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Talga Group Ltd
ACN 138 405 419

Notice of Annual General Meeting

Time and date: 2:00pm (AWST) on Thursday, 26 November 2026

Location: Mezzanine Level, City of Perth Library Auditorium, 573 Hay Street, Perth WA 6000

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

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

Should you wish to discuss any matter, please do not hesitate to contact the Company on (08) 9481 6667.

Shareholders are urged to vote by lodging the Proxy Form

Talga Group Ltd
ACN 138 405 419
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Talga Group Ltd will be held at the Mezzanine Level, City of Perth Library Auditorium, 573 Hay Street, Perth WA 6000 at 2:00pm (AWST) on Thursday, 26 November 2026 (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 November 2026 at 4:00pm (AWST).

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

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Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: A vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Mr Terry Stinson

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

'That, Mr Terry Stinson, who retires in accordance with Article 7.4(b) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 4(a) – (b) – Ratification of issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) *20,611,450 Placement Shares issued under Listing Rule 7.1; and*

(b) *14,754,410 Placement Shares issued under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,682,936 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of agreement to issue Piggyback Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 17,682,936 Piggyback Options on the terms and conditions in the Explanatory Memorandum.'

3 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 3**: by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under Listing Rule 7.1A.2 (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(b) **Resolution 4(a)**: by or on behalf of a person who participated in the issue of those Placement Shares, or any of their respective associates, or their nominees.

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(c) **Resolution 4(b)**: by or on behalf of a person who participated in the issue of those Placement Shares, or any of their respective associates, or their nominees.

(d) **Resolution 5**: by or on behalf of a person who participated in the issue of those Placement Options, or any of their respective associates, or their nominees.

(e) **Resolution 6**: by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Piggyback Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

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

(a) a person as proxy or attorney for a person who is entitled to vote, 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, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Dean Scarparolo
Company Secretary
Talga Group Ltd
Dated: 20 October 2026

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Talga Group Ltd
ACN 138 405 419
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Mezzanine Level, City of Perth Library Auditorium, 573 Hay Street, Perth WA 6000 at 2:00pm (AWST) on Thursday, 26 November 2026.

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

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

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Terry Stinson
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4(a) – (b) – Ratification of issue of Placement Shares
Section 8	Resolution 5 – Ratification of issue of Placement Options
Section 9	Resolution 6 – Ratification of agreement to issue Piggyback Options
Schedule 1	Definitions
Schedule 2	Terms and Conditions of the Placement Options
Schedule 3	Terms and conditions of the Piggyback Options

A Proxy Form is made available with the Explanatory Memorandum.

2. Voting and attendance information

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

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

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2.1 Voting in person

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

2.2 Voting by a corporation

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

2.3 Voting by proxy

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

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

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(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 2.00pm (AWST) on Tuesday, 24 November 2026, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@talgagroup.com by 2.00pm (AWST) on Tuesday, 24 November 2026.

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

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

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://www.talgagroup.com/investors/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

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4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Mr Terry Stinson

5.1 General

Article 7.4(b) and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting or three years following that Director's last election or appointment.

Article 7.4(f) of the Constitution provides that a Director who retires in accordance with Article 7.4(b) holds office until the conclusion of the Meeting but is eligible for re-election.

Non-Executive Chair, Mr Terry Stinson, was last re-elected as a Director at the Company's 2023 annual general meeting. Accordingly, Mr Stinson retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Stinson will retire at the conclusion of the Meeting and will be immediately re-elected as a Director.

If Resolution 2 is not passed, Mr Stinson will retire at the conclusion of the Meeting and will not be re-elected as a Director.

5.2 Mr Terry Stinson

Mr Stinson has over 35 years' Executive and Non-Executive Director experience, working for global innovation companies across a range of industry segments, along with a proven track record of forming and leading international business collaborations and joint ventures. Formerly the CEO (12 April 2017 to 18 November 2019) and Managing Director (20 May 2008 to 12 April 2017) of Orbital Corporation, VP for Global Fuel Systems at Siemens AG, CEO and Managing Director of Synerject and VP of Manufacturing Outboard Marine Corporation. Mr Stinson also served as Non-Executive Chair of Carnegie Clean Energy Limited (19 October 2018 to 5 February 2025) and Non-Executive Director of Aurora Labs Limited (27 February 2020 to 31 July 2025. Mr Stinson has been a Non-Executive Director of the Company since 2017.

If re-elected, Mr Stinson is considered by the Board (with Mr Stinson abstaining) to be an independent Director. Mr Stinson is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Stinson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Mr Stinson who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2. Mr Stinson has been a part of the Company since 2017 and has an in-depth knowledge and understanding of the Company and its business which will be instrumental in the growth of the Company moving forward.

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5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 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 Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

6.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $132.8 million based on the closing price of Shares ($0.215) on 16 October 2026.

(b) **What Equity Securities can be issued?**

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 eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

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Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(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 Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of any other fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(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 the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

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.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

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(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) 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 Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of Shareholder approval 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**).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

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(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

(i) 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 the Meeting; and

(ii) 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.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	**Dilution**			
	Issue price per Share	**$0.108** **50% decrease in Current Market Price**	**$0.215** **Current Market Price**	**$0.430** **100% increase in Current Market Price**
510,926,796 Shares **Variable A**	10% Voting Dilution	51,092,680 Shares	51,092,680 Shares	51,092,680 Shares
	Funds raised	$5,492,463	$10,984,926	$21,969,852
766,390,194 Shares	10% Voting Dilution	76,639,019 Shares	76,639,019 Shares	76,639,019 Shares
	Funds raised	$8,238,695	$16,477,389	$32,954,778

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Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	$0.108 50% decrease in Current Market Price	$0.215 Current Market Price	$0.430 100% increase in Current Market Price
50% increase in Variable A				
1,021,853,592 Shares	10% Voting Dilution	102,185,359 Shares	102,185,359 Shares	102,185,359 Shares
100% increase in Variable A	Funds raised	$10,984,926	$21,969,852	$43,939,704

Notes:

1. The table has been prepared on the following assumptions:
   (a) The issue price is the current market price ($0.215), being the closing price of the Shares on ASX on 16 October 2026, being the latest practicable date before this Notice was signed.
   (b) Variable A comprises of 510,926,796 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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 Meeting.
4. 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.

(e) **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 the factors including but not limited to the following:

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(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) financial situation and solvency of the Company; and

(iv) 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 and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its 2025 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 14,754,410 Equity Securities under Listing Rule 7.1A, as detailed in the table below.

The 14,754,410 Equity Securities represent ~3.13% of the number of Equity Securities on issue at the commencement of that 12-month period.

Date of issue	17 December 2025
Number of Securities	14,754,410
Type of Security	Shares
Recipient of Security	Institutional and sophisticated investors. Recipients were identified through a bookbuild process, which involved the Company and the joint lead managers seeking expressions of interest to participate in the placement from new and existing contacts of the Company and clients of the joint lead managers.
Issue price per Security	$0.41 each
Discount to market price	The issue price represented a 0% discount to the closing market price on the date of the agreement to issue (being $0.41).
Cash consideration received	$6,049,308 (before costs)
Amount of cash consideration spent	Approximately $6,049,308.
Use of cash spent to date and intended use for remaining amount of cash (if any)	Proceeds from the placement have been used towards funding the engineering study for a proposed staged 5,000 tpa ramp up in anode production in conjunction with the A$13.35 million grant received from Sweden's Industriklivet (see ASX announcement of 20/11/2025).

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(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

6.4 Additional information

Resolution 3 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

7. Resolution 4(a) – (b) – Ratification of issue of Placement Shares

7.1 General

On 10 December 2025, the Company announced (amongst other things) that it had received firm commitments from institutional and sophisticated investors for a placement of new Shares (**Placement Shares**) at an issue price of $0.41 per Share to raise $14.5 million (before costs) (**Placement**).

Participants in the Placement also received one (1) free-attaching unquoted Option (**Placement Options**) for every two (2) Placement Shares subscribed for and issued under the Placement. The Placement Options will be exercisable at $0.58 each and expire on 11 February 2028. Upon the valid exercise of the Placement Options, each Placement Option will convert into one Share and one (1) option (**Piggyback Option**) exercisable at $0.65 each and expiring on 11 February 2030.

On 17 December 2025, the Company issued a total of 35,365,860 Placement Shares pursuant to the Placement without prior Shareholder approval using the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

Resolution 4(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

7.2 Listing Rules 7.1, 7.1A and 7.4

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 shares it had on issue at the start of that period.

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

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an extra 10% to 25%. The Company obtained this approval at its 2025 annual general meeting.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Placement Shares.

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

If Resolution 4(a) is passed, 20,611,450 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4(a) is not passed, 20,611,450 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 20,611,450 Equity Securities for the 12-month period following the issue of those Placement Shares

If Resolution 4(b) is passed, 14,754,410 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4(b) is not passed, 14,754,410 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 14,754,410 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were agreed to be issued.

7.3 Specific information required by Listing Rule 7.5

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

(a) The Placement Shares were issued to a range of sophisticated and professional investors, none of whom are a related party or Material Investor of the Company. The recipients were identified through a bookbuild process, which involved Euroz Hartleys and Bell Potter Securities (acting as joint lead managers) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the joint lead managers.

(b) A total of 35,365,860 Placement Shares were issued under Listing Rules 7.1 and 7.1A

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as follows:

(i) 20,611,450 Placement Shares under Listing Rule 7.1; and

(ii) 14,754,410 Placement Shares under Listing Rule 7.1A.

(c) The Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Shares were issued on 17 December 2025 at $0.41 each.

(e) The proceeds from the Placement have been or are intended to be applied towards funding the engineering study for a staged 5,000 tpa ramp up in anode production in conjunction with the A$13.35 million grant received from Sweden's Industriklivet (see ASX announcement of 20/11/2025).

(f) There are no other material terms to the agreement for the issue of the Placement Shares.

(g) A voting exclusion statement is included in this Notice.

7.4 Additional information

Each of Resolution 4(a) and (b) is a separate ordinary resolution and are not inter-conditional.

The Board recommends that Shareholders vote in favour of Resolution 4(a) and (b).

8. Resolution 5 – Ratification of issue of Placement Options

8.1 General

The background to the Placement including the issue of the Placement Options is in Section 7.1 above.

On 11 February 2026, the Company issued a total of 17,682,936 Placement Options without prior Shareholder approval using the Company's available placement capacity under Listing Rule 7.1.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Options.

8.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the issue of the Placement Options.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1

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(and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

If Resolution 5 is passed, the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, the Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 17,682,936 Equity Securities for the 12-month period following the issue of those Placement Options.

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Options were agreed to be issued.

8.3 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 Options:

(a) The Company issued the Placement Options to the participants in the Placement (or their respective nominee/s), none of whom are a related party or a Material Investor of the Company. The recipients were identified through a bookbuild process, which involved Euroz Hartleys and Bell Potter Securities (acting as joint lead managers) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the joint lead managers.

(b) A total of 17,682,936 Placement Options were issued.

(c) The Placement Options were issued on the terms and conditions in Schedule 2.

(d) The Placement Options were issued for nil cash consideration and on a free-attaching basis to the Shares issued pursuant to the Placement. Accordingly, no funds were raised by the issue of the Placement Options.

(e) There are no other material terms to the agreement for the issue of the Placement Options.

(f) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Ratification of agreement to issue Piggyback Options

9.1 General

The background to the Placement including the proposed issue of the Piggyback Options is in Section 7.1 above.

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Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the agreement to issue up to 17,682,936 Piggyback Options.

9.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The agreement to issue the Piggyback Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the date of agreement to issue the Piggyback Options.

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

If Resolution 6 is passed, the agreement to issue the Piggyback Options (and the issue itself) will be excluded in calculating the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue the Piggyback Options.

If Resolution 6 is not passed, the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 17,682,936 Equity Securities for the 12 month period following the agreement to issue the Piggyback Options.

The Company confirms that Listing Rule 7.1 was not breached at the time the Piggyback Options were agreed to be issued.

9.3 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 agreement to issue the Piggyback Options:

(a) The Piggyback Options will be issued to the Placement participants (or their respective nominee/s), none of whom are related parties or a Material Investor. The recipients were identified through a bookbuild process, which involved Euroz Hartleys and Bell Potter Securities (acting as joint lead managers) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the joint lead managers.

(b) A maximum of 17,682,936 Piggyback Options will be issued.

(c) The Piggyback Options will be issued on the terms and conditions in Schedule 3.

(d) In accordance with section 7.4 of ASX Guidance Note 21, the Piggyback Options will need to be issued no later than 3 months after the date of the Meeting and, if any of the Piggyback Options are not issued within that period, they will continue to be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively

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decreasing the number of Equity Securities it can issue without Shareholder approval for the 12-month period following the date of agreement to issue the Piggyback Options.

(e) The Piggyback Options will be issued for nil cash consideration and only on valid exercise of Placement Options. Accordingly, no funds will be raised by the issue of the Piggyback Options.

(f) There are no other material terms to the agreement for the issue of the Piggyback Options.

(g) A voting exclusion statement is included in the Notice.

9.4 Additional information

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

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Schedule 1 Definitions

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

Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
10% Placement Facility	has the meaning given in Section 6.1.
10% Placement Period	has the meaning given in Section 6.2(f).
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Talga Group Ltd (ACN 138 405 419).
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	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.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.

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Minimum Issue Price	has the meaning given in Section 6.2(e).
Notice	means this notice of annual general meeting.
Piggyback Options	has the meaning given in Section 7.1.
Placement	has the meaning given in Section 7.1.
Placement Options	has the meaning given in Section 7.1.
Proxy Form	means the proxy form made available with the Notice.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
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.
Strike	has the meaning in Section 4.1.

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Schedule 2 Terms and conditions of the Placement Options

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

1.1 (**Entitlement**): Subject to adjustment in accordance with these terms and conditions, each Option gives the holder the right to subscribe for, and be allotted:

(a) one (1) new Share upon exercise of the Placement Option in accordance with paragraph 1.7 on or prior to the Expiry Date; and

(b) one free (1) Piggyback Option upon exercise of the Placement Option in accordance with Schedule 3.

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

1.3 (**Attaching Options Expiry Date**): The Placement Options will expire at 5.00pm (AWST) on the date that is two (2) years from the date of issue (**Placement Options Expiry Date**). Any Placement Options not exercised before the Placement Options Expiry Date will automatically lapse on the Placement Options Expiry Date.

1.4 (**Exercise Price**): The amount payable upon exercise of each Placement Option is $0.58 per Option.

1.5 (**Exercise Period**): The Placement Options are exercisable on the monthly anniversary of the date of issue (each, an **Exercise Day**), on or prior to the Placement Options Expiry Date. If the monthly anniversary falls on a Saturday, Sunday or a day on which the ASX market is not open for trade, the Placement Options will be exercisable on the next Trading Day (as that term is defined in the ASX Listing Rules) and that day will be deemed to be an Exercise Day.

1.6 (**Exercise**): An Option Holder may exercise their Placement Options by lodging with the Company, before the Placement Options Expiry Date:

(a) a written notice of exercise of Placement Options for each Placement Option being exercised; and

(b) electronic funds transfer or BPAY® (if you are the holder of an account with an Australian financial institution that supports BPAY® transactions) for the Exercise Price for each Placement Option being exercised.

1.7 (**Exercise Notice**): Placement Options may be exercised by notice in writing to the Company in the manner specified in the Options Exercise Form and payment of the Exercise Price for each Attaching Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Options Exercise Form is irrevocable. An Options Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**).

1.8 (**Partial exercise**) The Placement Options held by each Option holder may be exercised in whole or in part, and if exercised in part, at least 1,000 Placement Options must be exercised on each occasion (unless fewer than 1,000 Placement Options are held, in which case all need to be exercised).

1.9 (**Timing of issue of Shares on exercise**): Within 10 Trading Days after the Exercise Date, the Company will:

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

(b) allot and issue the number of Piggyback Options required under these terms and conditions in respect of the number of and Placement Options specified in the Options Exercise Form.

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

1.11 (**Ranking of Shares**): All Shares allotted upon the exercise of Placement Options will upon allotment be fully paid and rank equally in all respects with other Shares of the Company on issue.

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

1.13 (**Quotation of Shares on exercise**): If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Placement Options in accordance with the Listing Rules. The Company will not apply for quotation of the Piggyback Options issued on exercise of the Placement Options.

1.14 (**Reorganisation**): If at any time the issued capital of the Company is reorganised, the rights of a holder of Placement Options may be varied to comply with the Corporations Act and the Listing Rules which apply to the reorganisation at the time of the reorganisation.

1.15 (**Participating rights**): There are no participating rights or entitlements inherent in the Placement Options (including that the Placement Options will carry no rights to vote at a meeting of Shareholders, and no rights to dividends) and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.

1.16 (**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 Placement Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Placement Option before the record date for the bonus issue; and

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

1.17 (**Amendments**): Other than as set out in paragraph 1.16, a Placement Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Attaching Option can be exercised.

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Schedule 3 Terms and conditions of the Piggyback Options

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

1.1 (**Entitlement**): Subject to adjustment in accordance with these terms and conditions, each Piggyback Option gives the holder the right to subscribe for, and be allotted one (1) new Share upon exercise of the Piggyback Option in accordance with paragraph 1.7on or prior to the Piggyback Option Expiry Date.

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

1.3 (**Piggyback Options Expiry Date**): The Piggyback Options will expire at 5.00pm (AWST) on the date that is two (2) years from the date of expiry of the Placement Options. Any Piggyback Options not exercised before the Piggyback Option Expiry Date will automatically lapse on the Piggyback Option Expiry Date.

1.4 (**Exercise Price**): The amount payable upon exercise of each Piggyback Option is $0.65 per Piggyback Option.

1.5 (**Exercise Period**): The Piggyback Options are exercisable on the monthly anniversary of the date of issue (each, an **Exercise Day**), on or prior to the Piggyback Options Expiry Date. If the monthly anniversary falls on a Saturday, Sunday or a day on which the ASX market is not open for trade, the Piggyback Options will be exercisable on the next Trading Day (as that term is defined in the ASX Listing Rules) and that day will be deemed to be an Exercise Day.

1.6 (**Exercise**): An Option holder may exercise their Piggyback Options by lodging with the Company, before the Expiry Date:

(a) a written notice of exercise of Piggyback Options for each Piggyback Option being exercised; and

(b) electronic funds transfer or BPAY® (if you are the holder of an account with an Australian financial institution that supports BPAY® transactions) for the Exercise Price for each Piggyback Option being exercised.

1.7 (**Exercise Notice**): Piggyback Options may be exercised by notice in writing to the Company in the manner specified in the Options Exercise Form and payment of the Exercise Price for each Piggyback Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Options Exercise Form is irrevocable. An Options Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**).

1.8 (**Partial exercise**) The Piggyback Options held by each Option holder may be exercised in whole or in part, and if exercised in part, at least 1,000 Piggyback Options must be exercised on each occasion (unless fewer than 1,000 Piggyback Options are held, in which case all need to be exercised).

1.9 (**Timing of issue of Shares on exercise**): Within 10 Trading Days after the Exercise Date, the Company will allot and issue the number of Shares required under these terms and conditions in respect of the number of Piggyback Options specified in the Options Exercise Form and for which cleared funds have been received by the Company.

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

1.11 (**Ranking of Shares**): All Shares allotted upon the exercise of Piggyback Options will upon allotment be fully paid and rank equally in all respects with other Shares of the Company on issue.

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

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1.13 (**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 Piggyback Options in accordance with the Listing Rules.

1.14 (**Reorganisation**): If at any time the issued capital of the Company is reorganised, the rights of a holder of Piggyback Options may be varied to comply with the Corporations Act and the Listing Rules which apply to the reorganisation at the time of the reorganisation.

1.15 (**Participating rights**): There are no participating rights or entitlements inherent in the Piggyback Options (including that the Piggyback Options will carry no rights to vote at a meeting of Shareholders, and no rights to dividends) and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Piggyback Options without exercising the Piggyback Options.

1.16 (**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 Piggyback Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Piggyback Option before the record date for the bonus issue; and

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

1.17 (**Amendments**): Other than as set out in paragraph 1.16, a Piggyback Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Piggyback Option can be exercised.

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TALGA GROUP LTD | ABN 32 138 405 419

Proxy Voting Form

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

SAMPLE

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Your proxy voting instruction must be received by **2:00pm (AWST) on Tuesday, 24 November 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 Annual General Meeting of TALGA GROUP LTD, to be held at **2:00pm (AWST) on Thursday, 26 November 2026 at Mezzanine Level, City of Perth Library Auditorium, 573 Hay Street, 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.

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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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	Remuneration Report	☐	☐	☐
2	Re-election of Director – Mr Terry Stinson	☐	☐	☐
3	Approval of 10% Placement Facility	☐	☐	☐
4a	Ratification of issue of Placement Shares - 20,611,450 Placement Shares issued under Listing Rule 7.1	☐	☐	☐
4b	Ratification of issue of Placement Shares - 14,754,410 Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
5	Ratification of issue of Placement Options	☐	☐	☐
6	Ratification of agreement to issue Piggyback Options	☐	☐	☐

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).

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