TĀIKO CRITICAL MINERALS LIMITED
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NZX ticker: TCM
Date of this Notice: 15 July 2026

Notice is given that the 2026 Annual Meeting of Shareholders of Tāiko Critical Minerals Limited (**Tāiko** or **Company**) will be held as a hybrid meeting, meaning shareholders may attend either in person or online.

Date: 13 August 2026

Time: 1pm NZT

Physical venue:
Level 30, PwC Tower
15 Customs Street West
Auckland Central, Auckland 1010, New Zealand

Online meeting platform: www.virtualmeeting.co.nz/tcm26

Shareholders attending online will be able to view the Annual Meeting, vote and ask questions through the online meeting platform. Further details on how to participate online in the virtual meeting are set out in the proxy form accompanying this Notice.

Business and Agenda of the Meeting

A. Chair's address

The Chair will address the meeting.

B. Business update

Management will provide an update on Tāiko's business and operations, including progress on the Barrytown Project.

C. Annual Report and Financial Statements

To receive and consider Tāiko's annual report for the year ended 31 March 2026, including the financial statements and auditor's report.

D. Resolutions

To consider and, if thought fit, pass the ordinary resolutions set out below.

Voting Threshold

All resolutions are proposed as ordinary resolutions. An ordinary resolution is passed if it is approved by a simple majority of the votes of shareholders entitled to vote and voting on the resolution.

Voting on all resolutions will be conducted by poll.

Resolution 1: Auditor's fees and expenses

"That the Board be authorised to fix the fees and expenses of Hall Chadwick as auditor of Tāiko Critical Minerals Limited for the ensuing year."

See Explanatory Note 2 for further information.

Resolution 2: Re-election of Philip Thick as a director

"That Philip Thick, who retires in accordance with Tāiko's constitution and, being eligible, offers himself for re-election, be re-elected as a director of Tāiko Critical Minerals Limited."

See Explanatory Note 3 for further information.

Resolution 3: Re-election of Geoffrey Donohue as a director

"That Geoffrey Donohue, who retires in accordance with Tāiko's constitution and, being eligible, offers himself for re-election, be re-elected as a director of Tāiko Critical Minerals Limited."

See Explanatory Note 3 for further information.

Resolution 4: Re-election of Christine Pears as a director

"That Christine Pears, who retires in accordance with Tāiko's constitution and, being eligible, offers herself for re-election, be re-elected as a director of Tāiko Critical Minerals Limited."

See Explanatory Note 3 for further information.

Resolution 5: Re-election of Francois Tumahai as a director
"That Francois Tumahai, who retires in accordance with Tāiko's constitution and, being eligible, offers himself for re-election, be re-elected as a director of Tāiko Critical Minerals Limited."

See Explanatory Note 3 for further information.

Resolution 6: Approval of directors' remuneration pool
"That, for the purposes of NZX Listing Rule 2.11, Tāiko's constitution and all other purposes, shareholders approve a maximum aggregate amount of remuneration payable to the directors of Tāiko Critical Minerals Limited of $600,000 per annum, to be divided among the directors at the time and in the manner considered by the Board to be appropriate."

See Explanatory Note 4 for further information.

Resolution 7: Ratification of placement shares to refresh placement capacity
"That, for the purposes of NZX Listing Rule 4.5.1(c) and all other purposes, shareholders ratify the issue of 28,000,000 ordinary shares in Tāiko Critical Minerals Limited to wholesale investors under the placement completed on 7 July 2026, at an issue price of $0.25 per share, on the terms described in the Explanatory Note 5."

See Explanatory Note 5 for further information.

E. Shareholder questions and general business

Shareholders will have the opportunity to ask questions during the meeting. The meeting may also consider any other business properly brought before it.

By order of the Board

Phil Thick
Chair
Tāiko Critical Minerals Limited
15 July 2026

Explanatory Notes

These Explanatory Notes form part of this Notice and should be read by shareholders before voting.

Explanatory Note 1 - Annual report and financial statements

Tāiko's annual report for the year ended 31 March 2026, including the financial statements, directors' report and auditor's report, is available on Tāiko's website at https://taikocm.co.nz/ and on NZX at www.nzx.com under ticker code TCM.

Shareholders will have the opportunity to ask questions about the annual report, the financial statements, the auditor's report and Tāiko's business at the Annual Meeting.

No resolution is required for this item.

Explanatory Note 2 - Auditor

Hall Chadwick is Tāiko's auditor. Shareholders are asked to authorise the Board to fix the auditor's fees and expenses for the ensuing year.

If Resolution 1 is passed, the Board will be authorised to fix the auditor's fees and expenses.

If Resolution 1 is not passed, the Board will consider the appropriate next steps in relation to the auditor's fees and expenses.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Voting restrictions
The Company is not aware of any voting restrictions applying to Resolution 1.

Explanatory Note 3 - Re-election of directors

Each of the directors named below was appointed by the Board and, in accordance with rule 2.7.1 of the Listing Rules and Tāiko's constitution, retires at the Annual Meeting and, being eligible, offer herself or himself for re-election.

Each director re-election is being put to shareholders as a separate ordinary resolution.

If the relevant director re-election resolution is passed, that director will be re-elected as a director of Tāiko.

If the relevant resolution is not passed, that director will not be re-elected and will retire at the conclusion of the Annual Meeting.

Philip Thick – Non-Executive Chair

Philip Thick holds a Bachelor of Civil Engineering and has more than 30 years' senior executive experience across the oil and gas, mining and chemical processing sectors, including with large multinational companies, ASX-listed companies and privately owned companies.

Mr Thick had a 20-year career with Shell in Australia and overseas, including as Downstream Director on the board of Shell Australia. He was subsequently a director and CEO of Coogee Chemicals, CEO of New Standard Energy and, prior to joining Tāiko, led Tianqi Lithium Australia, a subsidiary of Tianqi Lithium Corporation. That role included oversight of the development of a lithium hydroxide plant at Kwinana, Western Australia.

Mr Thick has extensive non-executive director experience and has chaired a number of boards. He currently chairs the board of Perth Symphony Orchestra and Macallum New Energy Limited and is a non-executive director of Livium Limited.

The Board does not consider Mr Thick to be an Independent Director for the purposes of the NZX Listing Rules because he is a shareholder of Gold Streaming Co Pte Limited, which is party to a commercial contract with Tāiko.

The Board recommends that shareholders vote in favour of Resolution 2.

Geoffrey Donohue – Non-Executive Director

Geoff Donohue holds a Bachelor of Commerce, a Graduate Diploma in Financial Analysis from FINSIA and is a CPA. He has more than 35 years' experience on the boards of publicly listed companies and in the securities industry.

Mr Donohue is currently Chair of Gold Streaming Co Pte Limited.

The Board does not consider Mr Donohue to be an Independent Director for the purposes of the NZX Listing Rules because he is a shareholder of Gold Streaming Co Pte Limited (GSPL), which is party to a commercial contract with Tāiko.

Pursuant to the agreement reached with GSPL referred to in Tāiko's Listing Profile, GSPL has a contractual right to nominate one non-executive director to Tāiko's board, subject to the terms of that agreement and applicable director eligibility requirements. Mr Donohue is that appointee. The agreement does not provide Mr Donohue with a fixed term of office or displace the director election and re-election requirements under Tāiko's constitution, the NZX Listing Rules and applicable law.

The Board recommends that shareholders vote in favour of Resolution 3.

Christine Pears – Independent Director

Christine Pears is a Chartered Accountant, holds a Bachelor of Commerce from the University of Auckland and is a Member of the New Zealand Institute of Directors. She has extensive governance and executive experience across listed, private and social enterprises.

Ms Pears brings experience in growth-company governance, private and public capital markets, strategy development and implementation, value-added manufacturing and business operations, mergers, acquisitions and takeovers, international market development, and finance and treasury management.

Ms Pears currently serves as Independent Chair of Franklin Veterinary 1977 Limited and YMCA North Inc, and is a member of the National Council of YMCA New Zealand. She is also a non-executive director of McKay Limited and NZX/ASX-listed TruScreen Group Limited. Ms Pears chairs Tāiko's Audit and Risk Committee.

The Board considers Ms Pears to be an Independent Director for the purposes of the NZX Listing Rules. For the purpose of Rule 7.8.3, the Board considers that Ms Pears is an Independent Director. The Board considered all relevant factors, including those set out in Table 2.4 of the NZX Corporate Governance Code, in determining her independence. None of the factors in Table 2.4 of the Code apply to Ms Pears.

The Board recommends that shareholders vote in favour of Resolution 4.

Francois Tumahai — Independent Director

Francois Tumahai (Ngāti Waewae, Ngāi Tahu and Ngāti Whātua Ōrākei) is a non-executive director with more than two decades of governance experience across corporate and not-for-profit sectors. He is Kaiwhakahaere / Chair of Te Rūnanga o Ngāti Waewae and Chief Executive Officer of Arahura Holding Limited.

Mr Tumahai has a background in mechanical engineering and more than 25 years' experience in the heavy machinery sector. He is a strong advocate for the mining industry and serves on the board of the New Zealand Institute for Minerals to Materials Research.

Mr Tumahai brings experience in health and safety compliance, financial management, strategic planning, human resources, business development, iwi governance and community engagement.

The Board considers Mr Tumahai to be an Independent Director for the purposes of the NZX Listing Rules. For the purpose of Rule 7.8.3, the Board considers that Mr Tumahai is an Independent Director. The Board considered all relevant factors, including those set out in Table 2.4 of the NZX Corporate Governance Code, in determining his independence. None of the factors in Table 2.4 of the Code apply to Mr Tumahai.

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

Voting restrictions
The Company is not aware of any voting restrictions applying to the director re-election resolutions.

Explanatory Note 4 - Approval of directors' remuneration pool

Tāiko is seeking shareholder approval to establish a maximum aggregate directors' remuneration pool of NZ$600,000 per annum.

The director remuneration disclosed in Tāiko's Listing Profile was disclosed on an individual director basis, and not as an aggregate remuneration pool. The Listing Profile disclosed the following annual director fees:

Director	Disclosed annual director fee
Philip Thick	AUD$60,000
Geoffrey Donohue	AUD$40,000
Christine Pears	NZ$55,000[1]
Francois Tumahai	NZ$45,000

[1] includes fees of $10,000pa for Christine Pear's role as Chair of the Audit & Risk Committee

The Listing Profile also disclosed that each director would receive 500,000 options. Those options are not part of the cash remuneration pool proposed under Resolution 6.

The proposed remuneration pool represents the maximum total amount that may be paid to Tāiko's directors in their capacity as directors. It does not require Tāiko to pay the full amount each year. The Board may determine how the approved pool is allocated among the directors, subject to Tāiko's constitution, the NZX Listing Rules and applicable law.

The proposed remuneration pool will be payable in cash. No part of the remuneration pool is proposed to be paid through the issue of equity securities or securities convertible into equity securities.

The Board considers that the proposed remuneration pool is appropriate having regard to the comparative with other mining and exploration companies in Australia and New Zealand, Tāiko's status as an NZX-listed issuer, the expected time commitment of directors, the Company's stage of development, the additional governance requirements applying to listed issuers, the need over time to expand the Board, and the need to attract and retain appropriately qualified directors.

If Resolution 6 is passed, Tāiko may pay directors' remuneration up to the approved aggregate pool of NZ$600,000 per annum. There is no present intention to increase directors' fees as disclosed in the Listing Profile.

If Resolution 6 is not passed, Tāiko will not have shareholder approval for the proposed aggregate remuneration pool. Tāiko will need to consider the appropriate basis on which directors may be remunerated, including whether to seek shareholder approval at a later date.

Voting restrictions

For the purposes of NZX Listing Rule 6.3.1, Tāiko will disregard any votes cast in favour of Resolution 6 by any director who is intended to receive a payment or other benefit under the directors' remuneration pool, and any Associated Person of that director.

However, Tāiko need not disregard a vote if it is cast by a person as proxy or representative for a person who is entitled to vote, in accordance with that person's express instructions.

For these purposes, Associated Person has the meaning given in the NZX Listing Rules. In summary, an Associated Person includes a person who is able to exert a substantial degree of influence over another person, a related body corporate, a relative, a partner, a director or senior manager of another person, or a person acting jointly or in concert with another person.

Explanatory Note 5 - Ratification of share issue to refresh placement capacity

Tāiko completed a placement of ordinary shares to wholesale investors on 7 July 2026.
Under the placement, Tāiko issued 28,000,000 ordinary shares at an issue price of $0.25 per share, raising $7,000,000 before costs.

The placement shares were issued under Tāiko's placement capacity in NZX Listing Rule 4.5.1. Shareholder approval was not required for the issue at the time it was made, provided the issue was made within Tāiko's available placement capacity and otherwise complied with the NZX Listing Rules.

Shareholder ratification is now being sought under NZX Listing Rule 4.5.1(c). The purpose of ratification is to refresh Tāiko's 15% placement capacity under the NZX Listing Rules following the recent issue of shares within that 15% capacity to professional and wholesale investors, and pursuant to the Share Purchase Scheme offered to Shareholders which at the date of this Notice of Meeting was intended to close on 12 August 2026. The Company seeks ratification from Shareholders in order to ensure that the Company continues to be able to seek working capital at short notice to support Tāiko's development of the Barrytown Critical Minerals Project, including Fast Track consent, OIO approval and completion of the definitive feasibility study leading up to construction of the mine and associated plant.

The proceeds of the placement are expected to be used for these purposes.

If Resolution 7 is passed, the placement shares will be treated as not counting towards Tāiko's 15% placement capacity for future issues under NZX Listing Rule 4.5.1. This will restore Tāiko's flexibility to issue further shares under that rule, subject to the NZX Listing Rules and applicable law.
If Resolution 7 is not passed, the placement shares will remain validly issued, but will continue to count towards Tāiko's 15% placement capacity. This may reduce Tāiko's ability to issue further shares without shareholder approval.

The issue price of $0.25 per share represented a discount of approximately:

- 15.2% to the market price of Tāiko's ordinary shares as at NZX pre-market open on 8 July 2026 being the price immediately prior to the lifting of the trading halt;
- 26.5% to the market price of Tāiko's ordinary shares as at NZX market close on 8 July 2026.

The placement shares rank equally with Tāiko's existing ordinary shares from the date of issue.
The placement shares represent approximately 9.8% of Tāiko's ordinary shares on issue immediately before the issue. By way of example, a shareholder holding 1.0% of Tāiko before the placement would hold approximately 0.95% after the placement, assuming that shareholder did not participate in the placement and no other shares were issued.

None of the directors of Tāiko, or an Associated Person of a director of Tāiko, participated in the placement.

No appraisal report accompanies this Notice in relation to Resolution 7.

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

Voting restrictions
For the purposes of NZX Listing Rule 6.3.1, Tāiko will disregard any votes cast in favour of Resolution 7 by any person who participated in the placement, and any Associated Person of those persons.

However, Tāiko need not disregard a vote if it is cast by a person as proxy or representative for a person who is entitled to vote, in accordance with that person's express instructions.

Procedural Notes
Entitlement To Vote
The persons entitled to vote at the Annual Meeting are those persons recorded on Tāiko's share register as holders of ordinary shares at 1pm NZT on 11 August 2026.

Voting
Voting on all resolutions will be conducted by poll. On a poll, each shareholder has one vote for each fully paid ordinary share held.

Proxies
A shareholder entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder of Tāiko.

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

Completed proxy voting forms can be sent to MUFG Pension & Market Services by the following methods:

Online: Visit MUFG Pension & Markets Services Investor website: https://nz.investorcentre.mpms.mufg.com/voting/TCM and follow the prompts.

Email: Scan and email to: meetings@cm.mpms.mufg.com

Please put "Tāiko Critical Minerals Proxy" in the subject line for easy identification.

Mail: If mailing from New Zealand please use the reply-paid envelope provided. If mailing from outside New Zealand please affix the required postage and address to:

MUFG Pension & Market Services
P.O. Box 91976,
Victoria Street West,
Auckland 1142,
New Zealand

Deliver: Deliver your completed proxy voting form to:

MUFG Pension & Market Services
Level 30, PwC Tower (Commercial Bay)
15 Customs Street West
Auckland

To be effective, proxy forms must be received by Tāiko's share registrar no later than 1pm on 11 August 2026, being not less than 48 hours before the Annual Meeting.

The Chair of the Meeting is willing to act as proxy. If the Chair is appointed as a discretionary proxy, the Chair intends to vote in favour of each resolution, subject to any applicable voting restrictions.

If a person is disqualified from voting on a resolution and is appointed as a discretionary proxy for that resolution, that discretionary proxy will not be valid for that resolution. The disqualified person will also be ineligible to vote discretionary proxies on any procedural motions from the floor relating to that resolution.

CORPORATE REPRESENTATIVES

A corporate shareholder may appoint a representative to attend and vote at the Annual Meeting on its behalf in accordance with Tāiko's constitution.

ONLINE PARTICIPATION

Shareholders attending the Annual Meeting online will be able to vote and ask questions through the online meeting platform. Further instructions for attending and participating in the Annual Meeting online are set out in the proxy form accompanying this Notice.

If a shareholder appoints a proxy, the shareholder may still attend the Annual Meeting, but will not be able to vote if the proxy appointment remains in place.

SHAREHOLDER QUESTIONS

Shareholders may submit questions before the Annual Meeting by email to paul.mason@taikocm.co.nz no later than 1pm NZT on 11 August 2026.

Shareholders attending the Annual Meeting will also have the opportunity to ask questions during the meeting, subject to the Chair's discretion and the orderly conduct of the meeting.

Documents

This Notice, the proxy form and Tāiko's annual report are available at https://taikocm.co.nz/ and on NZX at www.nzx.com under ticker code TCM.