

29 May 2025

Dear Shareholder

General Meeting - Notice and Proxy Form

TG Metals Limited (**Company**) will be holding a general meeting of shareholders at 10.00am (AWST) on Tuesday 1 July 2025 (**Meeting**) at Level 24, 44 St Georges Terrace, Perth, WA 6000.

The Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders, unless the shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link:

<https://tgmets.com.au/investors/asx-announcements/>

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will also receive an email to their nominated email address with a link to an electronic copy of the Notice of Meeting.

A copy of your personalised Proxy Form is enclosed for your convenience.

Shareholders who wish to participate and vote at the Meeting are strongly encouraged to complete and submit their proxies as early as possible. Proxy forms can be lodged online at <https://investor.automic.com.au/#/loginsah>. Shareholders will be required to login to the Automic website using the holding details as shown on the Proxy Form. Click on '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.

Alternatively, please return the enclosed proxy form by:

post to: Automic, GPO Box 5193, Sydney NSW 2001;

delivery to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;

email to: meetings@automic.com.au; or

facsimile to: +61 2 8583 3040

Your proxy voting instruction must be received by 10.00am (AWST) on Sunday 29 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 Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registrar, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully



Nicki Farley
Company Secretary

TG Metals Limited
ACN 644 621 830

Notice of General Meeting

Notice is given that the general meeting of the Company (**Meeting**) will be held at:

Time	10.00am (AWST)
Date	Tuesday 1 July 2025
Place	Level 24, 44 St Georges Terrace PERTH WA 6000

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that the general meeting of TG Metals Limited ACN 644 621 830 (**Company**) will be held at 10.00am (AWST) on Tuesday, 1 July 2025 at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth WA 6000.

Agenda

The agenda for the Meeting will be to consider the Resolutions set out below.

1 Resolution 1 – Ratification of prior issue of New Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,714,285 New Shares to Montague Resources Australia Pty Ltd as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Montague Resources Australia Pty Ltd or any of its associates.

2 Resolution 2 – Ratification of prior issue of Advisor Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 416,667 Advisor Shares to Futura Capital Pty Ltd (or its nominee) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Futura Capital Pty Ltd or any of its associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1 and 2	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (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 Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10.00am (AWST) on Sunday, 29 June 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.

- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Computershare:
 - (i) by post to Automic Group, GPO Box 5193, Sydney NSW 2001;
 - (ii) online by visiting <https://investor.automic.com.au/#/loginsah>; or
 - (iii) by email to meetings@automicgroup.com.au,so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Richard Bevan
Chairperson

21 May 2025

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

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

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

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

1 General

This Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- (a) the Company's website at <https://tgmets.com.au/investors/asx-announcements/>;
- (b) the Company's ASX platform at www.asx.com.au/asx/share-price-research/company/TG6;
or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

2 Resolution 1 – Ratification of prior issue of New Shares

2.1 Background

As announced on 6 March 2025, the Company entered into a Sale and Purchase Agreement (**SPA**) to acquire 80% of the Van Uden Gold Project (**Van Uden Gold Project**) in WA from Montague Resources Australia Pty Ltd (**Montague**).

Pursuant to the terms of the SPA, as consideration for the Project the Company has agreed to pay Montague the following:

- (a) an upfront cash payment of A\$2.5 million;
- (b) the issue of 5,714,285 fully paid ordinary shares in the Company (amounting to the value of A\$1 million) at a deemed issue price of \$0.175 per share (**New Shares**), subject to a 12 month voluntary escrow period from the date of issue (the subject of ratification under this Resolution); and
- (c) a deferred cash payment of A\$0.5 million to be paid on the earlier of:
 - (i) 12 months after completion of the acquisition; or
 - (ii) the Company issuing any equity securities for cash consideration to the value of not less than A\$1 million (before costs).

Other than as noted above, the SPA contains terms which are standard for an agreement of this type (including in relation to representations, warranties, confidentiality and indemnities).

2.2 General

As set out in Section 2.1 above, this Resolution seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 5,714,285 New Shares to Montague on 29 April 2025, as part consideration for the acquisition of the Van Uden Gold Project.

The New Shares were issued using the Company's existing placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 1 is an ordinary resolution.

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

2.3 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks shareholder approval for the issue of the New Shares under and for the purposes of Listing Rule 7.4.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the New Shares will be excluded in calculating the Company's 15% limit 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 date of issue of the New Shares.

If Resolution 1 is not passed, the New Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the New Shares.

2.5 Specific information required by Listing Rules 7.4 and 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 New Shares:

- (a) a total of 5,714,285 New Shares were issued on 29 April 2025;
- (b) the New Shares were issued at a nil issue price, as part consideration for the acquisition of the Van Uden Gold project based on a deemed issue price of \$0.175 per Share;
- (c) the New Shares issued 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 New Shares were issued to Montague, who is not a related party of the Company;
- (e) no funds were raised from the issue of the New Shares as the New Shares were issued as part consideration for the acquisition of the Van Uden Gold Project;

- (f) the New Shares were issued pursuant to the SPA, a summary of the material terms of which are set out in section 2.1; and
- (g) a voting exclusion statement is included in this Notice.

3 Resolution 2 – Ratification of prior issue of Advisor Shares

3.1 Background

On 1 September 2024, Futura Capital Pty Ltd (**Futura Capital**) and the Company entered into a corporate mandate pursuant to which Futura Capital agreed to act as corporate advisor to the Company to provide general corporate advisory services and assist in executing future corporate transactions (**Mandate**).

Pursuant to the terms of the Mandate, the Company agreed to pay Futura Capital the following fees:

- (a) a retainer fee of \$10,000 (exclusive of GST) per month; and
- (b) a success fee, to be negotiated in good faith by the parties, in the event the Company successfully completed a corporate transaction.

Other than as noted above, the Mandate contains terms which are standard for an agreement of this type.

As set out in in Section 2.1, the Company entered into the SPA with Montague to acquire the Van Uden Gold Project. Futura Capital assisted the Company with that transaction in introducing and completing the transaction, which was successfully completed on 29 April 2025.

In accordance with the terms of the Mandate, the Company agreed to pay Futura Capital a total success fee of \$150,000 (**Success Fee**) payable as follows:

- (a) \$100,000 (excluding GST) be paid in cash; and
- (b) \$50,000 to be satisfied through the issue of shares in the capital of the Company (at a deemed issue price of \$0.12, being the closing price on the day of completion of the transaction) (**Advisor Shares**).

3.2 General

As set out in Section 3.1 above, this resolution seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 416,667 Advisor Shares to Futura Capital (or its nominees) on 15 May 2025, as part of the amount payable under the Success Fee.

The Advisor Shares were issued using the Company's existing placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

3.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 are set out in section 2.3 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 2 seeks shareholder approval for the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Advisor Shares will be excluded in calculating the Company's 15% limit 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 date of issue of the Advisor Shares.

If Resolution 2 is not passed, the Advisor Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

3.5 Specific information required by Listing Rules 7.4 and 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 Advisor Shares:

- (a) a total of 416,667 Advisor Shares were issued on 15 May 2025;
- (b) the Advisor Shares were issued at a nil issue price, as part consideration for the corporate and transactional advisory services provided to the Company;
- (c) the Advisor 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 Advisor Shares were issued to Futura Capital (or its nominees), none of whom is a related party of the Company;
- (e) no funds were raised from the issue of the Advisor Shares as the Advisor Shares were issued as part consideration for the corporate and transactional advisory services provided to the Company;
- (f) the Advisor Shares were issued pursuant to the Mandate, a summary of the material terms of which is set out in Section 3.1; and
- (g) a voting exclusion statement is included in the Notice.

Schedule 1 – Definitions

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

\$ or A\$ means Australian Dollars.

Advisor Shares has the meaning given in Section 3.1.

ASIC means the Australian Securities and Investments Commission.

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

AWST means Western Standard Time being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means TG Metals Limited (ACN 644 621 830).

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Futura Capital means Futura Capital Pty Ltd (ACN 675 994 224).

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Montague means Montague Resources Australia Pty Ltd (ACN 097 875 619).

Mandate has the meaning given in Section 3.1.

New Shares has the meaning given in Section 2.1.

Notice means this notice of general meeting.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

SPA has the meaning given in Section 2.1.

Success Fee has the meaning given in Section 3.1.

Van Uden Gold Project has the meaning given in Section 2.1.

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 29 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)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of TG Metals Limited, to be held at **10.00am (AWST) on Tuesday, 01 July 2025 at Level 24, 44 St Georges Terrace, 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 New Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Advisor Shares	<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)

/

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