All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: TG6
Email: hello@automicgroup.com.au

14 August 2026

Upcoming General Meeting of Shareholders

Dear Shareholder

TG Metals Limited ACN 644 621 830 (ASX: TG6 or "the **Company**"), advises a General Meeting will be held in person at Level 24, 44 St Georges Tce, Perth, Western Australia on Wednesday, 16 September 2026 at 10am (AWST) (**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 Company's website at https://investors.tgmetals.com.au/announcements or the Company's ASX market announcements platform at www.asx.com.au (ASX: TG6).

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

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement 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 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 info@tgmetals.com.au.

Copies of all Meeting related material including the Notice 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 TG Metals Board of Directors.

TG Metals Limited

ACN 644 621 830

Notice of General Meeting

General Meeting of the Company to be held at:

Time	10.00am (AWST)
Date	Wednesday, 16 September 2026
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 Wednesday, 16 September 2026 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 Tranche 1 Placement 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 14,968,750 Tranche 1 Placement Shares to the Placement Participants under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares or a counterparty to the agreement being approved, or any of their respective Associates.

2 Resolutions 2(a), (b) & (c) – Approval to issue Tranche 2 Placement Shares to Related Parties

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of:

(a) 281,250 Tranche 2 Placement Shares to Richard Bevan (and/or his nominee(s));

(b) 93,750 Tranche 2 Placement Shares to Mr Brett Smith (and/or his nominee(s)); and

(c) 281,250 Tranche 2 Placement Shares to Ms Gloria Zhang (and/or her nominee(s)),

on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of:

- Resolution 2(a) by, or on behalf of, Mr Richard Bevan (and/or his nominee(s)) and any other person who will obtain a material benefit as a result the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons);
- Resolution 2(b) by, or on behalf of, Mr Brett Smith (and/or his nominee(s)) and any other person who will obtain a material benefit as a result the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons); and

- Resolution 2(c) by, or on behalf of, Ms Gloria Zhang (and/or her nominee(s)) and any other person who will obtain a material benefit as a result the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons).

3 Resolution 3 – Approval to issue New Options to Lead Manager

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 7.1 and for all other purposes, Shareholders approve the issue of 3,000,000 New Options to the Lead Manager (and/or their nominee(s)), on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Lead Manager (and/or their nominee(s)) or any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of New Options (except a benefit solely by reason of being a Shareholder), or any of their respective 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, 2(a), (b) & (c) and 3	The voting exclusion does not apply to a vote cast in favour of the Resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a Shareholder 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 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 5.00pm (AWST) on Monday, 14 September 2026. 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, Automic Group:

  (i) by post to Automic Group, GPO Box 5193, Sydney NSW 2001;

  (ii) online by visiting https://singleholding.automic.com.au/login; 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

11 August 2026

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://investors.tgmetals.com.au/announcements;

(b) the Company's ASX platform at https://www.asx.com.au/markets/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 Background

2.1 Placement

As announced on 4 August 2026, the Company received firm commitments to raise up to $2.5 million (before costs) by the issue of 15,625,000 Shares (**Placement Shares**) to Placement Participants at an issue price of $0.16 per Placement Share (**Placement**).

The Placement was not underwritten and is to be undertaken across two (2) tranches, comprising the issue of:

(a) 14,968,750 Placement Shares to non-related Placement Participants on 10 August 2026 utilising the Company's placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**); and

(b) 656,250 Placement Shares to Directors, subject to Shareholder approval pursuant to Resolutions 2(a), (b) and (c) (**Tranche 2 Placement Shares**).

2.2 Indicative use of funds

The proceeds from the issue of the Placement Shares are intended to be used for:

- expanding the Van Uden Laterite Gold Resource to support the Company's scoping study for an on-site heap leach development;

- the advancement of direct shipping ore (DSO) opportunities at the Company's Lake Johnston Lithium Project, targeting a low capital pathway to commercialisation;
- general working capital; and
- expenses of the offer.

2.3 Lead Manager

The Company has engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Lead Manager**) to provide lead manager services in connection with the Placement and on the terms of a mandate entered into between the Company and the Lead Manager on or about 28 July 2026 (**Mandate**).

The material terms of the Mandate are set out below.

- (**Term**) The Mandate commenced on 28 July 2026 and will continue until terminated by either party in accordance with the terms of the Mandate.
- (**Services**) The services to be provided by the Lead Manager to the Company in connection with the Placement include (but are not limited to) the following:
    - lead managing and marketing the Placement;
    - assisting the Company to determine structure, size and pricing of the Placement;
    - coordinating the presentation and marketing of the Company and the Placement to potential investors; and
    - conducting the bookbuild undertaken in connection with the Placement.
- (**Fees**) The Company agreed to pay the Lead Manager (or their nominee(s)) the following fees:
    - 3,000,000 Lead Manager Options on the terms and conditions set out in Schedule 2; and
    - a management fee equal to two percent (2%) of the gross proceeds raised under the Placement; and
    - a selling fee equal to four percent (4%) of the gross proceeds raised under the Placement.
- (**Expenses**) The Company has agreed to reimburse the Lead Manager for reasonable expenses incurred in connection with the Mandate and the Placement. The Lead Manager must seek the consent of the Company prior to incurring expenses more than $2,000.
- (**Termination**) The Company or the Lead Manager may terminate the Mandate at any time, with or without cause, by giving 5 Business Days' notice to the other party.

The Mandate otherwise contains terms and conditions considered customary for an agreement of its nature (including in relation to representations, warranties, confidentiality and indemnities).

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

3.1 General

Resolution 1 is an ordinary resolution which seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares to Placement Participants (and/or their nominee(s)).

The Tranche 1 Placement Shares were issued on 10 August 2026 under the Company's placement capacity under Listing Rule 7.1. The Company did not breach Listing Rule 7.1 by issuing the Tranche 1 Placement Shares to Placement Participants (and/or their nominee(s)).

3.2 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 Securities during any 12-month period than that amount which represents 15% of the number of Shares on issue at the commencement of that 12-month period.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of Securities and provides that where Shareholders in a general meeting ratify a previous issue of Securities made without approval under Listing Rules 7.1 and 7.1A, provided that the previous issue of Securities did not breach Listing Rules 7.1 and 7.1A, those Securities shall be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional 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 Placement Shares under and for the purposes of Listing Rule 7.4.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares under Resolution 1:

(a) **Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

The Tranche 1 Placement Shares were issued to non-related Placement Participants selected by the Company in consultation with the Lead Manager. The Company confirms that, other than as identified below, none of the Placement Participants to whom Tranche 1 Placement Shares were issued were related parties of the Company or a "material investor" within the meaning in ASX Guidance Note 21 paragraph 7.4 who were issued more than 1% of the issued capital of the Company.

Forrestania Resources Limited (ACN 647 899 698), being a substantial holder of the Company, participated in the Placement and was issued 2,283,241 Tranche 1 Placement Shares.

(b) **Number and class of securities issued**

A total of 14,968,750 Tranche 1 Placement Shares were issued.

(c) **Terms of the securities**

The Tranche 1 Placement Shares issued were Shares and rank equally in all respects with the Company's existing Shares on issue.

(d) **The date the securities were issued**

Tranche 1 Placement Shares were issued on 10 August 2026.

(e) **Price at which the securities were issued**

The Tranche 1 Placement Shares were issued at $0.16 per Tranche 1 Placement Share.

(f) **Purpose of the issue and the intended use of the funds raised**

Refer to Section 2.2 of this Notice for details of the intended use of funds raised under the Placement.

(g) **If the securities were issued under an agreement, a summary of the material terms of the agreement**

The Tranche 1 Placement Shares were not issued under an agreement.

(h) **Voting exclusion statement**

Refer to the voting exclusion statement beneath the applicable Resolution in the Notice.

3.4 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution seeking approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

Refer to Section 3.2 above for a summary of Listing Rules 7.1 and 7.4.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the Tranche 1 Placement 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 Tranche 1 Placement Shares.

3.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

4 Resolutions 2(a), (b) & (c) – Approval to issue Tranche 2 Placement Shares to Related Parties

4.1 General

Resolutions 2(a), (b) & (c) are ordinary resolutions which seek Shareholder approval for the Company to issue:

(a) 281,250 Tranche 2 Placement Shares to Mr Richard Bevan (and/or his nominee(s)) under Resolution 2(a);

(b) 93,750 Tranche 2 Placement Shares to Mr Brett Smith (and/or his nominee(s)) under Resolution 2(b); and

(c) 281,250 Tranche 2 Placement Shares to Ms Gloria Zhang (and/or her nominee(s)) under Resolution 2(c),

under the Placement and on the same terms as the non-related Placement Participants.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of the Tranche 2 Placement Shares to the Directors will constitute giving by the Company of a financial benefit and each of the proposed recipients are related parties of the Company by virtue of being Directors.

Notwithstanding the above, the Directors consider that the proposed issue of the Tranche 2 Placement Shares under Resolutions 2(a), (b) & (c) would fall within the 'arm's length' exception under section 210 of the Corporations Act given that:

- the Directors will only be entitled to apply for Tranche 2 Placement Shares under the Placement on the same terms (including the offer price of $0.16 per Placement Share) as those that apply to other Placement Participants who are not Related Parties of the Company;

- the dilutionary impact on existing Shareholders would be the same irrespective of whether the Tranche 2 Placement Shares are issued to Directors or any other person under the Placement; and

- the issue of Tranche 2 Placement Shares to the Directors under the Placement would be reasonable in the circumstances if the Company were dealing at arm's length.

Accordingly, the Directors do not consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required in respect to the issue because the Securities will be issued to the proposed recipients (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that a listed company must not issue, or agree to issue, Securities to:

(a) a Related Party;

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

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the company;

(d) an Associate of any person referred to in Listing Rules 10.11.1 to 10.11.3 (inclusive); or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 (inclusive) is such that, in the opinion of ASX, the issue or agreement should be approved by the shareholders of the company,

unless the company obtains the approval, by its shareholders, of such issue or agreement or such issue or agreement falls within an exception set out in Listing Rule 10.12.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares under Resolutions 2(a), (b) & (c):

(a) **Name of the allottees of the securities**

The names of the allottees of the securities are, for Resolution 2(a) Mr Richard Bevan (and/or his nominee(s)), for Resolution 2(b) Mr Brett Smith (and/or his nominee(s)) and for Resolution 2(c) Ms Gloria Zhang (and/or her nominee(s)).

(b) **Maximum number of securities to be allotted and issued**

An aggregate of 656,250 Tranche 2 Placement Shares, entailing the proposed issue of:

- 281,250 Tranche 2 Placement Shares to Mr Richard Bevan under Resolution 2(a);
- 93,750 Tranche 2 Placement Shares to Mr Brett Smith under Resolution 2(b); and
- 281,250 Tranche 2 Placement Shares to Ms Gloria Zhang under Resolution 2(c).

(c) **The relationship that requires Shareholder approval**

Each of the Directors to whom the Tranche 2 Placement Shares are proposed to be issued are Related Parties of the Company for the purposes of Listing Rule 10.11.1 by virtue of being Directors of the Company.

(d) **The date of allotment and issue of the securities**

The Tranche 2 Placement Shares are proposed to be issued shortly after the Meeting and, in any event, no later than one (1) month after the date of the Meeting.

(e) **Price at which the securities will be issued**

The Tranche 2 Placement Shares will be issued at $0.16 per Tranche 2 Placement Share.

(f) **Terms of the securities**

The Tranche 2 Placement Shares are Shares and will rank equally in all respects with the Company's existing Shares on issue.

(g) **Purpose of the issue and the intended use of the funds raised**

Refer to Section 2.2 of this Notice for details of the intended use of funds raised under the Placement.

(h) **Directors' total remuneration packages for the current financial year**

The proposed issue of the Tranche 2 Placement Shares is not intended to remunerate the Directors.

(i) **If the securities are proposed to be issued under an agreement, a summary of the material terms of the agreement**

The Tranche 2 Placement Shares will not be issued under an agreement.

(j) **Voting exclusion statement**

Refer to the voting exclusion statement beneath the applicable Resolution in the Notice.

4.5 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution seeking approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

Refer to Section 4.3 above for a summary of Listing Rule 10.11.

If Resolutions 2(a), (b) and (c) are passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to the Directors and, accordingly, the Company will raise additional funds as part of the Placement. Furthermore, as approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 2(a), (b) and (c) are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to the Directors and, accordingly, no additional funds will be raised under the Placement.

4.6 Board Recommendation

The Directors, other than Mr Richard Bevan (who abstains from making a recommendation due to his material personal interests in the outcome of the Resolution 2(a)), recommend that Shareholders vote in favour of Resolution 2(a).

The Directors, other than Mr Brett Smith (who abstains from making a recommendation due to his material personal interests in the outcome of the Resolution 2(b)), recommend that Shareholders vote in favour of Resolution 2(b).

The Directors, other than Ms Gloria Zhang (who abstains from making a recommendation due to her material personal interests in the outcome of the Resolution 2(c)), recommend that Shareholders vote in favour of Resolution 2(c).

5 Resolution 3 – Approval to issue New Options to Lead Manager

5.1 General

Resolution 3 is an ordinary resolution which seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue up 3,000,000 New Options to the Lead Manager (and/or their nominee(s)).

5.2 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is contained in section 3.2 above.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the New Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Company to issue the New Options during the period of 3 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Options to the Lead Manager under Resolution 3:

(a) **Names of the persons to whom the entity will issue the securities or the basis on which those persons will be identified or selected**

The New Options will be issued to the Lead Manager (and/or its nominee(s)).

The Company confirms that the Lead Manager is not a Related Party of the Company or a “material investor” within the meaning in ASX Guidance Note 21 paragraph 7.4.

(b) **Maximum number and class of securities the entity is to issue**

A total of 3,000,000 New Options will be issued.

(c) **Terms of the securities**

The New Options will be unquoted Options, exercisable at $0.24 each on or before the date that is 3 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 2.

(d) **Date by which the entity will issue the securities**

The New Options will be issued shortly after the Meeting and, in any event, no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules.

(e) **Price at which the securities will be issued**

The New Options will be issued for nil cash consideration.

(f) **Purpose of the issue and the intended use of the funds raised**

The New Options will be issued as partial consideration for lead management services provided by the Lead Manager to the Company in connection with the Placement and, as such, no funds will be raised from the issue of the New Options.

Any funds received upon the exercise of the New Options (to the extent vested, and exercised by the Lead Manager, in accordance with their terms) will be used for general working capital purposes.

(g) **If the securities will be issued under an agreement, a summary of the material terms of the agreement**

The New Options will be issued pursuant to the terms and conditions of the Mandate, the material terms of which are set out in section 2.3.

(h) **If the securities are to be issued under, or to fund, a reverse takeover, information about the reverse takeover**

The New Options are not being issued under, or to fund, a reverse takeover.

(i) **Voting exclusion statement**

Refer to the voting exclusion statement beneath the applicable Resolution in the Notice.

5.4 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution seeking approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

Refer to Section 3.2 above for a summary of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed to issue the New Options and the Company will retain the flexibility to issue securities in the future up to the fifteen percent (15%) placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to proceed to issue the New Options and the Company will need to reach agreement as to an alternative way to remunerate the Lead Manager for their services pursuant to the Mandate.

5.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

Schedule 1 – Definitions

In the Notice, words importing the singular include the plural (and vice versa) and the following terms have the following meanings:

$ or A$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

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.

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

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

Director means a director of the Company.

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

Lead Manager means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

Listing Rules means the listing rules of ASX.

Mandate means the lead manager mandate dated on or about 28 July 2026, between the Company and the Lead Manager, as summarised in Section 2.3.

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

New Options means the Options proposed to be issued to the Lead Manager (and/or their nominee(s)) pursuant to the Mandate and on the terms and conditions set out in Schedule 2.

Notice means this notice of general meeting incorporating the Explanatory Statement.

Option means an option to acquire a Share.

Placement has the meaning given in Section 2.1.

Placement Participants means the persons who participated in the Placement, being sophisticated and/or professional investors or otherwise exempt investors to whom Securities may be offered without disclosure under section 708 of the Corporations Act.

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

Related Party has the same meaning as given to that term in the Corporations Act.

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.

Voting Exclusion Statement means the voting exclusion statement in respect of each Resolution for the purposes of the Listing Rules.

Schedule 2 – Terms and conditions of the New Options

The terms of the New Options are as follows:

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

2 (**Issue Price**): No cash consideration is payable for the issue of the New Options.

3 (**Exercise Price**): The New Options have an exercise price of $0.24 per New Option (**Exercise Price**).

4 (**Expiry Date**): The New Options expire at 5:00pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

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

6 (**Quotation**): The Company will not apply for quotation of the New Options on ASX.

7 (**Transferability of the Options**): The New Options are not transferable, except with the prior written approval of the Company.

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

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

9 (**Timing of issue of Shares on exercise**): Within 5 Business Days after the later of the following:

(a) the Exercise Date; and

(b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(e) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

10 (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice under paragraph 9(d), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

11 (**Shares issued on exercise**): Shares issued on exercise of the New Options will rank equally with the then Shares of the Company.

12 (**Quotation of Shares on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options in accordance with the Listing Rules.

13 (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

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

15 (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

Proxy Voting Form

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

TG METALS

TG Metals Limited | ABN 40 644 621 830

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 14 September 2026**, 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://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of TG Metals Limited, to be held at **10:00am (AWST) on Wednesday, 16 September 2026 at Level 24, 44 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking 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 Tranche 1 Placement Shares			
2a	Approval to issue Tranche 2 Placement Shares to Related Parties - Richard Bevan (and/or his nominee(s))			
2b	Approval to issue Tranche 2 Placement Shares to Related Parties - Mr Brett Smith (and/or his nominee(s))			
2c	Approval to issue Tranche 2 Placement Shares to Related Parties - Ms Gloria Zhang (and/or her nominee(s))			
3	Approval to issue New Options to Lead Manager			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

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