

# Transaction Update

15 November 2023

## Lodgement of Scheme Booklet

As announced to the ASX on 25 September 2023, Technology Metals Australia Limited (**TMT**) (ASX: TMT) is proposing a scheme of arrangement under which Australian Vanadium Limited (**AVL**) (ASX: AVL) will acquire all of the ordinary shares issued in the capital of TMT (**Scheme**).

TMT has today lodged with Australian Securities Investment Commission (**ASIC**) a draft scheme booklet in relation to the recommended Transaction. ASIC's review of the scheme booklet will be followed by an initial court hearing, targeted to occur on 4 December 2023 to approve the scheme booklet and make orders convening a scheme meeting of TMT shareholders. Once approved by the court and registered with ASIC, the scheme booklet will be released publicly, printed and dispatched to TMT shareholders which is again targeted to occur on or shortly after 4 December 2023. The scheme meeting is expected to take place in mid-January 2024. Accordingly, implementation of the Scheme is anticipated to occur in early February 2024.

The dates relating to the Scheme are indicative only and are subject to (among other things) the court approval process. Any changes to these dates will be announced.

## Board Recommendation

The TMT board of directors (**TMT Board**) unanimously recommend that TMT shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to the independent expert concluding and continuing to conclude that the Scheme is in the best interests of TMT shareholders. The scheme booklet includes an independent expert report and is an important document that, upon release, should be carefully reviewed by TMT shareholders prior to voting on the Transaction.

## Receipt of Correspondence from TMT Shareholders

Whilst the Scheme is unanimously supported by the TMT Board and considerable institutional, sophisticated and professional shareholders representing approximately 26% of the TMT shares on issue, TMT has also received written correspondence from 22 TMT shareholders (representing approximately 9.29% of the issued capital, in aggregate, on an undiluted basis) indicating that they intend to attend the scheme meeting to vote against the Scheme in the absence of a superior proposal. Further details regarding these shareholders (including their identity and holding) is included in the scheme booklet.

The Company acknowledges the position of these TMT shareholders. However, it is unlikely the correspondence received from these shareholders gives rise to binding obligations in accordance with ASIC's Truth in Takeovers Policy under ASIC Regulatory Guide 25. None of these TMT shareholders fall within the definition of 'market participant' in ASIC Regulatory Guide 25. Furthermore, it is not clear from the wording of the correspondence received whether these TMT shareholders intend to be bound by ASIC Regulatory Guide 25, particularly given the correspondence from each of the TMT shareholders is identical, contains a number of errors and was received prior to the public release of the scheme booklet (and the accompanying independent expert's report).

Consistent with regulatory guidance related to these types of statements<sup>1</sup>, TMT has concerns there is material uncertainty regarding the binding nature of these statements, and that the shareholders may be able to change their mind and vote otherwise than in accordance with those statements at any time without notice to TMT.

Should any shareholders have any queries or concerns arising out of their review of the scheme booklet following its public release, TMT will endeavour to address those queries or concerns, with any such engagement remaining consistent with the balanced disclosure in the scheme booklet.

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<sup>1</sup> Including specifically the Takeovers Panel decisions in respect of *Finders Resources Limited*

**AUTHORISED FOR RELEASE ON THE ASX BY THE COMPANY'S BOARD OF DIRECTORS**

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### **Forward-Looking Statements**

This document includes forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Technology Metal Australia Limited's planned exploration programs, corporate activities, and any, and all, statements that are not historical facts. When used in this document, words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should" and similar expressions are forward-looking statements. Technology Metal Australia Limited believes that it has a reasonable basis for its forward-looking statements; however, forward-looking statements involve risks and uncertainties, and no assurance can be given that actual future results will be consistent with these forward-looking statements. All figures presented in this document are unaudited and this document does not contain any forecasts of profitability or loss.

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