

HASTINGS TECHNOLOGY METALS LIMITED ACN 122 911 399

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm WST

DATE: 30 November 2022

PLACE: The Boardroom Level 3 5 Mill Street Perth WA 6000

To attend the meeting online please register at: https://hastingstechmetals.com/agm/

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Shareholders will be able to attend the meeting online, however there will be **no online voting**.

Shareholders are strongly encouraged to lodge their completed proxy form in accordance with the instructions in this Notice of Meeting.

This Notice of Meeting can be accessed on the Company's website at www.hastingstechmetals.com

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6117 6118.

1

Business of the Meeting (setting out the proposed resolutions) Voting Exclusions Explanatory Statement (explaining the proposed resolutions) Glossary IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am WST on 24 November 2022 at Level 3 5 Mill Street Perth WA 6000, and to attend online please register at https://hastingstechmetals.com/agm/

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Guy Robertson, Company Secretary at **guy.robertson@hastingstechmetals.com** at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of resolutions to be put before the meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2.00 pm (WST) on 30 November 2022.

VOTING BY PROXY

- To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 11.00 am (AWST) on 28 November 2022, being not later than 48 hours before the commencement of the Meeting.
- 2. Proxy Forms can be submitted as follows:
 - Vote by going to https://investor.automic.com.au/#loginsah.
 - Email to meetings@automicgroup.com.au;
 - By mail to Hastings Technology Metals Limited at c/- Automic Pty Ltd, GPO Box 5193 Sydney NSW 2001; or
 - By hand to the Registrar, Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 business hours (Monday Friday, 8:30am 5pm (AWST)).
 - By facsimile +61 2 8583 3040

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

- 3. If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on resolution 1.
- 4. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is connected directly or indirectly with the remuneration of a director or member of the key management personnel of the Hastings Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

5. Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be emailed to info@hastingstechmetals.com, with the corporate shareholder's request to register for the Meeting.

6. Voting by attorney

A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to join and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be emailed to info@hastingstechmetals.com with your request to register for the Meeting.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PriceWaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company, for the year.

By order of the Board

Guy Robertson

Joint Company Secretary Hastings Technology Metals Ltd

28 October 2022

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Neil Hackett, who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR MALCOLM RANDALL

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Malcolm Randall, who retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,250,000 Shares under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

VOTING EXCLUSION STATEMENTS

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	 A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022; or A closely related party of a KMP¹
4. Approval to issue shares	The Company will disregard any votes cast in favour of the Resolution by or on behalf of:
	(a) Cadence Minerals Plc and any other person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity; or
	(b) any of their associates.
	However, this does not apply to a vote cast in favour of a resolution by:
	a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
	the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
	a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
	o 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 the resolution; and
	o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

¹A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.hastingstechmetals.com.

2. RESOLUTION 1 : ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2023 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2023 Annual General Meeting. All of the Directors who were in office when the Company's 2023 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2022.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote.

Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2.3 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR NEIL HACKETT

3.1 General

Clause 13.2 of the Constitution requires that one third of the directors shall retire from office annually.

Mr Neil Hackett will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Neil Hackett is set out in the Annual Report.

3.2 Directors' Recommendation

The Board recommends (with Mr Hackett abstaining) that Shareholders vote in favour of this Resolution 2.

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR MALCOLM RANDALL

4.1 General

Clause 13.2 of the Constitution requires that one third of the directors shall retire from office annually,

Mr Malcolm Randall will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Malcolm Randall is set out in the Annual Report.

4.2 Directors' Recommendation

The Board recommends (with Mr Randall abstaining) that Shareholders vote in favour of this Resolution 3.

5. APPROVAL FOR ISSUE OF SHARES (RESOLUTION 4)

5.1 GENERAL

On 23 June 2022 the Company announced it had reached an agreement with Cadence Minerals Plc (Cadence) to acquire the 30% interest Cadence held in the Yangibana joint venture tenements.

The Company executed the Asset Sale Agreement (Agreement) with Cadence on 12 October 2022 (see Appendix A). In accordance with the Agreement the Company will issue fully paid ordinary Shares to the value of \$9,000,000 based on the 30 day VWAP in the 30 days prior to settlement.

This Resolution seeks Shareholder approval for the issue of these Shares under Listing Rule 7.1.

5.2 Listing Rule 7.1 and Listing Rule 7.4.

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 4 will seek approval under Listing Rule 7.1. Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of up to 2,250,000 securities issued under LR 7.1.

5.3 Effect of this Resolution

If Resolution 4 is passed, the issue of Shares to Cadence Minerals Plc will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the issue of Shares to Cadence Minerals Plc will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

5.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Shares are to be issued to Cadence Minerals Plc, or its nominee;
- (b) the Company seeks approval for the issue of up to 2,250,000 Shares;
- (c) the Shares will be issued within one month of shareholder approval;
- (d) Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) the Shares are to be issued as consideration for 30% interest in the Yangibana joint venture tenements at a deemed price calculated based on a consideration of \$9,000,000 with the share price calculated based on a 30 day VWAP prior to settlement;
- (f) No funds will be raised from the issue as the issue of shares is consideration for a 30% interest in the Yangibana joint venture tenements; and
- (g) The material terms of the agreement under which the securities were issued include the following;

See Appendix A. In addition the Escrow Agreement provides for the following:

\$3,000,000 of shares issued under the Agreement are to be escrowed for a period of 3 months from date of settlement (tranche 1);

\$3,000,000 of shares issued under the Agreement are to be escrowed for a period of 6 months from date of settlement (tranche 2);

\$3,000,000 of shares issued under the Agreement are to be escrowed for a period of 12 months from date of settlement(tranche 3).

The escrow provisions provide for additional restrictions in relation to the volume of shares that may be traded, and relief in the event that the share price is 50% (tranche 1) or 100% (tranche 2 & 3) above the Settlement Price.

5.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will allow the Company to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9

GLOSSARY

\$ means Australian dollars.

AGM, Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Annual Report means the Annual Report of the Company for the year ended 30 June 2022.

Asset Sale Agreement means the agreement between the Company and Cadence Minerals Plc for the acquisition by the Company of the 30% interest in the Yangibana joint venture tenements, and the Escrow Deed.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Hastings Technology Metals Ltd (ACN 122 911 399).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those 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.

Notice or **Notice** of **Meeting** or **Notice** of **Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

VWAP means Volume Weighted Average Price

WST means Western Standard Time as observed in Perth, Western Australia.

Appendix A

The Sale Assets Comprise:

- (a) the Seller's 30% Yangibana JV Interest in the Yangibana Joint Venture as at the Completion Date, including the Seller's 30% Yangibana JV Interest in:
 - 1 the Joint Venture Agreement;
 - 2 the Tenements;
 - 3 the Mining Information; and
 - 4 any other assets held by the Seller in its capacity as a Yangibana JV Participant, or by the Yangibana JV Operator for and on behalf of the Seller in its capacity as a Yangibana JV Participant, as at the Completion Date.

Consideration: Shares the number of Hastings Shares equal to

\$9,000,000 divided by the Issue Price (with any fraction of a Hastings Share to be rounded

down and disregarded).

Other Terms: the Asset Sale Agreement contains other conditions which are

standard for an agreement of this nature.



Hastings Technology Metals Limited | ACN 122 911 399

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **2.00pm (WST) on Monday, 28 November 2022,** 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 KMP.

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.

 $\textbf{Companies:} \ To be signed in accordance with your Constitution. \ Please sign in the appropriate box which indicates the office held by you.$

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://automic.com.au.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/log insah

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

Sudney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

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All enquiries to Automic:

WEBSITE: https://automicgroup.com.au/

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

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