

SHARE PURCHASE PLAN BOOKLET

Element 25 Limited

Applications for SPP Shares under the SPP must be received by 5.00pm (Australian Western Standard Time) on Monday, 17 June 2024.

This is an important document and requires your immediate attention. You should read this Booklet (including the Application Form) in full before you decide to participate in the SPP and apply for the SPP Shares. If you have any questions in relation to this Booklet or participation in the SPP, please contact your stockbroker, accountant or other professional adviser. Eligible Shareholders have the opportunity to participate in the SPP Offer by applying for up to \$30,000 worth of SPP Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate in the SPP are set out in this Booklet.

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IMPORTANT INFORMATION

This Booklet is intended for use only in connection with the offer of Share Purchase Plan (SPP) Shares to Eligible Shareholders with a registered address in Australia, New Zealand, Hong Kong and Germany. This Booklet does not constitute an offer of securities in any place outside Australia, New Zealand, Hong Kong or Germany in which it would be unlawful to make such an offer, and no action has been taken to permit an offering of SPP Shares in any jurisdiction outside of Australia, New Zealand, Hong Kong or Germany. The distribution of this Booklet (including an electronic copy) outside Australia, New Zealand, Hong Kong and Germany is restricted by law, and persons (including Custodians and nominees) who come into possession of this Booklet should observe any such restrictions. Due to legal restrictions, Custodians and nominees may not distribute this Booklet, and may not permit any beneficial Shareholder to participate in the SPP, in any country outside Australia or New Zealand.

This Booklet may not be released or distributed in any country other than Australia, New Zealand, Hong Kong and Germany. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this Booklet have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

The SPP Shares are not being offered or sold to the public within New Zealand, other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure state under New Zealand law is required to contain.

Unless otherwise defined in this Booklet, capitalised terms have the meaning given in the Glossary to this Booklet.

TABLE OF CONTENTS

1.	Letter to Shareholders.....	4
2.	Summary of Important Dates	6
3.	Summary of Share Purchase Plan (SPP).....	7
4.	SPP Terms & Conditions	10
4.1	Offer	10
4.2	Eligible Shareholders.....	11
4.3	International offer restrictions.....	11
4.4	Joint holders and Custodians and nominees.....	12
4.5	Application for SPP Shares.....	13
4.6	Issue Price.....	14
4.7	Number of SPP Shares to be Issued.....	14
4.8	Issue of SPP Shares	14
4.9	Acknowledgements.....	15
4.10	Scale back.....	17
4.11	Dispute resolution	17
4.12	Variation and termination.....	17
4.13	Privacy policy.....	18
4.14	Underwriting.....	18
4.15	Governing law and inconsistencies	18
5.	Glossary & Definitions.....	19

1. LETTER TO SHAREHOLDERS

21 May 2024

Dear Shareholder

Share Purchase Plan

On behalf of the Directors, I am pleased to offer you the opportunity to participate in the Element 25 Limited (Element 25, E25 or the Company) ACN 119 711 929 Share Purchase Plan (SPP).

The SPP entitles Eligible Shareholders (as defined in section 3 of the Share Purchase Plan Booklet) to subscribe for up to \$30,000 worth of new Shares in E25 (SPP Shares) without incurring brokerage or other transaction costs at an Issue Price (rounded to the nearest cent) of \$0.27, which represents a 14% discount to the volume weighted average price (VWAP) of E25 shares traded on the ASX over the last five trading days prior to the date that the SPP was announced (Tuesday, 21 May 2024).

The SPP is targeting to raise up to \$5 million (before costs) and is not underwritten. The Company may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

Use of Proceeds

In January 2024, the Company announced that it had completed a Feasibility Study (Study) to investigate the potential to expand the production of manganese concentrate at the Company's 100% owned Butcherbird Project (Project), located in the southern Pilbara region of Western Australia. The Study demonstrated strong economics with robust economic returns and rapid capital payback. Expansion of the processing facility at Butcherbird aligns with Element 25's strategy for its planned battery grade high purity manganese sulphate monohydrate (HPMSM) project to be built in Louisiana, USA in partnership with General Motors LLC and Stellantis NV.

Funds raised from the SPP will enable the Company to progress its current prime projects at the Butcherbird mine site (located in the southern Pilbara region of Western Australia), as part of the Butcherbird Stage 2 Expansion Project, as well as continuing to support the high purity manganese sulphate monohydrate (HPMSM) project to be built in Louisiana, USA in partnership with General Motors LLC and Stellantis NV.

Butcherbird Stage 2 expansion activities include initial engineering, procurement and project management activities prior to the completion of project financing and final investment decision (FID).

The activities for Louisiana include pre-commitment engineering activities to progress the planned HPMSM facility, where the Company recently announced commercial terms in relation to a development site for the HPMSM Project and general working capital.

Details about the SPP are included in E25's ASX announcement released on 21 May 2024, which you are encouraged to read. You can view this ASX announcement at E25's website: (<https://www.element25.com.au>) or from ASX's website (www.asx.com.au).

Participation in the SPP

Participation in the SPP is optional and is only offered to Eligible Shareholders of the Company i.e. Shareholders whose registered address is in Australia, New Zealand, Hong Kong and Germany who are registered on the Company's register of shareholders on the Record Date (5.00pm Australian Western Standard

Time, Monday, 20 May 2024), on the terms and conditions set out in the Share Purchase Plan Booklet and the Application Form.

Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the SPP. If you hold Shares on behalf of persons who reside outside Australia, New Zealand, Hong Kong and Germany or are in the United States, you are not an Eligible Shareholder and are unfortunately not entitled to participate in the SPP.

Before you decide whether to participate in the SPP, Eligible Shareholders are encouraged to seek financial, legal and taxation or other advice in relation to the SPP.

Each Eligible Shareholder has the opportunity to purchase up to \$30,000 worth of new, fully paid, ordinary shares in the Company (subject to discretionary scale back).

How to Apply for SPP Shares

To apply for SPP Shares, please refer to the instructions in the Application Form. Your Personalised Application Form can be accessed <https://investor.automic.com.au/#/home>.

In accordance with the instructions in your personalised Application Form, you must either:

- make a payment directly via BPAY® (noting that Eligible Shareholders in New Zealand cannot apply using BPAY unless they have an Australian bank account); or
- if you are unable to pay by BPAY, you may pay for SPP Shares via electronic funds transfer (EFT).

Eligible Shareholders wishing to apply for SPP Shares must ensure that their payment is received by no later than 5.00pm (Australian Western Standard Time) on Monday, 17 June 2024.

Questions and Further Information

The term and conditions of the SPP will be set out in the SPP Booklet which will be lodged with the ASX on Monday, 27 May 2024. The Company will also release an Investor Presentation in regard to the SPP on Monday, 27 May 2024 via the ASX. These releases contain important information about the SPP. You must carefully read and consider this information before deciding whether to participate in the voluntary SPP and apply for any SPP Shares.

If you have any questions in relation to how to participate in the SPP or apply for the SPP Shares, please contact the Registry, Automic Group on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Element 25 through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Directors, I thank you for your continued support of Element 25, and invite you to participate in the SPP.

Yours sincerely



John Ribbons
Non-Executive Chair

2. SUMMARY OF IMPORTANT DATES

Event	Date
Record Date	5.00pm (Australian Western Standard Time) Monday, 20 May 2024
Announce SPP with ASX	Tuesday, 21 May 2024
SPP Booklet and Investor Presentation to Shareholders	Monday 27, May 2024
Opening Date for SPP Applications	Monday, 27 May 2024
Closing Date for SPP Applications	5.00pm (Australian Western Standard Time) Monday, 17 June 2024
Results of SPP Announced	Monday, 24 June 2024
Issue of SPP Shares with ASX	Monday, 24 June 2024
SPP Shares commence trading on ASX	Tuesday, 25 June 2024
Holding statements issued to Shareholders	Wednesday, 26 June 2024

This timetable is indicative only and subject to change. E25 reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Australian Western Standard Time (AWST).

3. SUMMARY OF SHARE PURCHASE PLAN (SPP)

You should read this section in conjunction with the terms and condition of the SPP set out in section 4 of this Booklet.

Key SPP Details	Summary
SPP Offer	Eligible Shareholders may subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.
Purpose of SPP	The proceeds of the SPP will be used to support the Butcherbird Stage 2 Expansion Project.
Voluntary participation	<p>Participation in the SPP is entirely optional.</p> <p>Before you decide whether to participate in the SPP, E25 recommends that you seek any independent financial, legal, tax or other advice that you may require.</p> <p>If you do not wish to participate in the SPP, no further action is required on your part. Please note that in such circumstances you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled to under the SPP and your percentage shareholding in the Company may be diluted as a result.</p>
Issue Price of the SPP Shares	<p>The Issue Price of the SPP Shares (rounded to the nearest cent) is \$0.27, which represents a 14% discount to the volume weighted average price (VWAP) of E25 shares traded on ASX during the five trading days prior to the announcement date (Tuesday, 21 May 2024).</p> <p>There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue.</p> <p>Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.</p>
Eligible Shareholders	<p>The following Shareholders are eligible to participate in the SPP:</p> <ol style="list-style-type: none"> a) Shareholders who hold Shares (in their personal capacity) and have a registered address in either Australia, New Zealand, Hong Kong or Germany as noted on the Register as at 5.00pm (Australian Western Standard Time) on the Record Date (being Monday, 20 May 2024); and b) Shareholders who are Custodians or nominees that hold Shares on behalf of an Eligible Beneficiary, provided that the Custodian or nominee (as applicable) is not in the United States and is not acting for the account or benefit of a person in the United States, <p>(together, Eligible Shareholders) on the terms and conditions provided in this Booklet. Shareholders who hold Shares on behalf of persons who reside outside Australia, New Zealand, Hong Kong or Germany, are in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.</p> <p>Any person who is not an Eligible Shareholder is not entitled to participate in the SPP or apply for any SPP Shares.</p>

Key SPP Details	Summary
Not Transferable	Your entitlement to take-up any SPP Shares is non-transferable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.
Investment amount	<p>Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.</p> <p>The number of SPP Shares issued to an Eligible Shareholder will be rounded up to the nearest whole number after dividing the application monies by the Issue Price.</p> <p>Applications may be scaled back (in whole or in part) at the absolute discretion of E25.</p>
How to apply	<p>Eligible Shareholders wishing to apply for SPP Shares may do so by making payment via:</p> <ul style="list-style-type: none"> • BPAY; or • electronic funds transfer. <p>Instructions about how to make payment via BPAY (including your unique BPAY reference number) can be obtained online from the company's Share Registry, Automic at https://investor.automic.com.au/#/home. Eligible Shareholders will need their SRN or HIN to log in to access their personalised Application Form.</p> <p>You can only make payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions.</p> <p>When submitting payment via BPAY or electronic funds transfer, there is no need to return your personalised Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.</p> <p>Payment for SPP Shares for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00pm (Australian Western Standard Time) on Monday, 17 June 2024.</p> <p>You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. E25 and the Registry accept no responsibility for any delay in the receipt of BPAY or EFT payment.</p> <p>Cheque, bank draft, money order and cash payments will not be accepted.</p>
Key dates for the SPP	Please refer to section 2 of this Booklet.
Rights attached to SPP Shares	SPP Shares will rank equally with the existing fully paid ordinary shares on issue in the Company
Custodians and nominees	<p>The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries. Custodians and nominees who are Eligible Shareholders may choose whether or not to extend the SPP to their Eligible Beneficiaries.</p> <p>Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that Beneficiary.</p>

Key SPP Details	Summary
	<p>If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details required by the ASIC Instrument before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.</p> <p>To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry, Automic Group on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).</p> <p>A Custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC Instrument or the Corporations Act.</p>
<p>Issue of SPP Shares</p>	<p>Holding statements are expected to be dispatched on or around Wednesday, 26 June 2024.</p> <p>Please note, the dates in this Booklet are indicative only and may be varied by E25 in its discretion. You can confirm your total holding of Shares by contacting the Registry, Automic Group on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).</p>
<p>SPP Offer size</p>	<p>The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP is targeting to raise up to \$5 million (before costs).</p> <p>E25 may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.</p> <p>In such circumstances, you may be issued SPP Shares with a value that is less than the value of SPP Shares you applied for, with the difference being refunded to you (without interest).</p>
<p>Refunds</p>	<p>Any application monies refunded by E25 will be paid using the bank account details of the relevant Eligible Shareholder as noted in the Registry's records. If no bank account details have been provided by that Eligible Shareholder, any refund will be held until such payment instructions have been provided.</p> <p>Eligible Shareholders can verify or update their bank account details via the Registry, Automic Group https://investor.automic.com.au/#/home.</p>
<p>More information</p>	<p>If you have any questions in relation to how to participate in the SPP or apply for the SPP Shares, please contact the Registry, Automic Group on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or consult your financial or other professional adviser.</p> <p>If you have any questions in relation to whether an investment in E25 through the SPP is appropriate for you, please contact your professional adviser(s).</p>

4. SPP TERMS & CONDITIONS

IMPORTANT NOTICE AND DISCLAIMER

This Booklet does not provide financial, legal, taxation or other advice and has been prepared without taking account of your personal circumstances, including your investment objectives, financial situation or other particular needs. You should consider the appropriateness of participating in the SPP having regard to your specific investment objectives, financial situation or other particular needs. Eligible Shareholders are strongly recommended to seek any independent financial, taxation or other advice they may reasonably require before making any investment decision in relation to the Company or the SPP Shares.

The offer of SPP Shares under the SPP is made in accordance with the ASIC Instrument, which grants relief from the requirement for Element 25 to prepare a prospectus or other disclosure document in relation to the SPP. This Booklet is not a prospectus, product disclosure statement or other disclosure document and will not be lodged with ASIC or any other foreign regulator. You should rely on your own independent review, investigation and assessment of Element 25 and the SPP Shares based on previous disclosure made by Element 25 to ASX.

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you acknowledge and agree that you accept the risk that the market price of Shares may change between the date on which you send the Application Form to the Registry or make a payment by BPAY (as applicable) and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Eligible Shareholders should carefully read and consider the terms and conditions set out in this Booklet (including the Application Form) and the Investor Presentation before deciding to participate in the SPP. By participating in the SPP and applying for SPP Shares, you will be bound by the terms and conditions of this Booklet (including the Application Form).

All representations, warranties and disclaimers (or other limitations of liability) contained in this Booklet are given or included (as applicable) to the maximum extent permitted by law, and only to that extent.

The previous sections of this Booklet and the Application Form forms part of these terms and conditions.

4.1 Offer

- a) Element 25 offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares subject to, and in accordance with, the terms and conditions set out below (**SPP Offer**).
- b) The SPP Offer opens on Monday, 27 May 2024 and closes at 5.00pm (Australian Western Standard Time) on Monday, 17 June 2024 (or such other date as Element 25 determines, in its absolute discretion).
- c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at 5.00pm (Australian Western Standard Time) on Closing Date, being Monday, 17 June 2024 (or such other date as Element 25 determines, in its absolute discretion).

- d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- e) The SPP is targeting to raise up to \$5 million (before costs). Element 25 may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.
- f) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- g) All references to **\$** or **dollars** in this Booklet are references to Australian dollars unless otherwise indicated.
- h) All references to time are to Australian Western Standard Time, unless otherwise indicated.

4.2 Eligible Shareholders

The laws of some countries prohibit or make impracticable participation in the SPP by certain Shareholders who are not resident in Australia, New Zealand, Hong Kong or Germany. As such, the SPP Offer is not made to Shareholders with a registered address outside of Australia, New Zealand, Hong Kong and Germany.

- a) You are eligible to participate in the SPP Offer if you:
 - (i) are the registered holder of Shares on the Register and have a registered address in either Australia, New Zealand, Hong Kong or Germany as at 5.00pm (Australian Western Standard Time) on the Record Date; and
 - (ii) are a Custodian or nominee who holds Shares on behalf of an Eligible Beneficiary and is not in the United States and is not acting for the account or benefit of a person in the United States.

4.3 International offer restrictions

This document does not constitute an offer of new ordinary shares of Element 25 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

The SPP does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country.

In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

- a) New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of E25 with registered addresses in New Zealand as at 5.00pm (Australian Western Standard Time)

on the Record Date (being Monday, 20 May 2024) and to whom the SPP Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

b) Hong Kong

WARNING: This document may be distributed in Hong Kong only to existing shareholders of the Company. This document may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

This document has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong under Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

c) Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Shares in Germany is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); and
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

4.4 Joint holders and Custodians and nominees

- a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute the Booklet

to any person in, and may not participate in the SPP on behalf of any Beneficiary in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP in respect of that person.

4.5 Application for SPP Shares

- a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.
- b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- c) Eligible Shareholders who wish to apply for SPP Shares must follow the instructions set out in section 3 of this Booklet under 'How to apply'.
- d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details required by the ASIC Instrument before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry, Automic Group on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).
- f) Element 25, its officers, and its agents may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
 - (i) your application does not comply with these terms and conditions;
 - (ii) it appears you are not an Eligible Shareholder;
 - (iii) your EFT payment or BPAY payment, is not received by the Registry by Closing Date;
 - (iv) it appears that you are applying to purchase more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;
 - (v) payment of the application monies is not submitted in Australian currency; or
 - (vi) the amount of your BPAY payment or EFT payment is not equal to the amount of your application. If this occurs, Element 25 will:
 - (A) refund in full your application monies and not issue any SPP Shares to you; or
 - (B) issue to you the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your

payment and refund to you the excess of your application monies (without interest).

- g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by using the bank account details of the relevant Eligible Shareholder noted in the Registry's records. If no bank account details have been provided by that Eligible Shareholder, any refund will be held until such payment instructions have been provided.

4.6 Issue Price

- a) The Issue Price of the SPP Shares (rounded to the nearest cent) is \$0.27, which represents a 14% discount to the volume weighted average price (VWAP) of E25 shares traded on ASX during the five trading days prior to the SPP announcement.
- b) The current Share price can be obtained from ASX at www.asx.com.au.
- c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 4.7(a) or, if there is a scale back, the number of SPP Shares calculated under clause 4.10.

4.7 Number of SPP Shares to be Issued

- a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Element 25 will divide the value of your application monies by the Issue Price in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.
- c) Element 25 will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of Shares under any other application, would contravene any law, the Corporations Act, the Listing Rules, or the ASIC Instrument

4.8 Issue of SPP Shares

- a) SPP Shares will be issued on the Issue Date.
- b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- c) Element 25 will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on ASX on or around Monday, 24 June 2024
- d) The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Wednesday, 26 June 2024.

4.9 Acknowledgements

A payment made through BPAY or EFT constitutes a binding offer to acquire SPP Shares on the terms and conditions set out in this Booklet and, once lodged or paid, cannot be withdrawn. The Company's decision on whether to treat an acceptance as valid is final. By making payment via EFT or BPAY, you will also be deemed (to the maximum extent permitted by law) to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- a) you have received and read, and understand this Booklet and your personalised Application Form in their entirety;
- b) you accept the SPP Offer and irrevocably and unconditionally agree to the terms and conditions of the SPP set out in this Booklet (including the Application Form) and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- c) if you are a natural person, you are at least 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Application Form;
- d) all details and statements in your application are true and complete and not misleading;
- e) you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for SPP Shares in each case in accordance with these terms and conditions as well as any applicable laws;
- f) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- g) acknowledge that Element 25 and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- h) agree to pay the Issue Price per SPP Share up to the maximum of your BPAY payment or EFT payment;
- i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia, New Zealand, Hong Kong and Germany, including in the United States;
 - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person outside of Australia or New Zealand, including in the United States; and

- (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
- j) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:
 - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - (ii) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- k) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in the ASIC Instrument) or a nominee;
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
 - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with section 4.5(e); and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- l) accept the risk associated with any refund that may be dispatched to you by direct credit to your details shown on the Register;

- m) acknowledge that none of Element 25, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- n) you authorise Element 25, and its officers and agents, to do anything on your behalf reasonably necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- o) you acknowledge that Element 25 may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- p) you authorise Element 25, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

4.10 Scale back

- a) Applications may be scaled back (in whole or in part) at the absolute discretion of Element 25.
- b) If there is a scale back you may receive less than the parcel of SPP Shares for which you apply.
- c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.
- d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest).

4.11 Dispute resolution

- a) Element 25 may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- b) The powers of Element 25 under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 Variation and termination

- a) Element 25 reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including the Closing Date; and
 - (v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

- b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded to Eligible Shareholders in full. No interest will be paid on any application monies refunded to you.

4.13 Privacy policy

- a) Element 25 values your privacy and will take all reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Element 25 and the Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a Shareholder.
- b) Element 25 and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Element 25 and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- d) A copy of Element 25's privacy statement, which describes how we manage your personal information, is available at <https://www.element25.com.au/site/utilities/privacy>. The Registry's privacy policy is available at <https://www.automicgroup.com.au/privacy-policy/>.

4.14 Underwriting

The SPP is not underwritten.

4.15 Governing law and inconsistencies

- a) These terms and conditions are governed by the laws in force in Western Australia. Any dispute arising out of, or in connection with, the terms and conditions set out in this Booklet or the SPP Offer, will be determined by the courts of Western Australia. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in Western Australia.
- b) The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

5. GLOSSARY & DEFINITIONS

The following definitions apply throughout this Booklet:

Term	Definitions
\$	Australian dollars.
Application Form	your personalised application form that can be accessed https://investor.automic.com.au/#/home
ASIC	Australian Securities and Investments Commission.
ASIC Instrument	means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 5.00pm (Australian Western Standard Time) on the Record Date.
Closing Date	5:00pm (Australian Western Standard Time) on Monday, 17 June 2024 (or such other date as Element 25 determines, in its absolute discretion)
Corporations Act	the Corporations Act 2001 (Cth) as modified by the ASIC Instrument.
Custodian	a custodian as defined in paragraph 4 of the ASIC Instrument.
Custodian Certificate	a certificate complying with paragraph 8(3) of the ASIC Instrument.
Directors	The directors of Element 25 Limited.
EFT	electronic funds transfer.
E25	Element 25 Limited
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand.
Eligible Shareholder	has the meaning given in section 3 of this Booklet.
Investor Presentation	has the meaning given in section 1 of this Booklet.
Issue Date	Monday, 24 June 2024 (or such other date as E25 determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under section 4.6 of the terms and conditions.
Listing Rules	listing rules of the ASX.
Opening Date	Monday, 27 May 2024.

Term	Definitions
Record Date	5.00pm (Australian Western Standard Time) on Monday, 20 May 2024.
Register	the register of Shareholders.
Registry	Automic Group (Automic Pty Ltd) Phone: 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia)
Share	a fully paid ordinary share in Element 25 Limited.
Shareholder	a registered holder of a Share.
SPP	Share Purchase Plan.
SPP Offer	the Share Purchase Plan offered to Eligible Shareholders under the terms of this Booklet.
SPP Share	Each new Share offered pursuant to the SPP Offer.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
VWAP	volume weighted average price.