

24 May 2022

Pre-Quotation Disclosure

TG Metals Limited (ACN 644 621 830) (**Company**) provides the following pre-quotation disclosures and confirmations to ASX Limited (**ASX**) to satisfy the conditions for admission of the Company's fully paid ordinary shares (**Shares**) to the official list of the ASX.

All capitalised terms used in this announcement have the meaning given in the prospectus issued by the Company and lodged with ASIC on 4 April 2022 (**Prospectus**) unless otherwise stated.

1 Completion of the Offers

The Company confirms that the Offers under the Prospectus have closed, and the Company has issued the following securities:

- (a) 30,000,000 Shares at an issue price of \$0.20 each pursuant to the Public Offer;
- (b) 3,000,000 Management Options and 5,110,000 Performance Rights to the Directors and Chief Executive Officer (or their nominees) pursuant to the Management Offer; and
- (c) 3,225,000 Broker Options to Barclay Wells Ltd (or its nominees) pursuant to the Lead Manager Offer.

2 Completion of Matlock Option Agreement

The Company confirms all conditions precedent have been satisfied and not waived unless agreed to by ASX, the agreement between Matlock Geological Services Pty Ltd (**Matlock**) and the Company pursuant to which the Company agreed to acquire 100% interest in E63/1997, P63/2201 and P63/2202 (**Matlock Option Agreement**) has completed and the Company has paid \$75,000 (plus GST) cash contingent consideration to Matlock.

3 No impediments

For the purposes of Listing Rule 1.3.2(b), the Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering the tenements underlying the Lake Johnston Project to carry out exploration activities, such that the Company will be able to meet its expenditure commitments.

4 Restricted securities

The Company confirms that the following securities will be subject to ASX imposed escrow in accordance with the Listing Rules for the periods outlined below:

Security	Number	Restriction period
Shares	17,021,373	24 months from the date of quotation

Shares	1,204,166	12 months from 2 March 2022
Options	12,371,013	24 months from the date of quotation
Options	2,114,774	12 months from 30 March 2022
Performance Rights	5,110,000	24 months from the date of quotation

5 Capital structure

The Company's capital structure is as follows:

Security	Number
Shares	57,322,914
Founder Options ¹	5,218,606
Seed Options ²	3,042,181
Management Options ³	3,000,000
Broker Options ⁴	3,225,000
Performance Rights ⁵	5,110,000

Notes:

- 1 Founder Options are exercisable at \$0.20 and expire 3 years from the date of admission of the Company to the Official List of the ASX.
- 2 Seed Options are exercisable at \$0.25 expire 3 years from the date of admission of the Company to the Official List of the ASX.
- 3 Management Options are exercisable at \$0.30 and expire 5 years following the date of admission of the Company to the Official List of the ASX.
- 4 Broker Options are exercisable at \$0.30 and expire on 30 June 2024.
- 5 Comprising:
 - (a) 1,703,335 Class A Performance Rights;
 - (b) 1,703,333 Class B Performance Rights; and
 - (c) 1,703,332 Class C Performance Rights.

6 ASX waivers and confirmations

ASX has granted the Company a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 5,110,000 Performance Rights issued to its Directors and Chief Executive Officer, on the condition that the terms and conditions of the Performance Rights are clearly disclosed in the Company's Prospectus.

The Company has also obtained a confirmation from ASX that the terms of the Performance Rights are appropriate and equitable to ASX for the purposes of Listing Rule 6.1. The confirmation was granted subject to the following conditions:

- (a) The Prospectus contains the following details in respect of the Performance Rights:

- (i) the party or parties to whom the Performance Rights are to be issued and the number of Performance Rights to be issued to them or each of them;
- (ii) any relationship the recipient of the Performance Rights or an associate of the recipient has with the entity; and
- (iii) in respect of the Performance Rights:
 - (A) an explanation of why the securities are being issued to remunerate or incentivise the Directors and Chief Executive Officer (**Recipients**);
 - (B) details of the role (if any) the Recipients will play in meeting the performance milestone;
 - (C) details of the existing total remuneration package of each Recipient;
 - (D) if any Recipient or any of their associates hold securities in the entity, details of those securities and consideration they paid or provided for those securities;
 - (E) in light of the above, an explanation why it is considered necessary or appropriate to further remunerate or incentivise the Recipients to achieve the applicable performance milestone; and
 - (F) details of how the entity determined the number of performance securities to be issued to each Recipient and why it considers that number to be appropriate and equitable.
- (iv) The number of ordinary shares that the Performance Rights will convert into if the applicable performance milestone is met and the impact that will have on the entity's capital structure.
- (v) The full terms of the Performance Rights, including:
 - (A) the Performance Rights are not quoted;
 - (B) the Performance Rights are not transferable;
 - (C) the Performance Rights do not confer any right to vote, except as otherwise required by law;
 - (D) the Performance Rights do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
 - (E) the Performance Rights do not carry an entitlement to a dividend;
 - (F) the Performance Rights do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (G) the Performance Rights do not carry an entitlement to participate in the surplus profit or asset of the Company upon winding up of the Company;
 - (H) each Performance Right is converted into one fully paid ordinary share on achievement of the relevant milestone; and

- (l) if the relevant class of Performance Right is not converted into a share by the relevant expiry date then all the Performance Rights of that class lapse.
- (b) The Company makes an announcement immediately upon the satisfaction of any milestones, the conversion of any of the Performance Rights and the expiry of any of the Performance Rights.
- (c) The terms and conditions of the Performance Rights, including without limitation the relevant milestones that have to be satisfied before each Performance Right is converted into an ordinary share, are not to be changed without the prior approval of ASX and the Company's shareholders.
- (d) Upon conversion of the Performance Rights into ordinary shares, the Company will apply to ASX for quotation of the shares within the requisite time period.
- (e) The Company discloses the following in each annual report, annual audited financial accounts and half-yearly report issued by the Company in respect of any period during which any of the Performance Rights remain on issue or were converted or cancelled:
 - (i) the number of Performance Rights on issue during the relevant period;
 - (ii) a summary of the terms and conditions of the Performance Rights, including without limitation the number of ordinary shares into which they are convertible and the relevant milestones;
 - (iii) whether any Performance Rights were converted or cancelled during that period; and
 - (iv) whether any milestones are met during the period.

By order of the Board.



Richard Bevan
Non-Executive Chair