



Announcement Summary

Entity name

TECHGEN METALS LTD

Announcement Type

New announcement

Date of this announcement

31/7/2025

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Listed Options exercisable at \$0.036 each and expiring 3 years from the date of issue	71,399,570
TG1	ORDINARY FULLY PAID	142,799,139

Ex date

7/8/2025

+Record date

8/8/2025

Offer closing date

2/9/2025

Issue date

9/9/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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 standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

TG1 : ORDINARY FULLY PAID

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)?

Existing class

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

Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

Yes

Details of +securities proposed to be issued

ASX +security code and description

TG1 : ORDINARY FULLY PAID

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

9

For a given quantity of +securities held

10

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

142,799,139

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.01800

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

The Directors reserve the right to issue an applicant a lesser number of shortfall securities than that applied for, or to reject or scale back an application for shortfall securities or not to proceed with placing the shortfall securities.

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

Yes

Describe the scale back arrangements

The Directors of the Company reserve the right to issue shortfall securities at their absolute discretion. The Directors reserve the right to issue an applicant a lesser number of shortfall securities than that applied for, or to reject or scale back an application for shortfall securities or not to proceed with placing the shortfall securities.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Attaching +Security

Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is 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

Listed Options exercisable at \$0.036 each and expiring 3 years from the date of issue

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

71,399,570

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

The Directors reserve the right to issue an applicant a lesser number of shortfall securities than that applied for, or to reject or scale back an application for shortfall securities or not to proceed with placing the shortfall securities.

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

Yes

Describe the scale back arrangements

The Directors of the Company reserve the right to issue shortfall securities at their absolute discretion. The Directors reserve the right to issue an applicant a lesser number of shortfall securities than that applied for, or to reject or scale back an application for shortfall securities or not to proceed with placing the shortfall securities.

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

9/9/2028



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. More details will also be included in the Prospectus to be lodged on or around 4 August 2025.

Details of company options where holders entitled to participate in the offer

ASX +security code and description

TG1O : OPTION EXPIRING 05-FEB-2026

Date Option must be exercised by

8/8/2025

Part 3C - Timetable

3C.1 +Record date

8/8/2025

3C.2 Ex date

7/8/2025

3C.4 Record date

8/8/2025

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

13/8/2025

3C.6 Offer closing date

2/9/2025

3C.7 Last day to extend the offer closing date

28/8/2025

3C.9 Trading in new +securities commences on a deferred settlement basis

3/9/2025



3C.11 +Issue date and last day for entity to announce results of +pro rata issue

9/9/2025

3C.12 Date trading starts on a normal T+2 basis

10/9/2025

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

12/9/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Cumulus Wealth Group Pty Ltd and Anadara Asset Management Pty Ltd have been appointed as Joint Lead Managers

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

2% management fee on the total value of the Rights Issue, 4% underwriting fee on the total value of the Rights Issue and 2,500,000 Broker Options, on the same terms as the free attaching Options under the Rights Issue Offer.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Anadara Asset Management Pty Ltd

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Offer will be fully underwritten

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

4% underwriting fee of the value of the shortfall securities. On completion of the Rights Issue, the Company will issue sub-underwriters 1 Option for every 3 Shares that are sub-underwritten, on the same terms as the free attaching Options under the Rights Issue Offer.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Termination events as outlined in the Prospectus to be lodged on or around 4 August 2025.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Ashley Hood

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Mr Hood will sub-underwrite up to \$223,000

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

The portion of sub-underwriters options being, 1 Option for every 3 Shares that are sub-underwritten, on the same terms as the free attaching Options under the Rights Issue Offer.

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

No



3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Please refer to the ASX announcement dated 31 July 2025 and the use of funds table for further details. Further details will also be provided in the Prospectus to be lodged on or around 4 August 2025.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Accelerate copper-gold drilling at Blue Devil and Mt Boggola projects, working capital and growth opportunities

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

All countries except Australia and New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

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

3F.7 Any other information the entity wishes to provide about the proposed issue

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 underwriter's 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.

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)