HIGH-TECH METALS LIMITED

28 October 2025

Dear Shareholders

Annual General Meeting of High-tech Metals Limited

You are invited to attend the annual general meeting of shareholders of High-tech Metals Limited (**Company**) (ASX: HTM) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Thursday, 27 November 2025 at 9:30am (AWST) (**Meeting**).

In accordance with section 253RA of the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 253RB of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- the Company's website at https://hightechmetals.com.au/investor-center/:
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at quinton@hightechmetals.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely,

Quinton Meyers

Quinton Meyers
Non-executive Director & Company Secretary
High-tech Metals Limited

AUTHORISED FOR RELEASE BY THE COMPANY'S BOARD OF DIRECTORS

+61 08 9388 0051
info@hightechmetals.com.au
www.hightechmetals.com.au
22 Townshend Road
Subiaco WA 6008 Australia

High-Tech Metals Limited

(ACN 657 249 995)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday, 27 November 2025

9:30am AWST

To be held at

22 Townshend Road Subiaco, WA 6008

The Annual Report is available online at https://hightechmetals.com.au/

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9388 0051.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of High-Tech Metals Limited (ACN 657 249 995) (**Company**) will be held in person at 22 Townshend Road, Subiaco WA 6008 on Thursday, 27 November 2025 commencing at 9:30am AWST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm AWST on 25 November 2025.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass as a **non-binding resolution** the following:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2025 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr Charles Thomas

To consider and, if thought fit, pass as an ordinary resolution the following:

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Mr Charles Thomas, a Director who was last re-elected on 11 February 2022, retires, and being eligible for re-election, is elected as a Director with immediate effect."

3. Resolution 3 – Re-election of Director – Mr Tyler Formica

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That for the purpose of clause 15.4 of the Constitution and for all other purposes, Mr Tyler Formica, a Director who was appointed to fill a casual vacancy on 24 June 2025, retires, and being eligible, is re-elected as a Director"

4. Resolution 4 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum."

5. Resolution 5(a), 5(b) and 5(c) – Approval to Issue Performance Rights to Directors

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution:**

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue:

(a) 2,200,000 Performance Rights to Mr Charles Thomas (and/or his nominees);

(b) 2,200,000 Performance Rights to Mr Tyler Formica (and/or his nominees); and

(c) 2,200,000 Performance Rights to Mr Quinton Meyers (and/or her nominees),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 5(a) by or on behalf of:

(i) the person who is to receive the securities in question (namely, Mr Charles Thomas) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity; or

(ii) any Associate of that person or those persons;

(b) Resolution 5(b) by or on behalf of:

(i) the person who is to receive the securities in question (namely, Mr Tyler Formica) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity; or

(ii) any Associate of that person or those persons.

(c) Resolution 5(c) by or on behalf of:

(i) the person who is to receive the securities in question (namely, Mr Quinton Meyers) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity; or

(ii) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on these Resolutions; and

(ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 28 October 2025

BY ORDER OF THE BOARD

Quinton Meyers

Quinton Meyers
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road, Subiaco WA 6008 on 27 November 2025 commencing at 9:30am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting attend in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting via voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) If proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA,on the question that the resolution be passed; and

(d) either of the following applies:

    (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

    (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1 and Resolutions 5(a) – 5(c) unless you direct them how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1 and Resolutions 5(a) – 5(c), by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

(a) **Online**

Vote online at https://investor.automic.com.au/#/loginsah and simply follow the instructions on the enclosed proxy form.

(b) **By Paper**

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meeting@automicgroup.com.au
BY MOBILE	Scan the QR Code on your proxy form and follow the prompts

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at https://hightechmetals.com.au/;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Charles Thomas

5.1 General

Clause 15.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 15.2 of the Constitution is eligible for re-election.

Mr Charles Thomas will retire in accordance with clause 15.2 of the Constitution and being eligible, seeks re-election.

5.2 Background and qualifications

Mr Thomas is an Executive Director and Founding Partner of GTT Ventures a leading boutique corporate advisory firm based in Australia. Mr Thomas holds a Bachelor of Commerce from UWA majoring Corporate Finance. Mr Thomas has worked in the financial service industry for more than 17 years and has extensive experience in capital markets as well as the structuring of corporate transactions. Mr Thomas has significant experience sitting on numerous ASX boards spanning the mining, resources and technology space. Mr Thomas is currently Non-executive director of Green Critical Metals Limited (ASX.GCM), Non-executive Chairman of Viking Mines Ltd (ASX.VKA) and Executive Chairman of Marquee Resources Limited (ASC:MQR).

5.3 Independence

If re-elected, the Board considers Mr Charles Thomas to be an independent director.

5.4 Board recommendation

The Board (excluding Mr Charles Thomas) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Re-election of Director – Mr Tyler Formica

6.1 General

Clause 15.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Tyler Formica, having been appointed to fill a casual vacancy on 24 June 2025 will retire in accordance with clause 15.4 of the Constitution and being eligible seeks re-election.

6.2 Background and qualification

Mr Formica is a seasoned business leader with over 15 years of experience overseeing and growing family business interest across equity investment, property, and global operations. As a Director of the Formica Group, he plays a central role in shaping corporate strategy, managing financial performance, and driving long-term value creation through a hands-on, performance-driven approach. Mr Formica holds an MBA and brings a successful track record of investing in both public and private companies, with a focus on identifying value opportunities, enhancing operational efficiency, and delivering sustainable returns. Mr Formica currently serves on the board of M3 Mining Ltd (ASX:M3M) as a Non-Executive Director.

6.3 Independence

If re-elected, the Board considers Mr Tyler Formica to be an independent director.

6.4 Board recommendation

The Board (excluding Mr Tyler Formica) recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**10% Placement Facility**).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of approximately $16,327,669 and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 7.2(c) below).

7.2 Description of Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX:HTM) and Listed Options (ASX: HTMO).

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9,16 or 17;

(B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;

(C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:

(1) the agreement was entered into before the commencement of the relevant period; or

(2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;

(E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **Listing Rule 7.1A and Listing Rule 7.3A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 59,373,341 Shares and therefore has a capacity to issue:

(i) 8,906,001 Equity Securities under Listing Rule 7.1; and

(ii) 5,937,334 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

7.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

   (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

   (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

   (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and

   (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

   which may have an effect on the amount of funds raised by the issue of the Equity Securities.

   The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

   The table shows:

   (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

   (ii) two examples of where the issue price or ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		$0.1375 **50% decrease in Issue Price**	**$0.275** **Issue Price**	**$0.55** **100% increase in Issue Price**
Current Variable “A” **59,373,341 Shares**	10% Voting Dilution	5,937,334 Shares	5,937,334 Shares	5,937,334 Shares
	Funds raised	$816,383	$1,632,767	$3,265,534
50% increase in current Variable “A **89,060,012 Shares**	10% Voting Dilution	8,906,001 Shares	8,906,001 Shares	8,906,001 Shares
	Funds raised	$1,224,575	$2,449,150	$4,898,301
100% increase in current Variable “A” **118,746,682 Shares**	10% Voting Dilution	11,874,668 Shares	11,874,668 Shares	11,874,668 Shares
	Funds raised	$1,632,767	$3,265,534	$6,531,068

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder’s holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is $0.275, being the closing price of the Shares on ASX on 14 October 2025.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.

(e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.

(f) The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

(g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 14 November 2024. In the 12 months preceding the date of the 2025 Annual General Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A.

(h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 7.4(b) above):

(i) if Resolution 4 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company’s 15% placement capacity under Listing Rule 7.1; and

(ii) if Resolution 4 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company’s 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no voting exclusion statement has been included in the Notice.

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

8. Resolutions 5(a) – 5(c) – Approval to Issue Performance Rights to Directors

8.1 General

The Company has agreed, subject to Shareholder approval, to issue up to 6,600,000 performance rights to the Company’s Directors, Mr Charles Thomas, Mr Tyler Formica and Mr Quinton Meyers (and/or their nominees) on the terms and conditions set out in Schedule 2.

Resolutions 5(a) –5(c) seek Shareholder approval for the issue of a total of 2,200,000 Performance Rights to the Directors (and/or their nominee/s) as follows:

Director	Class A	Class B	Class C	Class D	Total
Mr Charles Thomas	550,000	550,000	550,000	550,000	**2,200,000**
Mr Tyler Formica	550,000	550,000	550,000	550,000	**2,200,000**
Mr Quinton Meyers	550,000	550,000	550,000	550,000	**2,200,000**
Total	**1,650,000**	**1,650,000**	**1,650,000**	**1,650,000**	**6,600,000**

(together, the **Related Party Performance Rights**).

The Related Party Performance Rights will vest on the achievement of the following milestones:

Class	Vesting Milestone	Expiry Date
A	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 350,000 ounces of Gold (Au) at an average grade ≥1g/t AuEq and reported using a minimum cut-off grade of 0.5g/t at a minimum of an inferred class.	3 years from the date of issue
B	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 600,000 ounces of Gold (Au) at an average grade ≥1g/t AuEq and reported using a minimum cut-off grade of 0.5g/t at a minimum of an inferred class.	5 years from the date of issue
C	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company achieving a VWAP of at least $0.40 over a period of 10 consecutive trading days.	1 year from the date of issue
D	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company achieving a VWAP of at least $0.50 over a period of 10 consecutive trading days.	2 years from the date of issue

The Related Party Performance Rights are being issued to incentivise and reward the Directors of the Company and to align the Directors with the long term and short term objectives of the Company.

8.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 5(a) – 5(c) (as applicable to each Director) by virtue of the fact that Resolutions 5(a) – 5(c) are concerned with the issue of Related Party Performance Rights to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

8.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company or an entity that the public company controls to give a financial benefit to a related party of the public company the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Performance Rights constitutes giving a financial benefit. The Directors are related parties of the Company by virtue of being Directors.

Given that all of the Directors of the Company have a material person interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

8.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Related Party Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the issue of the Related Party Performance Rights requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5(a) – 5(c) seek the required Shareholder approval for the issue of the Related Party Performance Rights to the Directors under and for the purposes of Listing Rule 10.11.

8.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 5(a) – 5(c) are passed, the Company will be able to proceed with the issue of the Related Party Performance Rights to the Directors within one (1) month after the date of the Meeting, but in any event, no later than 15 months of the Meeting.

If Resolutions 5(a) – 5(c) are not passed, the Company will not be able to proceed with the issue of the Related Party Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

8.6 Technical information required by ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 5(a) – 5(c):

(a) the Related Party Performance Rights will be issued to each of the existing Directors of the Company, that being, Mr Charles Thomas, Mr Tyler Formica and Mr Quinton Meyers (or their respective nominees);

(b) each of Mr Charles Thomas, Mr Tyler Formica and Mr Quinton Meyers fall within the category of Listing Rule 10.11.1 by virtue of being Directors of the Company, and if applicable, their nominees will fall within the category of Listing Rule 10.11.4 by virtue of being associates of a Director;

(c) a total of 6,600,000 Related Party Performance Rights will be issued to the Directors (and/or their nominees) as follows:

Director	Class A	Class B	Class C	Class D
Mr Charles Thomas (the subject of Resolution 5(a))	550,000	550,000	550,000	550,000
Mr Tyler Formica (the subject of Resolution 5(b))	550,000	550,000	550,000	550,000
Mr Quinton Meyers (the subject of Resolution 5(c))	550,000	550,000	550,000	550,000

(d) a summary of the terms and conditions of the Related Party Performance Rights is set out in Schedule 2;

(e) the Related Party Performance Rights will be issued within one (1) month after the date of the Meeting, and it is anticipated that the issue of the Related Party Performance Rights will occur on one date;

(f) the Related Party Performance Rights will be issued for nil consideration;

(g) the purpose of the issue of Related Party Performance Rights is to incentivise and reward the Directors;

(h) details of the Directors' current total remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and excluding the Related Party Performance Rights) are set out below

Name	Total Remuneration of Directors for the 2025 financial year	Current Financial Year
Mr Charles Thomas[1]	$53,520	$54,000
Mr Tyler Formica[2]	$887	$42,750
Mr Quinton Meyers[3]	$40,140	$42,750

Notes:

1. Mr Thomas was appointed as director on 11 February 2022. For FY2025, Mr Thomas received $48,000 in director fees and $5,520 in superannuation payments. For FY2026, Mr Thomas is entitled to a salary of $48,000 per annum (plus superannuation).
2. Mr Formica was appointed as director on 24 June 2025. For FY2025, Mr Formica received $887 in director fees. For FY2026, Mr Formica is entitled to a salary of $36,000 per annum (plus superannuation).
3. Mr Meyers was appointed as director on 30 October 2023. For FY2025, Mr Meyers received $36,000 in director fees and $4,140 in superannuation payments. For FY2026, Mr Meyers is entitled to a salary of $36,000 per annum (plus superannuation).

(i) the Related Party Performance Rights have the values, as attributed to by the Company shown in Schedule 3;

(j) the relevant interests of the Directors in securities of the Company as at the date of this Notice are set out below; if the Related Party Performance Rights issued to the Directors are exercised, a total of 6,600,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 59,373,341 to 65,973,341 (assuming that no other Options are exercised or Shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 10%;

Related Party	Shares	Options
Mr Charles Thomas[1]	246,041	623,020
Mr Tyler Formica	Nil	Nil
Mr Quinton Meyers[2]	709,574	724,762

Notes:

1. Comprising:
   a. 11,443 Shares and 5,721 Listed Options (ASX:HTMO) held indirectly via Mounts Bay Investments Pty Ltd <Calver Capital A/C>, an entity of which Mr Thomas is a director and beneficiary; and
   b. 234,598 Shares and 617,299 Listed Options (ASX:HTMO) held indirectly via Mounts Bay Investments Pty Ltd <CT Super Fund A/C>, an entity of which Mr Thomas is a director and beneficiary.
2. Comprising 709,574 Shares and 724,762 Listed Options (ASX:HTMO) held directly.

(k) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice is set out below;

	Price	Date
Highest	$0.30	1 September 2025, 2 September 2025
Lowest	$0.145	16 May 2025 – 21 May 2025
Last	$0.275	14 October 2025

(l) if each of Mr Charles Thomas, Mr Tyler Formica and Mr Quinton Meyers convert all Related Party Performance Rights the subject of Resolutions 5(a) – 5(c) and no other Shares are issued by the Company, they would hold 3.71%, 3.33% and 4.41% respectively of the issue capital of the Company, on an undiluted basis;

(m) in respect of Resolutions 5(a) – 5(c):

(i) the primary purpose of the grant of the Related Party Performance Rights is to reward the Directors, provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Related Party Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the number of Related Party Performance Rights to be issued to each of the Directors has been determined upon a consideration of current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company, the remuneration of the Directors, and incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Related Party Performance Rights to the Directors

(n) the Related Party Performance Rights are not being issued under an agreement;

(o) each Director has a material person interest in the outcome of Resolutions 5(a) – 5(c) on the basis that all the Directors (or their nominees) are to be issued Related Party Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 5(a) – 5(c) of this Notice;

(p) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions 5(a) – 5(c); and

(q) a voting exclusion statement is included for Resolutions 5(a) – 5(c) of this Notice.

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2025.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means High-Tech Metals Limited (ACN 657 249 995).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entities the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Related Party Performance Rights has the meaning given in Section 8.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule has the meaning in Section 4.

VWAP means volume weight average price.

AWST means Australia Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 - Terms and Conditions of Related Party Performance Rights

1. Performance Rights

Each Related Party Performance Right is a right of the Holder (and/or its nominees) to acquire a fully paid ordinary share in the capital of the Company (**Share**) subject to these terms and conditions.

2. Vesting Conditions

Related Party Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**):

Class	Vesting Milestone	Expiry Date
A	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 350,000 ounces of Gold (Au) at an average grade ≥1g/t AuEq and reported using a minimum cut-off grade of 0.5g/t at a minimum of an inferred class.	3 years from the date of issue
B	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 600,000 ounces of Gold (Au) at an average grade ≥1g/t AuEq and reported using a minimum cut-off grade of 0.5g/t at a minimum of an inferred class.	5 years from the date of issue
C	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company achieving a VWAP of at least $0.40 over a period of 10 consecutive trading days.	1 year from the date of issue
D	The Performance Rights will convert into fully paid ordinary shares of the Company (1:1 basis), upon the Company achieving a VWAP of at least $0.50 over a period of 10 consecutive trading days.	2 years from the date of issue

3. Exercise

Upon the Vesting Condition being satisfied for the relevant class of Related Party Performance Right, the Holder may exercise the Related Party Performance Rights by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise the Related Party Performance Rights.

4. Expiry

Any Related Party Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

5. Transfer

A Related Party Performance Right is not transferable.

6. Entitlements and bonus issues

The holder of a Related Party Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

7. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

8. Right to receive Notices and attend general meetings

Each Related Party Performance Right does not confer on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder does not have the right to attend general meetings of the Company.

9. Voting rights

A Related Party Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

10. Dividend rights

A Related Party Performance Right does not entitle the Holder to any dividends.

11. Return of capital rights

The Related Party Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

12. Rights on winding up

The Related Party Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

13. Change in control

(a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event described in paragraph (b) occurs, then each Related Party Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Related Party Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Related Party Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of the Related Party Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.

(b) A Change of Control Event occurs when:

(i) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or

(ii) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(c) The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Related Party Performance Rights and all remaining Related Party Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

14. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Related Party Performance Rights specified in the Notice of Exercise;

(b) if required, give ASX a notice that complies with section 708A(5) (e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Related Party Performance Rights.

If a Related Party Performance Right holder ceases to be employed or engaged with the Company, unless the Board determines otherwise, any Related Pary Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company.

15. Ceasing to be engaged by the Company

If a Related Party Performance Right holder ceases to be employed or engaged with the Company, unless the Board determines otherwise, any Related Pary Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company.

16. Compliance with law

The conversion of the Related Party Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

17. Application to ASX

The Related Party Performance Rights will not be quoted on ASX. On conversion of Related Party Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

18. Ranking of Shares

Shares into which the Related Party Performance Rights will convert will rank parri passu in all respects with existing Shares.

19. No other rights

A Related Party Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms

SCHEDULE 3 – Valuation of Related Party Performance Rights

The Performance Rights to be issued pursuant to Resolutions 5(a) – 5(c) have been valued by the Company's independent advisers.

The Class A and Class B Related Party Performance Rights were ascribed a "per security" value of $0.26, being the share price of the Company on the valuation date.

The Class C and Class D Related Party Performance Rights were valued using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model (the combination of the two models to be referred to as the 'Parisian Barrier1 Model').

The following inputs and results apply to each of the classes within those resolutions:

Class	Class A	Class B	Class C	Class D
Number of securities	1,650,000	1,650,000	1,650,000	1,650,000
Option Entitlement	One share	One share	One share	One share
Listed / Unlisted	Unlisted	Unlisted	Unlisted	Unlisted
Vesting milestones	Upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 350,000 ounces of Gold (Au) within three years of issue	Upon the Company announcing a JORC Compliant Mineral Resource Estimate of a minimum of 600,000 ounces of Gold (Au) within five years of issue	Upon the Company achieving a VWAP of at least $0.40 over a period of 10 consecutive trading days within one year of issue	Upon the Company achieving a VWAP of at least $0.50 over a period of 10 consecutive trading days within two years of issue
Valuation Date	10-Oct-25	10-Oct-25	10-Oct-25	10-Oct-25
Vesting Date	10-Oct-28	10-Oct-30	10-Oct-26	10-Oct-27
Expiry Date	10-Oct-28	10-Oct-30	10-Oct-26	10-Oct-27
Exercise Price	Nil	Nil	Nil	Nil
Value per security	$0.26	$0.26	$0.1339	$0.1564
Total Value	$429,000	$429,000	$220,935	$258,060

A summary of the total value of the Related Party Performance Rights to be issued to each Director is set out below:

Director	Class	Number	Value per security	Total Value
Charles Thomas	Class A	550,000	$0.26	$143,000
(Resolution 5(a))	Class B	550,000	$0.26	$143,000

	Class C	550,000	$0.1339	$73,645
	Class D	550,000	$0.1564	$86,020
Total		**2,200,000**		**$445,665**
Tyler Formica	Class A	550,000	$0.26	$143,000
(Resolution 5(b))	Class B	550,000	$0.26	$143,000
	Class C	550,000	$0.1339	$73,645
	Class D	550,000	$0.1564	$86,020
Total		**2,200,000**		**$445,665**
Quinton Meyers	Class A	550,000	$0.26	$143,000
(Resolution 5(c))	Class B	550,000	$0.26	$143,000
	Class C	550,000	$0.1339	$73,645
	Class D	550,000	$0.1564	$86,020
Total		**2,200,000**		**$445,665**

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

HIGH-TECH METALS LIMITED

High-Tech Metals Ltd | ABN 68 657 249 995

Your proxy voting instruction must be received by **9:30am (AWST) on Tuesday, 25 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of High-Tech Metals Ltd, to be held at **9:30am (AWST) on Thursday, 27 November 2025 at 22 Townshend Road Subiaco, WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5a, 5b and 5c (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5a, 5b and 5c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Mr Charles Thomas			
3	Re-election of Director – Mr Tyler Formica			
4	Approval of 10% Placement Facility			
5a	Approval to Issue Performance Rights to Mr Charles Thomas			
5b	Approval to Issue Performance Rights to Mr Tyler Formica			
5c	Approval to Issue Performance Rights to Mr Quinton Meyers			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

HTM

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).