



Announcement Summary

Entity name

TECHGEN METALS LTD

Announcement Type

New announcement

Date of this announcement

31/7/2025

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options exercisable at \$0.036 expiring on the same terms as the Options under the Rights Issue	2500000
New class-code to be confirmed	Options exercisable at \$0.036 expiring on the same terms as the Options under the Rights Issue	47599713

Closing date for receipt of acceptances

2/9/2025

Proposed +issue date

31/10/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

TECHGEN METALS LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

624721035

**1.3 ASX issuer code**

TG1

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

31/7/2025

**1.6 The Proposed issue is:**

A non-+pro rata offer of +securities under a +disclosure document or +PDS



## Part 5 - Details of proposed non-pro rata offer under a +disclosure document or +PDS

## Part 5A - Conditions

**5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?**

Yes

## 5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	31/10/2025	Estimated	

**Comments**

Security approval will be sought for the issue of Listed Broker Options and sub-underwriter Listed Options under the Rights Issue Prospectus to be released on or around 4 August 2025.

## Part 5B - Offer details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options exercisable at \$0.036 expiring on the same terms as the Options under the Rights Issue

**+Security type**

Options



**The number of +securities to be offered under the +disclosure document or +PDS**

2,500,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

No

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

No

**Offer price details**

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.00001

**Oversubscription & Scale back details**

**Will the entity be entitled to accept over-subscriptions?**

No

**Will a scale back be applied if the offer is over-subscribed?**

No

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0360

**Expiry date**

**Details of the type of +security that will be issued if the option is exercised**

TG1 : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

Each Option will convert to 1 fully paid ordinary share upon exercise.



**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to Company's ASX announcement dated 31 July 2025 for more details. Also included in the Prospectus to be lodged on or around 4 August 2025.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options exercisable at \$0.036 expiring on the same terms as the Options under the Rights Issue

**+Security type**

Options

**The number of +securities to be offered under the +disclosure document or +PDS**

47,599,713

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

No

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

No

**Offer price details**

**Has the offer price been determined?**

Yes



**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.00001

#### **Oversubscription & Scale back details**

**Will the entity be entitled to accept over-subscriptions?**

No

**Will a scale back be applied if the offer is over-subscribed?**

No

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

#### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0360

**Expiry date**

**Details of the type of +security that will be issued if the option is exercised**

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**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to Company's ASX announcement dated 31 July 2025 for more details. Also included in the Prospectus to be lodged on or around 4 August 2025.

#### Part 5C - Timetable

**5C.1 Lodgement date of +disclosure document or +PDS with ASIC**

4/8/2025

**5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors**

13/8/2025

**5C.3 Offer open date**

13/8/2025

**5C.4 Closing date for receipt of acceptances**

2/9/2025



## 5C.6 Proposed +issue date

31/10/2025

## Part 5D - Listing Rule requirements

### 5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes

### 5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

31/10/2025

### 5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

## Part 5E - Fees and expenses

### 5E.1 Will there be a lead manager or broker to the proposed offer?

No

### 5E.2 Is the proposed offer to be underwritten?

No

### 5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

### 5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

No material fees or costs incurred in relation to Broker Options and Sub-Underwriter Options as part of the 9:10 non-renounceable Rights Issue Offer.

## Part 5F - Further Information

### 5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

N/A

### 5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

### 5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

Options are only available to the Joint Lead Managers, Sub-Underwriters or their nominees

### 5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

<https://techgenmetals.com.au/>

### 5F.4 Any other information the entity wishes to provide about the proposed offer

A portion of 47,599,713 options will be allocated to Ashley Hood, a Director, as part of his sub-underwriting commitment. The Company provides the below information in accordance with LR 10.12 (exception 2). Additional information relating to the sub-underwriting agreement of Mr A. Hood (Director) for the purposes of LR 10.11 exception 2:  
Termination: The sub-underwriting agreement shall terminate if the underwriters obligations under the underwriting agreement cease or a termination (such termination events are set out in the Prospectus to be released on or around 4 August 2025).



Issue date: Securities issued under the sub-underwriting agreement will be issued no later than 15 business days after the close of the offer.