

**TERRA CRITICAL MINERALS LIMITED**  
**ACN 650 774 253**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 28 November 2025**

Time of Meeting:  
**1.00 pm (AEDT)**

Place of Meeting:  
**Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000.**

*This Notice of Annual 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 CRITICAL MINERALS LIMITED

ACN 650 774 253

Registered Office: Suite 324, 96 Elizabeth Street, Melbourne VIC 3000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Terra Critical Minerals Limited (**Company** or **T92**) will be held at Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000 on Friday, 28 November 2025 at 1.00 pm (AEDT).

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

The Notice of 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 Secretary by telephone on (03) 9088 2049.

This Notice is given based on circumstances as at 22 October 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.t92.com.au](http://www.t92.com.au). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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## 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.

### Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2025.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business*

### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2025 be adopted."*

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

### Resolution 2: Election of Mr Niv Dagan as a Director of the Company

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

*"That, for the purposes of clause 15.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Niv Dagan, having been appointed to the Board of Directors since the previous annual general meeting and who, being eligible, offers himself for election, be elected as a Director of the Company."*

### Resolution 3: Re-election of Andrew Vigar as Director of the Company

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

*"That, for the purposes of clause 15.2 of the Constitution and Listing Rule 14.5, and for all other purposes, Mr Andrew Vigar, who retires by rotation in accordance with the Constitution, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### Resolution 4: Approval to Issue Shares to Mr Andrew Vigar in lieu of Fees Payable

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

*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 135,000 fully paid ordinary shares in the Company to Mr Andrew Vigar (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement."*

### Resolution 5: Approval to Issue Shares to Mr Haydn Lynch in lieu of Fees Payable

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

*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 135,000 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 6: Approval to Issue Shares to Mr Doug Engdahl in lieu of Fees Payable**

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

*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 135,000 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.”*

#### **Resolution 7: Approval to Issue Shares to Mr Niv Dagan in lieu of Fees Payable**

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

*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 135,000 fully paid ordinary shares in the Company to Mr Niv Dagan (and/or his nominee(s)) and on the terms and conditions described in the Explanatory Statement.”*

#### **Resolution 8: Approval of 10% Placement Facility**

To consider, and if thought fit, pass the following resolution as a **special resolution**:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

#### **BY THE ORDER OF THE BOARD**

**Justyn Stedwell**

Company Secretary

22 October 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 Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT), 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, members have one vote for every fully paid ordinary share held.

### 3. Proxies

- a. Votes at the Annual 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 Annual General Meeting, this is no later than 1.00 pm (AEDT) on Wednesday, 26 November 2025. Any proxy received after that time will not be valid for the scheduled meeting.

### 4. 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.

### 5. Chair's Voting Intentions

Subject to the restrictions set out in the voting exclusions set out in this Notice, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

The Chair will call a poll on all proposed resolutions.

### 6. Voting Exclusion Statements

See Explanatory Statement.

### 7. Special Resolution

Resolutions 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

### 8. Enquiries

Shareholders are invited to contact the Company Secretary on 03 9088 2049 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: Adoption of Remuneration Report

#### Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

#### Voting Exclusions

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the KMP voter is by the Chair of the meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the Resolution; and
  - 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 for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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.

### **Board Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Board encourage all eligible shareholders to cast their votes in favour of Resolution 1.

The Chairman of the meeting intends to vote undirected proxies in favour this Resolution.

## **Resolution 2: Election of Mr Niv Dagan as a Director of the Company**

### **Background**

A Director (excluding the Managing Director) appointed to fill a casual vacancy or as an addition to the Board must not hold office without re-election past the next Annual General Meeting (Constitution clause 15.3; Listing Rule 14.4)

Mr Niv Dagan having been appointed to the Board on 8 May 2025, is retiring in accordance with these requirements and, being eligible, offers himself for re-election

Mr Dagan is the executive director of Peak Asset Management ("Peak"), the Company's largest shareholder. Prior to founding Peak in 2013, Niv headed up HC Securities; spent three years growing its capital markets division and worked on the wholesale desk at Macquarie Bank, servicing a wide range of institutional, intermediary and offshore clients. Niv also spent two years in Canada, growing the Company's profile and relationships.

The Company confirms it has conducted appropriate checks into Mr Dagan's background and experience.

The Board considers that Mr Dagan does not qualify as an independent director as he is a substantial shareholder of the Company.

### **Voting Exclusions**

There are no voting exclusions on this resolution.

### **Board Recommendation**

The Board (with Mr Dagan abstaining) recommends that shareholders vote in favour of the election of Mr Dagan as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

## Resolution 3: Re-election of Mr Andrew Vigar as Director of the Company

### Background

The Constitution of the Company (clause 15.2) requires that at every Annual General Meeting, one-third of the Directors for the time being, or the number nearest one-third of the Directors, shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following their appointment, whichever is longer, without submitting themselves for re-election. The constitution also provides that such Directors are eligible for re-election at the meeting.

Mr Andrew Vigar a Director and Non-Executive Chair of the Company is retiring in accordance with these requirements and, being eligible, offers himself for re-election.

Andrew is a Geologist with over 40 years of experience in the minerals industry covering exploration to mining, finance, corporate and education. Andrew graduated from QUT, Brisbane in 1977 and held several company positions in exploration, development, and mining, including WMC and CRA. Andrew commenced consulting in 1996 and after several years with SRK founded Mining Associates in Brisbane, Australia in 2003 and Hong Kong in 2009. Andrew cofounded several public companies with a combined market capitalisation of \$2 billion, including DGO Gold Limited (ASX: DGO) 2007, Alligator Energy Limited (ASX: AGE) 2010 and K92 Mining Inc (TSX: KNT) 2014.

The Board considers that Mr Vigar does not qualify as an independent director as he previously served as an Executive..

### Voting Exclusions

There are no voting exclusions on this resolution.

### Board Recommendation

The Board (with Mr Vigar abstaining) recommends that shareholders vote in favour of the election of Mr Vigar as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

## Resolutions 4, 5, 6 and 7: Issue of Fee Shares to Directors

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 fees expected to be payable as at 31 December 2025 (**Fee Shares**). Resolutions 4, 5, 6 and 7 therefore seek required Shareholder approvals to issue 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 Fee Shares to be issued in lieu of director fees
4	Andrew Vigar	Non-Executive Director	Up to 135,000 Shares
5	Haydn Lynch	Non-Executive Director	Up to 135,000 Shares
6	Doug Engdahl	Non-Executive Director	Up to 135,000 Shares
7	Niv Dagan	Non-Executive Director	Up to 135,000 Shares

The number of the maximum Fee Shares for each Receiving Director is calculated based on the following formula:

$$\text{Number of Fee Shares} = \text{Fees} \div \text{Issue Price}$$

Where:

- **Fees** are the director fee amounts expected to be payable as at 31 December 2025.



- **Issue Price** is, in relation to each Receiving Director, the agreed share issue price of \$0.08.

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

Resolution	Receiving Director	Fees (and maximum value of Fee Shares)	Value	Period / Fee	Maximum number of Shares to be issued (Fees ÷ Issue Price)
4	Andrew Vigar	\$10,800	\$ 0.08 (8 cents)	1 October 2025 to 31 December 2025 Director's fees	Up To 135,000 Shares
5	Haydn Lynch	\$10,800	\$ 0.08 (8 cents)	1 October 2025 to 31 December 2025 Director's fees	Up to 135,000 Shares
6	Doug Engdahl	\$10,800	\$ 0.08 (8 cents)	1 October 2025 to 31 December 2025 Director's fees	Up to 135,000 Shares
7	Niv Dagan	\$10,800	\$ 0.08 (8 cents)	1 October 2025 to 31 December 2025 Director's fees	Up to 135,000 Shares

#### Purpose

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

The Fee Shares would not carry any performance conditions.

#### Directors' Remuneration Packages and Interests

##### 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 Fee Shares would be issued if these Resolutions are passed are:

Name (each a Receiving Director)	Position	Remuneration Package Details
Andrew Vigar	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Haydn Lynch	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Doug Engdahl	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.
Niv Dagan	Non-Executive Director	\$43,200 fees per annum including any statutory superannuation.

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

### Directors' current holdings

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

Director (and/or associate(s))	Existing		Other Securities of the Company
	Shares held	% of total issued Shares	
Andrew Vigar	1,985,640 Shares	1.35%	Nil
Haydn Lynch	2,645,205 Shares	1.80%	Nil
Doug Engdahl	1,282,267 Shares	0.87%	Nil
Niv Dagan	26,858,396 Shares	18.3%	3,016,071 Unlisted Options exercisable at \$0.15 and expiring on 1 November 2026  11,402,778 Unlisted Options exercisable at \$0.09 and expiring on 31 December 2026

If all the proposed Fee Shares were to be issued, the above Receiving Directors' holding percentages would increase as follows:

Director	Existing % holding of issued Shares	Holding % Post Issue of Fee Shares
Andrew Vigar	1.35%	1.44%
Haydn Lynch	1.80%	1.89%
Doug Engdahl	0.87%	0.96%
Niv Dagan	18.3%	18.35%

### 3. ASX Listing Rules

As noted above, the Company is proposing to issue the 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 Fee Shares is a Director of the Company, 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 4, 5, 6 and 7 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 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 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 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 4: Andrew Vigar;
  - Resolution 5: Haydn Lynch;
  - Resolution 6: Doug Engdahl; and
  - Resolution 7: Niv Dagan
- (b) the Receiving Directors each fall within ASX Listing Rule 10.11.1, Mr Vigar, Mr Lynch, Mr Engdahl and Mr Dagan as they are Directors of the Company and Mr Dagan is also a substantial shareholder of the Company having an interest in 18.3% of the Company's shares as at the date of this Notice;
- (c) the class of securities proposed to be issued are ordinary shares in the Company, and the numbers are as follows:
  - Resolution 4: Andrew Vigar – up to 135,000;
  - Resolution 5: Haydn Lynch – up to 135,000;
  - Resolution 6: Doug Engdahl – up to 135,000; and
  - Resolution 7: Niv Dagan – up to 135,000.
- (d) the 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' directors fees from 1 October to 31 December 2025;
- (g) details of the current remuneration packages of the Receiving Directors are set out above.

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

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares under Resolutions 4 to 7 (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Mr Andrew Vigar, Mr Haydn Lynch, Ms Mr Doug Engdahl and Mr Niv Dagan are current Directors of the Company, they are each considered “related parties” of the Company.

The Directors of the Company carefully considered the proposed issue of these Shares Mr Andrew Vigar, Mr Haydn Lynch, Ms Mr Doug Engdahl and Mr Niv Dagan and formed the view that the giving of this financial benefit to is on arm’s length terms, as the securities are proposed to be issues at an issue price of \$0.08 (8 cents) which is a 1.2% premium to the intra-day market price of Shares as traded on ASX on 15 October 2025 of \$0.079 (7.9 cents) at the time of preparing this Notice and consider this issue price to be on terms not more favourable than what would be negotiated with a non-related party accepting Shares as payment for fees in such circumstances or a non-related party investor investing capital into the Company.

Accordingly, the Directors of the Company believe that the proposed issue of these Shares fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company and relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Shares.

### **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.

### **Voting Exclusions**

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

- (a) in relation to Resolution 4, Andrew Vigar, any of his associates, 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 5, Haydn Lynch, any of his associates, 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 6, Doug Engdahl, any of his associates, 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).
- (d) in relation to Resolution 7, Niv Dagan, any of his associates, 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.

## Resolution 8: Approval of 10% Placement Facility

### *Background*

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility. The effect of this resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

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 (**15% Capacity**).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (**10% Placement Facility**) to 25%.

An 'eligible entity' for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue equity securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

### Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of shares on issue at the commencement of the “relevant period” which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement.
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
  - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
    - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
    - (i) the agreement was entered into before the commencement of the relevant period; or
    - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4.;
  - (E) plus the number of partly paid shares that became fully paid in the relevant period;
  - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

#### Type and Number of Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue the following classes of quoted equity securities:

ASX Security Code and Description	Total Number
T92: Fully Paid Ordinary Shares	146,575,546

#### **Specific information required by Listing Rule 7.3A**

##### Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Annual General Meeting, being 29 November 2026;
- (b) the time and date of the Company's next Annual General Meeting; and

- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

Minimum Issue Price and Cash Consideration

The equity securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

Purposes of the Funds Raised

The purposes for which the funds raised by an issue under the 10% Placement Facility under rule 7.1A.2 may be used by the Company include:

- (a) exploration costs and expenditure on the Company's projects;
- (b) acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (c) general working capital.

Risk of Economic and Voting Dilution

If this resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this Annual General Meeting; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 10 October 2025 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

### Dilution Table

Variable 'A' in Listing Rule 7.1A.2	Dilution Scenario	Assumed Issue Prices, based on:		
		50% decrease in Current Share Price \$0.043	Current Share Price \$0.086	100% increase in Current Share Price \$0.172
<b>Current Variable A</b> 146,575,546 Shares	10% Voting Dilution	14,657,554 Shares		
	Funds raised	\$630,274	\$1,260,549	\$2,521,099
<b>50% increase in current Variable A</b> 219,863,319 Shares	10% Voting Dilution	21,986,332 Shares		
	Funds raised	\$945,412.	\$1,890,824	\$3,781,649
<b>100% increase in current Variable A</b> 293,151,092 Shares	10% Voting Dilution	29,315,109 Shares		
	Funds raised	\$1,260,549	\$2,521,099	\$5,042,198

This dilution table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the 10% Placement Facility consists only of ordinary securities.
- The Current Share Price is \$0.086 being the closing market price of the ordinary securities on ASX on 10 October 2025.

### Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).



The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

#### Previous Issues under Listing Rule 7.1A.2

Information about equity securities issued under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) the total number of equity securities issued or agreed to be issued under rule 7.1A.2 in that 12 month period was 29,802,636 Shares;
- (b) percentage they represent of the total number of equity securities on issue at the commencement of that 12-month period: 25.1%
- (c) in relation to the issue made on 11 July 2025 (10,191,525 Shares):
  - the securities were issued to professional and sophisticated investors, there was no lead manager to the placement.
  - the securities issued were 10,191,525 fully paid ordinary shares;
  - the issue price was \$0.03 (3 cents) per share, which was a 21.1% discount to the the closing market price of Shares, \$0.038 (3.8 cents) on the date of issue of the Shares;
  - Shareholders subsequently ratified the issue of 10,191,525 Shares at a meeting of Shareholders on 12 September 2025.
  - Cash consideration from issue:
    - Total cash consideration received: \$305,745;
    - Funds raised have been spent on general working capital and exploration activities.
- (d) in relation to the issues made on 8 April 2025 (9,875,000 Shares) and 30 April 2025 (2,150,000 Shares):
  - the securities were issued to professional and sophisticated investors and clients of GBA Capital Pty Ltd and CoPeak Pty Ltd.
  - the securities issued were 12,500,000 fully paid ordinary shares;
  - the issue price was \$0.04 (4 cents) per share, which was a 11.1% premium to the closing market price of Shares on 8 April 2025 (\$0.036 (3.6 cents)) and a 37.9% premium to the closing price of Shares on 30 April 2025 (\$0.029 (2.9 cents) being the dates of issue of the Shares;
  - Shareholders subsequently ratified the issue of 12,500,000 Shares at a meeting of Shareholders on 17 June 2025.
  - Cash consideration from issue:
    - Total cash consideration received: \$500,000;
    - Funds raised have been spent on general working capital, exploration activities to fund the cash consideration purchase price of Dundee Resources Pty Ltd.
- (e) in relation to the issue made on 27 December 2024 (7,111,111 Shares):
  - the securities were issued to professional and sophisticated investors and clients of GBA Capital Pty Ltd and CoPeak Pty Ltd.
  - the securities issued were 7,111,111 fully paid ordinary shares;

- the issue price was \$0.045 (4.5 cents) per share, which was a 11.1% discount to the the closing market price of Shares, \$0.04 (4 cents) on the date of issue of the Shares;
  - Shareholders subsequently ratified the issue of 7,111,111 Shares at a meeting of Shareholders on 4 February 2025.
  - Cash consideration from issue:
    - Total cash consideration received: \$320,000;
    - Funds raised have been spent on general working capital and exploration activities.
- (f) the Company has not agreed to issue any Equity Securities under Rule 7.1A.2 other than those referred to above and the Company has not agreed, before the 12-month period to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

### ***Voting Exclusions***

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

However, if, between the date of dispatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company); or
- an associate of that person or those persons.

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

- 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; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 this Resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### ***Special Resolution***

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

### ***Board Recommendation***

The Directors of the Company believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

## GLOSSARY

<b>\$</b>	means Australian Dollars.
<b>10% Placement Facility</b>	has the meaning as defined in the Explanatory Statement for Resolution 8.
<b>15% Capacity</b>	has the meaning as defined in the Explanatory Statement for Resolution 8.
<b>AEDT</b>	Australian Eastern Daylight-Saving Time.
<b>ASIC</b>	means the Australian Securities & Investments Commission.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rule or Listing Rule</b>	means ASX Listing Rules published and maintained by ASX Limited.
<b>Board</b>	means the current board of Directors of the Company.
<b>Chairman or Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
<b>Company</b>	means Terra Critical Minerals Limited ACN 650 774 253.
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a current director of the Company.
<b>Equity Securities</b>	has the same meaning as defined in the Listing Rules.
<b>Exempt Investor</b>	means a professional and/or sophisticated investor or an otherwise exempt offeree for the purpose of section 708 of the Corporations Act.
<b>Explanatory Statement</b>	means the explanatory statement which accompanies and form part of the Notice of Meeting.
<b>Key Management Personnel or KMP</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>Meeting</b>	has the meaning given in the introductory paragraph of the Notice of Meeting.
<b>Notice of Meeting or Notice</b>	means this Notice of Annual General Meeting for the Company, including the attached notes and the Explanatory Statement.
<b>Option</b>	means an option giving the right to subscribe to one Share.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Quoted Options</b>	means options issued by the Company that are quoted on the ASX.
<b>Record Date</b>	7.00pm (AEDT), 48 hours before the date of the Annual General Meeting.
<b>Remuneration Report</b>	means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 2025.

<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Shareholder</b>	means a holder of the Company's fully paid ordinary shares.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the shareholder of the Company.
<b>VWAP</b>	means volume weighted average market price as defined in Listing Rule 19.12.

Your proxy voting instruction must be received by **1:00pm (AEDT) on Wednesday, 26 November 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Terra Critical Minerals Limited, to be held at **1:00pm (AEDT) on Friday, 28 November 2025 at Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne, VIC, 3000** 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 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6 and 7 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Niv Dagan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Andrew Vigar as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to Issue Shares to Mr Andrew Vigor in lieu of Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Shares to Mr Haydn Lynch in lieu of Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue Shares to Mr Doug Engdahl in lieu of Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Shares to Mr Niv Dagan in lieu of Fees Payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of 10% Placement Facility	<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).

29 October 2025

### Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


Terra Critical Minerals Limited ACN 650 774 253 (ASX: T92) ("the **Company**"), advises that the 2025 Annual General Meeting will be held at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 on Friday, 28 November 2025 at 1pm (AEDT) (**Meeting**).

#### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the ASX website ([www.asx.com.au](http://www.asx.com.au)) and the Company's website at <https://t92.com.au>.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b></p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on the Proxy Form.</li> <li>2. Click on 'View Meetings' – 'Vote'.</li> </ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the

Company's Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [admin@t92.com.au](mailto:admin@t92.com.au).

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.