



**Talga Group Ltd  
ACN 138 405 419**

## **Notice of General Meeting**

**A General Meeting of the Company will be held as follows:**

**Time and date: 10.00am (AWST) on Friday, 27 June 2025**

**Location: Level 11, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000**

The Notice of General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company on +61 (0) 8 9481 6667.**

**Shareholders are urged to vote by lodging the Proxy Form attached to the Notice**

**Talga Group Ltd  
ACN 138 405 419  
(Company)**

## **Notice of General Meeting**

Notice is hereby given that a general meeting of Shareholders of Talga Group Ltd (**Company**) will be held at Level 11, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Friday, 27 June 2025 at 10.00am (AWST) (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (AWST) on Wednesday, 25 June 2025.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

### **Agenda**

#### **1 Resolutions**

##### **1.1 Resolution 1 – Ratification of prior issue of Placement Shares**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 24,632,272 Placement Shares at an issue price of \$0.40 pursuant to the Tranche 1 Placement, on the terms and conditions in the Explanatory Memorandum.'*

A voting exclusion applies to this Resolution, as set out in the voting exclusions section below.

##### **1.2 Resolution 2 – Ratification of prior issue of Placement Options**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,210,756 Placement Options pursuant to the Tranche 1 Placement, on the terms and conditions in the Explanatory Memorandum.'*

A voting exclusion applies to this Resolution, as set out in the voting exclusions section below.

### 1.3 **Resolution 3 – Approval to issue Placement Shares and Placement Options to Mr Terry Stinson**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 25,000 Placement Shares at an issue price of \$0.40 per Share and up to 8,333 Placement Options to Mr Terry Stinson (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'*

A voting exclusion and a voting prohibition apply to this Resolution, as set out in the voting exclusions and voting prohibitions sections below.

### 1.4 **Resolution 4 – Approval to issue Placement Shares and Placement Options to Mr Mark Thompson**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 150,000 Placement Shares at an issue price of \$0.40 per Share and up to 50,000 Placement Options to Mr Mark Thompson (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'*

A voting exclusion and a voting prohibition apply to this Resolution, as set out in the voting exclusions and voting prohibitions sections below.

### 1.5 **Resolution 5 – Approval to issue Placement Shares and Placement Options to Mr Grant Mooney**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 25,000 Placement Shares at an issue price of \$0.40 per Share and up to 8,333 Placement Options to Mr Grant Mooney (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'*

A voting exclusion and a voting prohibition apply to this Resolution, as set out in the voting exclusions and voting prohibitions sections below.

### 1.6 **Resolution 6 – Approval to issue Placement Shares and Placement Options to Mr Stephen Lowe**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 142,728 Placement Shares at an issue price of \$0.40 per Share and up to 45,576 Placement Options to Mr Steven Lowe (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'*

A voting exclusion and a voting prohibition apply to this Resolution, as set out in the voting exclusions and voting prohibitions sections below.

**1.7 Resolution 7 – Approval to issue Placement Shares and Placement Options to Mr Ola Rinnan**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 25,000 Placement Shares at an issue price of \$0.40 per Share and up to 8,333 Placement Options to Mr Ola Rinnan (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'*

A voting exclusion and a voting prohibition apply to this Resolution, as set out in the voting exclusions and voting prohibitions sections below.

## 2 Voting exclusions

### 2.1 Resolutions 1 and 2

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of **Resolutions 1 and 2**, by or on behalf of a person who participated in the Tranche 1 Placement or their nominees, or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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;
- (b) the Chair 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.

### 2.2 Resolutions 3 to 7

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of **Resolution 3 to 7**, by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, each of the participating Directors (and/or their nominees)); or
- (b) an Associate of that person or those persons.

The above voting exclusion does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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;
- (b) the Chair 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.

### **3 Voting prohibitions**

#### **3.1 Resolutions 3 to 7**

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (a) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**



**Dean Scarparolo**  
**Company Secretary**  
**Talga Group Ltd**  
Dated: 29 May 2025

Talga Group Ltd  
ACN 138 405 419  
(Company)

Explanatory Memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 11, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Friday, 27 June 2025 at 10.00am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 4	Resolution 2 – Ratification of issue of Tranche 1 Placement Options
Section 5	Resolutions 3 to 7 – Approval to issue Tranche 2 Placement Shares and Tranche 2 Placement Options to Directors
Schedule 1	Definitions
Schedule 2	Terms and Conditions of the Placement Options

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2 Voting and attendance information

Shareholders should read this Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every Share held in the Company.

### 2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

### 2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### 2.3 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

**The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;



- For personal use only
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
  - (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10.00am (AWST) on Wednesday, 25 June 2025, being not later than 48 hours before the commencement of the Meeting.

## **2.4 Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

## **2.5 Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [info@talgagroup.com](mailto:info@talgagroup.com) by 5.00pm (AWST) on Tuesday, 24 June 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

### 3 Resolution 1 – Ratification of prior issue of Placement Shares

#### 3.1 General

On 21 May 2025, the Company announced it had received firm commitments to raise approximately \$10,000,000 (before costs) by way of a two tranche placement (**Placement**). The Placement comprised the issue of 25,000,000 Shares (**Placement Shares**) at \$0.40 per Placement Share and one (1) free attaching option (**Placement Option**) for every three (3) Placement Shares issued pursuant to the Placement, on the terms and conditions in Schedule 2 and further details of which are set out in Section 4 below.

The two tranches of the Placement include:

- (a) the **Tranche 1 Placement**, comprising:
  - (i) 24,632,272 Placement Shares issued on 29 May 2025 within the Company's 15% placement capacity which is available to it under Listing Rule 7.1 (the **Tranche 1 Placement Shares**) to raise \$9,852,909 (before costs); and
  - (ii) 8,210,756 Placement Options issued on 29 May 2025 within the Company's 15% placement capacity which is available to it under Listing Rule 7.1 (the **Tranche 1 Placement Options**); and
- (b) subject to Shareholder approval, the **Tranche 2 Placement**, comprising:
  - (i) 367,728 Placement Shares (**Tranche 2 Placement Shares**) and 122,575 Placement Options (**Tranche 2 Placement Options**) are proposed to be issued on or around 30 June 2025, to raise \$147,091 (before costs), including the issue of the following to related parties:
    - i 25,000 Tranche 2 Placement Shares at an issue price of \$0.40 per Share and 8,333 Tranche 2 Placement Options to Mr Terry Stinson (and/or his nominee(s)), a Director;
    - ii 150,000 Tranche 2 Placement Shares at an issue price of \$0.40 per Share and 50,000 Tranche 2 Placement Options to Mr Mark Thompson (and/or his nominee(s)), a Director;
    - iii 25,000 Tranche 2 Placement Shares at an issue price of \$0.40 per Share and 8,333 Tranche 2 Placement Options to Mr Grant Mooney (and/or his nominee(s)), a Director;
    - iv 142,728 Tranche 2 Placement Shares at an issue price of \$0.40 per Share and 47,576 Tranche 2 Placement Options to Mr Stephen Lowe (and/or his nominee(s)), a Director; and
    - v 25,000 Tranche 2 Placement Shares at an issue price of \$0.40 per Share and 8,333 Tranche 2 Placement Options to Mr Ola Rinnan (and/or his nominee(s)), a Director.

The Tranche 1 Placement Shares were issued to a range of sophisticated, professional and institutional investors.

On 29 May 2025, the Company issued the Tranche 1 Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Refer to the Company's ASX announcements on, and after, 21 May 2025 for further details regarding the Placement.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

### **3.2 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 24,632,272 Placement Shares will be excluded in calculating the Company's 15% limit in 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 Resolution 1 is not passed, 24,632,272 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 24,632,272 Equity Securities for the 12 month period following the issue of the Tranche 1 Placement Shares.

### **3.3 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to a range of sophisticated, professional and institutional investors, none of whom is a related party of the Company or a Material Investor. The Tranche 1 Placement participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.

- (b) A total of 24,632,272 Tranche 1 Placement Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 29 May 2025.
- (e) The Tranche 1 Placement Shares were issued at \$0.40 per Share.
- (f) The proceeds from the issue of the Placement Shares have been or are intended to be used to fund:
  - (i) Electric Vehicle Anode (**EVA**) Talnode®-C anode production for delivery into offtake and battery customer programs;
  - (ii) Project finance and grant development activities; and
  - (iii) general working capital purposes.
- (g) There are no other material terms with respect to the agreements for the issue of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

### **3.4 Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

## **4 Resolution 2 – Ratification of prior issue of Placement Options**

### **4.1 General**

Refer to Section 3 for further details of the Placement.

In addition to the issue of the Placement Shares, the Placement also comprised the issue of one (1) Placement Option for every three (3) Placement Shares issued pursuant to the Placement, on the terms and conditions in Schedule 2. The Placement Options are exercisable at \$0.58, each with an expiry date two years from issue. The Placement Options are unlisted.

The Tranche 1 Placement Options were issued to a range of sophisticated, professional and institutional investors.

On 29 May 2025, the Company issued the Tranche 1 Placement Options using the Company's placement capacity under Listing Rule 7.1.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Options.

## 4.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to number of exceptions, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Tranche 1 Placement Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Tranche 1 Placement Options.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, 8,210,757 Placement Options will be excluded in calculating the Company's 15% limit in 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 Resolution 2 is not passed, 8,210,757 Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,210,757 Equity Securities for the 12 month period following the issue of the Tranche 1 Placement Options.

## 4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Tranche 1 Placement Options were issued to a range of sophisticated, professional and institutional investors, none of whom is a related party of the Company or a Material Investor. The Tranche 1 Placement participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 8,210,756 Tranche 1 Placement Options were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Tranche 1 Placement Options are options to acquire fully paid ordinary shares in the capital of the Company. Once the Placement Option is exercised, the Shares issued will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Options were issued on 29 May 2025.

- (e) The Tranche 1 Placement Options were issued for nil consideration, as they are free attaching options on the basis of one (1) Placement Option for every three (3) Placement Shares subscribed for under the Placement.
- (f) No funds will be raised by the issue of Tranche 1 Placement Options, as they are issued for nil consideration.
- (g) The terms and conditions of the Placement Options are set out in Schedule 2.
- (h) A voting exclusion statement is included in the Notice.

#### **4.4 Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

## **5 Resolutions 3 to 7 – Approval to issue Placement Shares and Placement Options to Directors**

### **5.1 General**

Refer to Section 3 for further details of the Placement.

As part of the binding commitments received under the Placement, the Company received intentions from Messrs Terry Stinson, Mark Thompson, Grant Mooney, Stephen Lowe and Ola Rinnan to subscribe for up to 25,000 Tranche 2 Placement Shares, 150,000 Tranche 2 Placement Shares, 25,000 Tranche 2 Placement Shares, 142,728 Tranche 2 Placement Shares and 25,000 Tranche 2 Placement Shares respectively on the same terms as the Tranche 1 Placement Shares, raising up to \$147,091 in total.

As Messrs Stinson, Thompson, Mooney, Lowe and Rinnan are Directors of the Company, the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options is subject to the Company obtaining Shareholder approval. Resolutions 3 to 7 seek Shareholder approval to issue the Tranche 2 Placement Shares and Tranche 2 Placement Options to each of Messrs Stinson, Thompson, Mooney, Lowe and Rinnan (or their nominees).

Resolutions 3 to 7 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 25,000 Tranche 2 Placement Shares to Mr Stinson (or his nominee(s)), 150,000 Tranche 2 Placement Shares to Mr Thompson, 25,000 Tranche 2 Placement Shares to Mr Mooney, 142,728 Tranche 2 Placement Shares to Mr Lowe and 25,000 Tranche 2 Placement Shares to Mr Rinnan, and 122,575 Tranche 2 Placement Options out of which 8,333 Tranche 2 Placement Options will be issued to Mr Stinson (or his nominee(s)), 50,000 Tranche 2 Placement Options will be issued to Mr Thompson (or his nominee(s)), 8,333 Tranche 2 Placement Options will be issued to Mr Mooney (or his nominee(s)), 47,576 Tranche 2 Placement Options will be issued to Mr Lowe (or his nominee(s)) and 8,333 Tranche 2 Placement Options will be issued to Mr Rinnan (or his nominee(s)).

### **5.2 Listing Rule 10.11**

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

- (a) a related party;
- (b) 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;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options to the Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Accordingly, these Resolutions 3 to 7 seek Shareholder approval for the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options for ASX Listing Rule 10.11.

If Resolutions 3 to 7 are passed, the Company will be able to proceed with the proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options and will receive up to \$218,184 in funds (before costs).

If Resolutions 3 to 7 are not passed, the Company will not be able to proceed with the proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options and the Company will not receive up to \$218,184 in funds (before costs) in relation to the issue of Tranche 2 Placement Shares.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the Tranche 2 Placement Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

### 5.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the approval of the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options:

- (a) The allottees are:
  - (i) Terry Stinson, a Director of the Company (or his nominee(s)) (Resolution 3);
  - (ii) Mark Thompson, a Director of the Company (or his nominee(s)) (Resolution 4);
  - (iii) Grant Mooney, a Director of the Company (or his nominee(s)) (Resolution 5);
  - (iv) Stephen Lowe, a Director of the Company (or his nominee(s)) (Resolution 6); and
  - (v) Ola Rinnan, a Director of the Company (or his nominee(s)) (Resolution 7).

- (b) If Mr Stinson elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to him personally, Listing Rule 10.11.1 applies. If Mr Stinson elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to his nominee, Listing Rule 10.11.4 applies (Resolution 3).
- (c) If Mr Thompson elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to him personally, Listing Rule 10.11.1 applies. If Mr Thompson elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to his nominee, Listing Rule 10.11.4 applies (Resolution 4).
- (d) If Mr Mooney elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to him personally, Listing Rule 10.11.1 applies. If Mr Mooney elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to his nominee, Listing Rule 10.11.4 applies (Resolution 5).
- (e) If Mr Lowe elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to him personally, Listing Rule 10.11.1 applies. If Mr Lowe elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to his nominee, Listing Rule 10.11.4 applies (Resolution 6).
- (f) If Mr Rinnon elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to him personally, Listing Rule 10.11.1 applies. If Mr Rinnon elects to have the Tranche 2 Placement Shares and Tranche 2 Placement Options issued to his nominee, Listing Rule 10.11.4 applies (Resolution 7).
- (g) The maximum number of Placement Shares and Placement Options to be issued to each allottee is as follows:
  - (i) The maximum number of Placement Shares to be issued to Mr Stinson (or his nominee(s)) is 25,000 Placement Shares with 8,333 Placement Options (Resolution 3);
  - (ii) The maximum number of Placement Shares to be issued to Mr Thompson (or his nominee(s)) is 150,000 Placement Shares with 50,000 Placement Options (Resolution 4);
  - (iii) The maximum number of Placement Shares to be issued to Mr Mooney (or his nominee(s)) is 25,000 Placement Shares with 8,333 Placement Options (Resolution 5);
  - (iv) The maximum number of Placement Shares to be issued to Mr Lowe (or his nominee(s)) is 142,728 Placement Shares with 47,576 Placement Options (Resolution 6); and
  - (v) The maximum number of Placement Shares to be issued to Mr Rinnan (or his nominee(s)) is 25,000 Placement Shares with 8,333 Placement Options (Resolution 7).
- (h) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.



- (i) The Tranche 2 Placement Options have an exercise price of \$0.58 each and will expire on the date two years from issue. The terms and conditions of the Placement Options are detailed in Schedule 2. Upon exercise, the Tranche 2 Placement Options will entitle the holder to the same number of fully paid ordinary shares in the capital of the Company, which will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (j) The Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued within one month of Shareholder approval being obtained by the Company (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (k) The Tranche 2 Placement Shares will be issued at a price of \$0.40 per Share, being the same issue price as all other Placement Shares issued under the Placement.
- (l) The Tranche 2 Placement Options were issued for nil consideration, as they are free attaching options on the basis of one (1) Placement Option for every three (3) Placement Shares subscribed for under the Placement.
- (m) The proceeds from the issue of the Placement Shares have been or are intended to be used to fund:
  - (i) EVA Talnode®-C anode production for delivery into offtake and battery customer programs;
  - (ii) Project finance and grant development activities; and
  - (iii) general working capital purposes.
- (n) The issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options are not intended to be remuneration or an incentive for Messrs Stinson, Thompson, Mooney, Lowe or Rinnon.
- (o) There are no other material terms with respect to the agreements for the issue of the Placement Shares.
- (p) A voting exclusion statement is included in the Notice.

#### **5.4 Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Tranche 2 Placement will result in the issue of Shares which constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

As all of the Company's Directors are proposing to participate in the Tranche 2 Placement, each Director has a material personal interest in the outcome of Resolutions 3 to 7. The Company is seeking Shareholder approval for the purposes of section 195(4) and Chapter 2E of the Corporations Act in respect of the Tranche 2 Placement in accordance with Resolutions 3 to 7.

## 5.5 Information required by Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided:

**(a) Identity of the related parties to whom Resolutions 3 to 7 permit financial benefits to be given**

The Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued to the Directors.

**(b) Nature of financial benefit**

Resolutions 3 to 7 seek approval from Shareholders to allow the Company to issue Tranche 2 Placement Shares to the Directors. The Tranche 2 Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects. The Company will apply for official quotation of the Shares on ASX.

Resolutions 3 to 7 also seek approval from Shareholders to allow the Company to issue Tranche 2 Placement Options to the Directors. The Tranche 2 Placement Options have an exercise price of \$0.58 each and will expire on the date two years from issue. The terms and conditions of the Placement Options are detailed in Schedule 2. Upon exercise, the Tranche 2 Placement Options will entitle the holder to the same number of fully paid ordinary shares in the capital of the Company, which will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

**(c) Valuation of financial benefit**

Each Tranche 2 Placement Share is valued at \$0.40 per Share, being the same price paid by the Placement participants. The value attributed to each Share is the value being paid by each Director, as set out in Section 3.

**(d) Remuneration of related party**

The current total remuneration package of the Directors as at the date of this Notice is set out below:

Participating Director	FY25 salary / fees	Incentive payments	Super-annuation	Share-based benefits	Total
Mr Stinson	\$150,000	\$0.	\$17,250	\$0	\$167,250
Mr Thompson	\$465,774	\$20,000	\$29,932	\$0	\$515,706
Mr Mooney	\$66,364	\$0	\$7,632	\$0	\$73,996

Mr Lowe	\$66,364	\$0	\$7,632	\$0	\$73,996
Mr Rinnan	\$73,995	\$0	\$0	\$0	\$73,996
<b>TOTAL</b>	<b>\$822,497</b>	<b>\$20,000</b>	<b>\$62,446</b>	<b>\$0</b>	<b>\$904,944</b>

(e) **Existing relevant interests**

As at the date of this Notice, the Directors have the following relevant interests in Equity Securities of the Company.

Participating Director	Shares	Options
Mr Stinson	207,372 <sup>1</sup>	25,922 <sup>1</sup>
Mr Thompson	12,888,036 <sup>2</sup>	1,611,006 <sup>2</sup>
Mr Mooney	Nil	Nil
Mr Lowe	2,107,273 <sup>3</sup>	263,410 <sup>3</sup>
Mr Rinnan	Nil	Nil

**Notes:**

1. Mr Stinson holds an indirect interest in 207,372 Shares and 25,922 Options (exercisable at \$0.55 by 13 September 2025) via the Stinson Family Trust (as beneficiary and trustee).
2. Mr Thompson holds an indirect interest in 1,560,763 Shares and 195,096 Options (exercisable at \$0.55 by 13 September 2025) via Lateral Minerals Pty Ltd ATF Sungold Superannuation Account and 11,327,273 Shares and 1,415,910 Options (exercisable at \$0.55 by 13 September 2025) via Lateral Minerals Pty Ltd ATF the Thompson Family Trust.
3. Mr Lowe holds an indirect interest in 1,107,273 Shares and 138,410 Options (exercisable at \$0.55 by 13 September 2025) via Lantana Superannuation Fund (as member and trustee) and 1,000,000 Shares and 125,000 Options (exercisable at \$0.55 by 13 September 2025) via Tahlia Family Trust (as discretionary beneficiary and trustee).

Assuming that Resolutions 3 to 7 are approved by Shareholders, the relevant interest of each director in the Company would be as follows (based on their current Shareholding and assuming no other Shares are issued or acquired by them (or their nominee(s))):

Participating Director	Number of Shares	Relevant Interest (%)
Mr Stinson	232,372	0.05%
Mr Thompson	13,038,036	2.87%
Mr Mooney	25,000	0.01%
Mr Lowe	2,250,001	0.49%
Mr Rinnan	25,000	0.01%

(f) **Trading history**

The highest and lowest closing market sale prices of Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (\$/share)	Date
<b>Highest</b>	\$0.475	25 April 2025
<b>Lowest</b>	\$0.375	7 April 2025

The latest available closing market sale price of the Shares on the ASX prior to the date of this Notice was \$0.415 on 28 May 2025.

**(g) Dilution**

The issue of the Tranche 2 Placement Shares will have a diluting effect on the percentage interests of existing Shareholders' holdings. The potential dilution effect is summarised below, assuming the maximum number of Tranche 2 Placement Shares are issued to the Directors.

Participating Director	Maximum Number of Director Placement Shares	Dilutionary Effect (%)
Mr Stinson	25,000	0.006%
Mr Thompson	150,000	0.035%
Mr Mooney	25,000	0.006%
Mr Lowe	142,728	0.033%
Mr Rinnan	25,000	0.006%
<b>Total</b>	<b>367,728</b>	<b>0.086%</b>

The above table is based on the current Share capital of the Company immediately before the date of this Notice, being 429,900,754 Shares as at 28 May 2025 and assumes that no Shares are issued other than the maximum 367,728 Tranche 2 Placement Shares issued to the Directors.

**(h) Corporate Governance**

Mr Mark Thompson is the Managing Director of the Company, while Mr Terry Stinson is Non-Executive Chairman and Messrs Mooney, Lowe and Rinnon are Non-Executive Directors of the Company. Each Director seeks to participate on the same terms as other Placement participants. As the Directors each seek to participate and they have a material personal interest in the relevant resolution and under section 195(4) of the Act, the Directors have elected to put the matter to Shareholders.

**(i) Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Tranche 2 Placement Shares.

**(j) Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 3 to 7.

**5.6 Additional information**

Resolutions 3 to 7 are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 3 to 7 due to their material personal interests in the outcome of the Resolutions.

For personal use only

## Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$</b>	means Australian Dollars.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Talga Group Ltd (ACN 138 405 419).
<b>Constitution</b>	means the Constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Lead Manager</b>	means Euroz Hartleys Limited.
<b>Listing Rules</b>	means the listing rules of ASX.

<b>Material Investor</b>	means, in relation to the Company:  (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above,  who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	has the meaning given in Section 3.1.
<b>Placement Option</b>	means an Option issued pursuant to the Placement on the terms and conditions in Schedule 2.
<b>Placement Share</b>	means a Share issued pursuant to the Placement.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options, and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>Tranche 1 Placement</b>	has the meaning given in Section 3.1.
<b>Tranche 1 Placement Options</b>	has the meaning given in Section 3.1.
<b>Tranche 1 Placement Shares</b>	has the meaning given in Section 3.1.
<b>Tranche 2 Placement</b>	has the meaning given in Section 3.1.

**Tranche 2 Placement Options** has the meaning given in Section 3.1.

**Tranche 2 Placement Shares** has the meaning given in Section 3.1.



## Schedule 2 – Terms and Condition of the Placement Options

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

- (a) **(Entitlement)**: Subject to adjustment in accordance with these terms and conditions, each Placement Option gives the holder the right to subscribe for one (1) new Share upon exercise of the Placement Option in accordance with Section (g) on or prior to the Expiry Date.
- (b) **(Issue Price)**: No cash consideration is payable for the issue of the Placement Options.
- (c) **(Expiry Date)**: The Placement Options will expire at 5.00pm (AWST) on the date that is two (2) years from the date of issue. Any Placement Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Price)**: The amount payable upon exercise of each Placement Option is \$0.58 per Placement Option.
- (e) **(Exercise Period)**: A Placement Option is exercisable at any time after the date of issue and on or prior to the Expiry Date, provided that exercise occurs on a Trading Day (an **Exercise Day**).
- (f) **(Exercise)**: An Option Holder may exercise their Placement Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Placement Options for each Placement Option being exercised; and
  - (ii) electronic funds transfer or BPAY® (if you are the holder of an account with an Australian financial institution that supports BPAY® transactions) for the Exercise Price for each Placement Option being exercised.
- (g) **(Exercise Notice)**: Placement Options may be exercised by notice in writing to the Company in the manner specified in the **Options Exercise Form** and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Options Exercise Form is irrevocable. An Options Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**).
- (h) **(Partial exercise)** The Placement Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, at least 1,000 Placement Options must be exercised on each occasion (unless less than 1,000 Placement Options are held, in which case all need to be exercised).
- (i) **(Timing of issue of Shares on exercise)**: Within 10 Trading Days after the Exercise Date, the Company will:
  - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Options Exercise Form and for which cleared funds have been received by the Company; and
  - (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.
- (j) **(Transferability)**: The Placement Options are not transferable, except with the prior written approval of the Company.

- (k) **(Ranking of Shares):** All Shares allotted upon the exercise of Placement Options will upon allotment be fully paid and rank equally in all respects with other Shares of the Company on issue.
- (l) **(Quotation):** The Company will not apply for quotation of the Placement Options on ASX.
- (m) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Placement Options in accordance with the Listing Rules.
- (n) **(Reorganisation):** If at any time the issued capital of the Company is reorganised, the rights of a holder of Placement Options may be varied to comply with the Corporations Act and the Listing Rules which apply to the reorganisation at the time of the reorganisation.
- (o) **(Participating rights):** There are no participating rights or entitlements inherent in the Placement Options (including that the Placement Options will carry no rights to vote at a meeting of Shareholders, and no rights to dividends) and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
- (p) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Placement Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (q) **(Amendments):** Other than as set out in Section (p), a Placement Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.



TALGA GROUP LTD | ABN 32 138 405 419

# 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 **10.00am (AWST) on Wednesday, 25 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](mailto: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)

For personal use only

AUTOMIC

TLG

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of TALGA GROUP LTD, to be held at **10.00am (AWST) on Friday, 27 June 2025 at Level 11, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000** 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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Placement Shares and Placement Options to Mr Terry Stinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Placement Shares and Placement Options to Mr Mark Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Placement Shares and Placement Options to Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Placement Shares and Placement Options to Mr Stephen Lowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Placement Shares and Placement Options to Mr Ola Rinnan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>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.</i>			

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).

For personal use only

AUTOMIC

TLG