

Dispatch of Prospectus for Entitlement Offer

Not for distribution or release in the United States or to U.S. Persons

Terra Critical Minerals Limited (ASX: T92) (**T92** or **Company**) refers to its ASX announcement dated 28 November 2025 in relation to its non-renounceable entitlement offer of quoted options to eligible shareholders to raise up to approximately \$600,000 before costs (**Entitlement Offer**).

The Company is pleased to confirm that in accordance with the indicative timetable for the Entitlement Offer, the prospectus for the Entitlement Offer (**Prospectus**¹), together with the accompanying personalised Entitlement and Acceptance Form, were sent to Eligible Shareholders on 9 December 2025.

Eligible Shareholders are advised that the Entitlement Offer is now open and is expected to close at 5pm (Sydney time) on 18 December 2025.

Eligible shareholders can access a copy of the Prospectus together with their personalised Entitlement and Acceptance Form at <https://portal.automic.com.au/investor/home>².

The Entitlement Offer is being managed by CoPeak Pty Ltd ACN 607 161 900 (**Lead Manager**³).

Please see the Prospectus for further information in relation to the Entitlement Offer.

Unless otherwise defined, capitalised words and terms used in this announcement have the meanings given to them in the Prospectus.

Investor enquiries

If you have any questions in relation to the Entitlement Offer, please contact the Company's Company Secretary, Mr Justyn Stedwell via email at admin@t92.com.au or T92's Share Registry, Automic on 1300 288 664 (if calling from within Australia) or on +61 2 9698 5414 (if calling from New Zealand) between 8.30am and 7pm (Sydney time) Monday to Friday.

¹ The Prospectus was lodged with the Australian Securities and Investments Commission on and is dated 28 November 2025.

² The Company is the issuer of the Quoted Options. Offers under the Entitlement Offer are being made in or accompanied by a copy of the Prospectus. The Prospectus is available by contacting the Company's Company Secretary via email at admin@t92.com.au or via Automic at <https://portal.automic.com.au/investor/home>. Eligible Shareholders should consider the Prospectus in deciding whether to acquire Quoted Options under the Entitlement Offer. Eligible Shareholders who wish to acquire Quoted Options will need to complete the Entitlement and Acceptance Form that will be in or that will accompany the Prospectus.

³ The Lead Manager is a corporate authorised representative (Representative No. 1295246) of LeMessurier Securities Pty Ltd ACN 111 931 849 (AFS Licence No. 296877).

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and consult your independent broker, solicitor, accountant, financial adviser or other professional adviser in relation to the information in this announcement and any action to be taken on the basis of that information.

Yours sincerely,



Justyn Stedwell, Joint Company Secretary

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any person that is, or who is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933 (**U.S. Securities Act**)) (**U.S. Person**) or in any other jurisdiction in which such an offer would be illegal. The securities to be offered and sold under the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, no Quoted Options (or any Entitlements thereto) may be offered or sold, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a U.S. Person unless they have been registered under the Securities Act (which T92 has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any applicable state or other jurisdiction of the United States. This announcement may not be released or distributed in the United States or to U.S. Persons.

This announcement includes certain forward-looking statements. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or other similar words and include statements regarding plans, strategies and objectives of management, trends and outlook. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause T92's actual results, performance and achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements are based upon management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect T92's business and operations in the future. T92 cannot give any assurance that the assumptions upon which management based its forward-looking statements will prove to be correct, or that T92's business and operations will not be affected by other factors not currently foreseeable by management or beyond its control. Any forward-looking statements contained in this announcement speak only as of the date of this announcement.