



8 July 2024

Dear Shareholder

Terra Metals Limited – Notice of General Meeting

Terra Metals Limited (ASX:TM1) (**Company**) advises that a General Meeting of Shareholders (**Meeting**) will be held on 9 August 2024 at 10:00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000.

In accordance with 110D of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting (unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act).

A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: <https://terrametals.com.au/asx-announcements/>
- A complete copy of the Meeting materials has been posted to the Company's ASX Market Announcements page at www.asx.com.au under the Company's ASX code "TM1"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, investment advisor, accountant, solicitor, or other professional adviser.

How do I update my communications preference?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at www.investorcentre.com/au.

Yours sincerely



Greg Swan
Company Secretary



TERRA METALS LIMITED

ACN 155 933 010

NOTICE OF GENERAL MEETING

A general meeting of Terra Metals Limited will be held at Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000 on Friday, 9 August 2024 at 10:00am (AWST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9322 6322

TERRA METALS LIMITED

ACN 155 933 010

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Terra Metals Limited ACN 155 933 010 (**Company**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000 on Friday, 9 August 2024 at 10:00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 7 August 2024 at 5:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Issue of Placement Shares to Tribeca Investment Partners Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,687,000 Placement Shares at an issue price of \$0.06 per Share to Tribeca Investment Partners Pty Ltd (and/or its nominee(s)) on the terms and conditions in the Explanatory Memorandum"

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Tribeca Investment Partners Pty Ltd (and/or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Issue of Placement Shares to Mr Ian Middlemas

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,500,000 Placement Shares at an issue price of \$0.06 per Share to Mr Ian Middlemas (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Middlemas (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Issue of Placement Shares to Mr Thomas Line

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

'That, subject to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 400,000 Placement Shares at an issue price of \$0.06 per Share to Mr Thomas Line (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Thomas Line (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Issue of Placement Shares to Mr Haydn Smith

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

'That, subject to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Placement Shares at an issue price of \$0.06 per Share to Mr Haydn Smith (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Haydn Smith (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Issue of Tranche 2 Placement Shares

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

'That, subject to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 12,813,000 Tranche 2 Placement Shares at an issue price of \$0.06 to the Placement participants on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the proposed issue of securities or any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 Resolution 6 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 39,100,000 Tranche 1 Placement Shares under Listing Rule 7.1 at an issue price of \$0.06 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7 Resolution 7 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1A

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 29,500,000 Tranche 1 Placement Shares under Listing Rule 7.1A at an issue price of \$0.06 per Share on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Gregory Swan
Company Secretary
Dated: 8 July 2024

TERRA METALS LIMITED

ACN 155 933 010

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

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

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

Section 2	Action to be taken by Shareholders
Section 3	Background to Placement
Section 4	Resolution 1 – Issue of Placement Shares to Tribeca Investment Partners Pty Ltd
Section 5	Resolutions 2, 3 and 4 – Issue of Placement Shares to Messrs Ian Middlemas, Thomas Line and Haydn Smith
Section 6	Resolution 5 – Issue of Tranche 2 Placement Shares
Section 7	Resolution 6 – Ratify the issue of Tranche 1 Placement Shares under Listing Rule 7.1
Section 8	Resolution 7 – Ratify the issue of Tranche 1 Placement Shares under Listing Rule 7.1A
Schedule 1	Definitions and Interpretation

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

2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

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

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Wednesday, 7 August 2024, being at least 48 hours before the Meeting.

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

2.2 Attendance at Meeting

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.terrametals.com.au>.

3 Background

3.1 Background to Placement

On 25 June 2024, the Company announced a capital raising comprising a two-tranche placement to institutional, professional and sophisticated investors, and subject to Shareholder approval, the participation of Tribeca and Directors including Messrs Ian Middlemas, Thomas Line, and Haydn Smith in the Placement, to raise a total of \$6,000,000 (before costs) (**Placement**).

The Placement comprises the issue of 100,000,000 Shares (**Placement Shares**) at an issue price of \$0.06 per Share as follows:

- (a) 68,600,000 Placement Shares (**Tranche 1 Placement Shares**) issued to institutional, professional and sophisticated investors identified by the Company under the Company's existing Listing Rule 7.1 placement capacity (39,100,000 Shares) and Listing Rule 7.1A placement capacity (29,500,000 Shares). The Tranche 1 Placement Shares were issued on 3 July 2024;
- (b) 12,813,000 Placement Shares (**Tranche 2 Placement Shares**) to be issued to institutional, professional and sophisticated investors identified by the Company, subject to Shareholder approval pursuant to Resolution 5;
- (c) 15,687,000 Placement Shares to be issued to Tribeca, subject to Shareholder approval pursuant to Resolution 1;
- (d) 1,500,000 Placement Shares to be issued to Mr Ian Middlemas (Chairman) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 2;
- (e) 400,000 Placement Shares to be issued to Mr Thomas Line (CEO and Managing Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 3; and
- (f) 1,000,000 Placement Shares to be issued to Mr Haydn Smith (Non-Executive Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 4.

Resolution 1 seeks Shareholder approval for the participation of Tribeca in the Placement.

Resolutions 2 to 4 (inclusive) seek Shareholder approval for the participation of Directors in the Placement.

Resolution 5 seeks Shareholder approval to issue of 12,813,000 Tranche 2 Placement Shares.

Resolution 6 seeks Shareholder approval to ratify the issue of 39,100,000 Tranche 1 Placement Shares under Listing Rule 7.1 pursuant to the Placement. Resolution 7 seeks Shareholder approval to ratify the issue of 29,500,000 Tranche 1 Placement Shares issued under Listing Rule 7.1A pursuant to the Placement.

Proceeds from the Placement will be applied towards the continued exploration and development of the Company's flagship Dante Project in Western Australia, including infill and

extensional drilling at the Dante Reefs and initial metallurgical test work at the Dante Reefs, and to provide funds for general working capital.

Evolution Capital acted as sole lead manager to the Company in the Placement.

Please refer to the Company's ASX announcement dated 25 June 2024 for further details regarding the Placement.

4 Resolution 1 – Issue of Placement Shares to Tribeca Investment Partners Pty Ltd

4.1 General

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 15,687,000 Placement Shares to Tribeca Investment Partners Pty Ltd (**Tribeca**) (and/or its nominee(s)), to raise proceeds of \$941,220.

Refer to Section 3.1 for details of the Placement.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 1.

4.2 Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or exception to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of Placement Shares to Tribeca (and/or its nominee(s)) falls within Listing Rule 10.11.3 as Tribeca is a Shareholder holding more than 10% of Shares on issue and with two nominees (Mr Ben Cleary and Mr Haydn Smith) on the Board, and does not fall within any of the exceptions in Listing Rule 10.12. Therefore, the issue of the Placement Shares requires Shareholder approval under Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 1 will be to allow the Company to issue 15,687,000 Placement Shares to Tribeca (and/or its nominee(s)), without using the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not issue the 15,687,000 Placement Shares to Tribeca (and/or its nominee(s)).

4.3 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders:

- (a) up to 15,687,000 Placement Shares will be issued to Tribeca (and/or its nominee(s)), subject to Shareholder approval pursuant to Resolution 1;
- (b) Tribeca is a substantial Shareholder with nominated Directors for the purposes of Listing Rule 10.11.3;

- (c) the maximum number of Placement Shares the Company will issue to Tribeca (and/or its nominee(s)) is 15,687,000;
- (d) the Placement Shares to be issued to Tribeca (and/or its nominee(s)) are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Company will issue the Placement Shares to Tribeca (and/or its nominee(s)) no later than one month after the date of the Meeting;
- (f) the Placement Shares to be issued to Tribeca (and/or its nominee(s)) will be allotted at an issue price of \$0.06 per Placement Share;
- (g) proceeds from the issue of Placement Shares to Tribeca will be used as detailed in Section 3.1;
- (h) the Placement Shares are to be issued to Tribeca (and/or its nominee(s)) pursuant to a broker placement letter pursuant to which Tribeca agreed to subscribe for the relevant Placement Shares at an issue price of \$0.06 per Share, subject to Shareholder approval;
- (i) the issue of the Placement Shares to Tribeca (and/or its respective nominee(s)) is not intended to incentivise or remunerate the relevant Directors; and
- (j) a voting exclusion statement is included in the Notice for Resolution 1.

4.4 Board recommendation

The Board (excluding Mr Ben Cleary and Mr Haydn Smith) recommends that Shareholders vote in favour of Resolution 1.

5 Resolutions 2 to 4 (inclusive) – Issue of Placement Shares to Messrs Ian Middlemas, Thomas Line and Haydn Smith

5.1 General

Resolutions 2 to 4 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of an aggregate 2,900,000 Placement Shares to the Directors (and/or their respective nominee(s)) to raise gross proceeds of \$174,000.

Name	No. of Placement Shares
Ian Middlemas	1,500,000
Thomas Line	400,000
Haydn Smith	1,000,000
Total	2,900,000

The terms and conditions upon which Messrs Middlemas, Line and Smith will subscribe for the Placement Shares will be the same terms and conditions as other investors in the Placement.

Refer to Section 3.1 for details of the Placement.

Resolutions 2 to 4 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 2 to 4 (inclusive).

5.2 Listing Rule 10.11

Refer to Section 4.2 for a summary of Listing Rule 10.11.

The issue of Placement Shares to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) falls within Listing Rule 10.11.1 as Messrs Middlemas, Line and Smith are related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. Therefore, the issue of the Placement Shares requires Shareholder approval under Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 2 to 4 (inclusive) will be to allow the Company to issue 1,500,000 Placement Shares to Mr Middlemas (and/or his nominee(s)), 400,000 Placement Shares to Mr Line (and/or his nominee(s)) and 1,000,000 Placement Shares to Mr Smith (and/or his nominee(s)) without using the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not issue the 1,500,000 Placement Shares to Mr Middlemas (and/or his nominee(s)).

If Resolution 3 is not passed, the Company will not issue the 400,000 Placement Shares to Mr Line (and/or his nominee(s)).

If Resolution 4 is not passed, the Company will not issue the 1,000,000 Placement Shares to Mr Smith (and/or his nominee(s)).

5.3 Specific information required by Listing Rule 10.13.

Listing Rule 10.13 requires that the following information be provided to Shareholders:

- (a) 1,500,000 Placement Shares will be issued to Mr Middlemas (and/or his nominee(s)) pursuant to Resolution 2, 400,000 Placement Shares will be issued to Mr Line (and/or his nominee(s)) pursuant to Resolution 3 and 1,000,000 Placement Shares will be issued to Mr Smith (and/or his nominee(s)) pursuant to Resolution 4;
- (b) Messrs Middlemas, Line and Smith are related parties of the Company as they are Directors under Listing Rule 10.11.1;
- (c) the maximum number of Placement Shares the Company will issue to the Directors is:

Name	No. of Placement Shares
Ian Middlemas	1,500,000
Thomas Line	400,000
Haydn Smith	1,000,000
Total	2,900,000

- (d) the Placement Shares to be issued to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Company will issue the Placement Shares to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) no later than one month after the date of the Meeting;
- (f) the Placement Shares to be issued to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) will each be allotted at an issue price of \$0.06 per Placement Share;
- (g) proceeds from the issue of the Placement Shares to Messrs Middlemas, Line and Smith will be used as detailed in Section 3.1;
- (h) the Placement Shares are to be issued to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) pursuant to placement letters pursuant to which the Directors agreed to subscribe for the relevant Placement Shares at an issue price of \$0.06 per Share, subject to Shareholder approval;
- (i) the issue of the Placement Shares to Messrs Middlemas, Line and Smith (and/or their respective nominee(s)) are not intended to incentivise and are not part of any remuneration for those Directors; and
- (j) voting exclusion statements are included in the Notice for Resolutions 2 to 4 (inclusive).

5.4 **Board recommendation**

The Board (excluding Mr Ian Middlemas) recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Mr Thomas Line) recommends that Shareholders vote in favour of Resolution 3.

The Board (excluding Mr Haydn Smith) recommends that Shareholders vote in favour of Resolution 4.

6 Resolution 5 – Issue of Tranche 2 Placement Shares

6.1 General

Refer to Section 3.1 for details on the Placement.

Resolution 5 seeks Shareholder approval for the issue of 12,813,000 Tranche 2 Placement Shares to institutional, professional and sophisticated investors to raise gross proceeds of \$768,780.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 5.

6.2 Listing Rule 7.1

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

The number of Tranche 2 Placement Shares to be issued under Resolution 5 exceeds the balance of the Company's 15% placement capacity and none of the exceptions under Listing Rule 7.2 applies. Therefore, Shareholder approval is required for the issue of 12,813,000 Tranche 2 Placement Shares in accordance with Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue 12,813,000 Tranche 2 Placement Shares to the Placement participants.

If Resolution 5 is not passed, the Company will not be able to issue 12,813,000 Tranche 2 Placement Shares to the Placement participants and the Company will consider alternative means to raise funds.

6.3 Specific information required by Listing Rule 7.3

- (a) 12,813,000 Tranche 2 Placement Shares will be issued to the Placement participants identified by Evolution Capital through a bookbuild process, subject to Shareholder approval pursuant to Resolution 5. None of the participants in the Placement who were, or will be, issued Placement Shares equal to more than 1% of the Company's issued capital (prior to the issue of the Tranche 1 Placement Shares) are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons, other than Tribeca's participation which is subject to Shareholder approval pursuant to Resolution 1 and the participation of Evolution Capital Advisors Pty Ltd (an associate of Evolution Capital) in the Tranche 2 Placement via the issue of 3,333,333 Tranche 2 Placement Shares;
- (b) the maximum number of Tranche 2 Placement Shares the Company will issue to the Placement participants is 12,813,000 Shares;
- (c) the Tranche 2 Placement Shares to be issued to the Placement participants are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Company will issue the Tranche 2 Placement Shares to the Placement participants no later than three months after the date of the Meeting;

- (e) the Tranche 2 Placement Shares will each be allotted at an issue price of \$0.06 per Share;
- (f) proceeds from the issue of the Tranche 2 Placement Shares will be used as detailed in Section 3.1;
- (g) the Tranche 2 Placement Shares are to be issued under short form subscription letters pursuant to which the Placement participants agreed to subscribe for the relevant Shares at an issue price of A\$0.06 per Share, subject to Shareholder approval;
- (h) Evolution Capital acted as lead manager to the Placement pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter; and
- (i) a voting exclusion statement is included in the Notice for Resolution 5.

6.4 Board Recommendation

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

7 Resolution 6 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1

7.1 General

Refer to Section 3.1 for details on the Placement.

39,100,000 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 39,100,000 Tranche 1 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 6.

7.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the 39,100,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period from 3 July 2024.

If Resolution 6 is not passed, the 39,100,000 Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period from 3 July 2024.

7.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) 39,100,000 Tranche 1 Placement Shares were issued to institutional, professional and sophisticated investors identified by Evolution Capital through a bookbuild process. None of the participants in the Placement who were, or will be, issued Placement Shares equal to more than 1% of the Company's issued capital (prior to the issue of the Tranche 1 Placement Shares) are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons, other than Tribeca's participation which is subject to Shareholder approval pursuant to Resolution 1 and the participation of Evolution Capital Advisors Pty Ltd (an associate of Evolution Capital) in the Tranche 2 Placement via the issue of 3,333,333 Tranche 2 Placement Shares;
- (b) 39,100,000 Tranche 1 Placement Shares were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 6;
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) 39,100,000 Tranche 1 Placement Shares were issued at an issue price of \$0.06 per Share, raising approximately \$2,346,000;
- (e) 39,100,000 Tranche 1 Placement Shares were issued on 3 July 2024;
- (f) funds raised from the issue of the Placement Shares will be used as detailed in Section 3.1;
- (g) the Tranche 1 Placement Shares were issued under short form subscription letters pursuant to which the Placement participants received Shares at an issue price of A\$0.06 per Share;
- (h) Evolution Capital acted as lead manager to the Placement pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter; and
- (i) a voting exclusion statement is included in the Notice for Resolution 6.

7.4 Board Recommendation

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

8 Resolution 7 – Ratify the Issue of Placement Shares under Listing Rule 7.1A

8.1 General

Refer to Section 3.1 for further details on the Placement.

29,500,000 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 29,500,000 Tranche 1 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 7 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 7.

8.2 Listing Rule 7.1A

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2023 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the

Company's 2023 annual general meeting, without needing prior Shareholder approval (**10% Additional Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 10% Additional Placement Capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, the 29,500,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% Additional Placement Capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Additional Placement Capacity on 21 November 2023.

If Resolution 7 is not passed, the 29,500,000 Tranche 1 Placement Shares will be included in calculating the Company's 10% Additional Placement Capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Additional Placement Capacity on 21 November 2023.

8.3 **Specific information required by Listing Rule 7.5**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) 29,500,000 Tranche 1 Placement Shares were issued to institutional, professional and sophisticated investors identified by Evolution Capital through a bookbuild process. None of the participants in the Placement who were, or will be, issued Placement Shares equal to more than 1% of the Company's issued capital (prior to the issue of the Tranche 1 Placement Shares) are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons, other than Tribeca's participation which is subject to Shareholder approval pursuant to Resolution 1 and the participation of Evolution Capital Advisors Pty Ltd (an associate of Evolution Capital) in the Tranche 2 Placement via the issue of 3,333,333 Tranche 2 Placement Shares;
- (b) 29,500,000 Tranche 1 Placement Shares were issued pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 7;
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) 29,500,000 Tranche 1 Placement Shares were issued at an issue price of \$0.06 per Share, raising approximately \$1,770,000;
- (e) the Placement Shares were issued on 3 July 2024;
- (f) funds raised from the issue of 29,500,000 Tranche 1 Placement Shares will be used as detailed in Section 3.1;
- (g) the Tranche 1 Placement Shares were issued under short form subscription letters pursuant to which the Placement participants received Shares at an issue price of A\$0.06 per Share;
- (h) Evolution Capital acted as lead manager to the Placement pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter; and
- (i) a voting exclusion statement is included in the Notice for Resolution 7.

8.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 7.

Schedule 1

Definitions

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

\$ means Australian Dollars.

10% Additional Placement Capacity has the meaning given in Section 8.2.

15% Placement Capacity has the meaning given in Section 7.2.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

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

Board means the board of Directors of the Company.

Evolution Capital means Evolution Capital Pty Ltd ACN 652 397 263.

Business Day means any day except a Saturday, Sunday or public holiday in Perth.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Company means Terra Metals Limited ACN 155 933 010.

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

Director means a director of the Company, and when used collectively, Director includes alternate director.

Equity Security has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given to that term in the introductory paragraph of this Notice.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Placement has the meaning given to that term in Section 3.1.

Placement Share has the meaning given to that term in Section 3.1.

Proxy Form means the proxy form enclosed with the Notice.

Resolution means a resolution proposed pursuant to the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given to that term in Section 3.1(a).

Tranche 2 Placement Shares has the meaning given to that term in Section 3.1(b).

Tribeca means to Tribeca Investment Partners Pty Ltd ACN 080 430 100.

ACN 155 933 010

The Company Secretary
Terra Metals Limited

By facsimile:
+61 8 9322 6558

Number of Shares entitled to vote:

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

☐

OR if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Terra Metals Limited to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Friday, 9 August 2024 at 10:00am (AWST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available and undirected proxies in favour of Resolution 10. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 10, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on Resolution 10 even if Resolution 10 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Issue of Placement Shares to Tribeca Investment Partners Pty Ltd			
Resolution 2	Issue of Placement Shares to Mr Ian Middlemas			
Resolution 3	Issue of Placement Shares to Mr Thomas Line			
Resolution 4	Issue of Placement Shares to Mr Haydn Smith			
Resolution 5	Issue of Tranche 2 Placement Shares			
Resolution 6	Ratify the issue of Tranche 1 Placement Shares under Listing Rule 7.1			
Resolution 7	Ratify the issue of Tranche 1 Placement Shares under Listing Rule 7.1A			

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

The Chairperson intends to vote all available and undirected proxies in favour of each Resolution.

Authorised signature/s

This section ***must*** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date _____

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or an electronic copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by e-mail or by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth WA 6000), or by post to PO Box Z5083, Perth WA 6831, or by e-mail to voting@terrametals.com.au or by facsimile to (08) 9322 6558 if faxed from within Australia or +61 8 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (AWST).