Prospectus

Latrobe Magnesium Limited ACN 009 173 611 (**Company**)

Offer

A non-renounceable rights issue to Eligible Shareholders of 1 New Share for every 15 Shares held at an issue price of $0.015 per New Share to raise approximately $3.4 million.

Shareholders who apply for their full Entitlement will also be entitled to apply for Additional New Shares to be allocated out of the Shortfall (up to 100% of Entitlements).

Cleansing Offer

An offer of 20,000,000 Lead Manager Options to the Lead Manager and of up to 22,765,674 Sub-Underwriter Options to the Sub-Underwriters (together **Broker Options**).

The Lead Manager of the Offer and the Placement, and the Underwriter of the Offer, is Shaw and Partners

This document is important and it should be read in its entirety. If you are in any doubt as to the contents of this document, you should consult your stockbroker, solicitor, banker, financial advisor or accountant as soon as possible. The securities offered by this Prospectus are considered to be speculative. Your Entitlement and Acceptance Form (where applicable) must be received by the Share Registry with your payment (where applicable) no later than 5.00pm (AEDT) on the Closing Date. Applications Forms for the Cleansing Offer must be returned by no later than 5.00pm (AEDT) on Monday, 26 October 2026. Please refer to the timetable set out in this Prospectus for the Important Dates.

This is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001 (Cth).

Not for distribution in the United States of America or to U.S. persons.

Important information

Offer statistics

Number of New Shares to be issued: .... up to 227,656,740*

Issue Price: $0.015

*Excludes any New Shares which may be issued in the event that any Existing Options are exercised prior to the Record Date.

Key dates for Offer

Record Date for determining Entitlements under the Issue: ....7.00 pm Friday, 25 September 2026

Offer opens: ....Wednesday, 30 September2026

Offer expected to close: ....5.00 pm, Monday, 19 October 2026

Commencement of trading of New Shares on ASX: ....Tuesday, 27 October 2026

Expected date for despatch of New Shareholding statements: .... Wednesday, 28 October 2026

Further details regarding the timetable for the Offer are set out in section 2.3. All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the Offer without prior notice, subject to the Corporations Act, ASX Listing Rules and other applicable laws. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible after the Offer opens.

Cleansing Offer statistics

Number of Broker Options to be issued: ....up to 42,765,674

Issue Price: ....Nil

Exercise Price: $0.0205

Expiry Date: .... 13 July 2031

Key dates for Cleansing Offer

Cleansing Offer opens: ....Wednesday, 30 September 2026

Cleansing Offer expected to close: ....5.00 pm, Monday, 26 October 2026

Issue of Broker Options: ....Monday, 26 October 2026

All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the Offer without prior notice, subject to the Corporations Act, ASX Listing Rules and other applicable laws.

Important notice

This Prospectus is dated 22 September 2026 and was lodged with ASX and ASIC on the same date. Neither ASIC, nor ASX take any responsibility as to the contents of this Prospectus. No securities will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

This Prospectus contains an offer to Eligible Shareholders of continuously quoted securities (as defined in the *Corporations Act*) and an offer of unquoted securities to the Lead Manager and Sub-Underwriters and has been prepared in accordance with section 713 of the *Corporations Act*.

No person is authorised to give any information or to make any representation in connection with the Issue described in this document which is not contained in this document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Issue.

The Company will not apply for Official Quotation of the Broker Options on ASX.

Foreign shareholders

This document does not constitute an offer of New Securities in any jurisdiction in which it would be unlawful. New Securities may not be offered or sold in any country outside Australia except to the extent permitted below.

The Company has decided that it is unreasonable to make offers of New Shares under the Issue to Shareholders with registered addresses outside of Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside of Australia and New Zealand.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia and New Zealand, in which the Company's Shareholders may reside. It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. The Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

See section 2.11 for further information on Offer restrictions with respect to shareholders who do not have registered addresses in Australia.

The Cleansing Offer is open to Sub-Underwriters who are located in New Zealand, Singapore, and Hong Kong and meet the qualifications for each jurisdiction as described in Section 2.13.

New Zealand

The New Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

How to accept Entitlement to New Shares

Entitlements to New Shares can be accepted in full or in part by completing the Entitlement and Acceptance Form which can be accessed from www.computersharecas.com.au/lmgoffer and making payment of Acceptance Money by BPAY® in accordance with the instructions set out in this Prospectus and on the Entitlement and Acceptance Form.

This Prospectus is available in electronic form on the internet at www.latrobemagnesium.com. If you wish to obtain a free copy of this Prospectus, please contact the Company by email lmg@latrobemagnesium.com.

How to apply for Broker Options

The Lead Manager and the Sub-Underwriters can apply for Broker Options by completing and returning the Application Form which accompanies this Prospectus in accordance with the instructions set out on the Application Form.

Enquiries

If you are an Eligible Shareholder and have any questions in relation to the Offer, please contact your stockbroker or professional adviser. If you have questions in relation to the Shares upon which your Entitlement has been calculated, or how to complete the Entitlement and Acceptance Form, take up your Entitlement, please call the Share Registry on:

- 1300 850 505 for callers within Australia; or
- +61 3 9415 4000 for overseas callers.

Deciding to accept the Offer

No person named in this Prospectus, nor any other person, guarantees the performance of LMG, the repayment of capital or the payment of a return on the New Securities.

Please read this Prospectus carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarised in section 1.5 of this Prospectus and set out in more detail in section 6 of this Prospectus. This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Offer or the Cleansing Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website at www.latrobemagnesium.com.

Terms used

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the definitions and glossary in section 8.

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Forward looking statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expect', 'plan' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer or the Cleansing Offer which is not contained in this Prospectus. Any information or representation in connection with the Offer or Cleansing Offer not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Offer or Cleansing Offer. The Offer and the Cleansing Offer, and the information contained in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

Disclaimer

None of the Lead Manager, its related bodies corporates (as defined by the *Corporations Act*) and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (**Lead Manager Parties**) have authorised, permitted or caused the issue, submission, despatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement by any of them.

To the maximum extent permitted by law, the Lead Manager Parties: (i) exclude and disclaim all responsibility and liability (including, without limitation, any liability arising from fault, negligence, or negligent misstatement) for any expenses, losses, damages or costs (including consequential or contingent loss or damage) incurred by you as a result of your participation in the Offer and/or the Placement and your reliance on anything contained in or omitted from this Prospects or otherwise arising in connection with this Prospectus; (ii) exclude and disclaim any obligations or undertaking to release any updates or revision to the information in this Prospectus to reflect any change in expectations or assumptions; and (iii) do not make any representation or warranty, express or implied, as to the accuracy, reliability, completeness of the information in this Prospectus or that this Prospectus contains all material information about the Company or that a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of securities in the Company, or likelihood of fulfilment of any forward-looking statement or event or results expressed or implied in any forward-looking statement. None of the Lead Manager Parties takes any responsibility for any Company specific information, makes any recommendations as to whether you or your related parties should participate in the Offer and/or Placement, nor do they make any representations or warranties (express or implied) to you concerning the Company, the Offer or the Placement or any information contained in this Prospectus. The Lead Manager Parties disclaim (and by accepting this Prospectus you disclaim) any fiduciary relationship between them and the recipients of this Prospectus, or any duty to the recipients of this Prospectus or acquirers of Company securities or any other person. To the maximum extent permitted by law, you represent, warrant and agree that you have not relied on any statements made by the Lead Manager Parties in relation to the Offer and the Placement. The Lead Manager Parties may rely on information provided by or on behalf of the Company in preparing this Prospectus and without having independently verified that information and the Lead Manager Parties do not assume any responsibility for the accuracy or completeness of that information.

Determination of eligibility of investors for the purposes of the Offer and the Placement is determined by reference to a number of matters, including legal requirements and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Manager. To the maximum extent permitted by law, the Company, the Lead Manager, their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees and agents expressly disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion.

The Lead Manager Parties may also hold interests in the securities of the Company or earn brokerage, fees or other benefits from the Company, including in relation to acting as lead manager of the Offer and the Placement and underwriter of the Offer. The Lead Manager Parties may receive fees for providing services to the Company.

Target Market Determination

A Target Market Determination in respect of the Broker Options offered under this Prospectus has been prepared by the Company as required under section 994B of the Corporations Act and is available on the Company's website: www.latrobemagnesium.com.

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Chair's letter

22 September 2026

Dear Shareholders,

It is my pleasure to introduce this Prospectus and invite you to take up your Entitlement of New Shares in Latrobe Magnesium Limited (**Offer)**.

As announced on 22 September 2026 the Directors wish to provide the opportunity for Eligible Shareholders to invest in New Shares under the Offer. The Offer is a non-renounceable rights issue of 1 New Share for every 15 Shares held at an issue price of $0.015 per New Share, to raise approximately $3.4 million (before Offer costs). The issue price represents a 21.1% discount to the Share price of $0.019 as at the close of trading on Thursday, 17 September 2026 (last trading day prior to the Placement and prior to the date of this Prospectus) and a 6.8% discount to the 5 day volume weighted average price of $0.0161.

As also announced on 22 September 2026, the Company is undertaking a placement of approximately 339,009,927 new Shares (**Placement Shares**) to qualified institutional, sophisticated and professional investors at the same issue price of $0.015 per Share, to raise a total of $5.1 million (before costs) (**Placement**).

The Placement has been well supported by new and existing institutional and sophisticated investors, including the Company's management and Directors, who have committed to subscribe for approximately $280,000 of Shares in the Placement.

The Placement Shares are to be issued in two tranches, with 332,076,594 Shares to be issued on 28 September 2026 (**Placement (Tranche 1) Shares**) and with 6,933,333 Shares (**Placement (Tranche 2) Shares**) to be issued to the Directors subject to shareholder approval at the 2026 AGM. Shares issued under the Placement will be issued after the Record Date and recipients of those Shares will not be entitled to participate in this Offer with respect to those Shares.

It is proposed that the funds raised from the Offer, together with those raised from the Placement, will be applied for the purposes of funding completion and commissioning of the Phase 1B pyrometallurgical plant to produce magnesium metal, procure long lead items for Phase 1C magnesium refinery, fund site and corporate costs for FY27 and the costs of the Offer.

The Directors (excluding David Paterson) have participated in the Placement (subject to shareholder approval under Listing Rule 10.11) and therefore do not intend to take up their entitlement to New Shares.

A personalised Entitlement and Acceptance Form accompanies this Prospectus and sets out the number of New Shares you are entitled to subscribe for as an Eligible Shareholder (**Entitlement**). Entitlements to New Shares can be accepted in full or in part by making payment of Acceptance Money by BPAY® in accordance with the instructions set out below and on the Entitlement and Acceptance Form. Subscription money for the New Shares must be received by the Company at its Share Registry by the Closing Date. Please refer to the timetable for the important dates of the Offer.

The Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable.

Shaw and Partners is the Lead Manager of the Offer and the Placement and also the underwriter for the Offer. The Offer is fully underwritten.

The Company will also issue the Lead Manager Options and the Sub-Underwriter Options (on the basis of one (1) option for every ten (10) New Shares sub-underwritten for by a Sub-underwriter). All such options are exercisable at $0.0205 per Share and have an expiry date of 13 July 2031. These Broker

Options are issued for nil consideration and will not raise any funds for the Company until they are exercised.

On behalf of the Directors, I thank you for your continued support and I invite you to consider this investment opportunity.

Yours sincerely,

John Murray
Chair
Latrobe Magnesium Limited

1. Investment summary

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

1.1 The Offer and Cleansing Offer

This Prospectus is for the non-renounceable rights issue of approximately 227,656,740 New Shares at an issue price of $0.015 per New Share, on the basis of 1 New Share for every 15 Shares held by Eligible Shareholders as at the Record Date. New Shareholders in the Company as a result of the Placement will not receive their Shares until after the Record Date and will not be eligible to participate in the Offer.

The Offer is an offer to Eligible Shareholders only. The Offer is fully underwritten by the Lead Manager, Shaw and Partners.

The issue price of $0.015 per New Share represents a 21.1% discount to the Share price of $0.019 at the close of trading on Thursday, 17 September 2026 (being the last trading day prior to the Placement and prior to the date of this Prospectus) and a 6.8% discount to the 5 day volume weighted average price of $0.0161.

On the same date as announcing the Offer, the Company applied to the ASX for the New Shares to be granted Official Quotation on the ASX. Official Quotation of the New Shares is expected to occur on or about Tuesday, 27 October 2026.

This Prospectus also relates to the offer of the Lead Manager Options to the Lead Manager and the offer of the Sub-Underwriter Options to Sub-Underwriters under the Cleansing Offer.

The Directors may at any time decide to withdraw this Prospectus and the offer of New Securities made under this Prospectus, in which case the Company will return all applications moneys (without interest) within 28 days of giving notice of such withdrawal.

1.2 Placement

The Company is undertaking a placement of approximately 339,009,927 new Shares (**Placement Shares**) to qualified institutional, sophisticated and professional investors at the same issue price of $0.015 per Share, to raise a total of $5.1 million (before costs) (**Placement**).

The Placement Shares are to be issued in two tranches, with 332,076,594 Shares to be issued on Monday, 28 September 2026 (**Placement (Tranche 1) Shares**) with the balance 6,933,333 Shares (**Placement (Tranche 2) Shares**) to be issued to the Directors of the Company and being subject to shareholder approval at the annual general meeting to be held in November 2026. Shares issued under the Placement will be issued after the Record Date and recipients of those Shares will not be entitled to participate in this Offer with respect to those Shares.

1.3 Minimum subscription

There is no minimum subscription to the Offer.

The Offer is fully underwritten.

Purpose of the Offer

The Directors intend to apply the proceeds from the Offer (together with its existing cash resources and the proceeds of the Placement) for the purposes of:

(a) capital costs towards construction and commissioning of the Phase 1B Pyrometallurgical circuit of the Demonstration Plant for magnesium metal production including a crown commissioning campaign;

(b) procuring long lead items for the Phase 1C Magnesium Refinery project, including procurement of plant and equipment and transportation to site;

(c) site and corporate running costs; and

(d) the costs of the Offer.

The costs are partially offset by a FY27 tax rebate estimate.

The proceeds from the Offer (assuming it is fully subscribed) (including the Company's existing cash resources and the proceeds of the Placement) is proposed to be allocated in the following manner:

Proposed use of funds	$M	%
Phase 1B costs	3.8	45%
Mg crown commissioning campaign	1.0	12%
Refinery long lead equipment	1.3	15%
Site running costs	0.7	8%
Commercial plant studies	0.5	6%
Corporate costs and working capital and estimated costs of the Offer (including legal fees, Lead Manager's fees, Share Registry fees, ASIC and ASX fees and other miscellaneous costs associated with the Offer)*	5.7	67%
FY27 R&D Tax Rebate estimate^	(4.5)	(52)%
Total (maximum raising)	**8.5**	**100%**

** Assumes that the Offer is fully subscribed and does not take account of brokerage (if any) discussed at section 3.1.*

^This represents the Company's estimate of the anticipated rebate to be received in respect of its FY27 R&D Tax incentive.

However, in the event that circumstances change or other better opportunities arise the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

No funds will be raised from the issue of the Broker Options.

1.4 Investment highlights

A summary of the investment highlights of the Company are as follows:

(a) Magnesium is recognised as a Critical and/or Strategic Mineral by the governments of Australia, USA, Japan and the EU. Magnesium is the lightest and strongest structural metal, ideal for EV and aerospace range extension. Demand is increasing in critical military aerospace, drone and flare applications. Approximately 91% of the global supply is produced by China, with approximately 6% in Russia. The global magnesium market is forecast to grow rapidly through to 2032, driven by demand from auto-makers who use magnesium to reduce vehicle weight and reduce environmental emissions. In response to this supply-side risk and demand, Western governments are looking to support the onshoring of domestic magnesium manufacturing. Demand is expected to grow 1.6x on 2025 levels to 1.7Mt in 2032, a CAGR of 6.5%.

(b) The US Defence Industrial Base Consortium (DIBC) recently announced Magnesium as one of four metals in the Request for Proposal 2 (RPP2). LMG has made a submission to the DIBC for its US-based 50 ktpa magnesium metal plant.

(b) LMG's proprietary, CO_2-sequestering hydromet technology allows it to become an ESG-credentialled clean metals producer. LMG's feedstocks, both ash and ferronickel slag, contain Magnesium and CaO, rather than carbonates. The result is more than a 50% reduction in CO_2 emissions compared to China-based magnesium producers. LMG is seeking to further reduce its emissions by increasing its use of renewable energy.

(c) LMG aims to produce not just magnesium but other valuable saleable products from its feedstock. These products, namely SCM, Char, Iron Oxide and Calcium Carbonate, are expected to generate some 25% to 50% of LMG's revenue. These additional revenues protect the company's revenue stream against the market along with the ability to sell magnesium into the US market tariff free. LMG's operating costs are competitive with mainstream Chinese industry operating costs.

(d) LMG is fast tracking a 50 ktpa US plant as US funding pathways open. This is conditional on land and infrastructure agreements being signed in South Carolina. Metal Exchange Corporation (MX), Meridian and Twin Cities have signed non-binding offtake agreements (64% of capacity), with support from South Carolina. LMG's long term estimate is for plant first production to occur three years from PFS procurement. LMG has received a US$15M Non-Binding Letter of Support (LOS) to provide funding for the Feasibility Study. The LOS is with a US based strategic counter party and is contingent on LMG obtaining the remaining $US15M required for completion of all study works in respect of the US 50 ktpa plant. Formal documentation will be required to be entered into which may contain other conditions to completion. LMG has feedstock already committed for this new facility via LMG's binding 20-year ferronickel slag MOU with Societe Le Nickel (Eramet). The facility will help meet the Unites States' strategic needs for magnesium including defence, aerospace, automotive and aluminium industries.

(e) LMG has a substantial growth strategy. Hydrometallurgical extraction of Magnesium from ash was demonstrated in February 2026 at the Victorian Demonstration plant. The Pyrometallurgical plant is 70% complete, utilising conventional horizontal retorts with automation for improved efficiency and reduced cost. Commissioning is targeted for end of CY26 to produce metal crowns.

Further details of the planned activities of the Company can be found in the "Investor Presentation" of the Company lodged with the ASX on 22 September 2026 in support of the Placement.

1.5 Risk factors

Investing in the Company involves risk. There are factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, dependent on the policies adopted and approaches taken by regulatory authorities or cannot otherwise be mitigated.

The New Shares that are to be issued pursuant to this Prospectus are speculative because of the nature of the business of the Company. The Company has interests in the mineral industry which is highly speculative and no assurances can be made that the Company's particular interests or projects will be successful.

Prior to making any decision to subscribe for New Securities, you should carefully consider the risk factors applicable to the Company which are set out below. If you are unsure about subscribing for New Securities, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The following sets out a summary of some of the key risks relevant to the Company and its operations. The risks described below are not to be taken as exhaustive. The specific risks considered, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus.

Full details regarding risks which may affect the Company in the future are set out in section 6.

(a) Requirements for Capital

LMG's capital requirements, including in relation to the development of the Demonstration Plant and the longer term development of the Proposed US Plant, the Proposed Malaysia Plant and/or the Proposed Victoria Plant, will depend on numerous factors, including the degree of success of its planned production activities, its ability to generate income from its operations, prevailing commodity prices, market conditions and possible acquisitions or other corporate opportunities. Ramp up and production costs will reduce LMG's cash reserves. Those cash reserves may not be replaced if future or existing operations or other acquisition opportunities prove unsuccessful or perform below expectations.

LMG would then be dependent on seeking additional capital elsewhere, through equity, debt or joint venture financing, to support long-term evaluation and development of its projects. No assurance can be given that LMG will be able to procure funding (if required) in a timely manner on terms acceptable to it. Any additional equity financing will dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If LMG is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations which may adversely impact on LMG, or it may not be able to secure opportunities to acquire new projects or other corporate opportunities.

Specifically, undertaking the Proposed US Plant, the Proposed Malaysia Plant and/or the Proposed Victoria Plant will require significant capital investment and whilst LMG is actively engaged with potential strategic partners and interested parties, there is no assurance that satisfactory arrangements will be entered into to enable the progression of those projects.

(b) Reliance on Key Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on LMG's Board and executive team. There can be no assurance given that there will be no detrimental impact on LMG if one or more of its directors or key executives no longer works with LMG.

LMG is undergoing a leadership transition, with a new Chief Executive Officer commencing in September 2026 and the recent establishment of a Board Construction and Completions Sub-Committee. LMG will need to recruit additional personnel with the project development, operational and financing experience required for the Proposed US Plant. There is no assurance such personnel will be recruited or retained.

(c) Risks Relating to LMG's Financial Instruments

LMG's financial instruments currently comprise cash and short-term deposits, the main purpose of which is to finance LMG's operations. LMG has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. The main risks arising from LMG's financial instruments are credit risk, interest rate risk, currency risk and liquidity risk:

- Credit Risk: LMG trades only with recognised, creditworthy third parties. Receivable balances are monitored on an ongoing basis with the results being that LMG's exposure to bad debts is not significant. Credit risk arises from the financial assets of LMG, which comprise cash and cash equivalents and trade, other receivables and other financial assets. LMG’s exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. No collateral is held as security.

- Interest Rate Risk: LMG's exposure to the risk of changes in market interest rates relates primarily to LMG's cash and cash equivalents with a floating interest rate.

- Currency Risk: LMG's exposure to the risk of changes in foreign exchange rates relates primarily to LMG's cash and cash equivalents with Australian cash reserves and debts, and potential overseas income and expenditures.

- Liquidity Risk: LMG's exposure to financial obligations relating to corporate administration and projects expenditure, are subject to budgeting and reporting controls, to ensure that such obligations do not exceed cash held and known cash inflows for a period of at least 1 year. LMG has limited financial resources and may need to raise additional capital from time to time and such fund raisings will be subject to factors beyond the control of LMG and its directors. When LMG requires further funding for its programs in the future, then it is LMG's intention that the additional funds will be raised by any one or a combination of the following: project finance, placement of shares, pro-rata issue to shareholders, the exercise of outstanding options, and/or a further issue of shares to the public and, where appropriate, debt. Should these methods not be considered to be viable, or in the best interests of shareholders, then it would be LMG's intention to meet its obligations by either partial sale of LMG's interests or entry into a joint venture arrangement, the latter course of action being part of LMG's overall strategy.

(d) Political Risk, Commodity Price Volatility and Exchange Rates Risks

The revenue that may be derived through the sale of commodities exposes potential income to commodity price and exchange rate risks and any profits will be exposed to changes in the taxation or royalty regime in Australia. Commodity prices fluctuate and are affected by many factors beyond the control of LMG. Such factors include supply and demand fluctuations for commodities, technological advancements, forward selling activities and other macroeconomic factors. LMG revenues are exposed to fluctuations in the commodity prices. Volatility in the magnesium price creates revenue uncertainty and requires careful management of business performance to ensure that operating cash margins are retained despite a fall in the spot magnesium price.

A declining magnesium price can also impact operations by requiring a reassessment of the feasibility of operating plans and certain projects and initiatives. The commencement of development projects can potentially be impacted by a decline in commodity prices. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment could potentially cause substantial delays and/or may interrupt operations, which may have a material adverse effect on LMG's results of operations and financial condition. Furthermore, international prices of various commodities are denominated in United States dollars, whereas some of LMG's income and the majority of its expenditure (at least prior to the development of the Proposed US Plant) will be in Australian dollars, exposing LMG to fluctuations in the exchange rate between the United States dollar and the Australian dollar, as determined by international markets.

(e) Permits and Approvals Risks

Companies engaged in the development and operation of processing facilities are subject to increased costs, production and other scheduling delays resulting from the requirement to comply with applicable environmental and planning laws, regulatory requirements and permitting. LMG can give no assurance that relevant approvals and permits required to commence construction, development or operation of future expansions will be obtained. Additionally, future business plans and budgets are underpinned by the assumption that relevant regulatory approvals are obtained in a timely manner.

LMG's projects require approvals in multiple jurisdictions. For the Proposed US Plant these include rezoning of the preferred South Carolina site from light to heavy industrial use, and federal, state and county environmental (including air and water), construction and operating permits. The Proposed Malaysia Plant requires approval from the Malaysian Department of Environment to import ferronickel slag into Sarawak, Malaysia. In addition, supply of feedstock from New Caledonia may require export and shipping approvals. There is no assurance that these approvals will be obtained on time, on acceptable conditions or at all.

(f) Environmental Risks

The operations and proposed activities of LMG are subject to Australian Federal laws, State laws and the laws of the United States and Malaysia and accompanying regulations concerning the environment. As with most mineral processing operations, activities are expected to have an impact on the environment. LMG intends to conduct its activities in compliance with relevant environmental laws and approvals in order to minimise damage to the environment and risk of liability. However, as with all processing activities, LMG's operations are expected to have an impact on the environment. There are also risks inherent in LMG's activities including accidental leakages, spills, or other unforeseen circumstances that could subject LMG to extensive liability.

Further, LMG may require approval from relevant regulatory authorities before undertaking activities that are likely to impact the environment. If LMG fails to obtain such approvals, it will be prevented from undertaking those activities. LMG also cannot predict what changes in legislation and regulations may govern mineral processing and may impose significant environmental obligations on LMG including bonding. No assurances can be given that new environmental laws, regulations or stricter enforcement policies (including increased fines and penalties for non-compliance), once implemented, will not oblige LMG to incur significant expenses and undertake significant investments which could materially and adversely affect LMG's operations, financial condition and performance.

(g) Change of Production Risks

The capacity of LMG to achieve production will depend on a wide range of factors including capital costs and operating costs that may be applicable to the individual projects and the capacity of the Group to fund those costs. If production is achieved, unanticipated problems may increase operating costs and reduce anticipated recovery rates.

(h) Contract Risks

LMG operates through a series of contractual relationships with consultants, operators and sub-contractors and may sell production through various marketing contracts. All contracts carry risks associated with the performance by the parties of their obligations and the time and quality of works performed. To the extent that third parties default in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

Some contracts (including memorandums of understanding) may also be subject to satisfaction of identified matters within identified timeframes. Whilst the Company is able to, and will take all steps to, manage these milestones (and the expectations of the benefiting counter party) these contracts may be subject to termination rights if these milestones are not met, which may have an adverse consequence for the Company.

Several of LMG's key commercial arrangements are not yet binding or remain subject to conditions. These include:

- feedstock for the US Project is to be supplied under a binding 20-year memorandum of understanding with Société Le Nickel, which remains to be documented in definitive supply agreements;
- letters of intent received from prospective US customers, Meridian Lightweight Technologies Inc., Metal Exchange LLC and Twin City Die Castings Co, are non-binding and require formal agreements to be reached by 31 December 2026 (unless extended by agreement with each party). There is no assurance they will convert into binding offtake agreements within the time provided, or will do so on the terms contemplated; and
- LMG's distribution partner Metal Exchange LLC has provided a US$2 million prepayment, to be recovered through a margin-sharing arrangement on future magnesium metal sales. Delays to metal production may delay recovery of the prepayment although there may be scope to defer, convert to equity or transfer the prepayment obligation to another facility, subject to satisfactory commercial negotiations between Metal Exchange LLC and LMG.

In addition, the Proposed US Plant and the Proposed Malaysia Plant are expected to rely on ferronickel slag supplied by a single supplier, Société Le Nickel (**SLN**), located in New Caledonia. The Memorandum of Understanding with SLN has a term of 20 years from June 2026, however, it likely provides sufficient volume to operate the Proposed US Plant for an economic life of up to 30 years. Any extension will require further agreement, and there is no assurance it will be obtained. The Memorandum of Understanding is also dependent upon both parties determining that a commercial project is commercially feasible and agreeing to formal terms before 31 December 2027. Whilst the Company may be confident of securing an extension of the Memorandum of Understanding beyond 31 December 2027 (if required), with preliminary discussions in progress, there is no guarantee that an extension will be granted. Supply may be affected by SLN's operating and financial position, political, social and regulatory conditions in New Caledonia, and shipping and export arrangements. If supply is interrupted or not extended, LMG would need alternative ferronickel slag sources, which may not be available on similar terms, at similar grades or at all. In this scenario LMG would likely engage with alternate ferronickel slag deposits, that it is already aware of, to obtain supply.

If counterparties do not perform, or arrangements are not finalised, LMG's development plans, revenues and financial position may be adversely affected.

The Company is generally exposed to the possibility of adverse developments in the business environments of its contractors and suppliers. Any disruption to services or supply may have an adverse effect on the financial performance of the Company.

(i) Production and Cost Estimates

The operations and assets of LMG, as with any other mineral processing operations, are subject to a number of uncertainties, including in relation to metallurgical recovery, actual realised values and grades of stockpiles (which are to date estimated), operational environment, funding for development, regulatory changes, weather, accidents, difficulties in operating plan and equipment and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment.

The estimate of ferronickel slag stockpile held by Société Le Nickel (SLN) of approximately 28 Mt has been calculated on the basis of SLN’s smelter historical production and assay records. Actual tonnage, grade and physical characteristics of the stockpile may differ from estimates. Whilst current and based on actual production data this estimate has not been made in accordance with the JORC Code. LMG has reviewed and is comfortable with the available information underpinning the binding MOU and intends to assess and classify the stockpile according to the JORC code at a future point in time. LMG notes there are alternative ferronickel slag stockpiles both in New Caledonia and globally which may form alternative sources of supply, should it be required. LMG will carry out further studies prior to taking a final investment decision.

(j) Equipment and Supplies

The price and availability of resources required for LMG's operations (such as electricity) may change from time to time, and this may materially impact the operations, financial position and profitability of LMG. LMG requires certain consumables, spare parts, plant and equipment and construction materials for its operating activities. Any delay, lack of supply or increase in price in relation to such equipment and material could have a material and adverse impact on LMG.

Reagents, principally ferrosilicon, represent a significant proportion of LMG's estimated operating costs. Global ferrosilicon supply is concentrated in a limited number of countries. Supply disruption, price increases, or trade measures affecting imports into the jurisdictions in which LMG operates could materially increase operating costs.

(k) Operational Risks

The growth of the Company is dependent upon the ability of the Company to transition the operations of the Demonstration Plant into the development and conduct of the Proposed US Plant, Proposed Malaysia Plant and/or the Proposed Victoria Plant. The progression to a 50ktpa plant for the Proposed US Plant is subject to the completion of a feasibility study to be undertaken by the Company during 2027 (subject to funding requirements being satisfied) and a final investment decision to be made by the Company, potentially by the end of 2028. This decision is itself subject to and dependent upon the Company:

- securing an appropriate site for the project;
- obtaining various approvals by the State of South Carolina to construct and operate the plant;
- finalising engineering design test work as to the proposed use of Ferronickel Slag as the feedstock for the project; and
- the identification of a suitable financier, joint venture partner or off-take party to fund the construction of the plant.

There is no assurance that the Company will be able to proceed with the development of the Proposed US Plant.

In relation to the Proposed Victoria Plant, the State Government of Victoria has introduced an amendment to the *Mineral Resources (Sustainable Development) Act* which introduces a "trailing liability" scheme for mining licenses on declared mines. Under the current proposal relating to the proposed Victorian 10 ktpa Commercial Plant, the transfer of the mining licence, currently held by Energy Australia may be considered essential to LMG's ability to secure long term feedstock. The introduction of this regulatory amendment, and the significant additional liability and risk that this imposes on Energy Australia, impacts their desire to transfer the mining licence to support the project and therefore the ability of the Company to proceed with this project. The Proposed Victoria Plant is dependent on further consultation with the State Government of Victoria to determine if a satisfactory resolution can be arrived at, but there is no assurance that a resolution may be reached.

If LMG is unable to proceed with the development of at least one of the Proposed US Plant or the Proposed Victoria Plant within a certain time period or at a reasonable cost, this could adversely impact the economic viability of the Company.

The Company is also looking to grow the operations of the Company by the development of the Proposed Malaysia Plant. The ability to proceed with the Proposed Malaysia Plant in Malaysia is dependent upon the Malaysian Department of Environment giving approval for the import of ferronickel slag from New Caledonia into Sarawak, Malaysia, which requires government-to-government confirmation. There is no assurance of timing or outcome for this approval This project is also dependent upon the identification of a suitable financier or joint venture partner, and securing an appropriate site for the project, as well as obtaining the necessary approvals to construct the plant. There is no assurance that the Company will be able to proceed with the development of the Proposed Malaysia Plant.

Processing activities, including those carried out at the Demonstration Plant, carry risk and as such, activities may be curtailed, delayed or cancelled as a result of a number of factors outside LMG's control. These include technical difficulties, securing and maintaining inputs, weather and construction of efficient processing facilities. The operation may be affected by force majeure, fires, labour disruptions, and the inability to obtain adequate machinery, engineering difficulties and other unforeseen events. LMG will endeavour to take appropriate action to mitigate these operational risks (including by properly documenting arrangements with counterparties and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on LMG's performance and the value of its assets.

(l) Estimates of Financial Outcomes

The indicative economic assessment for the Proposed US Plant announced on 15 September 2026 and supplementary announcement of 16 September 2026 is preliminary in nature. The capital cost estimate is a Class 5 estimate, factored from a pre-feasibility study for a different facility, location and capacity. Estimates at this level typically carry an accuracy range of −20% to −50% on the low side and +30% to +50% on the high side. The assessment is not a pre feasibility or feasibility study (although it has been scaled from the Company's previous feasibility study as detailed in its announcements on 2 September 2019, 23 September 2019 and 31 October 2019). It is insufficient to provide assurance of economic development or support a final investment decision. Actual capital costs, operating costs, production, prices, project life and financial outcomes may differ materially from those estimated.

Estimates of capital and other financial projections contained in public information released by the Company have been determined and assessed by the Company are indicative only. The Company does not guarantee that the financials outcomes for the business operations will achieve the estimated outcomes.

The Company's assessment and estimate of its research and development tax rebate for the year end 30 June 2026 (of approximately $10 - 12 million) is based upon the methodology for the determination of the ATO approved research and development tax rebate for the year end 30 June 2025. The ATO has not yet made a determination of the research and development tax rebate for the year ended 30 June 2026 and there is no assurance that the amount of the rebate will be as estimated by the Company. Similarly, LMG has not yet compiled an assessment for the year ending 30 June 2027, only forecast potential eligible spend against its capital and operating cost forecast. If LMG does not receive the research and development tax rebate for a given year, or if the amount received is lower than estimated or forecast, this could adversely affect LMG's operations and financial performance.

(m) Technology / IP

LMG relies upon its technology and know-how and there can be no assurance that other parties may not attempt to imitate or develop technology and know-how that competes with LMG. There is an inherent risk with technology that patents may be invalidated by a third party or may gain access to unpatented know-how or trade secrets. No assurance can be given that other parties will not be able to independently develop the same or similar technologies on their own or through access to trade secrets. There can also be no assurance that LMG's technology will not be superceded by superior technologies which may impact the attractiveness of the products to existing or new customers and affect the viability of the Company.

(n) Litigation

LMG may from time to time be involved in legal, regulatory and other proceedings and disputes arising from its businesses and operations. These disputes may lead to legal, regulatory and other proceedings, and may cause LMG to incur significant costs, delays and other disruptions to its businesses and operations. In addition, regulatory actions and disputes with governmental authorities may result in fines, penalties and other administrative sanction.

The Company is currently involved in the Mincore Proceedings and an adverse outcome in relation to those proceedings could have a significant impact on the financial position of the Company.

(o) Underwriter Risk

The Company has entered into the Underwriting Agreement with the Lead Manager, pursuant to which the Lead Manager agrees to fully underwrite the Entitlement Offer. The Underwriting Agreement contains various materiality and non-materiality qualified termination events (further details in respect of which are set out in Section 7.10). The Company's ability to achieve its stated objectives may be materially affected if the Underwriting Agreement is terminated or the Lead Manager defaults in the performance of its obligations under the Underwriting Agreement.

The New Securities offered under this Prospectus carry no guarantee of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to their future performance.

1.6 New Share terms

Upon issue, each New Share will rank equally with all existing Shares then on issue. A summary of the rights attaching to the New Shares is set out in section 7.3.

1.7 Acceptance of Entitlement to New Shares

The number of New Shares to which an Eligible Shareholder is entitled and the total amount an Eligible Shareholder would have to pay if they choose to take up all of their rights to subscribe for New Shares is shown on the Entitlement and Acceptance Form accompanying this Prospectus. This Prospectus is for the information of Eligible Shareholders who are entitled and may wish to apply for the New Shares. Fractional entitlements will be rounded up to the nearest whole number.

Entitlements to New Shares can be accepted in full or in part by following the instructions on the personalised Entitlement and Accepted Form which can be accessed at http://www.computersharecas.com.au/lmgoffer and by making payment of Acceptance Money by BPAY® in accordance with the instructions set out on the Entitlement and Acceptance Form. Acceptance Money should be rounded up to the nearest cent.

Eligible Shareholders can also apply for Additional New Shares, up to a maximum of 100% over and above their Entitlements, in the event that a Shortfall exists.

Subscription moneys for the New Shares must be received by the Company at its Share Registry by the Closing Date. Please refer to the timetable for the important dates of the Offer.

1.8 Directors' intentions in respect of Entitlements

As at the date of this Prospectus, some of the Directors of LMG have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director (based on their current holding and excluding their participation in the Placement) and how they intend to treat their Entitlement.

Director	Shares	Entitlement	Intentions
John Murray	25,259,297	1,683,953	Not to take up Entitlement
David Paterson	179,999,399	11,999,960	Not to take up Entitlement
Philip Bruce	17,272,300	1,151,487	Not to take up Entitlement
John Lee	13,408,590	893,906	Not to take up Entitlement

Note: No Existing Options or Warrants are held by the Directors.
Note: David Paterson will cease to be a director of the Company on 30 September 2026.

The Company notes that each Director is participating in the Placement by subscribing for the following New Shares (subject to shareholder approval):

Director	New Shares under Placement (subject to shareholder approval)
John Murray	6,666,667
David Paterson	Nil
Philip Bruce	133,333
John Lee	133,333

Note: David Paterson will cease to be a director of the Company on 30 September 2026.

1.9 Lead Manager

Shaw and Partners has been appointed as the lead manager to the Offer and the Placement. Further details of the terms of appointment of the Lead Manager are set out in section 7.9.

1.10 Underwriter

Shaw and Partners has been appointed as the underwriter to the Offer. Further details of the terms of appointment of Shaw and Partners as underwriter are set out in section 7.10.

1.11 Shortfall and dilution of Shareholder's interests

Entitlements not taken up under the Offer may become available as Additional New Shares and will form part of the Shortfall.

Eligible Shareholders may, in addition to applying for their full Entitlements, apply for Additional New Shares up to an additional 100% over and above their Entitlement at the Offer Price, to be issued from any Shortfall (at the Company's discretion).

It is an express term of the Offer that applicants for Additional New Shares will be bound to accept a lesser number of Additional New Shares allocated to them than applied for. If a lesser number is allocated to them, excess Acceptance Money will be refunded without interest. There is no guarantee that such Eligible Shareholders will receive the number of Additional New Shares applied for, or indeed, any Additional New Shares at all. The number of New Shares issued from the Shortfall will not exceed the Shortfall. The Company reserves the right to scale back any applications for Additional New Shares in their absolute discretion.

As the Offer is fully underwritten, the Directors, in conjunction with the Lead Manager (as underwriter), shall allot and issue Additional New Shares in accordance with the allocation policy for the Shortfall set out in section 3.3.

Shareholders should be aware that to the extent that they do not accept their Entitlements in full, a Shortfall will arise and that Shortfall will be placed by the Company, in consultation with the Lead Manager pursuant to the Underwriting Agreement (and sub-underwriting arrangements), to other parties in which case their interest in the Company may be significantly diluted (see section 5.2 for further details). This will be in addition to the dilution of the interests of Shareholders as a result of the Placement. Further the Offer is not being extended to Shareholders with registered addresses outside of Australia and New Zealand and the holdings of those Shareholders in the Company will be diluted by the Offer. Given the terms of the Offer and the conduct of the Placement, the interests of a Shareholder in the Company may be diluted by up to 9.03% as a consequence of the Placement and a further 5.72% as a result of the Offer in the event that they are not eligible to participate or elect not to accept their Entitlement in full.

Acceptance of Entitlements or the placement of any Shortfall may also result in existing Shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company. However, the Shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the *Corporations Act*, which restrict a person and their associates from having a relevant interest in the Company of not more than 20.0%, subject to a number of exemptions.

1.12 Broker Options terms

Upon issue, each Broker Option will rank equally with all existing options then on issue. A summary of the rights attaching to the Broker Options is set out in section 7.4.

A summary of the rights attaching to the Shares issued upon exercise of the Broker Options (**Resultant Shares**) is set out in section 7.3. Each Resultant Share will rank equally with all existing Shares then on issue.

1.13 Acceptance of Broker Options

To participate in the Cleansing Offer, please lodge an Application Form in accordance with the instructions on the Application Form before 5:00pm (AEDT) on Monday, 26 October 2026. Please refer to the timetable for the important dates of the Cleansing Offer.

As the Broker Options to be issued under this Prospectus will be issued to the Lead Manager and Sub-Underwriters for no additional consideration, no Application Monies for Broker Options is required to be paid under this Prospectus.

2 Details of the Offer and Cleansing Offer

2.1 Offer to Eligible Shareholders

The Directors of LMG have approved a non-renounceable rights issue of approximately 227,656,740 New Shares at $0.015 per New Share to raise approximately $3.4 million. Eligible Shareholders of LMG are entitled to subscribe for 1 New Share for every 15 Shares held. Only those Shareholders shown on the Share Register at 7.00pm (AEDT) on the Record Date with a registered address in Australia and New Zealand will be entitled to participate in the Offer.

The Offer is being undertaken in conjunction with the Placement, pursuant to which approximately 339,009,927 Shares will be issued at the Issue Price. New Shareholders to the Company as a result of the Placement, who will not receive their Shares until after the Record Date, will not be eligible to participate in the Offer.

There are currently 177,739,592 Existing Options on issue in the Company and 80,000,001 Warrants. If any of the Existing Options and Warrants are exercised prior to the Record Date, additional New Shares will be offered under this Prospectus. If all Existing Options and Warrants on issue at the date of this Prospectus were exercised prior to the Record Date, the Company's issued shares would increase by 257,739,593 Shares, resulting in a further 17,182,640 New Shares being offered pursuant to this Prospectus.

2.2 Cleansing Offer - Lead Manager Options and Sub-Underwriter Options

In consideration for the Lead Manager agreeing to act as lead manager of the Offer and the Placement and the underwriter of the Offer, the Company has agreed to issue 20,000,000 unlisted options over Shares to the Lead Manager, with an exercise price of $0.0205 (being a 36.7% premium to the Issue Price) and an expiry date of 13 July 2031 (**Lead Manager Options**).

Further, the Company has also agreed to issue new unlisted options over Shares to each Sub-Underwriter on the basis of one (1) new option for every ten (10) New Shares sub-underwritten by a Sub-Underwriter, with the same exercise price of $0.0205 (being a 36.7% premium to the Issue Price) and an expiry date of 13 July 2031 (**Sub-Underwriter Options**).

This Prospectus also relates to the offer of:

- the Lead Manager Options to the Lead Manager; and
- the Sub-Underwriter Options to Sub-Underwriters.

2.3 Important dates

Announcement of Issue	Tuesday, 22 September 2026
Lodgement of Prospectus with ASIC	Tuesday, 22 September 2026
Shares commence trading on an ex rights basis	Thursday, 24 September 2026
Record Date for the Offer	Friday, 25 September 2026
Prospectus and Entitlement and Acceptance Form despatched to Shareholders	Wednesday, 30 September 2026
Opening Date of Offer and Cleansing Offer (9am AEST)	Wednesday, 30 September 2026
Closing Date of Offer (5pm AEDT)	Monday, 19 October 2026
Announcement of results of Offer	Wednesday, 21 October 2026
Expected date of issue of New Shares Closing date of Cleansing Offer (5pm AEDT)	Monday, 26 October 2026

Issue of Lead Manager Options and Sub-Underwriter Options	
Commencement of trading of New Shares on ASX	Tuesday, 27 October 2026
Expected date of despatch of holding statements for New Shares	Wednesday, 28 October 2026

The dates set out in this table are subject to change and are indicative only.

The Directors, subject to the requirements of the Listing Rules and the *Corporations Act* and in agreement with the Lead Manager, reserve the right to:

2.3.1 withdraw the Offer without prior notice; or

2.3.2 vary any of the important dates set out in the Offer or the Cleansing Offer, including extending the Offer or Cleansing Offer.

2.4 Allotment and allocation policy

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for Official Quotation of the New Shares.

In the case that there is less than full subscription by Shareholders of their Entitlements under this Prospectus, the Directors will allocate the Shortfall between Eligible Shareholders who apply for Additional New Shares and the Underwriter in accordance with the allocation policy (see section 3.3).

Successful Applicants will be notified in writing of the number of New Shares (including any Additional New Shares) allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk. No New Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

2.5 ASX listing

On the same date as announcing the Offer, the Company applied to the ASX for the New Shares to be issued pursuant to this Prospectus to be listed for Official Quotation by the ASX. If granted, Quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants and is expected to occur on or about Tuesday, 27 October 2026. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading. ASX Participating Organisations (as defined in the ASX Business Rules) cannot deal in the New Shares either as principal or agent until Official Quotation is granted.

Should the New Shares not be granted Official Quotation on the ASX within three months after the date of this Prospectus, none of the New Shares offered under this Prospectus will be issued and all Acceptance Money will be refunded without interest to Applicants within the time prescribed by the *Corporations Act*.

2.6 CHESS

The Company will apply to ASX Settlement for the New Shares to participate in the Securities Clearing House Electronic Subregister System known as CHESS.

The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, those who are issuer sponsored holders will receive an issuer sponsored statement and those who are CHESS holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful applicant pursuant to this Prospectus. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

2.7 No rights trading

Entitlements to New Shares pursuant to the Offer are non-renounceable and accordingly will not be traded on the ASX.

2.8 Minimum subscription

There is no minimum subscription to the Offer or the Cleansing Offer.

2.9 Lead Manager

Shaw and Partners has been appointed the lead manager to the Offer and Placement. Further details of the appointment of the Lead Manager are set out in section 7.9.

2.10 Underwriting

The Offer is fully underwritten by the Lead Manager. Further details of the appointment of the underwriter are set out in section 7.10.

2.11 Option Holders and Warrant Holders

Option Holders and Warrant Holders will not be entitled to participate in the Offer unless they:

2.11.1 have become entitled to exercise their Existing Options and Warrants under the terms of their issue and do so prior to the Record Date; and

2.11.2 participate in the Offer as a result of being an Eligible Shareholder at 7.00pm (AEST) on the Record Date.

If all holders of Existing Options and Warrants elect to exercise their Options prior to the Record Date, and are eligible to participate in the Offer, a further 257,739,592 (approximately) New Shares may be issued under this Prospectus. Details of the Existing Options and Warrants are set out in section 5.2. However, having regard to the exercise price of the Existing Options and the Offer Price, the Directors believe that it is unlikely that any Existing Options or Warrants will be exercised prior to the Record Date.

2.12 Overseas shareholders

The Company has not made investigations as to the regulatory requirements that may prevail in the countries outside of Australia and New Zealand in which the Company's Shareholders reside.

This Prospectus and accompanying forms do not, and are not intended to, constitute an offer of New Shares in any place outside of Australia and New Zealand in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer or that Form.

The distribution of this Prospectus in places outside of Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with those restrictions may violate applicable securities laws.

The Company has decided that it is unreasonable to make the Offers under this Prospectus to Shareholders with registered addresses outside of Australia and New Zealand (**Ineligible Shareholders**) having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the legal and regulatory requirements in those places and costs of complying with those requirements. Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by Ineligible Shareholders and no New Shares will be issued to Ineligible Shareholders.

In particular this Offer is not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Prospectus without any requirement for a prospectus to be lodged or registered.

2.13 Overseas Sub-Underwriters

The Cleansing Offer is open to Sub-Underwriters who are located in New Zealand, Singapore and Hong Kong and meet the qualifications for each jurisdiction as described below.

This Prospectus does not constitute an offer of Sub-Underwriter Options in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Sub-Underwriter Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

In particular the Cleansing Offer is not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Prospectus without any requirement for a prospectus to be lodged or registered.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the Sub-Underwriter Options may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Sub-Underwriter Options or New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Sub-Underwriter Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Sub-Underwriter Options or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

If you (or and any person for whom you are acquiring or procuring the Sub-Underwriter Options or New Shares) are in Hong Kong, you (and any such person) in receiving this Prospectus and lodging an Application Form to accept Sub-Underwriter Options or New Shares acknowledge and agree that you (and any such person) are a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The Sub-Underwriter Options are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

3.1.1 is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

3.1.2 meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;

3.1.3 is large within the meaning of clause 39 of Schedule 1 of the FMC Act;

3.1.4 is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

3.1.5 is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

If you (or and any person for whom you are acquiring or procuring the Sub-Underwriter Options) are in New Zealand, you (and any such person) in receiving this Prospectus and lodging an Application Form to accept Sub-Underwriter Options acknowledge and agree that you (and any such person) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act, (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification).

Singapore

This document and any other materials relating to the Sub-Underwriter Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Sub-Underwriter Options, may not be issued, circulated or distributed, nor may the Sub-Underwriter Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Sub-Underwriter Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Sub-Underwriter Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

If you (or and any person for whom you are acquiring or procuring the Sub-Underwriter Options) are in Singapore, you (and any such person) in receiving this Prospectus and lodging an Application Form to accept Sub-Underwriter Options acknowledge and agree that you (and any such person) are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA), will acquire the Sub-Underwriter Options in accordance with the applicable provisions of the SFA, and acknowledge that the offer of the Sub-Underwriter Options is subject to the restrictions (including resale restrictions) set out in the SFA.

2.14 Notice to nominees, trustees and custodians

Nominees, trustees and custodians may not distribute any part of this document in the United States or in any other country outside of Australia and New Zealand, except to beneficial Eligible Shareholders in another country (other than the United States) where the Company may determine it is lawful and practical to make the Offer. Any person in the United States with a holding through a nominee may not participate in the Offer.

In addition, nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares. Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable laws. By applying for New Shares under this Prospectus, including by submitting an Entitlement and Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case. Company reserves the right to reject any Acceptance which it believes comes from a person who is not an Eligible Shareholder.

2.15 Electronic prospectus

An electronic version of this Prospectus is available on the Internet at www.latrobemagnesium.com.

The Entitlement and Acceptance Form may only be distributed together with a complete and unaltered copy of the Prospectus. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer period the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company or the Share Registry.

3 How to apply

3.1 How to accept your Entitlement

Eligible Shareholders may accept their Entitlement either in whole or in part. The number of New Shares which Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form which can be accessed from http://www.computersharecas.com.au/lmgoffer.

If Eligible Shareholders take no action in respect of their Entitlement they will not receive any New Shares pursuant to this Offer.

Eligible Shareholders may participate in the Offer as follows:

Take up your Entitlement in full

If you are an Eligible Shareholder and wish to take up all of your Entitlement, please:

3.1.1 For payment by BPAY® please follow the instructions on the Entitlement and Acceptance Form found online at www.computersharecas.com.au/lmgoffer. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. If you make payment by BPAY® there is no need to return the Entitlement and Acceptance Form but you must ensure that your payment is received by no later than 5.00pm (AEDT) on the Closing Date or such later date as the Directors determine, keeping in mind that payments made by BPAY® may take one or more Business Days to clear. Please refer to the information below regarding payment by BPAY®; or

3.1.2 If you are a New Zealand holder who is not able to pay by BPAY® you may elect to make payment by electronic funds transfer (**EFT**). Your personalised Entitlement and Acceptance Form is available at: www.computersharecas.com.au/lmgoffer, Please follow the instructions on the Entitlement and Acceptance Form on how to pay by EFT. If you make payment by EFT, there is no need to return your Entitlement and Acceptance Form but you must ensure that your payment is received by no later than 5.00pm (AEDT) on the Closing Date or such later date as the Directors determine.

Please note that if you pay for more than your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered by your application monies plus as many Shortfall Shares as your application monies will pay for in full up to an additional 100% of your Entitlement.

If you cannot make payment in the manner required by your Entitlement and Acceptance Form, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am (AEDT) and 5:00pm (AEDT) Monday to Friday until the Closing Date of the Offer for further instructions.

Take up some of your Entitlement

If you are an Eligible Shareholder and wish to take up only some of your Entitlement, please:

3.1.3 For payment by BPAY® please follow the instructions on the Entitlement and Acceptance Form found online at www.computersharecas.com.au/lmgoffer. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. If you make payment by BPAY® there is no need to return the Entitlement and Acceptance Form but you must ensure that your payment is received by no later than 5.00pm (AEDT) on the Closing Date or such later date as the Directors determine, keeping in mind that payments made by BPAY® may take one or more Business Days to clear. Please refer to the information below regarding payment by BPAY®; or

3.1.4 If you are a New Zealand holder who is not able to pay by BPAY® you may elect to make payment by electronic funds transfer (EFT). Your personalised Entitlement and Acceptance Form is available at www.computersharecas.com.au/lmgoffer. Please follow the instructions on the Entitlement and Acceptance Form on how to pay by EFT. If you make payment by EFT, there is no need to return your Entitlement and Acceptance Form, but you must ensure that your payment is received by no later than 5.00pm (AEDT) on the Closing Date or such later date as the Directors determine.

Please note that if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

If you cannot make payment in the manner required by your Entitlement and Acceptance Form, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am (AEDT) and 5:00pm (AEDT) Monday to Friday until the Closing Date of the Offer for further instructions.

Do nothing

You may do nothing, in which case no New Shares will be issued to you. However, if you are an Eligible Shareholder and you do nothing, then New Shares representing your Entitlement may be issued to the Lead Manager or other third parties in placing any Shortfall.

You should also note that, if you do not take up your Entitlement, then although you will continue to own the same number of Shares, your percentage shareholding in the Company will decrease.

General

If you have any queries concerning your Entitlement, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:30am (AEDT) and 5:00pm (AEDT) Monday to Friday until the Closing Date of the Offer or contact your stockbroker or professional adviser.

Entitlement and Acceptance Forms may be lodged and payment of the Acceptance Money made at any time before the Closing Date. Applications and payment received after the Closing Date may not be accepted. The Company will not be responsible for postal or delivery delays.

The Offer Price of $0.015 per New Share is payable in full on acceptance of part or all of your Entitlement.

Where payment is to be made using BPAY®, the Eligible Shareholder must contact their bank, credit union or building society to make payment of the Acceptance Money from their cheque or savings account. Refer to the Entitlement and Acceptance Form for the biller code and customer reference number. Eligible Shareholders who have multiple holdings will have multiple customer reference numbers.

Payment will only be accepted in Australian currency and BPAY® payments must be drawn on an Australian bank. Payment by cash or cheque or other means will not be accepted.

No stamp duty, brokerage or handling fees are payable by the Applicant for the New Shares offered by this Prospectus. Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Money will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Acceptance Money will be retained by the Company irrespective of whether allotment takes place.

3.2 Binding effect of Entitlement and Acceptance Form

A payment made through BPAY® or by EFT in response to your personalised Entitlement and Acceptance Form, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once paid, cannot be withdrawn. If such payment is not completed correctly or received by 5.00pm (AEDT) on the Closing Date or such later date as the Directors determine it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or EFT in response to your personalised Entitlement and Acceptance Form, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

3.2.1 you are an Eligible Shareholder and are not in the United States and are not a person (including nominees, trustees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Offer;

3.2.2 you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside of Australia and New Zealand; and

3.2.3 you have not and will not send any materials relating to the Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.3 Allotment and allocation policy

3.3.1 A Shortfall will exist if any Eligible Shareholder does not take up their full Entitlement. Additional New Shares applied for will only be allocated and issued if a Shortfall exists - resulting in the Offer being undersubscribed.

3.3.2 Allocation and allotment of any Additional New Shares applied for will be made in accordance with the following policy:

3.3.2.1 the Directors will allocate the Shortfall Shares to Eligible Shareholders that have applied to take up their full Entitlements and in addition have indicated that they wish to take up Additional New Shares as provided for in section 3.1 (to a maximum of 100% over and above their Entitlement);

3.3.2.2 the Company reserves the right to allocate Additional New Shares to Eligible Shareholders who wish to take up Additional New Shares at its discretion. In exercising its discretion, the Company will have regard to facilitating the increase in the number of Shareholders with marketable parcels of Shares; and

3.3.2.3 once Directors have exhausted the allotment and allocation of Additional New Shares from the Shortfall to Eligible Shareholders, the Company will call on the Lead Manager (as underwriter) to subscribe for or procure the subscription for the remaining New Shares under the Shortfall in accordance with its underwriting obligations under the Underwriting Agreement. These remaining New Shares may be allocated by the Lead Manager (as underwriter) to sub-underwriters to the Offer. It is expected that all New Shares offered under the Offer will be issued at the same time.

3.3.3 The Company will not allocate or issue Additional New Shares from the Shortfall, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law (including FATA). Eligible Shareholders wishing to apply for Additional New Shares must consider whether or not the issue of the Additional New Shares applied for would breach the Corporations Act or the Listing Rules or any other relevant legislation or law (including FATA) having regard to their own circumstances; and

3.3.4 There is no guarantee that Eligible Shareholders will be successful in being allocated any of the Additional New Shares that they apply for. The Company may reject any application for Additional New Shares or allocate fewer Additional New Shares than applied for by Applicants for Additional New Shares in accordance with the policy set out above. The Directors reserve the right at their discretion to place a maximum on the number of Additional New Shares that will be issued to Eligible Shareholders who apply for Additional New Shares.

3.4 Applying for Broker Options

The Lead Manager can apply for Lead Manager Options and Sub-Underwriters can apply for Sub-Underwriter Options under the Cleansing Offer by completing and lodging the Application Form which accompanies this Prospectus in accordance with the instructions on the Application Form. As the Broker Options are free options, which will be issued for no additional consideration, no Application Moneys are required to be submitted with the Application Form.

The Lead Manager can only apply for up to 20,000,000 Lead Manager Options.

Each Sub-Underwriter can only apply for one (1) Sub-Underwriter Option for every ten (10) New Shares sub-underwritten by the Sub-Underwriter.

Application Forms must be lodged by 5.00pm (AEDT) on Monday, 19 October 2026.

4 Company Information

4.1 Introduction

LMG is a resources company which has developed a patented hydrometallurgical extraction/thermal reduction process to extract magnesium metal from magnesium rich waste resources, having a demonstration plant in the Latrobe Valley in Victoria, Australia.

The Company, then operating as ASX-listed Rambora Technologies Limited, was established as LMG in September 2002 as a consequence of the acquisition by the Company of Magnesium Investments Pty Limited, the owners of the then “Latrobe Magnesium Project”. The Company has subsequently been pursuing the development of its technology to facilitate the production of magnesium metal from coal ash and ferronickel slag.

LMG’s breakthrough technology and efficient materials handling will enable it to operate at globally competitive costs, with over 50% lower than industry standards CO_2 emissions.

Magnesium has the best strength-to-weight ratio of all common structural metals and is increasingly used in the manufacture of car parts, laptop computers, mobile phones, and power tools. Currently, Australia imports 100% of the 8,000 tonnes annually consumed.

4.2 Demonstration Plant

Latrobe Magnesium has developed a 500 tonne per annum magnesium production plant in Victoria's Latrobe Valley close to the Yallourn ash deposit using its world first patented extraction process (**Demonstration Plant**). LMG intends to extract and sell magnesium metal and supplementary cementitious material, along with char, silica, iron oxide and calcium carbonate (agricultural lime) from ash, which is currently a waste resource from Yallourn brown coal power generation.

In 2019, LMG completed a feasibility study validating its combined hydrometallurgical / thermal reduction process that extracts the metal. In May 2024, the Demonstration Plant became the first plant in the world to produce sustainable MgO from coal ash, with the full plant to produce a saleable magnesium metal product, being commissioned by the end of the 2026 calendar year.

4.3 Future Plants

4.3.1 Proposed US Plant

Upon successful commissioning of the Demonstration Plant, the Company will turn its focus to the development of a commercial plant in the US, with a capacity of 50 ktpa of magnesium, with FID targeted for March 2028, construction commencement in April 2028 and first production by April 2030 (Proposed US Plant).[1] The US based project represents LMG’s fastest and most capital-efficient path to production.

The Proposed US Plant is proposed to be strategically located South Carolina, providing immediate access to feedstock, infrastructure, and labour. A preferred site has been identified in South Carolina and LMG are in negotiations with the land holder.

The Proposed US Plant will utilise similar hydrometallurgical process technology to the Demonstration Plant. The feedstock will change from Ash to Ferronickel Slag.

LMG has received a US$15M Non-Binding Letter of Support (LOS) to provide equity funding for the Feasibility Study. The LOS is with a US based strategic counter party and is contingent on LMG obtaining the remaining US $15M from a specified confidential counterparty. A total of US$30M is required to acquire the preferred site and complete all study works in respect of the US 50 ktpa plant.

Non-binding offtake LOI’s have been signed with Metals Exchange Corporation (MX), Meridian and Twin Cities for 64% of capacity (30+ ktpa).

To support the preparation of the FS, the Company has engaged with a pre-selected range of strategic suppliers across equipment, technology, construction, freight and automation to provide cost certainty, improve the study timeline and expedite achievement of technical outcomes. These suppliers will have

[1] The ability for the Company to be able to meet these targets is subject to a number of critical steps being undertaken including meeting technical, commercial, legal and financial requirements which are as yet incomplete or which are subject to significant uncertainty. See the risk factors in Section 6 for more information.

direct input into the FS and the Company expects that their intellectual capacity will have a direct influence in optimising the ultimate design of the Proposed US Plant.

The opportunity coincides with a supportive US environment with positive investor sentiment, capital availability, a clear unmet need for supply and a supportive federal policy for critical minerals. The company is now prioritising its US based growth, with work on an Australian based option pending a favourable resolution to the recently introduced trailing liability scheme for declared mines.

4.3.2 Proposed Victoria Plant

The company retains optionality over progression of a Victorian based commercial plant, that would located in the heart of Victoria's coal power generation precinct, providing immediate access to feedstock, infrastructure, and labour.

The Proposed Victorian Plant will utilise similar hydrometallurgical process technology to the Demonstration Plant, with an ash feedstock.

Progress on LMG's Victorian Stage 2 Commercial Plant has been constrained by factors outside the Company's control. The issue around trailing liabilities legislation in Victoria remains unresolved and has to date cost approximately 12 months of delay to project execution. Despite these delays, LMG remains committed on continuing to progress a commercial plant in Victoria, remaining an important potential contributor to the regional Victorian economy. LMG is working with Victorian Government and key stakeholders to define a path forward for the project. The Company will update shareholders on these interactions at an appropriate time.

4.3.3 Proposed Malaysia Plant

The company retains optionality over progression of a Malaysian based commercial plant, that would located in Sarawak, Malaysia. LMG has a non-binding agreement to negotiate a Power Purchase Agreement (PPA) for a 250 MW allocation for hydropower in the region.

The Proposed Malaysian Plant will utilise similar hydrometallurgical process technology to the Demonstration Plant, with a ferronickel feedstock.

LMG is awaiting approval from the Malaysian Department of Environment (DOE) to import ferronickel slag into Sarawak, which is a precondition to the project proceeding. The DOE requires confirmation that New Caledonia is not a member of the Organisation for Economic Co-operation and Development (OECD), provided directly by the New Caledonian government. The New Caledonian authorities have advised LMG that New Caledonia is not an OECD member, and the matter is now the subject of government-to-government communication so that confirmation can be given through the required channel. LMG expects the issue to be resolved in the medium term. Malaysia remains central to LMG's plans, with Sarawak having competitive labour, energy and logistical features that may be attractive for project construction.

4.4 Material Contracts

4.4.1 Proposed US Plant

In its announcements of 15 September 2026 and 16 September 2026 in relation to the **Proposed US Plant**, the Company has identified a number of non-binding memorandum of understandings, letters of interest and letters of support with respect to the development of that project.

4.4.1.1 Memorandum of Understanding - Société Le Nickel

A binding memorandum of understanding dated 12 September 2022 was entered into with Société Le Nickel (**SLN**) to record terms for SLN to supply the Company with 450 ktpa of slag over a 20-year period starting in June 2026 - being sufficient slag to build and operate a 50 ktpa magnesium plant, pending feasibility study outcomes. The entry into this memorandum of understanding and the details of the agreement were announced by the Company to the ASX on 12 September 2022.

The memorandum of understanding establishes a binding commitment for the parties to work together in good faith from the date of execution through to 31 December 2027 to investigate the feasibility and development of a commercial plant and to enter into a formal agreement. If the feasibility of a commercial plant is established, an indicative agreed price has been established subject to establishment of the quality of the supply (such that the price may be reduced if additional processes are required).

The operation of the memorandum of understanding ends on 31 December 2027.

4.4.1.2 Letter of Intent – Meridian Lightweight Technologies Inc

A non-binding letter of intent dated 31 July 2026 was entered into with Meridian Lightweight Technologies Inc (Meridian) to identify Meridian as a preferred prospective customer of the Company for the Proposed US Plant for the purposes of negotiating commercial terms for a binding and conditional memorandum of understanding in relation to an offtake agreement based upon an indicated interest of approximately 5 ktpa of magnesium and/or magnesium alloys from the Proposed US Plant.

The letter of intent remains effective until 31 December 2026 unless terminated earlier or extended by mutual agreement. Either party may terminate the letter of intent on 30 days' notice if good faith negotiations have concluded without agreement.

4.4.1.3 Letter of Intent with Metal Exchange LLC

A non-binding letter of intent dated 2 September 2026 was entered into with Metal Exchange LLC (**MX**) to identify MX as a preferred prospective customer of the Company for the Proposed US Plant for the purposes of negotiating commercial terms for a binding and conditional memorandum of understanding in relation to an offtake agreement based upon an indicated interest of approximately 25 ktpa of magnesium and/or magnesium alloys from the Proposed US Plant.

The letter of intent remains effective until 31 December 2026 unless terminated earlier or extended by mutual agreement. Either party may terminate the letter of intent on 30 days' notice if good faith negotiations have concluded without agreement.

4.4.1.4 Letter of Intent – Twin City Die Castings Co

A non-binding letter of intent dated 4 September 2026 was entered into with Twin City Die Castings Co (**Twin City**) to identify Twin City as an early strategic participant in the development of the Proposed US Plant for the purposes of negotiating commercial terms for a binding and conditional memorandum of understanding in relation to an offtake agreement based upon an indicated interest of approximately 2 ktpa of magnesium and/or magnesium alloys from the Proposed US Plant.

The letter of intent remains effective until 31 December 2026 unless terminated earlier or extended by mutual agreement. Either party may terminate the letter of intent on 30 days' notice if good faith negotiations have concluded without agreement.

4.4.1.5 Letter of Support

A non-binding letter of support dated 15 September 2026 was entered into with a confidential counterparty with regard to feasibility study funding.

The LOS is non-binding and conditional on the satisfactory completion of due diligence to the counterparty's satisfaction, receipt of all required internal and regulatory approvals, and negotiation, execution and delivery of definitive written agreements and other documentation for the investment.

The agreement is conditional on the US$15M of equity funding being used to fund the feasibility for the Proposed US Plant and is conditional on receiving US$15M of financing from another specified entity.

The counterparty requires access to materials to carry out due diligence, to their satisfaction.

LMG does not consider the specific identification of the entity to be information that a reasonable person would expect to have an impact on LMGs share price, with LMG confirming all material information that is relevant to assessing the impact of the LOS on the price of LMG securities has been provided, and the identity of the counterparty is not misleading by omission. The counterparty is a large U.S. based financial institution which invests along with its clients across US and the Asian Pacific Region. It has relations with various U.S. Government entities.

The letter of support has no expiry, with either party able to terminate the letter of support if good faith negotiations have concluded without agreement.

4.4.2 Share Placement Facility with Long State

In its announcement of 13 July 2026, the Company announced entry into a Share Placement Facility with Patras Capital Pte Ltd (a nominated entity of Long State Investments Ltd)(**Facility Agreement**). Pursuant to the Facility Agreement, the Company had agreed to a total placement of up to $16 million across four tranches over a maximum of three years on the terms identified in that announcement. The first two tranches were to be undertaken as expressed in the Facility Agreement, with the third and fourth tranches only to be available at the request of the Company.

By a variation deed dated 18 September 2026, the Facility Agreement has been varied so that:

- the first placement tranche is to be closed out by:
  - the sale of the remaining balance of the Shares issued to Long State pursuant to the first placement tranche by way of a block trade contemporaneous with the Placement; and
  - the immediate settlement of the Swap Deposit and the Swap Amount (as defined in the Facility Agreement) on terms agreed between the parties,

  with both arrangements to be completed at the same time as the Placement; and
- the second placement tranche is now only to be available at the request by the Company.

The Facility Agreement remains in place such that the Company can, at its discretion, request the draw down of the remaining three placement tranches totalling $12 million between now and July 2029 on the terms contained in the Facility Agreement.

4.5 The Directors

The Directors of LMG bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience.

Each Director has confirmed with LMG that they anticipate being available to perform their duties as a Non-Executive Director or Executive Director, as the case may be, of LMG, without undue constraints from other commitments.

The following persons are directors of the Company as at the date of this Prospectus:

John Murray - Non-Executive Chair

Mr. Murray studied economics and history with the Royal Military College at Duntroon before studying engineering management at the Royal Military College of Science in the UK. He holds qualifications in international politics from Deakin University and is a graduate of the then Australian Management College, Mt Eliza.

Roles currently held by Mr. Murray include strategic adviser for law firm Mallesons in the government infrastructure sector and consultant to Infrastructure NSW. Mr. Murray managed numerous large projects in his role with NSW Department for Transport including the production of a 10-year development plan for the State's transport infrastructure and services as well as chairing the $2 billion Parramatta Rail Link Company project. He was Transport Director for Sydney, and infrastructure adviser for Beijing and London Olympic Games. In addition to these roles, he has held numerous directorships including non-executive chairman of Omni Tanker Holding Pty Ltd for 8 years until retirement in July 2017, non-executive chairman for The Hills Motorway (M2) Limited prior to its takeover by Transurban in 2005 and the non-executive chairman for Country Pipelines for the three year prior to its takeover by APA in 2008. He was a Director of Terminals Australia for five years up until its sale to Asciano in 2008 and of Investa Property Group from 2004 to 2007.

Prior to his foray into business, Mr Murray had a distinguished military career over almost 30 years before retiring as a Colonel in 1994. He brings a wealth of senior management and directorship experience with a particular focus on infrastructure, project management and freight logistics projects. He was made an Officer in the Order of Australia in 2018.

Mr. Murray was appointed a Director of Latrobe Magnesium on 1 May 2015.

David Paterson - Managing Director (retiring 30 September 2026)

Mr. Paterson is a qualified non-practising Chartered Accountant and a graduate from the University of Queensland. He is a Director of Europacific Corporate Advisory Pty Ltd and has held an Investment Dealers Licence since 1990.

Prior to forming Europacific in 1990, he was a Group Manager of the Corporate Services Division of Tricontinental Corporation Limited responsible for NSW and Queensland. He also worked for Coopers & Lybrand in their Corporate Services Division. He has been involved in a wide range of corporate advisory assignments and underwritings of both debt and equity for a number of public and private companies involved in the mining and property industries.

Mr. Paterson was a founding partner of the Latrobe Magnesium project in 2000. He was appointed a Director of Latrobe Magnesium on 23 August 2002 and its CEO in 2005. As announced on 8 September 2026, Mr Paterson will cease to be the chief executive officer and managing director on 30 September 2026.

Philip Bruce - Non-Executive Director

Mr. Bruce is a mining engineer with extensive resource industry experience in Australia, South Africa, West Africa, South America and Indonesia in operations, project development and corporate management.

Mr. Bruce is a Director of PF Bruce and Associates, which provides corporate and project management services.

Mr. Bruce's career includes Board positions with ASX-listed companies Ausmelt Limited, Buka Minerals Limited, Triako Resources Limited, Hill End Gold Limited, Ora Gold Limited, and TSX-listed Archean Star Resources Inc. Mr. Bruce also worked in senior management roles with Gencor Limited, Preussag AG, BHP Limited, Dallhold Resources Limited and served as General Manager of Development for Plutonic Resources Limited, a position in which he was responsible for acquiring and developing resource projects during the company's rapid growth to over $1B.

Mr. Bruce was appointed a Director of Latrobe Magnesium on 4 September 2003.

John Lee - Non-Executive Director

Mr. Lee has a broad range of commercial skills and experiences in both the public and private sectors. Mr Lee graduated from the University of Melbourne with B Com,. B Ed. (p/g) and an MBA. He has held senior management roles in the Federal Department of Employment and Industrial Relations. He was also senior private secretary and principal adviser to Tony Street, a senior federal cabinet minister.

In the private sector, Mr. Lee has held a number of senior management positions with a number of major corporations including Henry Jones IXL, Elders Building Supplies and Woolworths Limited. He is a Director of a number of listed companies concentrating mainly in the mining and technology sectors.

In July 1987, Mr. Lee formed Stockholder Relations, a management consultancy specialising in corporate advisory, investor relations and corporate governance.

Mr. Lee was appointed a Director of Latrobe Magnesium on 10 December 2010.

Independence and Interests

David Paterson, and his associated entity, Rimotran Pty Ltd, is a substantial shareholder of the Company. No other Directors are nominees or representatives of a substantial shareholder. Mr Paterson is not currently considered by the Board to fulfil the role of Independent Director due to his executive position with the Company. As announced on 8 September 2026, Mr Paterson will cease to be the chief executive officer and managing director on 30 September 2026.

The Board considers that John Murray, Philip Bruce and John Lee, are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgment and are able to fulfil the role of an Independent Director for the purposes of the Corporate Governance Principles and Recommendations.

Details of the current interests of the Directors in the Company excluding their participation in the Placement are as set out in the table below. The intentions of the Directors in respect of the Offer are set out in section 1.8.

Director	Shares	Existing Options/Warrants
John Murray	25,259,297	Nil
David Paterson	179,999,399	Nil
Philip Bruce	17,272,300	Nil
John Lee	13,408,590	Nil

Note: David Paterson will cease to be a director of the Company on 30 September 2026.

Details of the participation by the Directors in the Placement are contained in Section 1.8.

4.6 Senior Management

The following persons form the senior management of the Company as at the date of this Prospectus:

Mr Robert Stein – Chief Executive Officer

Mr Stein is a chemical engineer and holds a Bachelor of Engineering (Chemical) and Bachelor of Science from the University of Melbourne and an MBA from Melbourne Business School. Mr Stein has over 20 years' experience in the resources industry in engineering, financial, and corporate roles with global reach.

Mr. Stein has held roles with companies such as BHP, MMG, PwC and GHD and most recently with Macquarie and CITIC CLSA as a lead equity analyst. Mr. Stein has extensive experience in the corporate finance, strategy, equity markets as well as operational and technical scope from his corporate and consulting roles. Mr. Stein's experience spans iron ore, coal, copper, aluminium, lithium, critical minerals and now magnesium.

Mr. Stein joined Latrobe Magnesium as Chief Executive Officer in September 2026.

Mr. John Collier – Chief Financial Officer

Mr. Collier holds a Bachelor of Commerce from the University of Tasmania and an Executive MBA from the Australian GSM. He has over 35 years of experience with private and publicly listed entities within infrastructure, construction, and professional services.

Mr. Collier career includes Commercial Director and Chief Financial Officer (CFO) roles managing multi-billion-dollar contracts with CPB Contractors, Count Limited, Australian Water Services Pty Ltd (a Lend Lease subsidiary), Hills Motorway (a Transurban subsidiary) and BDO. He has managed contracts totaling some $4.6B of design, engineering, and construction work for Sydney Metro City & Southwest Project and Western Sydney Airport.

Mr. Collier has recognised experience in strategic planning, structured problem solving and effective business operation management, creating substantial value for stakeholders. He is an Associate of Chartered Accountants Australia and New Zealand and Chartered Institute for Securities & Investment (CISI), and a member of the Australian Institute of Company Directors.

Mr. Collier joined Latrobe Magnesium as Chief Financial Officer in November 2023.

Mr Ronan Gillen – Chief Operating Officer

Mr Gillen is a process engineer and holds a Bachelor of Extractive Metallurgy from Murdoch University and an Executive MBA from Melbourne Business School. Mr Gillen has over 25 years' experience in the global resources industry in technical, operational and project development roles in Australia, China, Saudi Arabia and Korea.

Mr. Gillen has held operational roles with companies such as Rio Tinto, Alcan, Glencore and Bulong Nickel as well as project management roles with Tier 1 EPCM companies such as, Fluor and Bechtel, as well as resources companies such as MMG.

Mr. Gillen has extensive experience in the operational, technical and project management fields in areas such as process engineering, production management, maintenance, project management, engineering, construction, procurement, contracts, commissioning, safety and risk management across commodities such as Copper, Nickel, Aluminium, Gold and now Magnesium.

Mr. Gillen joined Latrobe Magnesium as Chief Operating Officer in 2020.

5 Effect of the Offer on the Company

5.1 Financial position

To illustrate the effect of the Offer on the Company, the pro-forma consolidated balance sheet has been prepared based on the preliminary unaudited historical balance sheet as at 30 June 2026.

The pro-forma balance sheet shows the effect of the Offer and the Placement and as if the Offer (under this Prospectus) had been made on 30 June 2026. The pro-forma balance sheet assumes that the Offer, as an underwritten offer, is fully subscribed.

The accounting policies adopted in preparation of the pro-forma consolidated balance sheet are consistent with the policies adopted and as described in the Company's financial statements for the year ended 30 June 2026.

It is noted that the Cleansing Offer will not result in the immediate receipt of funds and have any impact on the cash reserves or financial position of the Company. If the issue of the Broker Options is approved by Shareholders and are then exercised, the Broker Options will provide funding to the Company at the rate of $0.0205 per Share, being a maximum of $410,000. The exercise price represents a 36.67% premium to the Issue Price of the New Shares and there is no guarantee that the Broker Options will be exercised before they expire on 13 July 2031. The likely impact of the issue of the exercise of the Broker Options on the Company is excluded from the pro forma figures below.

	Unaudited Historical Balance Sheet 30 June 2026 **$000**	**Placement** **$000**	**Entitlement Offer** **$000**	**Pro-forma as at 30 June 2026** **$000**
ASSETS				
Current Assets				
Cash & Cash Equivalents	$1,092	$516	$960	$2,568
Trade Receivables	$13,332			$13,332
Other Assets and prepayments	$871			$871
Total Current Assets	**$15,295**	**$516**	**$960**	**$16,771**
Non Current Assets				
Office Equipment & FFF	$41			$41
Right of Use Asset	$4,391			$4,391
Demonstration Plant	$90,367	$3,063	$2,440	$95,870
Other Receivables	$239			$239
Land & Property	$2,261			$2,261
Intangible Asset	$7,076			$7,076
Total Non Current Assets	**$104,375**	**$3,063**	**$2,440**	**$109,878**

Total ASSETS	**$119,670**	**$3,579**	**$3,400**	**$126,649**
LIABILITIES				
Current Liabilities				
Trade & Payables	$4,844	-$1,521		$3,323
Construction Loan	$471			$471
Lease Liability	$13,635			$13,635
Total Current Liabilities	**$18,950**	**-$1,521**	**$0**	**$17,429**
Non Current Liability				
Deferred Income tax liability	$43,593			$43,593
Lease Liability	$2,572			$2,572
Total Non Current Liability	**$46,165**	**-$1,521**	**$0**	**$46,165**
Total LIABILITIES	**$65,115**	**-$1,521**	**$3,400**	**$63,594**
Net Assets	**$54,555**	**$5,100**	**$3,400**	**$63,055**
EQUITY				
Issued Capital	$96,035	$5,100	$3,400	$104,535
Reserves	$5,788			$5,788
Accumulated Losses	-$47,268			-$47,268
Total EQUITY	**$54,555**	**$5,100**	**$3,400**	**$63,055**

Notes:

1. The proforma balance sheet shows the effects of the Placement and the Entitlement Offer. The proforma balance sheet assumes that the Placement and the Entitlement Offer are fully subscribed.

2. Cash is expected to increase by $1.5M as a result of the proceeds of the Placement and the Entitlement Offer. This is expected to cover future operating/corporate costs, working capital and offer costs.

3. Based on the equity raise currently assumed, one off raising costs of $0.8 will be incurred.

4. Non-current assets include demonstration plant and equipment, right of use assets pursuant to AASB 16 'Leases' and other plant and equipment.

5.Trade Receivables includes an amount of $11.8M in relation to the company R&D tax concession for 30 June 2026. This amount is expected to be received in November 2026 - the payment will be offset against the lease liability on the right of use asset.

5.2 Capital structure

The share capital structure of LMG as a result of the Placement, the Offer and the Cleansing Offer will be as follows:

	Shares Number	%
Shares		
Ordinary Shares on issue at the date of this Prospectus	3,414,851,094	85.77%
Maximum number of New Shares under Prospectus[1]	227,656,740	5.72%
Shares to be issued pursuant to Placement	339,009,927	8.51%
Total:	**3,981,517,761**	**100%**
Options		
Existing Options and Warrants on issue	257,739,593	85.77%
Lead Manager Options	20,000,000	6.66%
Maximum Sub-Underwriter Options	22,765,674	7.58%
Maximum Total Options on issue at completion of current proposed capital raisings	**300,505,267**	**100%**

Notes:
Assumes that:

- *the Offer is fully subscribed (excluding rounding of Entitlements);*
- *the Placement (Tranche 2) Shares are approved by Shareholders at the 2026 AGM;*

If any of the Existing Options and Warrants are exercised prior to the Record Date, additional New Shares will be issued under the Offer under this Prospectus. If all Existing Options and Warrants on issue as at the date of this Prospectus were exercised prior to the Record Date, the Company's issued shares would increase by 257,739,593 resulting in a further 17,182,640 New Shares being issued pursuant to this Prospectus. This would increase the Company's total Shares on issue after completion of the Offer to 4,256,439,994 Shares.

As at the date of this Prospectus, the Company has the following Existing Options and Warrants on issue:

No of options issued	No of options vested	Holder	Exercise price	Expiry date
51,337,937	51,337,937	Ord Minnett	$0.079	12/8/2027
33,775,000	33,775,000	Global Credit	$0.079	12/8/2027
20,000,000	20,000,000	Shaw and Partners	$0.019	10/4/2028
42,626,655	42,626,655	Shaw and Partners	$0.046	12/11/2027
30,000,000	30,000,000	Patras Capital Pte Ltd	$0.0205	13/7/2031

No of Warrants	No of Warrants vested	Holder	Exercise price	Expiry date
8,888,889	8,888,889	RnD Funding	$0.18	31/03/2025*
8,888,889	8,888,889	RnD Funding	$0.18	30/06/2025*
8,888,889	8,888,889	RnD Funding	$0.18	30/09/2025*
8,888,889	8,888,889	RnD Funding	$0.24	31/12/2025*
8,888,889	8,888,889	RnD Funding	$0.24	31/03/2026*
8,888,889	8,888,889	RnD Funding	$0.24	30/06/2026*
8,888,889	8,888,889	RnD Funding	$0.30	30/09/2026
8,888,889	8,888,889	RnD Funding	$0.30	31/12/2026
8,888,889	8,888,889	RnD Funding	$0.30	30/06/2027

**Under the Warrant Agreement, the warrants which have become due to expire are able to be extended until 6 months after the 10,000 tpa Stage 2 Commercial Plant has been commissioned.*

5.3 Potential effect of the Placement and Entitlement Offer

As a result of the Placement, the interests of Shareholders will be diluted by approximately 8.51% upon completion of the Placement, which will occur after the Record Date but before the issue of the New Shares. This is notwithstanding the circumstance if all Eligible Shareholders take up their Entitlements (and none of the Option Holders exercise their Existing Options and participate in the Offer).

The Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements and none of the Option Holders or the Warrant Holder exercise their Existing Options and Warrants and participate in the Offer, the voting power of all Eligible Shareholders would remain the same (outside of the impact of the Placement). As a consequence of the Placement, Eligible Shareholders will be diluted by approximately 8.51% in the event that they only accept their full Entitlement and do not apply for (and receive) a sufficient number of Additional New Shares from the Shortfall. In such event, there would be no actual or potential effect or consequences arising from the Offer on the control of the Company.

If an Eligible Shareholder does not take up their Entitlement in full it will result in their percentage holding in the Company being further diluted by the Offer. Given the terms of the Offer, which is fully underwritten, the additional dilution to an Eligible Shareholder's interest in the Company would be 5.72%, or an aggregate dilution of 14.23%.

Shareholders who wish to minimise the dilution of their interest as a result of the Placement can apply for Additional New Shares up to a maximum of 100% over and above their Entitlements. In the event that a Shortfall exists, they will be entitled to receive Additional New Shares, although the Company reserves the right to scale back any applications for Additional New Shares in their absolute discretion and there is no guarantee that Eligible Shareholders will be successful in being allocated any of the Additional New Shares that they apply for. In the event of a Shortfall, the Directors reserve the right to place the Shortfall at their sole discretion subject to the provisions of this Prospectus, the Underwriting Agreement, the *Corporations Act* and the Listing Rules.

Additionally, the Offer is not being extended to Shareholders with registered addresses outside of Australia and New Zealand and the holdings of those Shareholders in the Company will be diluted by a maximum of 14.23% as a consequence of the Placement and the Offer.

While the final percentage interests held by Shareholders of the Company is entirely dependent on the extent to which they are Eligible Shareholders and to the extent to which the other Shareholders take up their Entitlements, the Company expects that the potential effect of the issue of Shares under the Offer on the control of the Company will be minimal and that no Shareholder will increase their interest in the Company to greater than 19.99% as a result of applying for New Shares under the Placement or the Offer, noting that the Offer represents a total of a 5.72% interest in the Company upon its completion and completion of the Placement.

If no Eligible Shareholders take up their entitlements and none of the Option Holders exercise their Existing Options and participate in the Offer, the Lead Manager (as underwriter) or any sub-underwriters pursuant to the Underwriting Agreement will receive up to 227,656,740 New Shares under the Offer. Again, this represents a maximum of 5.72% interest in the Company upon its completion (and completion of the Placement). Pursuant to the sub-underwriting agreements between the Lead Manager and the sub-underwriters, the New Shares under the Offer will be allocated between the Underwriter and the sub-underwriters, such that no party will obtain a controlling interest in the Company.

The interests of Shareholders will subsequently be further diluted to the extent that holders of Existing Options, Warrants and Broker Options elect to exercise those Options before the respective expiry dates

The Company is not aware of any party subscribing for an interest in the Company or increasing their interest in the Company as a consequence of the Placement which would give that shareholder a controlling interest in the Company.

As no Shares are issued under the Cleansing Offer, there is no immediate dilution of a Shareholders interest in the Company or change of control of the Company as a result of the Cleansing Offer.

6 Risk factors

6.1 Introduction

There are risks which may impact on the operating and financial performance of the Group and, therefore, on the value of the New Securities offered under this Prospectus. Some of these risks can be mitigated by the Group's systems and internal controls, but many are outside of the control of the Group and the Board. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in a business with limited operating history, such as LMG, is considered speculative and an investor could lose most or all of any investment. There are also general risks associated with any investment in shares.

More specifically, the risks are that:

6.1.1 the price at which the Applicant is able to sell the New Shares or Resultant Shares is less than the price paid due to changes in market circumstances;

6.1.2 the price at which the Applicant is required to exercise the Broker Options before the expiry of the Broker Options remains less than the market price of Shares due to changes in market circumstances;

6.1.3 the Applicant is unable to sell the New Shares or Resultant Shares;

6.1.4 the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment; and

6.1.5 the Company fails to generate sufficient profit in order to pay dividends.

In the event of insolvency, the holders of fully paid ordinary shares would not normally be liable to pay money to any person. An exception could occur where a distribution, such as a dividend, has been made to Shareholders in circumstances where the Company was unable at that time to meet the solvency test set out in the *Corporations Act*. In that case, a liquidator may call for a return of such distributions.

Potential investors should therefore carefully consider all associated risks before applying for New Securities under this Prospectus and should consider their personal circumstances (including financial and taxation issues) and seek advice from their stockbroker, accountant, solicitor or other professional advisers before deciding whether to invest.

A number of material risk factors which may adversely affect the Group and the value of the New Securities offered under this Prospectus are set out in this section. This is not an exhaustive list and there may be other factors which have an adverse effect on the Group and the value of the New Shares and Broker Options offered under this Prospectus.

6.2 General Risks

The New Shares that are to be issued pursuant to this Prospectus are speculative because of the nature of the business of the Company. The Company has interests in the mineral industry which is highly speculative and no assurances can be made that the Company's particular interests or projects will be successful.

A summary of the major general risks are described below:

6.2.1 Dilution

Shareholders should be aware that to the extent that they do not accept their Entitlements in full, a Shortfall will arise and all or part of any Shortfall may be placed by the Company, in consultation with the Lead Manager pursuant to the Underwriting Agreement (and sub-underwriting arrangements), to other parties in which case their interest in the Company may be significantly diluted (see section 5.2 for further details). Further the Offer is not being extended to Shareholders with registered addresses outside of Australia and New Zealand and the holdings of those Shareholders in the Company will be diluted by the Offer. Given the terms of the Offer, which is fully underwritten, and the conduct of the Placement, the interests of a Shareholder in the Company may be diluted by up to 14.23% in the event that they are not eligible to participate or elect not to accept their Entitlement in full. This dilution will be 8.51% if they take up their Entitlement in full and do not apply for Additional New Shares.

Acceptance of Entitlements or the placement of any Shortfall to the Lead Manager and sub-underwriters may also result in existing Shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company. However, the Shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the *Corporations Act*, which restrict a person and their associates from having a relevant interest in the Company of not more than 20.0%, subject to a number of exemptions.

The Company intends to actively work with the Lead Manager, pursuant to the Underwriting Agreement (and sub-underwriting arrangements) during, and after, the Offer in order to secure commitments to place, and subsequently to place, any Shortfall of New Shares not subscribed for by Eligible Shareholders.

6.2.2 Share Market Risk

The market price of listed securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular. The New Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of those factors.

6.2.3 General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption and other economic factors. The price of commodities will also be of particular relevance to the Company. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

6.2.4 Share price fluctuations

The market price of the Company's securities will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices.

6.2.5 Legislative change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

6.2.6 Unforeseen expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

6.2.7 Underwriting Risk

The Company has entered into the Underwriting Agreement with the Underwriter under which the Underwriter has agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain termination events occur, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement may have a material adverse impact on the proceeds raised under the Entitlement Offer. Termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow, financial condition and results. Further details in respect of the Underwriting Agreement, including specific termination events, are set out in Section 7.10.

6.3 Risks specific to an investment in the Company

In addition to the general market and economic risks noted in section 6.2, Applicants should be aware of risks specific to an investment in the Company, which may include, but are not limited those risks described below.

6.3.1 Requirements for Capital

LMG's capital requirements, including in relation to the development of the Demonstration Plant and the longer term development of the Proposed US Plant, the Proposed Malaysia Plant and/or the Proposed Victoria Plant, will depend on numerous factors, including the degree of success of its planned production activities, its ability to generate income from its operations, prevailing commodity prices, market conditions and possible acquisitions or other corporate opportunities. Ramp up and production costs will reduce LMG's cash reserves. Those cash reserves may not be replaced if future or existing operations or other acquisition opportunities prove unsuccessful or perform below expectations.

LMG would then be dependent on seeking additional capital elsewhere, through equity, debt or joint venture financing, to support long-term evaluation and development of its projects. No assurance can be given that LMG will be able to procure funding (if required) in a timely manner on terms acceptable to it. Any additional equity financing will dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If LMG is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations which may adversely impact on LMG, or it may not be able to secure opportunities to acquire new projects or other corporate opportunities.

Specifically, undertaking the Proposed US Plant, the Proposed Malaysia Plant and/or the Proposed Victoria Plant and/or the Proposed US Plant will require significant capital investment and whilst LMG is actively engaged with potential strategic partners and interested parties, there is no assurance that satisfactory arrangements will be entered into to enable the progression of those projects.

6.3.2 Reliance on Key Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on LMG's Board and executive team. There can be no assurance given that there will be no detrimental impact on LMG if one or more of its directors or key executives no longer works with LMG.

LMG is undergoing a leadership transition, with a new Chief Executive Officer commencing in September 2026 and the recent establishment of a Board Construction and Completions Committee. LMG will need to recruit additional personnel with the project development, operational and financing experience required for the Proposed US Project. There is no assurance such personnel will be recruited or retained.

6.3.3 Risks Relating to LMG's Financial Instruments

LMG's principal financial instruments currently comprise cash and short-term deposits, the main purpose of which is to finance LMG's operations. LMG has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. The main risks arising from LMG's financial instruments are credit risk, interest rate risk, currency risk and liquidity risk:

- Credit Risk: LMG trades only with recognised, creditworthy third parties. Receivable balances are monitored on an ongoing basis with the results being that LMG's exposure to bad debts is not significant. Credit risk arises from the financial assets of LMG, which comprise cash and cash equivalents and trade, other receivables and other financial assets. LMG’s exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. No collateral is held as security.
- Interest Rate Risk: LMG's exposure to the risk of changes in market interest rates relates primarily to LMG's cash and cash equivalents with a floating interest rate.

- Currency Risk: LMG's exposure to the risk of changes in foreign exchange rates relates primarily to LMG's cash and cash equivalents with Australian cash reserves and debts, and potential overseas income and expenditures.
- Liquidity Risk: LMG's exposure to financial obligations relating to corporate administration and projects expenditure, are subject to budgeting and reporting controls, to ensure that such obligations do not exceed cash held and known cash inflows for a period of at least 1 year. LMG has limited financial resources and may need to raise additional capital from time to time and such fund raisings will be subject to factors beyond the control of LMG and its directors. When LMG requires further funding for its programs in the future, then it is LMG's intention that the additional funds will be raised by any one or a combination of the following: project finance, placement of shares, pro-rata issue to shareholders, the exercise of outstanding options, and/or a further issue of shares to the public and, where appropriate, debt. Should these methods not be considered to be viable, or in the best interests of shareholders, then it would be LMG's intention to meet its obligations by either partial sale of LMG's interests or farm-out, the latter course of action being part of LMG's overall strategy.

6.3.4 General Economic Climate

General economic conditions, movements in interest and inflation rates, currency exchange rates and commodity prices may have an adverse effect on LMG's potential for future development and production activities, as well as the ability to fund those activities. If activities cannot be funded, there is a risk that operations may have to be ceased. Furthermore, share market conditions may affect the value of LMG's quoted securities regardless of operating performance. Share market conditions are affected by many factors such as general economic outlook, interest rates and inflation rates, currency fluctuations, changes in investor sentiment toward particular market sectors, the demand for, and supply of, capital and terrorism or other hostilities. LMG's future revenues, the economic viability of its projects, the market price for its listed securities, and its ability to raise future capital may be affected by these factors, which are beyond LMG's control.

6.3.5 Political Risk, Commodity Price Volatility and Exchange Rates Risks

The revenue that may be derived through the sale of commodities exposes potential income to commodity price and exchange rate risks and any profits will be exposed to changes in the taxation or royalty regime in Australia. Commodity prices fluctuate and are affected by many factors beyond the control of LMG. Such factors include supply and demand fluctuations for commodities, technological advancements, forward selling activities and other macroeconomic factors. LMG revenues are exposed to fluctuations in the commodity prices. Volatility in the magnesium price creates revenue uncertainty and requires careful management of business performance to ensure that operating cash margins are retained despite a fall in the spot magnesium price.

The risks associated with such fluctuations and volatility may be reduced by any magnesium price hedging that LMG may undertake. A declining magnesium price can also impact operations by requiring a reassessment of the feasibility of operating plans and certain projects and initiatives. The commencement of development projects can potentially be impacted by a decline in commodity prices. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment could potentially cause substantial delays and/or may interrupt operations, which may have a material adverse effect on LMG's results of operations and financial condition. Furthermore, international prices of various commodities are denominated in United States dollars, whereas some of LMG's income and the majority of its expenditure (at least prior to the development of the Proposed US Plant) will be in Australian dollars, exposing LMG to fluctuations in the exchange rate between the United States dollar and the Australian dollar, as determined by international markets.

6.3.6 Permits and Approvals Risks

Companies engaged in the development and operation of processing facilities are subject to increased costs, production and other scheduling delays resulting from the requirement to comply with applicable environmental and planning laws, regulatory requirements and permitting. LMG can give no assurance that relevant approvals and permits required to commence construction, development or operation of future expansions will be obtained. Additionally, future business plans and budgets are underpinned by the assumption that relevant regulatory approvals are obtained in a timely manner.

LMG's projects require approvals in multiple jurisdictions. For the Proposed US Plant these include rezoning of the preferred South Carolina site from light to heavy industrial use, and federal, state and county environmental (including air and water), construction and operating permits. The Proposed Malaysia Plant requires approval from the Malaysian Department of Environment to import ferronickel slag into Sarawak, Malaysia. In addition, supply of feedstock from New Caledonia may require export and shipping approvals. There is no assurance that these approvals will be obtained on time, on acceptable conditions or at all.

6.3.7 Environmental Risks

The operations and proposed activities of LMG are subject to Australian Federal laws, State laws and the laws of the United States and Malaysia and accompanying regulations concerning the environment. As with most mineral processing operations, activities are expected to have an impact on the environment. LMG intends to conduct its activities in compliance with relevant environmental laws and approvals in order to minimise damage to the environment and risk of liability. However, as with all processing activities, LMG's operations are expected to have an impact on the environment. There are also risks inherent in LMG's activities including accidental leakages, spills, or other unforeseen circumstances that could subject LMG to extensive liability.

Further, LMG may require approval from relevant regulatory authorities before undertaking activities that are likely to impact the environment. If LMG fails to obtain such approvals, it will be prevented from undertaking those activities. LMG also cannot predict what changes in legislation and regulations may govern mineral processing and may impose significant environmental obligations on LMG including bonding. No assurances can be given that new environmental laws, regulations or stricter enforcement policies (including increased fines and penalties for non-compliance), once implemented, will not oblige LMG to incur significant expenses and undertake significant investments which could materially and adversely affect LMG's operations, financial condition and performance.

6.3.8 Change of Production Risks

The capacity of LMG to achieve production will depend on a wide range of factors including capital costs and operating costs that may be applicable to the individual projects and the capacity of the Group to fund those costs. If production is achieved, unanticipated problems may increase operating costs and reduce anticipated recovery rates.

6.3.9 Contract Risks

LMG operates through a series of contractual relationships with consultants, operators and sub-contractors and may sell production through various marketing contracts. All contracts carry risks associated with the performance by the parties of their obligations and the time and quality of works performed. To the extent that third parties default in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

Some contracts (including memorandums of understanding) may also be subject to satisfaction of identified matters within identified timeframes. Whilst the Company is able to, and will take all steps to, manage these milestones (and the expectations of the benefiting counter party) these contracts may be subject to termination rights if these milestones are not met, which may have an adverse consequence for the Company.

Several of LMG's key commercial arrangements are not yet binding or remain subject to conditions. These include:

- feedstock for the US Project is to be supplied under a binding 20-year memorandum of understanding with Société Le Nickel, which remains to be documented in definitive supply agreements;

- letters of intent received from prospective US customers (totalling approximately 32 ktpa) are non-binding. There is no assurance they will convert into binding offtake agreements, or do so on the terms contemplated; and

- LMG's distribution partner Metal Exchange LLC has provided a US$2 million prepayment, to be recovered through a margin-sharing arrangement on future magnesium metal sales. Delays to metal production will delay recovery of the prepayment and may affect the commercial relationship.

In addition, the Proposed US Plant and the Proposed Malaysia Plant are expected to rely on ferronickel slag supplied by a single supplier, Société Le Nickel (**SLN**), located in New Caledonia. The Memorandum of Understanding with SLN has a term of 20 years, however likely provides sufficient volume to operate the Proposed US Plant for an economic life of up to 30 years. Any extension will require further agreement, and there is no assurance it will be obtained. The Memorandum of Understanding is also dependent upon both parties determining that a commercial project if commercially feasible and agreeing to formal terms before 31 December 2027. Whilst the Company may be confident of securing an extension of the Memorandum of Understanding beyond 31 December 2027 (if required), there is no guarantee that an extension will be granted. Supply may be affected by SLN's operating and financial position, political, social and regulatory conditions in New Caledonia, and shipping and export arrangements. If supply is interrupted or not extended, LMG would need alternative ferronickel slag sources, which may not be available on similar terms, at similar grades or at all.

If counterparties do not perform, or arrangements are not finalised, LMG's development plans, revenues and financial position may be adversely affected.

The Company is generally exposed to the possibility of adverse developments in the business environments of its contractors and suppliers. Any disruption to services or supply may have an adverse effect on the financial performance of the Company.

6.3.10 Production and Cost Estimates

The operations and assets of LMG, as with any other mineral processing operations, are subject to a number of uncertainties, including in relation to metallurgical recovery, actual realised values and grades of stockpiles (which are to date estimated), operational environment, funding for development, regulatory changes, weather, accidents, difficulties in operating plan and equipment and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment.

6.3.11 Ferronickel supply

The estimate of ferronickel slag stockpile held by Société Le Nickel (SLN) of approximately 28 Mt has been calculated on the basis of SLN's smelter historical production and assay records. Actual tonnage, grade and physical characteristics of the stockpile may differ from calculations. Whilst current calculations have not been made in accordance with the JORC Code, LMG has reviewed and is comfortable with the available information underpinning the binding MOU and intends to pursue the assessment and classification of the stockpile according to the JORC code at a future point in time. LMG notes there are alternative ferronickel slag stockpiles both in New Caledonia and globally which may form alternative sources of supply, should it be required. LMG will carry out further studies prior to taking a final investment decision.

6.3.12 Equipment and Supplies

The price and availability of resources required for LMG's operations (such as electricity) may change from time to time, and this may materially impact the operations, financial position and profitability of LMG. LMG requires certain consumables, spare parts, plant and equipment and construction materials for its operating activities. Any delay, lack of supply or increase in price in relation to such equipment and material could have a material and adverse impact on LMG.

Reagents, principally ferrosilicon, represent a significant proportion of LMG's estimated operating costs. Global ferrosilicon supply is concentrated in a limited number of countries. Supply disruption, price increases, or trade measures affecting imports into the jurisdictions in which LMG operates could materially increase operating costs.

6.3.13 Operational Risks

The growth of the Company is dependent upon the ability of the Company to transition the operations of the Demonstration Plant into the development and conduct of the Proposed US Plant, Proposed Malaysia Plant and/or the Proposed Victoria Plant. The progression to a 50ktpa plant for the Proposed US Plant is subject to the completion of a feasibility study to be undertaken by the Company during 2027 (subject to funding requirements being satisfied) and a final investment decision to be made by the Company, potentially by the end of 2028. This decision is itself subject to and dependent upon the Company:

- securing an appropriate site for the project;
- obtaining various approvals by the State of South Carolina to construct and operate the plant;
- undertaking engineering design testwork on Ferronickel Slag as the feedstock for the project;
- the identification of a suitable financier, joint venture partner or off-take party to fund the construction of the plant

There is no assurance that the Company will be able to proceed with the development of the Proposed US Plant.

In relation to the Proposed Victoria Plant, the State Government of Victoria has introduced an amendment to the *Mineral Resources (Sustainable Development) Act* which introduces a “trailing liability” scheme for mining licenses on declared mines. Under the current proposal relating to the proposed Victorian 10 ktpa Commercial Plant, the transfer of the mining licence held by Energy Australia may be considered essential to LMG’s ability to secure long term feedstock. The introduction of this regulatory amendment, and the significant additional liability and risk that this would impose on Energy Australia, impacts the ability of Energy Australia to transfer the mining licence and therefore the Company’s ability to proceed with this project. The Proposed Victoria Plant has been paused pending further consultation with the State Government of Victoria to determine if a satisfactory resolution can be arrived at, but there is no assurance that a resolution may be reached.

If LMG is unable to proceed with the development of at least one of the Proposed US Plant or the Proposed Victoria Plant within a certain time period or at a reasonable cost, this could adversely impact the economic viability of the Company.

The Company is also looking to grow the operations of the Company by the development of the Proposed Malaysia Plant. The ability to proceed with the Proposed Malaysia Plant in Malaysia is dependent upon the Malaysian Department of Environment giving approval for the import of ferronickel slag from New Caledonia into Sarawak, Malaysia, which requires government-to-government confirmation. There is no assurance of timing or outcome for this approval This project is also dependent upon the identification of a suitable financier or joint venture partner, and securing an appropriate site for the project, as well as obtaining the necessary approvals to construct the plant. There is no assurance that the Company will be able to proceed with the development of the Proposed Malaysia Plant.

Processing activities, including those carried out at the Demonstration Plant, carry risk and as such, activities may be curtailed, delayed or cancelled as a result of a number of factors outside LMG's control. These include technical difficulties, securing and maintaining inputs, weather and construction of efficient processing facilities. The operation may be affected by force majeure, fires, labour disruptions, and the inability to obtain adequate machinery, engineering difficulties and other unforeseen events. LMG will endeavour to take appropriate action to mitigate these operational risks (including by properly documenting arrangements with counterparties and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on LMG's performance and the value of its assets.

6.3.14 Development risk for Proposed US Plant

The Proposed US Plant is at an early stage of development and its progression is subject to a number of conditions that have not yet been satisfied, including (without limitation):

- securing funding to reach a final investment decision;

- acquiring the preferred site in South Carolina and obtaining its rezoning to facilitate construction of the plant;
- finalising a proposed long-term port lease and binding rail, logistics and utilities agreements;
- formally engaging an engineering partner;
- satisfying the conditions of the incentives proposal from the State of South Carolina, which is pending site acquisition and final approval by the County and State; and
- completing a feasibility study.

A targeted timetable for the Proposes US Plant of:

- feasibility study completion by early 2028;
- final investment decision by March 2028; and
- first production by April 2030,

is indicative and may be delayed.

There is also no assurance that all of the conditions required to be satisfied for the Proposed US Plant to progress will be satisfied and that the Proposed US Plant will proceed.

6.3.15 Estimates of Financial Outcomes

The indicative economic assessment for the Proposed US Plant announced on 15 September 2026 and supplementary announcement of 16 September 2026 is preliminary in nature. The capital cost estimate is a Class 5 estimate, factored from a pre-feasibility study for a different facility, location and capacity. Estimates at this level typically carry an accuracy range of −20% to −50% on the low side and +30% to +50% on the high side. The assessment is not a pre-feasibility or feasibility study (although it has been scaled from the Company's previous feasibility study as detailed in its announcements on 2 September 2019, 23 September 2019 and 31 October 2019). It is insufficient to provide assurance of economic development or support a final investment decision. Actual capital costs, operating costs, production, prices, project life and financial outcomes may differ materially from those estimated.

Estimates of capital and other financial projections contained in public information released by the Company have been determined and assessed by the Company are indicative only. The Company does not guarantee that the financials outcomes for the business operations will achieve the estimated outcomes.

The Company's assessment and estimate of its research and development tax rebate for the year end 30 June 2026 (of approximately $10 - 12 million) is based upon the methodology for the determination of the ATO approved research and development tax rebate for the year end 30 June 2025. The ATO has not yet made a determination of the research and development tax rebate for the year ended 30 June 2026 and there is no assurance that the amount of the rebate will be as estimated by the Company. Similarly, LMG has not yet compiled an assessment for the year ending 30 June 2027, only forecast potential eligible spend against its capital and operating cost forecast. If LMG does not receive the research and development tax rebate for a given year, or if the amount received is lower than estimated or forecast, this could adversely affect LMG's operations and financial performance.

6.3.16 Technology / IP

LMG relies upon its technology and know-how and there can be no assurance that other parties may not attempt to imitate or develop technology and know-how that competes with LMG. LMG takes all precautions to protect its IP but there is an inherent risk with technology that patents may be invalidated by a third party or may gain access to unpatented know-how or trade secrets. No assurance can be given that other parties will not be able to independently develop the same or similar technologies on their own or through access to trade secrets. There can also be no assurance that LMG’s technology will not be superceded by superior technologies which may impact the attractiveness of the products to existing or new customers and affect the viability of the Company.

6.3.17 Infrastructure and Transportation

As or when LMG is in production stage, the products will need to be transported to customers domestically and internationally. The transportation process involves risks, including the location of LMG's projects. Fuel costs, unexpected delays (including through inclement weather and climate change and accidents) could materially affect LMG's financial position and profitability. Moreover, there are risks associated with the availability of adequate transportation facilities (e.g. road, railway, port) and obtaining approvals to access these facilities (including the timing and conditions on which access may be granted). If LMG cannot access the required infrastructure within a certain time period or at a reasonable cost, this could adversely affect LMG's operations and financial performance. The price of transportation is market driven and can vary throughout the life of each project. These may also impact on the overall profitability of LMG.

6.3.18 Reliance on Information Systems

LMG relies on computer, information and communications technology and related systems for the purpose of the proper operation of the administrative and compliance aspects of its business. From time-to-time LMG experiences occasional system interruptions and delays. LMG has implemented processes to respond to system interruptions and delays. However, if it is unable to regularly deploy software and hardware, effectively upgrade its systems and network and take other steps to maintain or improve the efficacy and efficiency of its systems, the operation of such systems could be interrupted or result in the loss or corruption of data.

Moreover, LMG's computer systems are subject to the risks of unauthorised access, computer hackers, computer viruses, malicious code, organised cyber-attacks and other security problems and system disruptions. LMG relies on accepted security measures and technology to maintain the security of its computer systems, however the risks of being attacked remain. An unauthorised user who circumvents LMG's security measures could misappropriate confidential or proprietary information or cause interruptions normal functions in LMG's operations which may require LMG to expend significant resources to alleviate these issues. Any of these events could damage LMG's reputation and generally have an adverse effect on its operating and financial performance.

6.3.19 Laws and Authorisations

LMG's operations will be subject to various laws and plans, including those in respect of development permit and licence requirements, industrial relations, environment, land use, water, occupational health and plants and animals (for example laws or permitting required in relation to preservation of endangered or threatened species). Approvals, licences and permits for the compliance with these rules may be subject to the discretion of the applicable government or authorities, the local community or other stakeholders. Moreover, new laws and regulations may be enacted, and existing laws and regulations may be amended or applied in a manner which could impact LMG's development or production activities. LMG may not be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation or may not obtain the relevant authorisations in time. If so, LMG may be limited or curtailed from continuing or proceeding with production or development activities.

Operations can be subject to public and political opposition. Opposition may include legal challenges to development and production permits, political and public advocacy, electoral strategies, ballot initiatives, media and public outreach campaigns and protest activity, all which may delay or stop development or expansion. Change of laws, regulations or policies may take place as a result of political opposition in a way that adversely impacts LMG's abilities to deliver expected outcomes for certain reasons, e.g. increase of royalties or taxes or environmental bonds or change in regimes relating to permits and authorisations which are necessary for LMG's operations.

In the ordinary course of business, mineral processing companies are required to seek governmental permits for expansion of existing operations or for the commencement of new operations. The duration and success of permitting efforts are contingent upon many variables not within the control of LMG. There can be no assurance that all necessary permits will be obtained, and, if obtained, that the costs involved will not exceed those estimated by LMG and that the permits will be obtained in a timely manner. Amendments to current laws, regulations and permits governing operations and activities of mineral processing companies which apply to LMG's current or future operation, or a more stringent implementation thereof, could have a material adverse impact on LMG and cause increases in the cost of production or capital expenditure and reduction in levels of production for LMG's operations.

6.3.20 Multi-jurisdictional Operations

The Company’s projects and proposed projects are located in Australia, the United States and Malaysia. The Company also has supply agreements with Société Le Nickel, who are located in New Caledonia. Accordingly, the projects and contracts are exposed to differences in government policies, laws and regulations in each different jurisdiction, together with the risk of changes, as well as differing political, labour and cultural environments.

The Company and its operations may be adversely affected in varying degrees by government regulations relating to the minerals/mining industry and foreign investment across some or all of these jurisdictions, and the policies of other nations in dealing with them. Any changes in regulations or shifts in political conditions are beyond the Company's control and may adversely affect the Company's business. New laws, regulations and requirements may be retroactive in their effect and implementation. The Company's operations may be affected in varying degrees by government regulations, including those with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, employment, land use, water use, environmental legislation, and workplace safety. There is no assurance that approvals, consents or permits can be obtained, or that delays will not occur in obtaining all necessary approvals, consents or permits or their renewals required in connection with future development programs.

Managing projects across multiple jurisdictions increases management complexity and cost and exposes LMG to sovereign risk in each.

6.3.21 Occupational Health and Safety

Workplace incidents may take place for various reasons, including as a result of non-compliance with safety rules and regulations. LMG may be liable for personal injuries or fatalities that are suffered by LMG's employees, contractors or other persons under applicable occupational health and safety laws. If LMG is liable under applicable laws, in whole or part, it may be subject to significant penalties. LMG may be subject to liability to pay compensation, and this may materially and adversely affect LMG's financial position and profitability. The potentially hazardous nature of mineral processing means that health and safety regulations impact the activities of LMG. Any injuries, accidents or other relevant events that occur on LMG's operation site could result in legal claims, potential delays or halt that could adversely impact LMG.

6.3.22 Labour Shortages and Industrial Disputes

There is a risk that LMG may need to pay higher than expected costs to acquire or retain the necessary labour for its operations. This could result in a material and adverse increase in costs and/or development projects being delayed or becoming uneconomic and not proceeding as planned. LMG will also be exposed to the risk that industrial disputes may arise (for example, in relation to claims for higher wages or better conditions) which might disrupt some of its operations and lead to increases in project costs and delays including to scheduled start up dates of projects under construction.

6.3.23 Insurance Arrangements

LMG maintains insurance arrangements to protect against certain risks with such scope of coverage and amounts as determined by LMG's board and management, although its insurance policies may not be sufficient to cover all of the potential risks in respect of its operations. No assurance can be given that LMG will be able to obtain or maintain insurance coverage at reasonable rates, or that any coverage it obtains will be adequate and available to cover all risks or claims on acceptable terms. Losses, liabilities and delays arising from uninsured or underinsured events could adversely affect LMG's financial position and profitability.

6.3.24 Changes to Accounting Standards

Changes to AAS, other authoritative pronouncements of the Australian Accounting Standards Board, the *Corporations Act* and other relevant authorities or applicable laws could affect LMG's reported results of operations in any given period or LMG's financial condition from time to time.

6.3.25 Changes in Tax Rules or Their Interpretation

Changes in tax law (including value added or indirect taxes and stamp duties), or changes in the way tax laws are interpreted, may impact LMG's tax liabilities or the tax treatment of a LMG shareholder’s investment. In particular, both the level and basis of taxation may change. In addition, an investment in LMG shares involves tax considerations which may differ for each LMG shareholder. Each LMG shareholder is encouraged to seek professional tax advice in connection with the Offer and how they may be impacted.

6.3.26 Other External Factors

Events may occur within or outside Australia that could impact upon the Australian economy, LMG's operations and the price of LMG shares. These events include but are not limited to flooding or adverse weather conditions, fires, explosions, water ingress, seismic activity or the potential effects of climate change that affect the development or operations of the business, that can have an adverse effect on the demand for LMG's products and its ability to operate its assets or may result in delays to or loss of production or sales.

6.3.27 Litigation

LMG may from time to time be involved in legal, regulatory and other proceedings and disputes arising from its businesses and operations. These disputes may lead to legal, regulatory and other proceedings, and may cause LMG to incur significant costs, delays and other disruptions to its businesses and operations. In addition, regulatory actions and disputes with governmental authorities may result in fines, penalties and other administrative sanction.

The Company is currently involved in the Mincore Proceedings and an adverse outcome in relation to those proceedings could have a significant impact on the financial position of the Company. LMG’s also has a counter claim against Mincore Pty Ltd in relation to the Mincore Proceedings, which are still before the Supreme Court of Victoria with the parties actively prosecuting the proceedings. There is no present indication on the timing in which the proceedings will be determined.

6.3.28 Water Sources

The effects of changes in rainfall patterns, water shortages and changing storm patterns and intensities may adversely impact the costs, production levels and financial performance of LMG's operations. There is no guarantee that there will be sufficient future rainfall to support LMG's future water demands in relation to its operations, and this could adversely affect production and LMG's ability to develop or expand projects and operations in the future. In addition, there can be no assurance that LMG will be able to obtain alternative water sources on commercially reasonable terms or at all in the event of prolonged drought conditions. Climate related changes to precipitation patterns could exacerbate water stress in some areas and therefore potentially have a negative impact on LMG's ability to access fresh water at its operations.

6.3.29 Weather Conditions

Some of LMG's operations may be impacted from time to time by severe storms and high rainfall leading to flooding and associated damage which may result in delays to or loss of production or sales.

Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the New Shares.

7 Additional information

7.1 Transaction specific prospectus

LMG is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the *Corporations Act*. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is issued under section 713 of the *Corporations Act*. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which has been quoted by ASX at all times during the three months before the date of the Prospectus or options to acquire such securities. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Offer, the effect of the Offer on the Company and the rights and liabilities attaching to the New Shares.

Copies of the documents lodged by the Company with ASIC may be obtained from, or inspected, at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the Closing Date (or Monday, 26 October 2026 in the case of the Cleansing Offer) in relation to this Prospectus:

7.1.1 annual financial report for the period ending 30 June 2025;

7.1.2 half-yearly financial statements for the Company for the period ending 31 December 2025; and

7.1.3 any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the period ended 30 June 2023 and ending on the date of lodgement of this Prospectus with ASIC.

7.2 ASX Information and Share information

The ASX Announcements that the Company has made since lodgement of last annual report on 30 September 2025, are set out in Appendix A of this Prospectus. Copies of ASX announcements made by the Company may be obtained on the ASX website or the Company's website at www.latrobemagnesium.com.

The highest and lowest prices of shares in the Company on the ASX in the six month period before the date of this Prospectus and the respective dates of those sales are set out below.

	High $	Low $	Volume weighted average $
One month	0.0190	0.0080	0.0134
Three months	0.0190	0.0080	0.0120
Six months	0.0200	0.0080	0.0136

The last market sale price of Shares as at Thursday, 17 September 2026, being the last trading day before lodgement of this Prospectus was $0.019. The issue price of $0.015 represents a discount of 21.1% to the last market price.

The Company will not apply for Official Quotation of the Broker Options on ASX, and the Broker Options are non-transferable. Accordingly, there is no current market value or trading history for the Broker Options.

7.3 Rights and liabilities attaching to New Shares and Resultant Shares

The rights attaching to ownership of the New Shares and Resultant Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the New Shares and

Resultant Shares, subject to any special rights attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

7.3.1 Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

7.3.2 Dividends

The New Shares and Resultant Shares will rank equally with all other issued shares in the capital of the Company and will participate in dividend out of profits earned by the Company from time to time. Subject to the rights of holders of shares with any special preferential or qualified rights attaching to them, the profits of the Company are divisible amongst the holders of Shares paid proportionately to the amounts paid on the Shares. The Directors may from time to time pay to Shareholders such interim dividends as in their judgment the position of the Company justifies.

7.3.3 Transfer of the Shares

7.3.3.1 Uncertificated system

Transfer of Shares may be effected by an instrument of transfer in accordance with any system recognised by the ASX Listing Rules and effected in accordance with the ASX Settlement Operating Rules approved under the *Corporations Act* or by an instrument of transfer in any usual from or by another form approved by the Directors or recognised by the *Corporations Act* or the ASX Listing Rules.

7.3.3.2 Certificated system

Subject to the Constitution and the *Corporations Act*, a Shareholder's share may be transferred by instrument in writing in any form authorised by the *Corporations Act* and the ASX Listing Rules or in any other form authorised by the *Corporations Act* and the ASX Listing Rules or in any other form that the Directors approve. No fee shall be charged by the Company on the transfer of any Shares.

7.3.3.3 Refusal to register

The Directors, may, in their absolute discretion, refuse to register any transfer of Share or other securities where permitted to do so by the *Corporations Act*, the ASX Listing Rules or the ASX Settlement Operating Rules. The Directors must refuse to register any transfer of Shares or other securities when required to do so by the *Corporations Act* or the ASX Listing Rules. If the Directors decline to register a transfer, the Company must within five business days after the date of lodgement of such transfer give to the lodging party written notice of the refusal and the reasons for it.

7.3.4 Winding up

Upon accepting the Entitlement to New Shares and paying the Acceptance Money, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the *Corporations Act*.

7.3.5 Future increases in capital

The allotment and issue of any New Shares is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the *Corporations Act*, the Directors may allot or otherwise dispose of New Shares on such terms and conditions as they see fit.

7.3.6 Variation of Rights

At present, the Company has only ordinary shares on issue. If the shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

7.3.7 General Meeting

Each holder of Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the *Corporations Act* and the Listing Rules.

For more particular details of the rights attaching to ordinary shares in the Company, investors should refer to the Constitution of the Company.

7.4 Rights and liabilities attaching to Broker Options

The Broker Options will be issued on the following terms and conditions:

7.4.1 Consideration

The Broker Options are issued on the basis of:

- an issue price of $Nil for each Broker Option issued; and
- an exercise price of $0.0205 for each Broker Option exercised (**Exercise Price**).

7.4.2 Terms of Exercise

The final date and time for exercise of the Broker Options is 5.00pm (Brisbane time) on 13 July 2031 (**Expiry Date**).

Subject to and conditional upon any adjustment in accordance with the conditions set out below, each Broker Option entitles the holder to subscribe for one fully paid Share upon payment of the Exercise Price prior to the Expiry Date.

The Broker Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Broker Option to the Company at any time on or after the date of issue of the Broker Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.

The number of Broker Options that may be exercised at one time must be not less than 100,000, unless the Option holder holds less than 100,000 Broker Options in which case all Broker Options must be exercised at one time.

On the valid exercise of the Broker Options and payment of the Exercise Price, the Company will issue Shares ranking pari passu with the Shares then on issue.

All Broker Options will automatically lapse on the earlier of:

- receipt by the Company of notice from the Broker Option holder that the Broker Option holder has elected to surrender the Broker Option; and
- the Expiry Date.

In the event of liquidation of the Company, all unexercised Broker Options will lapse.

7.4.3 Transferability

The Broker Options are not transferable.

7.4.4 Rights to participate

Broker Options do not confer any right on the holders of Broker Options to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide holders of Broker Options with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Broker Options, in accordance with the requirements of the Listing Rules.

Holders of Broker Options will not participate in any dividends unless the Broker Options have been exercised and the Resultant Shares are issued prior to the record date to determine entitlements to the dividend.

Broker Options do not confer any voting rights on the holders. If the Broker Options are exercised then the holders will, upon issue of the Resultant Shares, be granted voting rights as described in clause 7.3 above.

7.4.5 Quotation

The Company does not intend to make an application to ASX for quotation of the Broker Options.

The Company will apply to ASX for, and will use its best endeavours to obtain, quotation of any Resultant Shares issued upon the exercise of Broker Options. The Company gives no assurance that such quotation will be granted.

7.4.6 Reconstructions

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

the number of Broker Options, the Exercise Price, or both will be reconstructed (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of Broker Options which are not conferred on shareholders; and

subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Broker Options will remain unchanged.

7.4.7 Bonus issues

If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Broker Options is exercisable may be increased by the number of Shares which the holder of the Broker Options would have received if the Broker Options had been exercised before the record date for the bonus issue.

The terms of the Broker Options may only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Broker Options must not be changed to reduce the Exercise Price, increase the number of Broker Options or change any period for exercise of the Broker Options.

7.4.8 Pro rata issues

If there is a pro rata issue (except a bonus issue), the Exercise Price may be reduced according to the following formula:

$$O^n = O - \frac{E\,[P-(S + D)]}{N + 1}$$

Where:

O^n	=	the new exercise price of the Broker Option
O	=	the old exercise price of the Broker Option
E	=	the number of underlying securities into which one Broker Option is exercisable
P	=	the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date
S	=	the subscription price for a security under the pro rata issue
D	=	dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)
N	=	the number of securities with rights or entitlements that must be held to receive a right to one new security

7.5 Corporate Governance

The Company has adopted a Corporate Governance Charter which can be obtained, at no cost, from the Company's registered office and is also available on the Company's website at www.latrobemagnesium.com. The Company has not established any Board committees to assist the Board in exercising its authority.

The Company reports on its compliance with the recommendations made by the Corporate Governance Principles and Recommendations in its annual report. Where the Company's corporate governance practices do not correlate with the practices recommended by the ASX Corporate Governance Council, the Company is working towards compliance however it does not consider that all practices are appropriate for the Company due to the size and scale of the Company operations.

7.6 Directors' interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

7.6.1 the formation or promotion of the Company;

7.6.2 property acquired or to be acquired by the company in connection with:

  7.6.2.1 its formation or promotion;

  7.6.2.2 the Offer; or

7.6.3 the Offer,

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any director or proposed director:

7.6.4 to induce them to become, or to qualify as, a Director of the Company; or

7.6.5 for services provided by a director in connection with:

7.6.5.1 the formation or promotion of the Company; or

7.6.5.2 the Offer.

Set out below are details of the interest of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those securities held directly and indirectly. The table does not take into account any New Shares the directors may acquire under the Placement or the Offer.

Director	No of Shares	No of Options	Further Shares to be issued subject to Shareholder Approval*
John Murray	25,259,297	Nil	6,666,667
David Paterson	179,999,399	Nil	Nil
Philip Bruce	17,272,300	Nil	133,333
John Lee	13,408,590	Nil	133,333

Note: David Paterson will cease to be a director of the Company on 30 September 2026.

7.7 Directors Fees

Set out below is the remuneration paid to the current Directors of the Company and their associated entities for the past two years.

Directors Renumeration	1/07/2025-30/06/2026	FY2025	FY2024
J S Murray	85,000	85,000	80,000
D O Paterson	495,000	557,000	400,000
J R Lee	75,000	75,000	70,000
P F Bruce	53,000	53,000	50,000
	708,000	770,000	600,000

Note: David Paterson will cease to be a director of the Company on 30 September 2026.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the *Corporations Act* and accordingly, member approval is not required.

Details of the intention of Directors to participate in the Offer is set out in section 1.8.

7.8 Substantial Holders

The only shareholder in the Company who hold more than 5% of the Shares prior to the date of this Prospectus is Rimotran Pty Ltd <DP Super A/C> and David Paterson, who in aggregate hold 177,040,606 Shares, representing a 5.18% interest in the Company prior to the Placement and the Offer. Rimotran Pty Ltd is not a participant in the Placement.

7.9 Related party transactions

From time to time the Company may be party to transactions with related parties including:

7.9.1 employment and service arrangements; and

7.9.2 payment of Directors fees.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such transactions which transactions will have either proceeded on an "'arms-length" basis, reasonable remuneration basis or been approved by shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an "arms length" or reasonable remuneration basis or have been approved by Shareholders in general meeting. The transactions are:

7.9.3 Non-executive Director agreements with J S Murray Pty Ltd (John Murray) and Stockholders Relation Pty Ltd (John Lee);

7.9.4 issue of Shares and Options to Directors pursuant to offers made available to the public or existing shareholders.

The Board considers that the remuneration and benefits are reasonable remuneration pursuant to section 211 of the *Corporations Act* and accordingly, member approval is not required.

Payment of Non-Executive Director fees

Each of the Non-Executive Directors of the Company (being John Murray, Philip Bruce and John Lee,) are entitled to be paid directors' fees in the amount of $85,000, $53,000 and $75,000 respectively per annum.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the *Corporations Act* and accordingly, member approval is not required.

7.10 Underwriting Agreement

The Company has engaged Shaw and Partners as the underwriter for the Offer, and lead manager of the Offer and Placement, under the underwriting agreement dated 22 September 2026 (**Underwriting Agreement**).

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company to the Lead Manager, as well as customary conditions precedent. The representations and warranties given by the Company, include (but are not limited to) matters such as compliance with applicable laws and the ASX Listing Rules, the conduct of the Offer and litigation.

The Company provides undertakings under the Underwriting Agreement, which include (but are not limited to) notifications of breach of any representation or warranty under the Underwriting Agreement and any variations to its constitution within a specified period following completion of the Offer and the Placement.

In accordance with the terms of the Underwriting Agreement, the Company must:

- pay a management fee of 2% of the gross proceeds of the Offer and the Placement;
- pay a selling fee of 4% of the gross proceeds of the Offer and the Placement;
- pay a transaction advisory fee of $75,000; and
- issue the Lead Manager Options.

to the Lead Manager (**Lead Manager Fee**).

The Company has also agreed to reimburse the Lead Manager for reasonable costs and expenses incurred by the Lead Manager in relation to the Offer and the Placement. The Company has authorised the Lead Manager to pay any fees or expenses to brokers or Sub-Underwriters out of the fees payable to the Lead Manager (and such fees will not be borne by the Company).

Subject to certain exclusions relating to, amongst other things, fraud, wilful misconduct or gross negligence, the Company agrees to keep the Lead Manager and certain affiliates parties indemnified from losses suffered in connection with the Offer and the Placement.

If there is any Shortfall remaining after the Lead Manager (as underwriter) has subscribed for the underwritten amount, the Company has the discretion to conduct a placement of the remaining Shortfall.

The Lead Manager may terminate its obligations under the Underwriting Agreement at any time before completion of the Offer and Placement, where:

a) the Lead Manager forms the view (acting reasonably) that a statement contained in the Prospectus is or becomes false, misleading or deceptive or likely to mislead or deceive (including by omission), or a matter required by the Corporations Act is omitted from the Prospectus or the issue of the offer documents becomes misleading or deceptive or likely to mislead or deceive;

b) a statement in public documents prepared by or on behalf of the Company in relation to the Company, the Company group or the Offer and Placement (**Public Information**) is or becomes misleading or deceptive or likely to mislead or deceive;

c) a person gives a notice to the Company under section 730 of the Corporations Act in relation to the Prospectus (other than the Lead Manager);

d) a new circumstance arises or becomes known which, if known at the time of issue of the Investor Presentation, Prospectus or Placement Cleansing Statement would have been required to be included in the Investor Presentation, Prospectus or the Placement Cleansing Statement (as applicable);

e) there is a contravention by the Company or any member of the Company group of the Corporations Act, the Company's constitution (or equivalent applicable documents), the ASX Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of a government agency or any agreement entered into by it, or where any offer document or any aspect of the Offer and Placement does not comply with the Corporations Act, the ASX Listing Rules, any applicable ASX waivers or ASIC modifications or any other applicable law or regulation;

f) any person (other than the Lead Manager) whose consent to the issue of the Prospectus or any supplementary prospectus is required and who has previously consented to the issue of the Prospectus or any supplementary prospectus withdraws such consent;

g) the Company lodges a corrective notice or supplementary prospectus without the consent of the Lead Manager or fails to lodge a corrective notice or supplementary prospectus in a form acceptable to the Lead Manager or, in the Lead Manager's reasonable opinion, becomes required to lodge a supplementary prospectus;

h) any change, development or event occurs or is likely to occur which, amongst other things, has or is likely to have a material adverse change or effect on the business operations, condition, assets, liabilities, management or prospects of the Company group (taken as a whole);

i) the S&P/ASX Small Ordinaries Resources Index (AXSRD) or S&P/ASX Small Ordinaries Industrials Index (AXSID)is at any time more than 10% below its level as at close of trading on the business day immediately preceding the date of the Underwriting Agreement;

j) the London Metal Exchange Aluminium price is at any time 10% or more below its level as at 5.00pm on the business day immediately preceding the date of the Underwriting Agreement;

k) the closing price of Shares on ASX is at any time after the entry into the Underwriting Agreement 25% or more below the Offer Price;

l) any penalty is imposed on the Company with respect to the audit of any R&D Tax Incentive claimed by the Company on terms which are not acceptable to the Underwriter (in its sole and absolute discretion);

m) any contract, deed or other agreement to which the Company is a party and which is material to the making of an informed investment decision in relation to the Offer is terminated, rescinded, altered, amended or is subject to any waiver of any term without the prior written consent of the Underwriter (acting reasonably) or is found to be void or voidable;

n) any funding support received by the Company, including the Letter of Support and the letters of support received from EXIM and EFA, is withdrawn, lapses, or is not converted into binding agreement within the timeframe anticipated by the Underwriter as at the date of this agreement;

o) any of the Patents which the Group has obtained anywhere in the world are challenged, rescinded, revoked, terminated or otherwise allowed to lapse;

p) any Patent renewals which the Company has applied for are not granted;

q) a Group Member breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing), any provision, undertaking covenant or ratio of a material debt or financing arrangement (including, without limitation, including the Long State Facility Agreement and RnD Funding Agreement and any short term or other debt facility with any director of the Company (or an entity controlled by such a director) or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on the Group;

r) the Company ceases to be admitted to the official list of ASX or its shares cease trading or are suspended from quotation on ASX other than in connection with the Offer and the Placement, ASX makes any official statement to any person, or indicates to the Company or the Lead Manager that official quotation on ASX of the New Shares will not be granted or approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the opinion of the Underwriter, have a material adverse effect on the success of the Offer), to the official quotation of the New Shares on ASX on or before the dates referred to in the Timetable, or if granted, the approval is subsequently withdrawn, qualified or withheld;

s) any government agency commences, or gives notice of an intention to commence, any action, investigation, enquiry, hearing or proceedings in relation to the Company, the Offer and/or the Placement or the offer documents or prosecutes or commences proceedings against, or gives notice of an intention to prosecute or commence proceedings against, the Company, or ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer Document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company, or an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act or other applicable laws, or a director of the Company is charged with an indictable offence, or any Government Agency commences any public proceedings against any of the Directors in their capacity as a director of the Company, or announces that it intends to take such action, or any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;

t) an event specified in the timetable for the Offer and the Placement is delayed by more than one business day without the prior written consent of the Lead Manager;

u) the Company withdraws an offer document or the Offer and the Placement or indicates that it does not intend to proceed with the Offer and the Placement;

v) the Company is prevented from granting the entitlements or issuing the New Shares in accordance with the timetable for the Offer and the Placement or by or in accordance with ASX Listing Rules applicable laws, a government agency or an order of a court of competent jurisdiction;

w) ASIC withdraws, revokes or amends any relevant ASIC modification;

x) ASX withdraws, revokes or amends any relevant ASX waiver;

y) a Director or officer of the Company or the Company is charged in relation to fraudulent conduct, whether or not in connection with the Offer and the Placement;

z) there is a change to the Company's CEO, COO, CFO or board of directors;

aa) the Company or a member of the Company group is or becomes insolvent or there is an act or omission which is likely to result in the Company or a member of the Company group becoming insolvent (including, without limitation, in relation to the matters the subject of the material uncertainty as to the Company's going concern status disclosed in its annual report dated 30 June 2026);

bb) a person charges or encumbers or agrees to charge or encumber, the whole, or a substantial part of the business or property of the Company or the Company group;

cc) there is an event or occurrence, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency, which makes it illegal for the Lead Manager to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer and the Placement;

dd) a member of the Company group breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing) any provision, undertaking covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on the Company group;

ee) a certificate required under the Underwriting Agreement is not given by the Company in accordance with the Underwriting Agreement or a statement given in such a certificate is untrue or incorrect, or misleading or deceptive or contains omissions of any required information;

ff) there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy in connection with the Offer and the Placement (or any part of it) or any agreement entered into in respect of the Offer and the Placement (or any part of it);

gg) Any of the following events occur which the Lead Manager has reasonable grounds to believe has or is likely to have a material adverse effect on, amongst other things, the marketing, outcome or success of the Offer and the Placement, the likely price at which the New Shares will trade on ASX, or that the event could give rise to liability for the Lead Manager or its affiliates under, or result in the Lead Manager or its affiliates contravening, the Corporations Act or other applicable laws:

i. any expression of belief, expectation or intention, or statement relating to future matters in an offer document or Public Information is or becomes incapable of being met or, in the opinion of the Lead Manager, unlikely to be met in the projected timeframe;

ii. the Company or a member of the Company group varies any term of the Company's constitution, alters the issued capital or capital structure of the Company (other than in connection with the Offer and the Placement or as contemplated by the offer documents), ceases or threatens to cease to carry on business, or disposes, attempts or agrees to dispose of a substantial part of the business or property of the Company (including any material Subsidiary)without the prior written consent of the Underwriter;

iii. the Company, a member of the Company group, an offer document or any aspect of the Offer and the Placement, does not or fails to comply with the Company's constitution, the Corporations Act, the ASX Listing Rules, any applicable ASX waivers or ASIC modifications or any other applicable law or regulation;

iv. the Company defaults in the performance of any of its obligations under the Underwriting Agreement;

v. a representation and warranty by the Company under the Underwriting Agreement was or is not true or correct or becomes untrue or incorrect;

vi. information provided by or on behalf of the Company to the Lead Manager in relation to the due diligence investigations carried out in connection with the Offer and the Placement, the offer documents or the Offer and the Placement, is false, misleading or deceptive or likely to mislead or deceive (including by omission);

vii. the relevant central banking authority declares a general moratorium on commercial banking activities, or there is a material disruption in commercial banking or security settlement or clearance services in Australia, the United States of America, Canada, the United Kingdom, Hong Kong, Singapore, any member of the European Union or NATO, or the People's Republic of China;

viii. trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited for more than 1 trading day;

ix. the introduction of legislation into the Parliament of the Commonwealth of Australia or any State or Territory of Australia, the public announcement of prospective legislation or policy by the Federal Government or State or Territory Government or the RBA, or adoption by ASX (or its delegates) of a regulation or policy that is or is likely to prohibit, materially restrict or regulate the Offer and the Placement or materially reduce the likely level of valid applications for New Shares or materially affects the financial position of the Company or has a material adverse effect on the success of the Offer and the Placement;

x. there is, amongst other things, an outbreak of hostilities not presently existing or an escalation of existing hostilities (in each case, whether a war is declared or not) by or involving any one or more of Australia, New Zealand, Japan, Hong Kong, Russia, Israel, Ukraine, Syria, Iran, the United Kingdom, any member of the state of the European Union or NATO, the United States or China or any diplomatic, military, commercial or political establishment of any of these listed countries; or

xi. any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, New Zealand the United Kingdom, the United States, any member of the European Union or NATO, the People’s Republic of China, or any change in national or international political, financial or economic conditions.

7.11 Interests of experts and advisers

This section applies to persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoters of the Company and stockbrokers or arrangers (but not sub-underwriters) to the Offer (collectively **Prescribed Persons**).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last two years, any interest in:

7.11.1 the formation or promotion of the Company;

7.11.2 any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Offer; or

7.11.3 the Offer of New Securities under this Prospectus.

Other than that as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

7.11.4 formation or promotion of the Company; or

7.11.5 offer of New Securities under this Prospectus.

Shaw and Partners is the lead manager to the Offer and the Placement and the underwriter of the Offer, in respect of which it is entitled to receive fees and commission under the Underwriting Agreement as set out in section 7.10 above.

HopgoodGanim Lawyers are acting as solicitors to the Offer and have performed work in relation to the Prospectus. In doing so, HopgoodGanim Lawyers have placed reasonable reliance upon information provided to them by the Company. HopgoodGanim Lawyers does not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately $70,000 (excluding disbursements and GST) to HopgoodGanim Lawyers. HopgoodGanim Lawyers are one of the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time based charges.

7.12 Limitation on foreign ownership

The Foreign Acquisitions and Takeovers Act (**FATA**) sets limitations on the ability of foreign persons to hold shares or other securities convertible into shares (such as options) in an Australian company. Foreign persons whom are controlled by a foreign government may also be subject to further requirements under Australia's Foreign Investment Policy as published by the Foreign Investment Review Board from time to time.

The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares.

The FATA prohibits:

7.12.1 any natural person not ordinarily resident in Australia; or

7.12.2 any corporation in which either a natural person not ordinarily resident in Australia or a foreign corporation (as defined in the FATA) holds a controlling interest; or

7.12.3 two or more such persons or corporations,

from acquiring or entering into an agreement to acquire an interests in an existing Australian corporation if after the acquisition such person or corporation would hold a substantial interest in a corporation, or where two or more persons or corporations would hold an aggregate substantial interest (defined below), without first applying in the prescribed form for approval by the Australian Treasurer and receiving such approval or receiving no response in the 40 days after such application was made.

A foreign shareholder will not be required to seek approval by the Australian Treasurer where they are acquiring their entitlement under a pro-rata entitlement offer.

Acquisitions of interests may include the acquisition of shares, options or any other instrument which may be converted to shares, as well as any other type of arrangement which results in control of the corporation.

A holder will be deemed to hold a substantial interest in a corporation if the holder alone or together with any associates (as defined in the FATA) is in a position to control not less than 20% of the voting power in the corporation or holds interests in not less than 20% of the issued shares in that corporation. Two or more holders hold an aggregate substantial interest in a corporation if they, together with any associates (as so defined), are in a position to control not less than 40% of the voting power in that corporation or hold not less than 40% of the issued Shares in that corporation. The Constitution of the Company contains no limitations on a non resident's right to hold or vote the Company's Shares.

7.13 Subsequent events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

7.13.1 the operations of the Company,

7.13.2 the results of those operations; or

7.13.3 the state of affairs of the Company.

7.14 Litigation

Except for the Mincore Proceedings, the Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

The Mincore Proceedings (**Mincore Proceedings**) relate to proceedings in the Supreme Court of Victoria in relation to Mincore's claim against the Company, and a counterclaim by the Company, as have been disclosed through ASX announcements, with the most recent update having been provided in the Company's Quarterly Activities Report as at 30 June 2026 (lodged 31 July 2026). The Mincore Proceedings are still before the Supreme Court of Victoria with the parties actively prosecuting the proceedings. Currently, no date for a trial hearing has been set down and the Company does not anticipate that it will be before the end of 2026.

7.15 Privacy

By submitting an Entitlement and Acceptance Form for shares you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the register of members of the Company through Computershare Investor Services Pty Limited an external service provider. The Company requires Computershare to comply with the National Privacy Principles with performing these services. The Company's register is required under the *Corporations Act* to contain certain personal information about you such as your name and address and number of shares and options held. In addition the Company collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

7.15.1 when you agree to the disclosure;

7.15.2 when used for the purposes for which it was collected;

7.15.3 when disclosure is required or authorised by law;

7.15.4 to other members in the LMG group of companies;

7.15.5 to your broker;

7.15.6 to external service suppliers who supply services in connection with the administration of the Company's register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Computershare, except in limited circumstances. If you wish to access, update or correct your personal information held by Computershare or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information, please contact the Company.

7.16 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of $0.8 million.

7.17 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

Shaw and Partners has given and has not withdrawn its consent to be named in this Prospectus as the lead manager of the Offer and the Placement in the form and context in which it is named.

Shaw and Partners has given and has not withdrawn its consent to be named in this Prospectus as the underwriter of the Offer in the form and context in which it is named.

Further, Shaw and Partners:

- does not make, or purport to make, any statement in the Prospectus and is not aware of any statement in the Prospectus which purports to be based on a statement made by Shaw and Partners;

- makes no representation (express or implied) regarding the Prospectus; and

- has not authorised or caused the issue of the Prospectus and does not make, and to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for any omission from, or any part of, the Prospectus, other than the references specified above with respect to its name.

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Computershare Investor Services Pty Limited has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

7.18 Directors' statement

This Prospectus is issued by Latrobe Magnesium Limited. Each director has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Latrobe Magnesium Limited by

....

John Murray, AO
Chairman

8 Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

2026 AGM	The annual general meeting of the Company to be held during November 2026 to approve the issue of the Placement (Tranche 2) Shares
Acceptance	An acceptance of Entitlements
Acceptance Money	The Offer Price multiplied by the number of New Shares applied for
Applicant	A person who submits an Entitlement and Acceptance Form
Application Form	An application form for the acceptance of Broker Options in the form accompanying this Prospectus
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited and the Australian Securities Exchange
ASX Listing Rules	The official listing rules of the ASX
ASX Settlement	ASX Settlement Pty Ltd
ASX Settlement Operating Rules	The operating rules of ASX Settlement
Cleansing Offer	The offer and issue of Broker Options in accordance with this Prospectus
Broker Options	The Lead Manager Options and the Sub-Underwriter Options offered under this Prospectus
Business Day	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Sydney
Closing Date	The date by which valid acceptances of the Offer must be received by the Share Registry being Monday, 26 October 2026 or such other date determined by the Board and the Lead Manager
Company or LMG	Latrobe Magnesium Limited ACN 009 173 611
Constitution	The Constitution of the Company
Corporate Governance Principles and Recommendation	Corporate Governance Principles and Recommendation 4th Edition initially released by the ASX Corporate Governance Council in February 2019
Corporations Act	*Corporations Act* 2001 (Cth)
Demonstration Plant	Has the meaning given in section 4.2
Directors or Board	The Board of directors of LMG from time to time
Eligible Shareholder	A shareholder of the Company that holds Shares in the Company on the Record Date
Entitlement and Acceptance Form or Form	An entitlement and acceptance form in the form accompanying this Prospectus
Entitlements	The entitlement to accept New Shares under this Prospectus
Existing Options	All existing options to subscribe for Shares currently on issue as at the date of this Prospectus
Group	The Company and each of its wholly owned subsidiaries
Ineligible Shareholders	Shareholders as at the Record Date who are not Eligible Shareholders

ktpa	Kilo tonnes per annum
Law	The *Corporations Act* or any relevant and applicable law in Australia
Lead Manager or Shaw and Partners	Shaw and Partners Limited ACN 003 221 583
Lead Manager Options	Has the meaning given in section 2.2
Mincore Proceedings	Has the meaning given in section 7.14
New Securities	The New Shares and Broker Options
New Shares	The Shares offered under this Prospectus
Offer or Issue	The offer and issue of New Shares in accordance with this Prospectus (and excludes the Cleansing Offer)
Offer Price	$0.015 for each New Share applied for
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Opening Date	Wednesday, 30 September 2026
Option Holders	The holders of the Existing Options
Options	Options on issue in the Company from time to time
Placement	Has the meaning given in section 1.2
Placement (Tranche 1) Shares	Has the meaning given in section 1.2
Placement (Tranche 2) Shares	Has the meaning given in section 1.2
Placement Shares	Has the meaning given in section 1.2
Proposed Malaysia Plant	Has the meaning given in section 4.3.3
Proposed Victoria Plant	Has the meaning given in section 4.3.1
Proposed US Plant	Has the meaning given to it in section 4.4.1
Prospectus	This Prospectus dated 22 September 2026 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
Record Date	Friday, 25 September 2026
Register	Company Register of LMG
Resultant Shares	the Shares issued on exercise of the Broker Options
Securities	Has the same meaning as in section 92 of the *Corporations Act*
Share Registry or Computershare	Computershare Investor Services Pty Limited (ACN 078 279 277)
Shares	The ordinary shares on issue in LMG from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those New Shares for which valid applications are not received by or on behalf of the Company by 5.00pm on the Closing Date
Sub-Underwriter	A sub-underwriter appointed by the Lead Manager to sub-underwrite subscriptions for New Shares
Sub-Underwriter Options	Has the meaning given in section 2.2
US Securities Act	The US Securities Act of 1933, as amended
Warrants	Warrants on issue in the Company from time to time to subscribe for Shares currently on issue as at the date of this Prospectus

Warrant Holder	The holder of the Warrants

Appendix A

(ASX Announcements)

Date	Title of Announcement
18/9/2026	Trading Halt
17/9/2026	LMG US Funding Letter of Support
17/9/2026	LMG US Funding LOS
16/9/2026	Latrobe Magnesium USA Plant Further Information
15/9/2026	Latrobe Magnesium USA Plant
8/9/2026	LMG CEO Start Date
1/9/2026	Magnesium Metal Update – August
31/7/2026	Quarterly Activities / Appendix 5B Cash Flow Report
28/7/2026	Magnesium Metal Update
23/7/2026	LMG Appoints New CEO
23/7/2026	Latrobe Magnesium Appoints New CEO
20/7/2026	LMG Investor Webinar
13/7/2026	Notification regarding unquoted securities - LMG
13/7/2026	Cleansing Statement
13/7/2026	Proposed issue of securities - LMG
13/7/2026	Terms of Unlisted Options
13/7/2026	Application for quotation of securities - LMG
13/7/2026	Proposed issue of securities - LMG
13/7/2026	LMG Secures Strategic Investor
30/6/2026	Magnesium Metal Update - June
19/5/2026	Magnesium Metal Update
30/4/2026	Investor Presentation
29/4/2026	Quarterly Activities / Appendix 5B Cash Flow Report
21/4/2026	Application for quotation of securities - LMG
21/4/2026	Proposed issue of securities - LMG
31/3/2026	MX Prepayment
24/3/2026	High Grade MgO Produced
13/3/2026	Half Yearly Reports and Accounts
27/2/2026	Latrobe Magnesium Achieves Continuous MgO Production
30/1/2026	Quarterly Activities / Appendix 5B Cash Flow Report
5/1/2026	Notification of cessation of securities - LMG
23/12/2025	EFA non-binding and conditional letter of support
23/12/2025	LMG received 2025 R&D $6.29M rebate from ATO
11/12/2025	Latrobe Magnesium Mediation Update
11/12/2025	Latrobe Magnesium Operational Update
5/12/2025	Application for quotation of securities - LMG
5/12/2025	Application for quotation of securities - LMG
5/12/2025	Proposed issue of securities - LMG
27/11/2025	Notice of change of interests of substantial holder
27/112025	Change of Director's Interest Notice x 4
26/11/2025	Application for quotation of securities - LMG
25/112025	Results of Annual General Meeting
24/11/2025	Notification regarding unquoted securities - LMG
13/11/2025	Notification regarding unquoted securities - LMG

12/11/2025	Change of Director's Interest Notice
11/11/2025	Application for quotation of securities - LMG
11/11/2025	Application for quotation of securities - LMG
6/11/2025	Non-renounceable Entitlement Offer – Offer Shortfall
30/10/2025	Application for quotation of securities - LMG
29/10/2025	Proposed issue of securities - LMG
29/10/2025	Quarterly Activities / Appendix 5B Cash Flow Report
28/10/2025	Notice of Annual General Meeting – Proxy Form
21/10/2025	Dispatch of offer document
21/10/2025	Entitlement Offer Document Offer Booklet (708AA)
21/10/2025	EXIM Issues a Letter of Interest
17/10/2025	Cleansing Notice
17/10/2025	Application for quotation of securities - LMG
13/10/2025	Proposed issue of securities - LMG
13/10/2025	Proposed issue of securities - LMG
13/10/2025	Proposed issue of securities - LMG
13/10/2025	Cleansing Notice
13/10/2025	Investor Presentation
13/10/2025	LMG secures firm commitments for a $10M equity raising
10/10/2025	Trading Halt

Corporate Directory

Directors	Solicitors to the Offer	Share Registry
John Murray (Non-Executive Chair) David Paterson (Executive Director) Philip Bruce (Non-Executive Director) John Lee (Non-Executive Director)	HopgoodGanim Lawyers Level 10 360 Queen Street Brisbane QLD 4000 Tel: + 61 7 3024 0000 www.hopgoodganim.com.au	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston St Abbottsford Victoria 3067 Tel:1300 850 505 (within Australia) Tel: +61 3 9415 4000 (outside Australia) www.computershare.com.au
Administration and Registered Office	**Lead Manager and Underwriter**	
320 Tramway Road Hazelwood North Victoria 3840 Tel: +61 3 5101 0240 www.latrobemagnesium.com	Shaw and Partners Limited Level 7, Chifley Tower, 2 Chifley Square Sydney NSW 2000 Tel: +61 2 9238 1238 www.shawandpartners.com.au	

Latrobe Magnesium

Latrobe Magnesium Limited
ABN 52 009 173 611

Phone:
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Web:
www.computersharecas.com.au/lmgoffer

LMG

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

X 9999999991 I ND

For your security keep your SRN/HIN confidential

Entitlement No: 12345678

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

The document contains information about the Entitlement Offer (**Offer**) by Latrobe Magnesium Limited (**Company**) as set out in the Prospectus dated 22 September 2026 (**Prospectus**) and lodged with the Australian Securities and Investments Commission and announced on the ASX Market Announcements Platform on that date. Other than as defined in this document, capitalised terms have the same meaning as defined in the Prospectus. You should carefully read the Prospectus before applying for New Shares under your Entitlement. This document should be read in conjunction with the Prospectus.

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details on this form. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

You can apply to accept either all or part of your Entitlement. You may also apply for Additional New Shares up to 100% of your Entitlement, if you accept your full Entitlement.

You do not need to return this form when making payment by BPAY. By making your payment you confirm that you agree to all of the terms of the Offer as detailed in the Prospectus dated 22 September 2026.

Closing Date:

Your payment must be received **by 5:00pm (AEDT) Monday, 19 October 2026**

Record Date:

7:00pm (AEST) Friday, 25 September 2026

Make Your Payment:

Contact your financial institution to make your payment.

BPAY
Biller Code: 999999
Ref No: 1234 5678 9123 4567 89

Registration & Offer Details

Details of your shareholding and the Offer are shown on this form.

Update your address via www.investorcentre.com if any of the details are incorrect or contact your sponsoring participant if you have a CHESS sponsored holding.

Make Your Payment

Enter details below and retain for your records. You do not need to return this form when making payment by BPAY. If you are unable to pay via BPAY, please refer to the contact information at the top of this form to obtain alternative payment instructions.

Neither Computershare Investor Services Pty Limited (**Computershare**) nor Latrobe Magnesium Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the reference number shown when making a BPAY payment.

Privacy Notice
Your personal information is collected by Computershare, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting Computershare using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Details of your Entitlement:

Existing shares entitled to participate as at the Record Date:	**4,000**
Entitlement to New Shares on a 1 for 15 basis:	**1**
Amount payable on full acceptance of Entitlement at $0.015 per New Share:	**$0.01**

You may also apply for Additional New Shares up to 100% of your Entitlement, if you accept your full Entitlement.

Entitlement taken up:

Additional New Shares applied for:

Amount paid at $0.015 per New Share: A$.