



HIGH-TECH METALS
LIMITED

28 March 2025

Dear Shareholders

General Meeting of High-tech Metals Limited

You are invited to attend the general meeting of shareholders of High-tech Metals Limited (**Company**) (ASX: HTM) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Monday, 28 April 2025, at 10:00am (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



+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 GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am
DATE: Monday, 28 April 2025
PLACE: 22 Townshend Road
Subiaco WA 6008

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

This Notice 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.

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 Shareholders at 10:00am on Saturday, 26 April 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,926,001 Shares on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 11,740,666 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE-ATTACHING PLACEMENT OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,333,334 Options to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO TAURUS CAPITAL

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options to Taurus Capital Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SHARES TO ROX RESOURCES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Rox Resources Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE FACILITATION SHARES TO TRIBECA NOMINEES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,650,000 Shares to Tribeca Nominees Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANSACTION ADVISORY SHARES TO A RELATED PARTY – GTT VENTURES

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 550,000 Shares to GTT Ventures Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Dated: 28 March 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 - Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1	Placement Participants or an associate of that person or those persons.
Resolution 2 – Approval to issue Tranche 2 Placement Shares	Placement Participants or any other person who will obtain a material benefit as a result of, the Placement issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3 – Approval to issue Free-Attaching Placement Options	Placement Participants or any other person who 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 Company) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Lead Manager Options to Taurus Capital	Taurus Capital Pty Ltd (or its nominee) or any other person who is expected to participate in, or who 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 Company) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Consideration Shares to Rox Resources	Rox Resources Limited (or its nominee) or any other person who is expected to participate in, or who 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 Company) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Facilitation Shares to Tribeca Nominees	Tribeca Nominees Pty Ltd (or its nominee) or any other person who is expected to participate in, or who 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 Company) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Transaction Advisory Shares to a Related Party – GTT Ventures	GTT Ventures Pty Ltd (or its nominee(s)) 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 Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (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 the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete the Proxy Form and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9388 0051.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 7

1.1 Acquisition of Mt Fisher-Mt Eureka Project

On 26 February 2025, the Company announced that it had entered a binding agreement with Rox Resources Limited (ACN 107 202 602) (**RXL**) and Rox (Mt Fisher) Pty Ltd (ACN 625 881 692) (**RMF**) (together, **Rox**) under which Rox agreed to sell and the Company agreed to purchase 100% of the tenement interests in the Mt Fisher Gold Project and a 51% interest in the Mt Eureka Gold Project (**Acquisition**).

Subject to the satisfaction (or waiver) of the conditions of the Acquisition (set out in Schedule 1) the consideration payable to RXL by the Company is:

- (a) a \$1,450,000 cash payment (**Completion Payment**);
- (b) the issue of 1,000,000 Shares at a deemed issue price of \$0.15 per Share subject to Shareholder approval under Resolution 5 (**Consideration Shares**); and
- (c) the grant of a 1% net smelter royalty on certain tenements within the Mt Fisher-Mt Eureka tenement package which are not subject to existing third party royalties (**NSR**).

Tenement E53/1319 is excluded from the Rox 1% NSR as this tenement is subject to a 9% Net Profit Royalty held by Rio Tinto Exploration Pty Ltd on all gold produced after the first 500,000 ounces of gold, and a royalty of \$5 per ounce on the first 500,000 ounces of gold produced which is held by RG Royalties LLC. In addition, certain tenements subject to a 1.5% net smelter royalty payable to Aurora Gold Pty Ltd are excluded from the RXL 1% NSR.

A summary of the material terms of the Sale and Purchase Agreement is set out in Schedule 1. For further technical information on the Mt Fisher-Mt Eureka Gold Project, refer to the Company's announcement of 26 February 2025.

1.2 Placement

In conjunction with the Acquisition the Company has received binding commitments from sophisticated and professional investors (**Placement Participants**) to raise a total of approximately \$2.5m (before costs) via the issue of 16,666,667 Shares at an issue price of \$0.15 per Share (**Placement**). The Placement Participants will also receive 1 free attaching Option for every 2 Shares subscribed for and issued under the Placement.

The Placement is being conducted in two tranches as follows:

- (a) 4,926,001 Shares issued under Tranche 1 of the Placement, which were issued on 25 March 2025, pursuant to the Company's existing placement capacity under Listing Rule 7.1 (being the Shares the subject of Resolution 1);
- (b) 11,740,666 Shares issued under Tranche 2 of the Placement, subject to Shareholder approval pursuant to Resolution 2; and
- (c) 8,333,334 free attaching Options (**Placement Options**), which will be issued subject to Shareholder approval pursuant to Resolution 3.

Taurus Capital Pty Ltd (ACN 091 980 764) (**Taurus Capital**) (or its nominee(s)) was engaged as lead manager to the Placement and in consideration for its services will receive the following fees:

- (d) a 1% management fee and a 6% capital raising fee for all money raised under the Placement; and
- (e) 15,000,000 Options (**Lead Manager Options**) which are subject to Shareholder approval under Resolution 4.

The Lead Manager Options and Placement Options are in the same class as the Company's existing quoted class (ASX:HTMO), exercisable at \$0.25 on or before 19 January 2026. A summary of the terms and conditions of the HTMO Options is set out in Schedule 2.

As announced on 26 February 2025, following completion of the Placement, the Company will undertake a non-renounceable entitlement offer to raise up to \$1,000,000. Further details on the entitlement offer will be outlined in a prospectus to be issued following the Meeting.

1.3 Transaction Fees

As part of the Acquisition, the Company has also agreed to issue:

- (a) 1,650,000 Shares to Tribeca Nominees Pty Ltd (ACN 610 148 993) (or its nominee(s)) (**Tribeca**) for introducing the Mt Fisher-Mt Eureka Project opportunity to the Company (**Facilitation Shares**); and
- (b) 550,000 Shares to GTT Ventures Pty Ltd (ACN 601 029 636) (or its nominee(s)) (**GTT Ventures**), for transaction advisory services provided in relation to the Acquisition (**Transaction Advisory Shares**).

The Company is seeking Shareholder approval to issue the Facilitation Shares and Transaction Advisory Shares under Resolutions 6 and 7, respectively.

GTT Ventures is an entity controlled by Non-Executive Chairman of the Company, Charles Thomas. Accordingly, the Company will be seeking Shareholder approval to issue the Transaction Advisory Shares for the purposes of ASX Listing Rule 10.11.

1.4 Use of funds

Proceeds from the Placement will be used to fund costs associated with the Acquisition, the Company's future exploration activities at the Mt Fisher-Mt Eureka Project and for general working capital.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULES 7.1

2.1 General

This Resolution seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 4,926,001 Shares at an issue price of \$0.15 per Share under Tranche 1 of the Placement. These Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

2.2 Listing Rules 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Placement Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	4,926,001 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	25 March 2025.
Price or other consideration the Company received for the Securities	\$0.15 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

The background to the Placement is set out above in Section 1.2.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 11,740,666 Shares to Placement Participants at an issue price of \$0.15 per Share under Tranche 2 of the Placement.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue, meaning the Company will not raise the additional \$1,761,100 that would have been raised under Tranche 2 of the Placement.

3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 11,740,666 Shares will be issued.
Terms of Securities	The Shares 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.15 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE FREE-ATTACHING PLACEMENT OPTIONS

4.1 General

The background to the Placement is set out above in Section 1.2.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 8,333,334 Options which were free-attaching to Shares under the Placement.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will be able to proceed with the issue, meaning Placement Participants will not receive Placement Options under the Placement.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 8,333,334 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, as the Placement Options will be issued free attaching with the Placement Shares on a 1:2 basis. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The Placement Options are being issued pursuant to the terms of the Placement. The purpose of the Placement was to raise capital, refer to Section 1.4 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO TAURUS CAPITAL

5.1 General

The background to the Placement is set out above in Section 1.2.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 15,000,000 Lead Manager Options to Taurus Capital in consideration for lead manager services provided by Taurus Capital in relation to the Placement.

The Options will be exercisable at \$0.25 each on or before 19 January 2026 and otherwise on the terms and conditions set out in Schedule 2.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to renegotiate payment terms with Taurus Capital, which may involve the payment of cash.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Taurus Capital (or its nominee(s)). The Company confirms that Taurus Capital will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 15,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by Taurus Capital.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the mandate agreement with Taurus Capital in relation to the Placement.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under a mandate, a summary of the material terms of which is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SHARES TO ROX RESOURCES

6.1 General

As set out in Section 1.1 above, the Company has agreed, subject to obtaining Shareholder approval, to issue the Consideration Shares to RXL (or its nominee) in consideration for the Acquisition.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares to RXL (or its nominee) in consideration for the Acquisition.

Resolution 5 is an ordinary resolution.

The Chair intends to cast all undirected proxies in favour of Resolution 5.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of Consideration Shares. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue, in which case the Company will not be able to complete the Acquisition, as the Acquisition is conditional on Shareholder approval for the issue of Consideration Shares.

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	RXL (or its nominee). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	A maximum of 1,000,000 Shares will be issued to RXL.
Terms of Securities	The Consideration Shares 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Consideration Shares are being issued in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The issue is being undertaken to meet the Company's obligations under the Sale and Purchase Agreement with Rox, which is summarised in Schedule 1. Accordingly, no funds will be raised from the issue of Consideration Shares.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Sale and Purchase Agreement, which is summarised in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to Resolution 5.

6.5 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL TO ISSUE FACILITATION SHARES TO TRIBECA NOMINEES

7.1 General

As set out in Section 1.3, the Company has agreed to issue the Facilitation Shares to Tribeca for introducing the Mt Fisher-Mt Eureka Project opportunity to the Company.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 1,650,000 Shares to Tribeca.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Tribeca (or its nominee(s)). The Company confirms that Tribeca is a substantial Shareholder of the Company and will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	1,650,000 Shares will be issued.
Terms of Securities	The Facilitation Shares 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Facilitation Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Facilitation Shares will be issued at a nil issue price, in consideration for Tribeca introducing the Mt Fisher-Mt Eureka Project opportunity to the Company.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the agreement reached with Tribeca relating to facilitating an introducing to Mt Fisher-Mt Eureka Project opportunity to the Company. The Company confirms that there is no formal written agreement relating to this arrangement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 – APPROVAL TO ISSUE TRANSACTION ADVISORY SHARES TO A RELATED PARTY – GTT VENTURES

8.1 General

As set out in Section 1.3, the Company has agreed to issue the Transaction Advisory Shares to GTT Ventures in consideration for transaction advisory services in relation to the Acquisition.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to 550,000 Shares to GTT Ventures (or its nominee(s)) in consideration for transaction advisory services in relation to the Acquisition.

As noted in Section 1.3, GTT Ventures is an entity controlled by Non-Executive Chairman of the Company, Charles Thomas. Accordingly, the Company will be seeking Shareholder approval to issue the Transaction Advisory Shares for the purposes of ASX Listing Rule 10.11.

8.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires 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 issue constitutes the giving of a financial benefit and GTT Ventures is a related party of the Company by virtue of being an entity controlled by Charles William Thomas, a Director.

The Directors (other than Mr Thomas who has a material personal interest in the outcome of the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because issue falls within the arms-length exception under section 210 of the Corporations Act, as the agreement to issue the Transaction Advisory Shares was reached on arms-length terms.

8.3 Listing Rule 10.11

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:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 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 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

8.5

Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	GTT Ventures (or its nominee(s)).
Categorisation under Listing Rule 10.11	<p>GTT Ventures falls within the category set out in Listing Rule 10.11.1 as it is a related party of the Company by virtue of being an entity controlled by Mr Thomas, a Director.</p> <p>Any nominee(s) of GTT Ventures who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	Up to 550,000 Shares will be issued.
Terms of Securities	The Transaction Advisory Shares 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Transaction Advisory Shares within 5 Business Days of the Meeting, and in any event will not issue any Transaction Advisory Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Transaction Advisory Shares will be issued at a nil issue price, in consideration for transaction advisory services provided by GTT Ventures in relation to the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligation to provide consideration to GTT Ventures for transaction advisory services provided in relation to the Acquisition.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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.

Chair means the chair of the Meeting.

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

Consideration Shares has the meaning given in Section 1.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitation Shares has the meaning given in Section 1.3(a).

GTT Ventures means GTT Ventures Pty Ltd (ACN 601 029 636).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Options means the Options proposed to be issued to Taurus Capital pursuant to Resolution 4, the terms of which are summarised in Schedule 2.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.2.

Placement Options means the free attaching Options proposed to be issued to the Placement Participants pursuant to Resolution 3, the terms of which are summarised in Schedule 2.

Placement Participants has the meaning given in Section 1.2.

Proxy Form means the proxy form accompanying the Notice.

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

Sale and Purchase Agreement means the tenement sale agreement between the Company and Rox, which is summarised in Schedule 1.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Taurus Capital means Taurus Capital Pty Ltd (ACN 091 980 764).

Transaction Advisory Shares has the meaning given in Section 1.3(b).

Tribeca means Tribeca Nominees Pty Ltd (ACN 610 148 993).

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

SCHEDULE 1 – SUMMARY OF THE MATERIAL TERMS OF THE SALE AND PURCHASE AGREEMENT

SALE AND PURCHASE AGREEMENT	
PARTIES	High-Tech Metals Limited (ACN 657 249 995) (Company) and Rox Resources Limited ACN 107 202 602 (RXL) and Rox (Mt Fisher) Pty Ltd ACN 625 881 692 (RMF) (each a Seller and together the Sellers). (together, the Parties and each a Party).
ACQUISITION	The Company agreed to acquire and the Sellers agreed to sell their interests in the Mt Fisher Gold Project and a 51% interest in the Mt Eureka Gold Project tenements (Tenements) including all mining and technical information relating to those Tenements (the Acquisition).
CONSIDERATION	<p>The Company has agreed to provide to the Sellers the following in consideration for the Acquisition:</p> <ul style="list-style-type: none"> a payment of \$1,450,000 (excluding GST) (Completion Payment); the issue of 1,000,000 Shares at a deemed issue price of \$0.15 per Share (Consideration Shares); and a 1% Net Smelter Royalty on all mineral production on the Tenements that do not currently have a royalty payable to a third party royalty holder. <p>The Consideration Shares will be subject to 12 months voluntary escrow from completion of the Acquisition.</p>
CONDITIONS PRECEDENT	<p>Completion of the Acquisition is subject to satisfaction or waiver of the following conditions precedent:</p> <ul style="list-style-type: none"> Listing Rule 7.1 approval: the Company obtaining the prior approval of its shareholders to the issue of the Consideration Shares pursuant to ASX Listing Rule 7.1 (and for all other purposes), by resolution of its shareholders in a general meeting of the Company; Regulatory approvals: the Parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Parties to lawfully complete the matters set out in the Agreement; Third party approvals: the Parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the Mining Act for the transfer of the granted tenements from the Sellers to the Company (as required), necessary to lawfully complete the matters set out in the Agreement; and Deeds of assignment and assumption: the Sellers, the Company and the relevant third party, executing a deed of assignment and assumption in relation to each contract which requires the consent of the third party to complete the matters set out in the Agreement.
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including exclusivity, representations and warranties and confidentiality provisions).

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND LEAD MANAGER OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.25 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on 19 January 2026 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (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 Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, 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.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company),

		the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



HIGH-TECH METALS
LIMITED

High-Tech Metals Limited | ABN 68 657 249 995

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Saturday, 26 April 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:

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