

29 June 2026

TĀIKO CRITICAL MINERALS LIMITED

Notice of Special Meeting and Explanatory Notes

Special resolution to approve the Barrytown Farms sale and purchase agreement

Date of this Notice: 29 June 2026

Meeting date: 29 July 2026

NZX ticker: TCM

IMPORTANT INFORMATION

This is an important document and requires your immediate attention. It has been prepared to assist shareholders of Tāiko Critical Minerals Limited (Company or Tāiko) to decide how to vote on the resolution set out in this Notice.

You should read this notice and the explanatory notes in full before casting your vote. This notice does not take into account your individual investment objectives, financial situation or needs. If you are in any doubt about what to do, you should seek advice from your financial, taxation, legal or other professional adviser.

NZX takes no responsibility for the context of this notice.

Chair's letter

Dear Shareholder,

A Notice accompanies this letter convening a Special Meeting of shareholders to approve the purchase from Barrytown Farms Limited of the Barrytown Farms property referred to Taiko's NZX announcement dated 22 June 2026.

The Barrytown Farms Agreement is subject to a number of conditions, including shareholder approval. The purchase price under the acquisition constitutes a major transaction for the purposes of section 129(1) of the Companies Act 1993 requiring shareholder approval.

The purpose of this Notice is to provide shareholders with the information necessary to make an informed decision when voting on the resolution to approve the purchase.

The Board considers the Barrytown Farms property to be critical to Tāiko's ability to advance the wider Barrytown Project. The agreement provides Tāiko with a right to acquire the property, subject to the satisfaction of certain conditions, including completion of due diligence, Overseas Investment Office (OIA) consent, project consents and the Board's Final Investment Decision.

The Board unanimously recommends that shareholders approve the resolution. The reasons for this recommendation are set out in the explanatory notes accompanying the Notice of Meeting. Each director intends to vote all shares held or controlled by them in favour of the resolution.

The Special Meeting will be held online. Shareholders who appoint a proxy may still attend the Special Meeting online. However, if a proxy has already been appointed, the shareholder will not be able to vote at the meeting unless the proxy appointment is revoked or amended in the manner permitted by the Company's share registrar.

Please read this Notice carefully and ensure your vote is cast either by attending the Special Meeting online or by appointing a proxy. Your vote is important.

Yours sincerely,



Phil Thick
Chair
Tāiko Critical Minerals Limited

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1. Notice of Special Meeting

Notice is given that a Special Meeting of shareholders of Tāiko Critical Minerals Limited will be held as follows:

Date	Wednesday, 29 July 2026
Time	1pm NZT
Online venue	www.virtualmeeting.co.nz/tcsm26
Share registrar / meeting platform	MUFG Pension & Market Services / www.virtualmeeting.co.nz/tcsm26

Shareholders who appoint a proxy may still attend the Special Meeting but will not be able to vote if a proxy has already been appointed.

1.1 Agenda

- Introduction and address by the Chair.
- Shareholder discussion and questions.
- Consideration of, and voting on, the resolution.
- Any other business properly brought before the meeting.

1.2 Special Resolution - approval of Barrytown Farms Agreement

To consider and, if thought fit, pass the following resolution as a special resolution of Tāiko:

“That, for the purposes of section 129(1) of the Companies Act 1993, the entry into, performance and completion by Tāiko Critical Minerals Limited of the sale and purchase agreement dated 22 June 2026 between Tāiko Critical Minerals Limited and Barrytown Farms Limited relating to the acquisition of the Barrytown Farms property:

- *for a purchase price of NZ\$18,000,000 plus GST, if any, as adjusted in accordance with that agreement; and*
- *all other terms and conditions as set out in that agreement*

be approved provided that this approval is conditional on holders of not more than 5% of the shares in Tāiko Critical Minerals Limited voting against this resolution.”¹

Voting on the resolution will be conducted by poll. MUFG will act as scrutineer for the vote.

By order of the Board

Paul Mason

Company Secretary

29 June 2026

¹ Shareholders representing in total not more than 5% of the shares who vote all their shares against the resolution have a buy-out right pursuant to the Companies Act 1993 – see section 6 below

2. Explanatory Notes - Background to the Purchase

2.1 Background to Tāiko and the Barrytown Project

Tāiko intends to develop and produce high-value critical minerals, with a focus on ilmenite, zircon and garnet, through implementation of a “mine to market” strategy. Tāiko has obtained resource consents permitting the extraction of mineral resource from the Coates South Block, as well as consent to construct and operate a mineral separation plant at Rapahoe.

Tāiko’s Listing Profile, available at <https://www.nzx.com/announcements/468682>, identified the Barrytown Farms Block as a property that Tāiko was negotiating to acquire. The Barrytown Farms Agreement secures Tāiko’s right to purchase that property subject to the satisfaction of the relevant conditions. The agreement with the vendor was entered into on 22 June 2026.

2.2 Why the Barrytown Farms property matters

The Board considers the Barrytown Farms property strategically important because:

- the Barrytown Farms Block forms part of the land subject to the Mining Permit and is within the broader proposed mineral resource extension area;
- Tāiko’s Listing Profile identified acquiring the Barrytown Farms Block as a key commercial and regulatory milestone for the Project;
- ownership of the property will underpin the Company’s resource consent, OIA consent, funding, development and operational planning for the Project;
- Tāiko’s broader “mine to market” strategy contemplates mining the mineral resource on the Coates South Block initially and the Canoe Creek, Barrytown Farms and Cargill South Blocks subsequently, subject to the required approvals and funding.

The Barrytown Farms property is currently operated as an active dairy farm. The property is referred to in Tāiko’s Listing Profile as the Barrytown Farms Block and is located within Mining Permit MP60785, between Property 1 and Property 2 as shown on the map on page 14 of the Listing Profile, available at <https://www.nzx.com/announcements/468682>. The Barrytown Farms Mineral Resource Estimate includes maps showing the location of the Barrytown Farms Block within the broader Barrytown Project area, including Figure 1 on page 20, available at <https://www.nzx.com/companies/TCM/documents>.

The Barrytown Farms property is located within the area expected to be covered by Tāiko’s proposed Southern Block resource consent application, which was lodged 8 June 2026. If the resource consents are obtained, Tāiko intends that the mineral resource on the Barrytown Farms property will form part of the broader Barrytown Project.

The acquisition is also relevant to the key commercial milestones identified in the Listing Profile, including completion of the DFS, obtaining OIA consent and undertaking future project funding. Tāiko expects that securing a binding agreement for the Barrytown Farms property will support its pathway to a final DFS because the DFS is expected to assess the broader Barrytown Project, including the Barrytown Farms property.

2.3 Background to the proposed transaction

The Company has been negotiating the terms of a sale and purchase agreement with Barrytown Farms Limited for the acquisition of the Barrytown Farms property. The proposed transaction has been structured so that the Company acquires the right to purchase the property in the future, with completion subject to several conditions that protect the Company, including due diligence, OIA consent, Project Consents and a Final Investment Decision.

The Barrytown Farms Agreement is conditional on shareholder approval. This means that the Company will not complete the transaction unless shareholders approve the resolution and the other conditions are satisfied.

2.4 Status of key project milestones

Tāiko's Listing Profile dated 26 February 2026 identified a number of key commercial and regulatory milestones for the Barrytown Project, including entering into a legally binding agreement to acquire the Barrytown Farms Block, receiving completed JORC reports for the Canoe Creek and Cargill South Blocks, receiving the completed DFS, obtaining the New Resource Consent, obtaining OIA consent and securing project funding. Entry into the Barrytown Farms Agreement is intended to progress the milestone relating to acquisition of the Barrytown Farms Block and remains consistent with the indicative timing set out in the Listing Profile. Tāiko continues to progress the other key milestones for the Barrytown Project.

As at the date of this Notice, Tāiko does not consider there has been any material change to the anticipated timing of those milestones as disclosed in the Listing Profile, except as subsequently disclosed by Tāiko through NZX.

3. Explanatory Notes - Key terms of the Barrytown Farms Agreement

The following is a summary of all material terms of the Barrytown Farms Agreement. It is not a complete statement of the agreement. Shareholders should read this Notice as a whole.

Term	Summary
Parties	Tāiko Critical Minerals Limited as purchaser and Barrytown Farms Limited as vendor.
Property	The Barrytown Farms property comprises approximately 304.4522 hectares. The relevant records of title are 145034, 161879, WS1A/1166, WS1A/892, WS1A/293, WS2A/228, WS2B/595, WS5A/454 and WS8B/528. The property includes the area referred to as the Barrytown Farms Block in Tāiko's Listing Profile and the Barrytown Farms Mineral Resource Estimate.
Purchase price	NZ\$18,000,000 plus GST (if any). Except where settlement has not occurred due to vendor default, if settlement is not completed within two years from the date of the agreement, the purchase price is adjusted by CPI under the formula in the agreement.
Deposit	<p>The deposit payable under the Barrytown Farms Agreement is up to NZ\$1,000,000, comprising:</p> <ul style="list-style-type: none"> (a) Cash Deposit: NZ\$200,000 cash, payable following the later of 1 working day after satisfaction of the Approval Condition and confirmation of the vendor's mortgagee consent. The Cash Deposit is non-refundable, except in the case of vendor default; (b) 2 Year Deposit: if the Barrytown Farms Agreement has not settled by 2 years and 1 day after the date of this Agreement, NZ\$500,000 cash is payable on that date. The 2 Year Deposit is non-refundable, except in the case of vendor default; and (c) Share Deposit: NZ\$300,000, to be satisfied by the issue of 1,436,100 Tāiko ordinary shares to the vendor at an issue price of approximately NZ\$0.2089 per share. The shares are to be issued on the working day immediately following the later of 10 working days after satisfaction of the Approval Condition and confirmation of the vendor's mortgagee consent. The issue price represents the volume weighted average price of Tāiko's shares over the 20 working days immediately preceding 26 May 2026. The Share Deposit is non-refundable, except if the agreement is cancelled due to vendor default. <p>The deposit forms part of the purchase price and will be credited against the purchase price payable by Tāiko on settlement.</p> <p>No shareholder approval is being sought under this Notice for the issue of the shares under the Share Deposit. Tāiko expects to issue those shares under its 15% placement capacity under NZX Listing Rule 4.5.1. The shares represent approximately 0.35% of Tāiko's Shares on issue and therefore do not exceed that placement capacity.</p>
Shareholder approval condition	The Barrytown Farms Agreement is conditional on Tāiko obtaining shareholder and NZX regulatory approvals within 30 working days of the date of the agreement. That period may be extended once by Tāiko by notice to the vendor for a further 10 working days due to NZX regulatory requirements. This includes Tāiko shareholders approving, by special resolution, Tāiko's entry into, performance and completion of the agreement and the transactions contemplated by it. For the purposes of the agreement, that shareholder approval limb of this condition will be satisfied only if the resolution is passed and votes cast against the resolution do not exceed 5% of the total shares on issue.

Due diligence condition	Tāiko must be satisfied with the results of its due diligence investigation as to the suitability of the property for Tāiko's intended use and development. This condition is to be satisfied within 60 working days from the date of the agreement.
OIA consent condition	Tāiko must obtain any required consent under the Overseas Investment Act 2005 and Overseas Investment Regulations 2005 on terms satisfactory to Tāiko in its sole discretion. This condition is to be satisfied within two years from the date of the agreement.
Project Consents condition	Tāiko must obtain any required consents and approvals for its proposed Barrytown mineral sand mining, extraction and processing project to be carried out on the property and other properties. This condition is to be satisfied within three years from the date of the agreement.
Final Investment Decision condition	Tāiko must notify the vendor that the Board has approved its final feasibility assessment and decision to purchase the property and carry out the Project. This condition is to be satisfied within six months from the satisfaction of the later of the OIA consent and Project Consents conditions.
Mortgagee consent	The vendor must provide mortgagee consent within 10 working days of the date of the agreement. The deposit is not payable until the mortgagee consent requirements have been satisfied.
Operation of conditions	Tāiko can decide when it progresses satisfaction of the OIA consent, Project Consents and Final Investment Decision conditions. The conditions are inserted for the sole benefit of Tāiko, and Tāiko is not obliged to give reasons if any condition is not satisfied.
Settlement	Settlement is expected to occur on the 10th working day following the agreement becoming unconditional in all respects.
Farm lease	Following settlement, Tāiko will lease the property back to the vendor under the farm lease. The farm lease will commence on settlement and continue through the remainder of the then current milking season plus one additional milking season. For this purpose, the milking season runs from 1 June to 31 May each year. The annual rent under the farm lease will be NZ\$127,500 plus GST. Tāiko does not expect the lease-back arrangement to materially prejudice its proposed operations, having regard to the expected timing of the remaining project steps, including OIA consent, Project Consents and the Board's Final Investment Decision.
Access and technical assessments	Before settlement, Tāiko may undertake technical assessments on the property, subject to notice, liaison with the vendor and obligations to compensate or make good direct damage to crops, stock or improvements.
Affected person approval	The vendor must sign and return affected person approvals for relevant resource consent, fast-track, plan change or similar applications affecting the property, and must not revoke those approvals or participate in related planning processes in connection with mine developments affecting the property.
Vendor warranties and covenants	The agreement includes resource consent, environmental, good husbandry, farm system, tree/carbon, fertiliser, farm records, tenancies and biosecurity provisions.
Confidentiality and disclosure	The vendor acknowledges that Tāiko is listed on the NZX Main Board and may be required to make public disclosures under listing requirements or law.

3.1 Indicative conditional timing

The following table summarises the indicative timing for the key conditions and steps under the Barrytown Farms Agreement.

Condition / Step	Timing
Mortgagee consent	6 July 2026, being within 10 working days from the date of the Barrytown Farms Agreement.
Shareholder approval condition	4 August 2026, being within 30 working days from the date of the Barrytown Farms Agreement. (this may be extended once by Tāiko by a further 10 working days due to NZX regulatory requirements).
Due diligence condition	15 September 2026, being within 60 working days from the date of the Barrytown Farms Agreement.
OIA consent condition	21 June 2028, being within 2 years from the date of the Barrytown Farms Agreement.
Project Consents condition	21 June 2029, being within 3 years from the date of the Barrytown Farms Agreement.
Final Investment Decision	Within 6 months from satisfaction of the later of the OIA consent and Project Consents conditions.
Settlement	10 working days after the Barrytown Farms Agreement becomes unconditional in all respects.

4. Approval requirements and Board recommendation

4.1 Why shareholder approval is being sought

The Board is seeking shareholder approval by special resolution because the Barrytown Farms Agreement will constitute a major transaction for the purposes of section 129(2)(a) of the Companies Act 1993.

Under section 129(2)(a), a major transaction includes the acquisition of assets where the value of those assets is more than half the value of the Company's assets before the acquisition. Tāiko's total assets as at 31 March 2026 were \$13,031,500.00. The acquisition value of the Barrytown Farms property is \$18,000,000.00 (plus GST if any). Accordingly, the acquisition value exceeds one-half of the value of Tāiko's total assets. The resolution is also intended to satisfy the shareholder approval condition in the Barrytown Farms Agreement.

Under the Companies Act, a special resolution is passed if approved by a majority of 75% or more of the votes of shareholders entitled to vote and voting on the resolution. Under the NZX Listing Rules, voting will be conducted by poll.

Acquisitions of assets which have a value greater than one-half of the assets of a company are treated as "Major Transactions" under the Companies Act 1993 requiring the approval of shareholders by special resolution. The

Barrytown Farms Agreement is a “Major Transaction” requiring that shareholder approval. The Companies Act requirement is not to be confused with “major transactions” under NZX listing rule 5.1.1 which requires shareholder approval by ordinary resolution if a listed issuer enters into a transaction which either involves a significant change to the nature of Tāiko’s business or an acquisition of assets with a Gross Value above 50% of the issuers market capitalization. That listing rule does not apply if the transaction is a Major Transaction” subject to shareholder approval by special resolution under the Companies Act – as is the case with the Barrytown Farms acquisition.

4.2 Board recommendation

The Board unanimously recommends that shareholders vote in favour of the resolution. The Board’s reasons are:

- the agreement secures Tāiko’s ability to acquire an important property within the broader Barrytown Project area if the relevant conditions are satisfied;
- the acquisition supports the Company’s New Resource Consent, OIA consent, DFS, funding and project development pathway;
- the principal conditions are for Tāiko’s benefit and preserve Tāiko’s ability not to proceed if those conditions are not achieved on terms satisfactory to Tāiko;
- the transaction aligns with Tāiko’s strategy of progressing the Barrytown Project and the “mine to market” model described in its Listing Profile.

Each director intends to vote all shares held or controlled by them in favour of the resolution.

5. Consequences, alternatives, risk and impact

5.1 Consequences if the resolution is passed

If the resolution is passed, and the votes cast against the resolution do not exceed 5% of the total shares on issue, the shareholder approval condition under the Barrytown Farms Agreement will be satisfied. If the other conditions to the Barrytown Farms Agreement are also satisfied, Tāiko will be authorised to proceed with the agreement and complete the acquisition of the Barrytown Farms property.

Passing the resolution will not, in itself, require completion to occur if other conditions remain unsatisfied. Tāiko will retain the benefit of the purchaser conditions and will be able to proceed with, defer, waive or terminate those conditions in accordance with the Barrytown Farms Agreement.

5.2 Consequences if the resolution is not passed or the 5% threshold is exceeded

If the resolution is not passed, the shareholder approval condition to the Barrytown Farms Agreement will not be satisfied. Tāiko expects that it will not be able to proceed with or complete the Barrytown Farms Agreement in its current form unless the parties agree otherwise.

If the resolution is passed but votes cast against the resolution exceed 5% of the total shares on issue, the shareholder approval condition under the Barrytown Farms Agreement will not be satisfied unless that condition is waived or the parties agree otherwise.

If the Barrytown Farms Agreement does not proceed, Tāiko would not acquire the Barrytown Farms property and would not have the property rights required to mine or develop that land as part of the wider Barrytown Project. This would not affect Tāiko's existing resource consents for the Coates South Block or the mineral separation plant at Rapahoe. However, it may require Tāiko to narrow, defer or restructure its proposed New Resource Consent strategy for the expanded project area, because that strategy currently contemplates the Canoe Creek, Barrytown Farms and Cargill South Blocks forming part of the broader mineral resource extension area.

In those circumstances, Tāiko expects that it would be restricted to undertaking its proposed extraction, processing and related activities on other land where it has the necessary resource consents, permits and land access or ownership rights. Tāiko may need to consider alternative land access, acquisition or project development arrangements. There is no assurance that any alternative arrangement would be available on terms acceptable to Tāiko, or at all.

5.3 Alternatives considered

The Board considered alternatives to the proposed transaction, including not proceeding with the acquisition, relying on access or affected person arrangements rather than ownership, delaying entry into the agreement until after further consenting, OIA or DFS milestones, and seeking to acquire the property on different commercial terms. The Board considers the Barrytown Farms Agreement preferable as it secures Tāiko's right to acquire the property while preserving conditions for Tāiko's benefit.

5.4 Consideration and valuation

The purchase price under the Barrytown Farms Agreement is NZ\$18,000,000 plus GST (if any), subject to any CPI adjustment contained in the agreement if settlement is not completed within two years from the date of the agreement, except due to vendor default.

The Barrytown Farms Agreement was negotiated at arm's length between a willing seller and willing purchaser. The purchase price reflects the parties' commercial agreement, having regard to the strategic value of the Barrytown Farms property to the broader Barrytown Project. The agreement provides for Tāiko to proceed with the acquisition only following a Final Investment Decision at its sole discretion.

No independent valuation has been obtained for the Barrytown Farms property. The Board considers that the strategic benefit of securing the property for the Barrytown Project supports the agreed purchase price.

5.5 Capital and payment of consideration

Tāiko's Listing Profile referred to proposed future project funding of approximately \$125 million, of which approximately \$26 million was proposed to be applied to the acquisition of property. At the date of the Listing Profile, two of the proposed acquisition properties were subject to sale and purchase agreements for a total amount of \$14 million. The Barrytown Farms property was still being negotiated. Those negotiations have resulted in additional land area being included in the acquisition, plus several residences, for a purchase price of \$18 million plus GST, if any. If the Barrytown Farms Agreement becomes unconditional, Tāiko expects that part of its future project funding will be applied to settle the purchase price for the Barrytown Farms property.

Payment of the NZ\$200,000 Cash Deposit will reduce Tāiko's available cash by that amount. Tāiko does not expect payment of the Cash Deposit to materially affect its ability to meet its near-term operating expenditure requirements, having regard to its cash position disclosed in the quarterly cash flow report released on 29 April 2026 and the forecast monthly expenditure referred to in the Listing Profile.

If the Barrytown Farms Agreement becomes unconditional, Tāiko will need to raise further capital to settle the balance of the purchase price. Tāiko expects that funding to form part of the future project funding referred to in the Listing Profile.

6. Dissenting shareholder buy-out rights

Important: Under sections 110 to 115 of the Companies Act 1993, shareholders who vote against a special resolution approving a major transaction may have the right to require the Company to purchase their shares.

To exercise this right, a shareholder must cast all votes attached to their shares against the resolution. If the resolution is passed, that shareholder may then give written notice to the Company requiring the Company to purchase those shares. That notice must be given within 10 working days after the resolution is passed.

If the Company receives valid notice, the Board must, within 20 working days, either agree to the Company purchasing the shares, arrange for another person to purchase the shares, apply to the Court for an exemption, or arrange for the resolution to be rescinded or decide not to proceed with the relevant action.

If the Board agrees that the Company will purchase the shares, the Company must offer a fair and reasonable price for those shares. That price is determined as at the close of business on the day before the resolution is passed, adjusted to exclude any fluctuation in value due to, or in expectation of, the transaction approved by the resolution. If the shareholder objects to the price offered, the price may be referred to arbitration in accordance with the Companies Act.

For the purposes of the Barrytown Farms Agreement, the shareholder approval condition will only be satisfied if the resolution is passed and the votes cast against the resolution do not exceed 5% of the shares in Tāiko Critical Minerals Limited. If that threshold is exceeded, the shareholder approval condition under the Barrytown Farms Agreement will not be satisfied unless that condition is waived or the parties agree otherwise. This limitation on dissenting votes is to ensure that the extent of the exercise of these rights does not materially adversely affect Tāiko's corporate treasury position.

Shareholders should seek independent legal advice on the availability and exercise of any buy-out rights.

7. Additional information

7.1 Reports, contracts and other documents

The following materials are relevant to the resolution and should be considered by shareholders:

- this Notice and explanatory notes;
- the proxy form accompanying this Notice;
- announcement of Barrytown Farms Agreement dated 22 June 2026, available at <https://www.nzx.com/announcements/474758> ;
- Tāiko's Listing Profile dated 26 February 2026, available at <https://www.nzx.com/announcements/468682> ;
- the Barrytown Farms Mineral Resource Estimate, available at <https://www.nzx.com/companies/TCM/documents>;
- any announcement released by Tāiko in relation to the Barrytown Farms Agreement; and
- any additional information released by Tāiko to NZX before the Special Meeting in accordance with its continuous disclosure obligations, if required.

7.2 Appraisal report

No appraisal report accompanies this Notice as the Company does not consider that the transaction is a related party transaction or otherwise requires an appraisal report under the NZX Listing Rules. The Board considers that the information set out in this Notice is appropriate and sufficient to enable shareholders to assess the transaction and vote on the resolution, and that no independent appraisal report, valuation or other third-party report is required.

7.3 Related party matters

Tāiko is not aware that Barrytown Farms Limited or any vendor party is a related party of Tāiko or an associated person of any director.

7.4 Continuous disclosure and further announcements

Tāiko will continue to comply with its continuous disclosure obligations under the NZX Listing Rules. Any material updates in relation to the Barrytown Farms Agreement, the resolution, the conditions, the Project, the DFS, OIA consent, the New Resource Consent or funding will be announced to NZX as required.

7.5 No other material information

The Board considers that this Notice contains all information known to the Board that is material to shareholders' decision whether to vote for or against the resolution, and all information necessary to enable shareholders to make an informed decision on the transaction. Other than as set out in this Notice, the Board is not aware of any other information that would reasonably be expected to be material to the decision of shareholders when deciding whether to vote for or against the resolution.

8. Explanatory Notes - Voting and proxy information

8.1 Voting entitlement and voting threshold

The persons entitled to vote on the resolution at the Special Meeting are those persons who are registered as holders of shares at 1pm NZT on Monday, 27 July 2026.

The resolution is a special resolution. A special resolution is passed if approved by a majority of 75% or more of the votes of shareholders entitled to vote and voting on the resolution. Voting will be conducted by poll.

8.2 Voting restrictions

Tāiko has determined that there are no voting restrictions applying to the resolution under the NZX Listing Rules or otherwise. Accordingly, all shareholders who are entitled to vote at the Special Meeting may vote on the resolution, including by proxy or corporate representative, in accordance with the voting procedures set out in this Notice.

8.3 Attending the Special Meeting

The Special Meeting will exclusively be held online. If you wish, you can attend and vote at the Special Meeting online at www.virtualmeeting.co.nz/tcmsm26.

8.4 Proxies

All shareholders entitled to attend and vote on the resolution are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the company.

If you wish to appoint a proxy, you should complete the proxy form accompanying this Notice.

Proxy forms may be returned online at <https://nz.investorcentre.mpms.mufg.com/voting/TCM>, by email to meetings.nz@cm.mpms.mufg.com, or by mail to MUFPG Pension & Market Services, PO Box 91976, Auckland 1142, New Zealand.

To be effective, the proxy form must be received by the company's share registrar no later than 1pm NZT on Monday, 27 July 2026, being not less than 48 hours before the Special Meeting.

If you wish to appoint a director as your proxy, the Chair of the meeting / Phil Thick is willing to act as your proxy.

If the Chair of the meeting is appointed as a discretionary proxy, the Chair intends to vote in favour of the resolution, subject to any applicable voting restrictions.

If you return a proxy form without directing your proxy how to vote on the resolution, your proxy may vote as he or she thinks fit, other than where he or she is disqualified from voting on the resolution.

8.5 Shareholder questions

Shareholders can submit questions ahead of the Special Meeting by going to <https://nz.investorcentre.mpms.mufg.com/voting/TCM> and completing the online validation process. Questions should be received by 1pm NZT on Monday, 27 July 2026, being 48 hours before the time of the meeting. The company has discretion as to which questions will be addressed at the meeting. Shareholders attending the Special Meeting will also have the opportunity to ask questions during the meeting, subject to the chair's discretion and orderly meeting conduct.

9. Glossary of terms

Term	Meaning
Approval Condition	Approval Condition refers to the shareholder approval of the resolution contained in this Notice of Meeting.
Barrytown Farms Agreement and “agreement”	The sale and purchase agreement between Tāiko and Barrytown Farms Limited dated 22 June 2026 relating to the acquisition of the Barrytown Farms property.
Barrytown Farms Block	The area referred to as the Barrytown Farms Block in Tāiko’s Listing Profile and the Barrytown Farms Mineral Resource Estimate, being part of the Barrytown Farms property to be acquired by Tāiko. The Barrytown Farms property comprises approximately 304.4522 hectares and includes records of title 145034, 161879, WS1A/1166, WS1A/892, WS1A/293, WS2A/228, WS2B/595, WS5A/454 and WS8B/528.
Board	The Board of directors of Tāiko.
Companies Act	Companies Act 1993.
Company or Tāiko	Tāiko Critical Minerals Limited.
DFS	Definitive Feasibility Study.
Final Investment Decision	The Board approval of Tāiko’s final feasibility assessment and decision to purchase the property and carry out the project.
NZX Listing Rules	The Listing Rules applying to issuers listed on the NZX Main Board.
OIA consent	Consent under the Overseas Investment Act 2005 and Overseas Investment Regulations 2005.
Project	The Barrytown mineral sand mining, extraction and processing project to be carried out on the property and other properties, as described in the Barrytown Farms Agreement and Tāiko’s Listing Profile.
Project Consents	Any required consents and approvals for the project.
Resolution	The special resolution set out in this Notice.
Shares	Ordinary shares in Tāiko.
Special Meeting	The Special Meeting of shareholders convened by this Notice, including any adjournment.
Unconditional Date	The date on which the Barrytown Farms Agreement becomes unconditional in all respects.
VWAP	in respect of the 20 working day period prior to 26 May 2026, the volume weighted average price of shares traded on NZX during that period, calculated by dividing: (a) the aggregate value of all trades of shares recorded during that period (being the price of each trade multiplied by the number of shares traded); by (b) the total number of shares traded during that period.