule 10.11.

Resolutions 7, 8 and 9 therefore seek the required shareholder approval for the respective Issues under and for the purposes of Listing Rule 10.11.

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

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

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

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

- (a) the name of the persons are:
 - Resolution 7: Haydn Lynch;
 - Resolution 8: Kylie Prendergast;
 - Resolution 9: Doug Engdahl;
- (b) the Receiving Directors each fall within ASX Listing Rule 10.11.1, Mr Lynch and Mr Engdahl as they are Directors of the Company and Ms Prendergast as she was a Director of the Company within the 6 months preceding the expected date of issue of the Accrued Fee Shares;
- (c) the class of securities proposed to be issued are ordinary shares in the Company, and the numbers are as follows:
 - Resolution 7: Haydn Lynch – up to 720,000;
 - Resolution 8: Kylie Prendergast – up to 720,000;
 - Resolution 9: Doug Engdahl – up to 568,421;
- (d) the Accrued Fee Shares will be issued no later than one month after the date of the Meeting;
- (e) the consideration received by the Company for the Issues is the service provided by the Receiving Directors;
- (f) purpose of the Issues is to pay for the Receiving Directors' accrued directors fees;
- (g) details of the current remuneration packages of the Receiving Directors are set out above.

4. Directors' Recommendation

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

5. Voting Exclusions

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

- (a) in relation to Resolution 7, Haydn Lynch, any associate of Mr Lynch, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s);
- (b) in relation to Resolution 8, Kylie Prendergast, any associate of Ms Prendergast, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s); and
- (c) in relation to Resolution 9, Doug Engdahl, any associate of Mr Engdahl, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company), and any associate of such other person(s).

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

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

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

GLOSSARY

\$	means Australian Dollars.
AEST	Australian Eastern Standard Time.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rule or Listing Rule	means ASX Listing Rules published and maintained by ASX Limited.
ASX Settlement Operating Rules	means ASX Settlement Operating Rules published and maintained by ASX Limited.
Board	means of the board of Directors of the Company.
Chairman or Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Terra Uranium Limited ACN 650 774 253.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the explanatory statement which accompanies and form part of the Notice of Meeting.
Meeting	has the meaning given in the introductory paragraph of the Notice of Meeting.
Notice of Meeting or Notice	means this Notice of Extraordinary General Meeting for the Company, including the attached notes and the Explanatory Statement.
Option	means an option giving the right to subscribe to one Share.
Proxy Form	means the proxy form attached to the Notice.
Record Date	7.00pm (AEST) on 15 June 2025.
Resolution	means a resolution referred to in the Notice.
Shareholder	means a holder of the Company's fully paid ordinary shares.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the shareholder of the Company.

**ANNEXURE A – TERMS AND CONDITIONS OF CONSIDERATION OPTIONS (RESOLUTION 1),
PLACEMENT OPTIONS (RESOLUTIONS 3 AND 3A) AND BROKER OPTIONS
(RESOLUTIONS 4 AND 4A) (referred to in this Annexure as “Option” or
“Options”)**

(a) Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.09 (9 cents) (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 31 December 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Right to return of capital

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

(l) Voting and dividends

An Option does not carry any right to vote at a general meeting of the Company's shareholders and does not carry any right to receive dividends.

(m) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(n) Transferability

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

(o) ASX quotation

The Options will not be quoted on the ASX.



Terra Uranium Limited | ABN 48 650 774 253

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 15 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Terra Uranium Limited, to be held at **11.00am (AEST) on Tuesday, 17 June 2025 at virtual meeting platform (please refer to Notice of the Meeting)** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Ratification of prior issue of consideration shares and options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4A Approval to issue broker options to related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to issue shares to corporate advisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A Ratification of prior issue of shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of prior issue of supplier shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue free attaching options under the placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval to Issue Shares to Mr Haydn Lynch in lieu of Accrued Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3A Approval to issue free attaching options to related party under the placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval to Issue Shares to Ms Kylie Prendergast in lieu of Accrued Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue broker options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to Issue Shares to Mr Doug Engdahl in lieu of Accrued Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).