



September 4, 2025

A MESSAGE FROM THE BOARD OF DIRECTORS

Dear Shareholder,

On October 7, 2025, you will have the opportunity to decide on an important transaction that will directly affect the value of your investment in THEMAC Resources Group Limited ("THEMAC" or the "**Company**"). The proposed going-private transaction with Tulla Resources Group Pty. Ltd. ("**Tulla**") offers you cash consideration of **CAD\$0.08** per share, providing liquidity and certainty of value for your shares.

As described in the Company's press release of August 29, 2025, the proposed going-private transaction (the "**Transaction**") will be effected by way of a statutory plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (Yukon) pursuant to the terms of an Arrangement Agreement dated August 28, 2025.

If the Arrangement is approved, Tulla will become the sole shareholder of THEMAC. Following completion, the shares will be delisted from the TSX Venture Exchange and the Company will no longer be publicly traded. If the Arrangement is not approved, the transaction will not proceed.

Our Recommendation to Shareholders

The Board of Directors, acting on the recommendation of the Special Committee of independent directors comprised of Barrett Sleeman and Pierce Carson, unanimously (with Kevin Maloney and Andrew Maloney abstaining as interested directors) recommends that shareholders vote **in favour** of the Arrangement Resolution.

The Special Committee based its recommendation on a valuation and a fairness opinion prepared by Evans & Evans, an independent valuator, which concluded that the transaction is fair, from a financial point of view, to minority shareholders. The Special Committee also undertook a detailed review of the Company's financial condition, operations and prospects, as well as the risks associated with continuing as a public company.

Shareholders' attention is drawn to the following matters:

- As at 31 March 2025, the Company owed Tulla an aggregate of approximately **\$188.9 million**, comprised of \$67.4 million in principal and \$121.5 million in accrued finance expense (the "**Tulla Loans**"). Additional finance expenses have accrued since that date and will continue to accrue. The Company is entirely reliant on the financial support of Tulla. The Tulla Loans are repayable on demand.
- The alternative options to fund THEMAC are very limited and there is very little prospect of any other liquidity event in the foreseeable future.
- The Copper Flat Project is subject to permitting and there is no certainty that all permits will be granted.
- The Offer of \$0.08 per Share represents an **11% premium** to the 20-day volume weighted average price of the shares on the TSX Venture Exchange immediately prior to announcement of the transaction. consideration will be paid entirely in cash and ensures certainty of value and removes the exposure to market volatility.

There is a substantial risk that if the shareholders do not approve the Arrangement, Tulla may proceed to call the Tulla Loans, which the Company does not have resources to fund and which could lead to the insolvency of the Company. In such event, there is significant risk that shareholders will receive little or no consideration for their shares.

Meeting and Voting Information

A special meeting of shareholders of THEMAC (the "**Meeting**") will take place on **October 7, 2025 at 9:00 a.m. (Pacific time)** at **1500 – 1055 West Georgia Street, Vancouver, British Columbia**. Shareholders of record as of August 29, 2025 are entitled to attend and vote on the resolution approving the Arrangement (the "**Arrangement Resolution**").

If you are unable to attend the Meeting in person, please complete and return the enclosed form of proxy. If you are a beneficial shareholder who holds your shares through an intermediary, such as a brokerage firm, bank, dealer or other similar organization, then you should follow the voting procedures provided by your intermediary. Proxies must be received by Computershare Trust Company of Canada no later than **9:00 a.m. (Pacific time) on October 3, 2025**. Late proxies may be accepted or rejected at the discretion of the Chair of the Meeting.

To be effective, the Arrangement Resolution must be approved by (i) at least two-thirds of the votes cast by shareholders present in person or by proxy at the Meeting, and (ii) a simple majority of the votes cast by minority shareholders must also approve the resolution. For the purpose of the majority of the minority vote, shares held by Tulla, Kevin Maloney, Andrew Maloney, and Marley Holdings Pty Ltd. will not be counted.

Included herewith are the Notice of Meeting, form of proxy or voting instruction form, a Letter of Transmittal and the management information circular (the “**Circular**”), which contains the full details of the proposed Arrangement. The Circular is also available on SEDAR+ at www.sedarplus.ca. You should carefully read the Circular for its full terms and effect. If you have any queries, you should seek advice legal, taxation and/or financial advice, as appropriate.

In summary, the Board of Directors believes that the Arrangement provides fair value and a meaningful liquidity opportunity in the face of significant financial risk if the status quo continues. **The Board therefore urges shareholders to vote IN FAVOUR of the Arrangement Resolution. If the Arrangement Resolution is not approved by the shareholders at the Meeting, the Arrangement cannot be completed.**

Your support is essential to the success of this Transaction.

We are sincerely grateful to our Shareholders, many of whom have supported THEMAC with patience and commitment over many years. If you have any questions, please contact us at info@themacresources-group.com.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) *Barrett Sleeman*

Barrett Sleeman, Independent Director