TechGen Metals Limited

(ACN 624 721 035)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Friday, 14 August 2026

10:30am AWST

To be held at Level 8, 216 St Georges Terrace, Perth WA 6000

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (8) 9481 0389.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of TechGen Metals Limited (ACN 624 721 035) (**Company**) will be held at Level 8, 216 St Georges Terrace, Perth WA 6000, on Friday, 14 August 2026 commencing at 10:30am AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this 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 at 5:00pm AWST on Wednesday,12 August 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of

(a) *50,121,034 Tranche 1 Placement Shares issued to Placement Participants under the Company's Listing Rule 7.1 capacity; and*

(b) *37,070,355 Tranche 1 Placement Shares issued to Placement Participants under the Company's Listing Rule 7.1A capacity,*

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolutions 1(a) and 1(b) by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Placement Participants (and/or their respective nominees)); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 1(a) and 1(b) by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolutions 1(a) and 1(b), in accordance with a direction given to the Chair to vote on Resolutions 1(a) and 1(b) 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 Resolutions 1(a) and 1(b); and

(ii) the holder votes on Resolutions 1(a) and 1(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to Issue Tranche 2 Placement Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 77,183,611 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, Placement Participants (and/or their respective nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

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

3. Resolution 3 – Approval to Issue Placement Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 82,187,500 Placement Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, Placement Participants (and/or their respective nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair 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. Resolution 4 – Approval to Issue Joint Lead Manager Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Joint Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company (namely, Cumulus Wealth Pty Ltd and Anadara Capital Pty Ltd (and/or their nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

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

5. Resolutions 5(a) and 5(b) – Approval to issue Director Placement Shares to Directors (Mr Ashley Hood and Mr Andrew Jones)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to:

(a) *3,125,000 Director Placement Shares to Mr Ashley Hood (and/or his nominees); and*

(b) *1,250,000 Director Placement Shares to Mr Andrew Jones (and/or his nominees),*

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 5(a) by or on behalf of:

(i) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Ashley Hood); or

(ii) any Associate of that person or those persons;

(b) Resolution 5(b) by or on behalf of:

(i) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Andrew Jones); or

(ii) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions; and

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

6. Resolutions 6(a) and 6(b) – Approval to issue Director Placement Options to Directors (Mr Ashley Hood and Mr Andrew Jones)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to:

(a) *1,562,500 Director Placement Options to Mr Ashley Hood (and/or his nominees); and*

(b) *625,000 Director Placement Options to Mr Andrew Jones (and/or his nominees),*

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 6(a) by or on behalf of:

(i) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Ashley Hood); or

(ii) any Associate of that person or those persons;

(b) Resolution 6(b) by or on behalf of:

(i) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Andrew Jones); or

(ii) any Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions; and

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

7. Resolution 7(a) – 7(c) – Approval to issue Director Performance Rights

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

"*That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:*

(a) *3,000,000 Performance Rights to Mr Ashley Hood (and/or his nominees);*

(b) *3,000,000 Performance Rights to Mr Andrew Jones (and/or his nominees);*

(c) *3,000,000 Performance Rights to Ms Maja Mcquire (and/or her nominees*),

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 7(a) by or on behalf of:

  (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Ashley Hood); or

  (ii) any Associate of that person or those persons;

(b) Resolution 7(b) by or on behalf of:

  (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Andrew Jones); or

  (ii) any Associate of that person or those persons.

(c) Resolution 7(c) by or on behalf of:

  (i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Ms Maja McGuire); or

  (ii) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

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

and

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 7 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel

8. Resolutions 8(a) and 8(b) – Ratification of Prior Issue of Consulting Shares and Consulting Options under Listing Rule 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of:

(a) *555,556 Consulting Shares; and*

(b) *277,778 Consulting Options,*

issued to Consultant under the Company's Listing Rule 7.1 capacity, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Consultant (and/or its nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way;

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolutions, in accordance with a direction given to the Chair to vote on Resolutions 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 Resolutions; and

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

9. Resolution 9 – Ratification of Prior Issue of Consideration Shares under Listing Rule 7.1 Capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of 4,651,163 Consideration Shares under the Company's Listing Rule 7.1 capacity, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Mining Equities Pty Ltd (and/or its nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

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

Dated 15 July 2026

BY ORDER OF THE BOARD

Aida Tabakovic
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 8, 216 St Georges Terrace, Perth WA 6000 on Friday, 14 August 2026 commencing at 10:30am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to 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 participate in the Meeting, and are encouraged to lodge a directed 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.

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.

Shareholders and their proxies should be aware that:

(a) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

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); and

(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; and

(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).

Transfer of non-chair proxy to Chair in certain circumstances

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; and

(b) the appointed proxy is not the Chair of the meeting; and

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

(d) either of the following applies:

    (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

    (ii) 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.

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

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company’s Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on unless you direct them how to do so.

If you intend to appoint a member of the Company’s Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 7(a) – 7(c) by marking “For”, “Against” or “Abstain” for each of those resolutions.

2.3 Submit your Proxy Vote

Online

Vote online at www.investorvote.com.au and simply follow the instructions on the enclosed proxy form.

By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
BY FAX	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
BY MOBILE	Scan the QR Code on your Proxy Form and follow the prompts
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit https://www.intermediaryonline.com/Login.aspx to submit your voting intentions

3. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

3.1 General

On 18 June 2026, the Company announced it had received firm commitments to raise $2,700,000 (before costs) through a placement of 168,750,000 fully paid ordinary shares (**Placement Shares**) at an issue price of $0.016 per Placement Share to professional and sophisticated investors, together with one (1) free-attaching listed Option (ASX:TG1OA) for every two (2) Placement Shares subscribed for, exercisable at $0.036 per Option and expiring on 9 September 2028 (**Placement Options**) (**Placement**).

The Company issued 87,191,389 Placement Shares to Placement Participants on 26 June 2026 as follows:

(a) 50,121,034 Placement Shares under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and

(b) 37,070,355 Placement Shares under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 1(b)),

(together, **Tranche 1 Placement Shares**).

The remaining 81,558,611 Placement Shares and 84,375,000 Placement Options will be issued subject to Shareholder approval comprising:

(a) 77,183,611 Placement Shares to be issued to Placement Participants (**Tranche 2 Placement Shares**) (the subject of Resolution 2);

(b) 82,187,500 Placement Options to be issued to Placement Participants (the subject of Resolution 3); and

(c) 4,375,000 Placement Shares and 2,187,500 Placement Options (**Director Placement Shares** and **Director Placement Options** respectively, and together, **Director Placement Securities**) to be issued to Directors Mr Ashley Hood and Mr Andrew Jones (**Participating Directors**) (the subject of Resolutions 5(a) – 6(b)).

Cumulus Wealth Pty Ltd and Anadara Capital Pty Ltd acted as Joint Lead Managers to the Placement (**Joint Lead Manager**). The Joint Lead Managers will receive 10,000,000 Options as part of their fee on the same terms as the Placement Options (the subject of Resolution 4)

Funds raised under the Placement will be applied towards accelerating exploration activities and maiden drilling campaign at the Company's flagship Blue Devil Copper and Gold Project. Funds will also be allocated towards drilling at the Dalgaranga and John Bull Gold Projects.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A.

Resolutions 1(a) and 1(b) seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 87,191,389 Tranche 1 Placement Shares.

3.2 Listing Rules 7,1, 7.1A and 7.4

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

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The issue of the Tranche 1 Placement Shares does not fit within the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1(a) and 1(b) seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under and for the purpose of Listing Rule 7.4.

3.3 Technical information required by Listing Rule 14.1A

If Resolutions 1(a) and 1(b) are passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 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 Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

3.4 Technical 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 Resolutions 1(a) and 1(b):

(a) the Tranche 1 Placement Shares were issued to sophisticated and professional investors who are clients of the Lead Manager (**Placement Participants**) (and/or their respective nominees). The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.4 of Guidance Note 21, the Company confirms that none of the Placement Participants are:

    (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

    (ii) were issued more than 1% of the issued capital of the Company;

(c) a total of 87,191,389 Tranche 1 Placement Shares were issued as follows:

    (i) 50,121,034 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1(a)); and

    (ii) 37,070,355 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 1(b));

(d) the Tranche 1 Placement Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(e) the Tranche 1 Placement Shares were issued on 26 June 2026;

(f) the issue price of the Tranche 1 Placement Shares was $0.016 each;

(g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately $1,395,062.22 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be used in the manner set out in Section 3.1 above;

(h) the Tranche 1 Placement Shares were not issued under an agreement; and

(i) a voting exclusion statement is set out in the Notice in respect of Resolutions 1(a) and 1(b).

3.5 Board Recommendation

The Directors of the Company believe Resolution 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 1(a) and 1(b). The Chair intends to vote all undirected proxies in favour of Resolution 1(a) and 1(b).

4. Resolution 2 – Approval to Issue Tranche 2 Placement Shares

4.1 General

As set out in Section 3.1 above, the Tranche 2 Placement Shares will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 77,183,611 Tranche 2 Placement Shares to the Placement Participants.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares to the Placement Participants during the period of 3 months after the Meeting (or longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 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 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

4.4 Technical 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 Resolution 2:

(a) the Tranche 2 Placement Shares will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants will be:

    (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties, and

(ii) were issued more than 1% of the issued capital of the Company;

(c) up to 77,183,611 Tranche 2 Placement Shares will be issued;

(d) the Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(f) the Tranche 2 Placement Shares will have an issue price of $0.016 each;

(g) the purpose of the Tranche 2 Placement Shares is to raise approximately $1,234,937.78 (before costs). Funds raised from the issue of the Tranche 2 Placement Shares will be aggregated with the funds raised from the issue of the Tranche 1 Placement Shares and used in the manner set out in Section 3.1 above;

(h) the Tranche 2 Placement Shares are not being issued under a formal written agreement;

(i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is set out in the Notice in respect of Resolution 2.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval to issue Placement Options

5.1 General

As set out in Section 3.1, the Placement Options will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 82,187,500 Placement Options to the Placement Participants.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Placement Shares to the Placement Participants during the period of 3 months after the Meeting (or longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of 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 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options. Further, the Company will be required, under the Joint Lead Manager Mandate, to pay to the Joint Lead Managers a cash amount equal to the value of the Placement Options not issued. Refer to Section 6.1 for a summary of the material terms of the Joint Lead Manager Mandate.

5.4 Technical 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 Resolution 3:

(a) the Placement Options will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants are:

 (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

 (ii) were issued more than 1% of the issued capital of the Company

(c) up to 82,187,500 Placement Options will be issued;

(d) the terms and conditions of the Placement Options are set out in Schedule 2;

(e) the Placement Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(f) the Placement Options will be issued for nil cash consideration;

(g) the purpose of the issue of the Placement Options is as free-attaching Options to the Placement Shares, and there are no funds will be raised from the issue of the Placement Options;

(h) the Placement Options are not being issued under a formal written agreement;

(i) the Placement Options are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is set out in the Notice in respect of Resolution 3.

5.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval to issue Joint Lead Manager Options

6.1 General

As set out in Section 3.1 above, the Company has engaged Cumulus Wealth Pty Ltd and Anadara Capital Pty Ltd to act as joint lead manager to the Placement.

A summary of the material terms of the joint lead manager mandate (**Joint Lead Manager Mandate**) is set out below.

(a) (**Services**): the Joint Lead Manager agrees to provide lead manager services to the Company in respect of the Placement.

(b) (**Fees**): as consideration for the Services, the Company has agreed to:

(iii) (**Management Fee**): pay the Joint Lead Manager a Management Fee of 2.0% (plus GST) on the gross proceeds of the Placement;

(iv) (**Selling Fee**): pay the Joint Lead Manager a selling fee of 4.0% on the gross proceeds of the Placement; and

(v) (**Joint Lead Manager Options**): subject to Shareholder approval, the Company agrees to issue to the Joint Lead Managers or its nominees the right, but not the obligation to subscribe for 10,000,000 options (**Joint Lead Manager Options**) on the same terms as the Placement Options. In the event that Shareholders do not approve the issue of the Joint Lead Manager Options or the Placement Options, the Company shall pay to the Joint Lead Managers a cash amount equal to the value of the Options not issued, using the Black and Scholes valuation methodology as at the date of the announcement.

The Joint Lead Manager Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

Accordingly, Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 10,000,000 Joint Lead Manager Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Joint Lead Manager Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Joint Lead Manager Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1 .

Resolution 4 seeks Shareholder approval for the issue of the Joint Lead Manager Options under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options. In addition, the issue of the Joint Lead Manager 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 4 is not passed, the Company will not be able to proceed with the issue of the Joint Lead Manager Options and the Company will be required to pay to the Joint Lead Managers a cash amount equal to the value of the Joint Lead Manager Options not issued.

6.4 Technical 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 Resolution 4:

(a) the Joint Lead Manager Options will be issued to Cumulus Wealth Pty Ltd and Anadara Capital Pty Ltd (and/or their respective nominees),

(b) a total of 10,000,000 Joint Lead Manager Options will be issued;

(c) the Joint Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;

(d) the Joint Lead Manager Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules;

(e) the Joint Lead Manager Options will be issued for nil cash consideration;

(f) the Joint Lead Manager Options will be issued for the purpose of satisfying the Company's obligations under the Joint Lead Manager Mandate;

(g) the Joint Lead Manager Options will be issued under the Joint Lead Manager Mandate. A summary of the Joint Lead Manager Mandate is set out in Section 6.1;

(h) the Joint Lead Manager Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is set out in the Notice in respect of Resolution 4.

6.5 Board Recommendation

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 4.

7. Resolutions 5(a) – 6(b) – Approval to issue Director Placement Shares and Director Placement Options to Directors (Mr Ashley Hood and Mr Andrew Jones)

7.1 General

As set out in Section 3.1, the Director Placement Securities to the Participating Directors will be issued subject to Shareholder approval (the subject of Resolutions 5(a) – 6(b)).

The Director Placement Shares will be issued on the same terms as the Placement Shares issued to unrelated Placement Participants, with an issue price of $0.016 per Director Placement Share. The Director Placement Options will be issued on the same terms as the Placement Options issued to unrelated Placement Participants, being one (1) free attaching Director Placement Option for every two (2) Director Placement Shares subscribed for and issued, exercisable at $0.036 and expiring on the 9 September 2028.

The Director Placement Securities will be issued as follows:

(a) Mr Ashley Hood will be issued:

(i) 3,125,000 Director Placement Shares (the subject of Resolution 5(a)); and

(ii) 1,562,500 Director Placement Options (the subject of Resolution 6(a));

(b) Mr Andrew Jones will be issued:

(i) 1,250,000 Director Placement Shares (the subject of Resolution 5(b)); and

(ii) 625,000 Director Placement Options (the subject of Resolution 6(b));

7.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides 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 proposed issue of the Director Placement Securities constitutes giving a financial benefit to Mr Ashley Hood and Mr Andrew Jones who are related parties of the Company by virtue of being Directors.

In respect of Resolutions 5(a) and 6(a), the Directors (excluding Mr Ashley Hood), each of whom do not have a material personal interest in Resolutions 5(a) and 6(a), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Ashley Hood (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm’s length terms (being on the same terms as the Placement Shares and Placement Options to the unrelated Placement Participants).

In respect of Resolutions 5(b) and 6(b), the Directors (excluding Mr Andrew Jones), each of whom do not have a material personal interest in Resolutions 5(b) and 6(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Securities to Mr Andrew Jones (and/or his nominees), given that the proposed issue of the Director Placement Securities are considered to be on arm’s length terms (being on the same terms as the Placement Shares and Placement Options to the unrelated Placement Participants).

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

(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 company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The proposed issue of the Director Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Director Placement Securities requires the approval of Shareholders under Listing Rule 10.11.

7.4 Listing Rule 14.1A

If Resolutions 5(a) – 6(b) are passed, the Company will be able to proceed with issuing Director Placement Securities within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% placement capacity under Listing Rule 7.1. The issue of the Director Placement Securities will also allow the Company to raise additional funds of approximately $70,000 (before costs), which will be used in the manner set out in Section 3.1).

If Resolutions 5(a) – 6(b) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities, and no further funds will be raised.

7.5 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 Resolutions 5(a) – 6(b):

(a) the Director Placement Securities will be issued to Mr Ashley Hood and Mr Andrew Jones (and/or their respective nominees);

(b) Mr Ashley Hood and Mr Andrew Jones each falls within the category of Listing Rule 10.11.1 by virtue of being a Director of the Company, and if applicable, their respective nominees will fall within Listing Rule 10.11.4 by virtue of being associates of a Director;

(c) an aggregate of 4,375,000 Director Placement Shares and 2,187,500 Director Placement Options will be issued as follows:

  (i) Mr Ashley Hood will be issued:

    (A) 3,125,000 Director Placement Shares (the subject of Resolution 5(a)); and

    (B) 1,562,500 Director Placement Options (the subject of Resolution 6(a));

  (ii) Mr Andrew Jones will be issued:

    (A) 1,250,000 Director Placement Shares (the subject of Resolution 5(b)); and

(B) 625,000 Director Placement Options (the subject of Resolution 6(b));

(d) the Director Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(e) the Director Placement Options will be issued on the terms and conditions set out in Schedule 2;

(f) the Director Placement Securities will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)

(g) the issue price of the Director Placement Shares is $0.016 each (being the same issue price as the Placement Shares) and the issue price of the Director Placement Options is nil (being the same issue price of the Placement Options);

(h) the purpose of the issue of the Director Placement Securities is to enable the Participating Directors to participate in the Placement and to raise an additional $70,000 (before costs). Funds raised via the issue of the Director Placement Securities will be aggregated with funds raised via the issue of the Placement Shares to unrelated Placement Participants and used in the manner set out in Section 3.1 above;

(i) the issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Ashley Hood or Mr Andrew Jones;

(j) the Director Placement Securities are not being issued under any agreement;

(k) a voting exclusion statement is included in Resolutions 5(a) – 6(b) of this Notice.

7.6 Board recommendation

The Board:

(a) (except Mr Ashley Hood) believes Resolutions 5(a) and 6(a) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 5(a) and 6(a) ;

(b) (except Mr Andrew Jones) believes Resolutions 5(b) and 6(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 5(b) and 6(b) ;

The Chair intends to vote all undirected proxies in favour of Resolution 5(a) – 6(b) (respectively).

8. Resolution 7(a) – 7(c) – Approval to issue Director Performance Rights

8.1 General

Resolutions 7(a) – 7(c) seek Shareholder approval for the issue of a total of 9,000,000 Performance Rights to the Directors (and/or their nominee/s) as follows:

Director	Class A	Class B	Class C	Class D	Total
Mr Ashley Hood	750,000	750,000	750,000	750,000	**3,000,000**
Mr Andrew Jones	750,000	750,000	750,000	750,000	**3,000,000**
Ms Maja McGuire	750,000	750,000	750,000	750,000	**3,000,000**
Total	**2,250,000**	**2,250,000**	**2,250,000**	**2,250,000**	**9,000,000**

(together, the **Director Performance Rights**).

The Director Performance Rights are being issued to incentivise the Directors in their performance of future services and to align the Directors with the long term and short-term objectives of the Company.

8.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 7(a) – 7(c) (as applicable to each Director) by virtue of the fact that Resolutions 7(a) – 7(c) are concerned with the issue of Director Performance Rights to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

8.3 Chapter 2E of the Corporations Act

A summary of Section 208 of the Corporations Act is set out in Section 7.2 above.

The grant of the Director Performance Rights constitutes giving a financial benefit. The Directors are related parties of the Company by virtue of being Directors.

Given that all of the Directors of the Company have a material person interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.14

Listing Rule 10.14 provides that Shareholder approval must be obtained where the Company issues, or agrees to issue, securities under an employee incentive scheme to a Director of the Company, an Associate of the Director, or a person whose relationship with the Company, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

The issue of the Director Performance Rights falls within Listing Rule 10.14.1 as the Company intends to issue the Director Performance Rights under the Company's Plan. Accordingly, the issue of the Director Performance Rights requires the approval of Shareholders under Listing Rules 10.14.

Resolutions 7(a) – 7(c) seek the required Shareholder approval for the issue of the Director Incentive Options to the Directors under and for the purposes of Listing Rule 10.14.

8.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 7(a) – 7(c) are passed, the Company will be able to proceed with the issue of the Director Performance Rights to the Directors within three (3) years after the date of the Meeting, but in any event, no later than 15 months of the Meeting.

If Resolutions 7(a) – 7(c) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

8.6 Technical information required by ASX Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 7(a) –7(c):

(a) the Director Performance Rights will be issued to each of the existing Directors of the Company, that being, Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire (or their respective nominees);

(b) each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire fall within the category of Listing Rule 10.14.1 by virtue of being Directors of the Company and if applicable, their respective nominees will fall within Listing Rule 10.14.2 by virtue of being associates of a Director;

(c) a total of 9,000,000 Director Performance Rights will be issued to the Directors (and/or their nominees) as follows:

Director	Class A	Class B	Class C	Class D	Total
Mr Ashley Hood	750,000	750,000	750,000	750,000	**3,000,000**
Mr Andrew Jones	750,000	750,000	750,000	750,000	**3,000,000**
Ms Maja McGuire	750,000	750,000	750,000	750,000	**3,000,000**
Total	**2,250,000**	**2,250,000**	**2,250,000**	**2,250,000**	**9,000,000**

(d) Details of the Directors' current remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and excluding the Director Performance Rights) is set out below:

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Ashley Hood[1]	$319,020	$229,600
Mr Andrew Jones[2]	$296,725	$207,200
Ms Maja McGuire[3]	$159,075	$69,440

Notes:

1. For FY2025, Mr Hood received $205,000 in director fees, $23,575 in superannuation payments and $90,445 in equity-based payments. For FY26, Mr Hood is entitled to a salary of $205,000 per annum and $24,600 in superannuation payments.
2. For FY2025, Mr Jones received $185,004 in director fees, $21,276 in superannuation payments and $90,445 in equity-based payments. For FY26, Mr Jones is entitled to a salary of $185,000 per annum and $22,200 in superannuation payments.
3. For FY2025, Ms McGuire received $62,000 in director fees, $7,130 in superannuation payments and $89,945 in equity-based payments. For FY26, Ms McGuire is entitled to a salary of $62,000 per annum and $7,440 in superannuation payments.

(e) the following Equity Securities have previously been issued to each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire under the Plan:

(i) 1,000,000 unlisted options, exercisable at $0.054 each, expiring 24-11-2029 and 3,000,000 performance rights issued to Ashley Hood for nil consideration;

(ii) 1,000,000 unlisted options, exercisable at $0.054 each, expiring 24-11-2029 and 3,000,000 performance rights issued to Andrew Jones for nil consideration;

(iii) 1,000,000 unlisted options, exercisable at $0.054 each, expiring 24-11-2029 and 3,000,000 performance rights issued to Maja McGuire for nil consideration.

Subject to the passing of Resolutions 7(a) – 7(c) the Directors will also be issued the Director Performance Rights under the Plan;

(f) a summary of the terms of the Director Performance Rights is set out in Schedule 4;

(g) the Director Performance Rights have the values, as attributed to by the Company shown in Schedule 5;

(h) the Director Performance Rights will be issued within three (3) years after the date of the Meeting, but in any event, no later than fifteen (15) months after the date of the Meeting, and it is anticipated that the issue of the Director Performance Rights will occur on one date;

(i) a summary of the material terms of the Plan is set out in Schedule 3;

(j) the Director Performance Rights will be issued for nil consideration. The Director Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;

(k) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options	Performance Rights
Mr Ashley Hood	18,061,555	13,601,158	4,150,000
Mr Andrew Jones	6,445,203	4,908,075	4,150,000
Ms Maja McGuire	602,703	3,524,324	3,900,000

(l) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	$0.070	11 March 2026
Lowest	$0.015	9 June 2026
Last	$0.02	1 July 2026

(m) if each of Mr Ashley Hood, Mr Andrew Jones and Ms Maja McGuire convert all Director Performance Rights the subject of Resolutions 7(a) – 7(c) and no other Shares are issued by the Company, they would hold 4.46%, 2.00% and 0.76% respectively of the issue capital of the Company, on an undiluted basis;

(n) in respect of Resolutions 7(a) – 7(c):

(i) the primary purpose of the grant of the Director Performance Rights is to reward the Directors, provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Director Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number of Director Performance Rights to be issued to the Directors; and

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Performance Rights to the Directors

(o) there is no loan being made in respect of the Director Performance Rights;

(p) details of the Director Performance Rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Director Performance Rights was sought and obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in the Notice, will not participate until approval is obtained under the relevant Listing Rule;

(q) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions 7(a) – 7(c); and

(r) a voting exclusion statement is included for Resolutions 7(a) – 7(c) of this Notice.

8.7 Board Recommendation

Each Director has a material person interest in the outcome of Resolutions 7(a) – 7(c) on the basis that all the Directors (or their nominees) are to be issued Director Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 7(a) – 7(c) of this Notice.

9. Resolutions 8(a) and 8(b) – Ratification of Prior Issue of Consulting Shares and Consulting Options under Listing Rule 7.1

9.1 General

The Company issued the following securities to Mr Desmond Headland (**Consultant**) in lieu of fees owing to Mr Headland for advisory and consulting services rendered to the Company:

(a) 555,556 Shares (**Consulting Shares**) on 24 November 2025; and

(b) 277,778 Options (exercisable at $0.036 and expiring on 9 September 2028) (**Consulting Options**) on 5 December 2025,

pursuant to its Listing Rule 7.1 capacity.

The Consultant is not a related party of the Company. The issue of the Consulting Shares and Consulting Options did not breach the Company's Listing Rule 7.1 capacity.

Resolutions 8(a) and 8(b) seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 555,556 Consulting Shares to and 277,778 Consulting Options (together, **Consulting Securities**).

9.2 Listing Rules 7.1 and 7.4

A summary of the Listing Rule 7.1 is set out in Section 3.2 above.

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

A summary of Listing Rule 7.4 is set out in Section 3.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 8(a) and 8(b) seeks Shareholder approval for the ratification of the issue of the Consulting Securities under and for the purpose of Listing Rule 7.4.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 8(a) and 8(b) are passed, the issue of the Consulting Securities will be excluded in calculating the Company's 15% limit in Listing Rules 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 8(a) and 8(b) are not passed, the Consulting Securities will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

9.4 Technical 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 Resolution 8(a) and 8(b):

(a) the Consulting Securities were issued to Mr Desmond Headland (and/or his nominees),

(b) the Consulting Securities were issued pursuant to the Company's placement capacity under Listing Rule 7.1 as follows;

(i) a total of 555,556 Consulting Shares (being the subject of Resolution 8(a)); and

(ii) a total of 277,778 Consulting Options (being the subject of Resolution 8(b));

(c) the Consulting Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(d) the Consulting Options were issued on the terms set out in Schedule 2;

(e) the Consideration Shares were issued on 24 November 2025;

(f) the Consulting Options were issued on the 5 December 2025;

(g) the deemed issue price of the Consulting Shares was $0.018 each, while the issue price of the Consulting Options was nil;

(h) no funds were raised from the issue of the Consulting Securities. The purpose of the issue of the Consulting Securities was to satisfy the outstanding fees owing to the Consultant, while preserving the Company's cash reserves;

(i) the Consulting Securities were not issued under a formal written agreement; and

(j) a voting exclusion statement is set out in the Notice in respect of Resolution 8(a) and 8(b).

9.5 Board Recommendation

The Directors of the Company believe Resolution 8(a) and 8(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 8(a) and 8(b). The Chair intends to vote all undirected proxies in favour of Resolution 8(a) and 8(b).

10. Resolutions 9 – Ratification of Prior issue of Consideration Shares under Listing Rule 7.1 Capacity

10.1 General

On 11 February 2026, the Company announced it had signed a binging agreement with Mining Equity Pty Ltd (**Mining Equities**) pursuant to which the Company will, subject to the satisfaction of conditions precedent, acquire a 100% legal and beneficial interest in the Mt Boggola East Cu-Au-Ag Project (**Acquisition**) on the key terms detailed below (**Acquisition Agreement**):

(a) (**Consideration**): The Company agreed to pay and issue the following consideration to Mining Equities for the Acquisition at Completion:

(i) a cash payment of AUD$100,000;

(ii) that number of Shares in the Company, equal to $200,000 at a deemed issue price of $0.043 per share (being 4,651,163 shares) (**Consideration Shares**);

(b) (**Deferred Consideration**): the Company agreed to pay and issue the following milestone based deferred consideration:

(i) upon the Company achieving a continuous drilling intersection of 30m at >1% Cu on the Tenement (**Milestone 1**), the Company agrees to pay and issue to Mining Equities, within 30 Business Days of achievement of Milestone 1:

(A) 250,000 cash; and

(B) subject to shareholder approval, that number of Shares in the Company equal to $250,000 based on an issue price equal to the 15 trading day VWAP of Shares prior to the Company's announcement of achievement of Milestone 1, and subject to a floor price of AUD$0.04 per share;

(ii) upon the Company achieving a delineation of a mineral resource in accordance with JORC guidelines of 20 Million Tonnes at >1% Cu (**Milestone 2**), the Company agrees to pay and issue Mining Equities, within 30 Business Days of achievement of Milestone 2:

(A) $500,000 cash; and

(B) subject to shareholder approval, that number of Shares in the Company equal to $500,000 based on an issue price equal to the 15 trading day VWAP of Shares prior to the Company's announcement of achievement of Milestone 2, and subject to a floor price of AUD$0.04 per share; and

(c) (**Royalty**): The Company agreed to pay a 1% net smelter return royalty on the sale of any minerals mined from the Mt Boggola East Cu-Au-Ag Project area by or on behalf of the Company.

(d) (**Conditions Precedent**): Completion of the acquisition is subject to and conditional upon the parties entering into a Deed of Assignment in respect of the relevant native title agreement relating to the Tenement and the parties obtaining Ministerial consent for the transfer of the Tenement pursuant to section 64 of the Mining Act.

(e) (**Completion**): Completion must take place on the date that is 5 Business Days after satisfaction (or waiver) of the Conditions Precedent.

The Acquisition Agreement otherwise contains terms considered standard for an agreement of this nature.

The Acquisition Agreement was negotiated at arm's length and Mining Equities is not a related party of the Company.

The Company issued the 4,651,163 Consideration Shares at a deemed issue price of $0.043 to Mining Equities on 23 March 2026.

The issue of the Consideration Shares did not breach Listing Rule 7.1.

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 4,651,163 Consideration Shares.

10.2 Listing Rules 7.1 and 7.4

A summary of the Listing Rule 7.1 is set out in Section 3.2 above.

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

A summary of Listing Rule 7.4 is set out in Section 3.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 9 seeks Shareholder approval for the ratification of the issue of the Consideration Shares under and for the purpose of Listing Rule 7.4.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the issue of the Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rules 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 9 is not passed, the Consideration Shares will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

10.4 Technical 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 Resolution 9:

(a) the Consideration Shares were issued to Mining Equities Pty Ltd (and/or its nominees),

(b) a total of 4,651,163 Consideration Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the Consideration Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(d) the Consideration Shares were issued on 23 March 2026;

(e) the deemed issue price of the Consideration Shares was $0.043 each;

(f) the purpose of the issue of the Consideration Shares was to satisfy the Company's obligations under the Acquisition Agreement;

(g) the Consideration Shares were issued under the Acquisition Agreement. A summary of the material terms are set out in Section 10.1 above; and

(h) a voting exclusion statement is set out in the Notice in respect of Resolution 9.

10.5 Board Recommendation

The Directors of the Company believe Resolution 9 are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 9. The Chair intends to vote all undirected proxies in favour of Resolution 9.

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

Acquisition has the meaning given in Section 10.1.

Acquisition Agreement has the meaning given in Section 10.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

Board means the board of Directors.

Business Day means:

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

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means TechGen Metals Limited (ACN 624 721 035).

Consideration Shares has the meaning given in Section 10.1.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Consultant has the meaning given in Section 9.1.

Consulting Options has the meaning given in Section 9.1.

Consulting Securities has the meaning given in Section 9.1.

Consulting Shares has the meaning given in Section 9.1.

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

Director means a director of the Company.

Director Placement Options has the meaning given in Section 3.1.

Director Placement Securities has the meaning given in Section 3.1.

Director Placement Shares has the meaning given in Section 3.1.

Director Performance Rights has the meaning given in Section 8.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Joint Lead Managers has the meaning given in Section 3.1.

Joint Lead Manager Mandate has the meaning given in Section 6.1.

Joint Lead Manager Options has the meaning given in Section 6.1.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Participating Directors has the meaning given in Section 3.1.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.4.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms of Joint Lead Manager Options, Placement Options, Director Placement Options and Consulting Options

The terms and conditions of the Joint Lead Manager Options, Placement Options, Director Placement Options and Consulting Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option is $0.036 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST), on 9 September 2028. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

(i) 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;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) 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.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20

Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the ASX Listing Rules and the Corporations Act, subject to the satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – Summary Terms of the Plan

A summary of the terms of the Plan is set out below:

(a) (**Eligible Participant):** Eligible Participant means a person that:

(i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and

(ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(c) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the Income Tax Assessment Act 1997 (Cth). The Board may delegate its powers and discretion.

(d) (**Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(e) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(f) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(g) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are

(h) satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) (**Exercise of Convertible Securities and cashless exercise**): To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) (**Cashless exercise of Convertible Securities**): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

(k) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(l) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(m) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(n) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(o) (**Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(p) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(q) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(r) (**Compliance with Applicable Laws**): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

(i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and

(ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the invitation is made,

does not exceed:

(iii) if the Constitution specifies an issue cap percentage, that percentage; or

(iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

(s) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(t) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant

SCHEDULE 4 – Terms of Director Performance Rights

1. Performance Rights

Each Director Performance Right is a right of the Holder (and/or its nominees) to acquire a fully paid ordinary share in the capital of the Company (**Share**) subject to these terms and conditions.

2. Vesting Conditions

Director Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

Class	Vesting Milestone	Expiry Date
A	The achievement of a drill intercept equivalent to 20 metres at an average grade of 1g/t gold or 20 metres at an average grade of 1% copper (or copper equivalent) on the Blue Devil Project	5:00pm AWST 4 years from date of issue.
B	The achievement of a drill intercept equivalent to 20 metres at an average grade of 1g/t gold or 20 metres at an average grade of 1% copper (or copper equivalent) on the John Bull Project	5:00pm AWST 4 years from date of issue.
C	The achievement of a drill intercept equivalent to 20 metres at an average grade of 1g/t gold or 20 metres at an average grade of 1% copper (or copper equivalent) on the Dalgaranga Project	5:00pm AWST 4 years from date of issue.
D	The achievement of a drill intercept equivalent to 20 metres at an average grade of 1g/t gold or 20 metres at an average grade of 1% copper (or copper equivalent) on the El Donna Project	5:00pm AWST 4 years from date of issue.

3. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Director Performance Right, the Holder may exercise the Director Performance Rights by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise the Director Performance Rights.

4. Expiry

Any Director Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

5. Transfer

A Director Performance Right is not transferable.

6. Entitlements and bonus issues

The holder of a Director Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

7. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

8. Right to receive Notices and attend general meetings

Each Director Performance Right does not confer on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder does not have the right to attend general meetings of the Company.

9. Voting rights

A Director Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

10. Dividend rights

A Director Performance Right does not entitle the Holder to any dividends.

11. Return of capital rights

The Director Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

12. Rights on winding up

The Director Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

13. Change in control

(a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event described in paragraph (b) occurs, then each Director Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Director Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Director Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of the Director Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.

(b) A Change of Control Event occurs when:

(i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or

(ii) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(c) The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Director Performance Rights and all remaining Director Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

14. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Director Performance Rights specified in the Notice of Exercise;

(b) if required, give ASX a notice that complies with section 708A(5) (e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) 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 Director Performance Rights.

15. Ceasing to be engaged by the Company

If a Director Performance Right holder ceases to be employed or engaged with the Company, unless the Board determines otherwise, any Related Pary Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company.

16. Compliance with law

The conversion of the Director Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

17. Application to ASX

The Director Performance Rights will not be quoted on ASX. On conversion of Director Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

18. Ranking of Shares

Shares into which the Director Performance Rights will convert will rank parri passu in all respects with existing Shares.

19. No other rights

A Director Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 5 – Value of Director Performance Rights

The Director Performance Rights to be issued pursuant to Resolutions 7(a) – 7(c) have been valued by internal management using the Company's Share price.

The following inputs and results apply to performance rights within those resolutions:

ASSUMPTIONS:	CLASS A	CLASS B	CLASS C	CLASS D
Market Share price of security	$0.02	$0.02	$0.02	$0.02
Exercise price	$nil	$nil	$nil	$nil
Risk-free rate	4.434%	4.434%	4.434%	4.434%
Volatility percentage	100%	100%	100%	100%
Model/technique	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant	N/A – fair value is based on share price on date of grant
Time (years to expiry)	4 years from issuance	4 years from issuance	4 years from issuance	4 years from issuance
Indicative value per Performance Right	$0.02	$0.02	$0.02	$0.02
Total value of Performance Rights	**$45,000**	**$45,000**	**$45,000**	**$45,000**
Ashley Hood (Resolution 7(a))	$15,000	$15,000	$15,000	$15,000
Andrew Jones (Resolution 7(b))	$15,000	$15,000	$15,000	$15,000
Maja McGuire (Resolution 7(c))	$15,000	$15,000	$15,000	$15,000

The Board notes, the value of Performance Rights does not reflect the likelihood of the Vesting Conditions being achieved.

The internal management have calculated the value of each performance right on the following assumptions:

(a) The underlying value of each Share in the Company based on the ASX closing price of $0.02 on 1 July 2026;

(b) Risk free rate of return – 4.434% (estimated based on the Australian Government 5-year bond rate); and

(c) Volatility of the Share price of 100% based estimated based on historical trends and the volatility of comparative companies.

TECHGEN METALS
LIMITED

TechGen Metals Limited
ABN 66 624 721 035

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AWST) on Wednesday, 12 August 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188879

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TechGen Metals Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of TechGen Metals Limited to be held at Level 8, 216 St Georges Terrace, Perth WA 6000 on Friday, 14 August 2026 at 10:30am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7(a) - 7(c) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 7(a) - 7(c) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 7(a) - 7(c) by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1(a)	Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 Capacity	☐	☐	☐
1(b)	Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A Capacity	☐	☐	☐
2	Approval to Issue Tranche 2 Placement Shares	☐	☐	☐
3	Approval to Issue Placement Options	☐	☐	☐
4	Approval to Issue Joint Lead Manager Options	☐	☐	☐
5(a)	Approval to issue Director Placement Shares to Mr Ashley Hood	☐	☐	☐
5(b)	Approval to issue Director Placement Shares to Mr Andrew Jones	☐	☐	☐
6(a)	Approval to issue Director Placement Options to Mr Ashley Hood	☐	☐	☐
6(b)	Approval to issue Director Placement Options to Mr Andrew Jones	☐	☐	☐
7(a)	Approval to issue Director Performance Rights to Mr Ashley Hood	☐	☐	☐
7(b)	Approval to issue Director Performance Rights to Mr Andrew Jones	☐	☐	☐
7(c)	Approval to issue Director Performance Rights to Ms Maja Mcquire	☐	☐	☐
8(a)	Ratification of Prior Issue of Consulting Shares under Listing Rule 7.1	☐	☐	☐
8(b)	Ratification of Prior Issue of Consulting Options under Listing Rule 7.1	☐	☐	☐
9	Ratification of Prior Issue of Consideration Shares under Listing Rule 7.1 Capacity	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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