

## Stock Power of Attorney

(Necessary for the transfer of ownership by a corporation)

I Scott Clayton the Attorney by Power of Attorney of  
Bahcarib S.A. hereby transfer the ownership of:

Issuer Name Highland Critical Minerals Corp

ISIN/CUSIP 43005Y100

Number of Shares 500,000 shares and 375,000 Warrants

Certificate # BE-1213 Shares and warrants WT-31-03-2024-1020

to:

Name Scott Clayton

Street Kingfisher Island 18

State \_\_\_\_\_

City Nassau


Country Bahamas

Postal Code XXXXXX

Dated: October 14th 2025

I have the power to transfer these shares as I have the power vested in me as proved in the attached documents:

- ☒ Certificate of Good Standing less than one year old
- ☒ Current Director/Officer Registry with my name on it
- ☒ Signed Board Resolution giving me authorization

Signed: 

Signature Guarantee by Notary Public or Green Medallion Stamp





### Pre-Authorized Credit Card Payment - Authorization Form

Integral Transfer Agency (ITA) strongly encourages that all clients provide credit card information that will be kept on file to process payment for any current and future services/work requested by the client and processed by ITA. **Providing a valid credit card will result in savings of 10% off your next monthly maintenance fee and 10% off your next share issuance after ITA has received the credit card information.**

Please fill and sign this form and fax to: (647) 794-3332 or scan and email to: [accounting@integraltransfer.com](mailto:accounting@integraltransfer.com)

☐ VISA ☒ MasterCard ☐ American Express (AMEX)

Credit Card number: 5446 7781 0000 3534 Expiry Date: 12 / 26 \*CVC Code: 423

\*Card Verification Value Code "VISA or MasterCard" 3 digit code on the back of the card. "AMEX" 4 digit code on the front of the card.

Name exactly as shown on the Card: SCOTT CLAYTON

Billing Address as shown on credit card statement: KINGFISHER 18 SANDPORT

City NASSAU Prov./State ☐ Country BAHAMAS Postal/Zip Code 2006

#### General Guidelines:

- Invoices will be sent to the client by EMAIL for the requested services; and subsequently on or about the 1<sup>st</sup> of every month for any monthly recurring service fees. Payment is due upon receipt.
- The client has five (5) business days to review and respond to the EMAIL, if no response is received by our accounting department the invoice will be considered approved and the credit card payment will be processed.
- The client is responsible to advise Integral in writing of any credit card statement billing error attributable to a transaction processed by Integral. Any refunds due will be credited to the client's credit card account; or upon the client's request, their Integral Client Account can be credited instead with the funds to be used towards the client's future service invoices.
- The client can set a pre-authorized payment amount limit. However the client may be asked to make an interim payment if the amount for the work requested exceeds the pre-authorized payment amount limit set by the client.
- When processing the credit card payment all applicable Non-Sufficient Funds (NSF) charges will apply if the credit card is declined; and we reserve the right to not process any additional work until the client's outstanding Integral Client Account balance is paid in full.
- It is the client's sole responsibility to inform Integral in writing of any changes made to their company's contact information such as new contact person, email address or credit card information, if not Integral will consider the invoice delivered by using the email address on file provided by the client below.

I hereby authorize Integral Transfer Agency Inc. to bill my credit card for up to \$ 150 Canadian Funds. The minimum is \$500. (CDN – exchange rate will apply as per the transaction date value assigned) in a given month based on the monthly invoice sent to me for the following company:

HIGHLAND CRITICAL MINERALS CORP

(Full Company Name)

\* EMAIL NEW DRG ↓

SCOTT CLAYTON

(Contact Name)

SCOTTCLAYTON@HUSHMAIL.COM

(Email address)

It is understood that the credit card payment will only be processed five business (5) days after the invoice has been sent to the email address provided above to allow time for me to review or dispute the charges.

Scott Clayton  
(Signature)

DATE: 16 / 15 / 2025  
MM / DD / YYYY



500 Annette St.  
Lower Level  
Toronto, ON M6S 2C4

Phone: 1 (416) 623-8028  
Fax: 647-794-3332  
support@integraltransfer.com  
http://www.integraltransfer.com

DIRECT REGISTRATION ACCOUNT STATEMENT AS OF 9/12/2025

Account (ID: 370-427):  
Bahcarib S.A.  
6 Bosham Close, Camperdown Heights,  
Camperdown Heights, P.O. Box:SP 63801  
Nassau, Camperdown  
Bahamas

Issuer: Highland Critical Minerals Corp.  
State of Incorporation : BC  
Outstanding Common A: 500,000

Issuer: Highland Critical Minerals Corp. (ID: 396)

Security Common A:							
Certificate ID	Certificate #	Issued	Restriction	CUSIP	ISIN	Security	Shares
101-736	BE-1213	08/15/2025		43005Y100	CA43005Y1007	Common A	500,000
<div>Number of Common A Certificates: 1 Total Common A Outstanding: 500,000</div>							
Security		CUSIP		Authorized Shares		Par Value	
Common A		43005Y100		Unlimited		N/A	

IMPORTANT INFORMATION RETAIN FOR YOUR RECORDS.

This advice is your record of the securities transaction affecting your holdings recorded on the books of the issuer as part of the book-based Direct Registration System (DRS). It is neither a negotiable instrument nor a security. You can transfer or sell your book-based DRS holdings represented by this advice by presenting this advice to your broker along with written instructions/stock power. If the issuer's incorporating documents and governing legislation entitle security holders to receive certificates representing their holdings, this advice is also a non-transferable written acknowledgement of your right to receive such a certificate in respect of your holdings. Upon request, the issuer will furnish to any security holder, without charge, a full statement of the designations, rights (including rights under an issuer Rights Agreement, if any), preferences and limitations of the securities of each class and series authorized to be issued and the authority of the Board of Directors to divide the securities into series and to determine and change rights, preferences and limitations of any class or series. The assets in your account on the books of the issuer are part of the Direct Registration System. Such assets are not deposits of Integral Transfer Agency and are not insured by the Canada Deposit Insurance Corporation or any other government agency.

UNTIL THE SEPARATION TIME (AS DEFINED IN THE RIGHTS AGREEMENT REFERRED TO BELOW), THIS CERTIFICATE ALSO EVIDENCES AND ENTITLES THE HOLDER HEREOF TO CERTAIN RIGHTS AS SET FORTH IN A SHAREHOLDER RIGHTS PLAN AGREEMENT, DATED AS OF JULY 24, 2007 (THE "RIGHTS AGREEMENT"), BETWEEN XYZ INC. (THE "COMPANY") AND INTEGRAL TRANSFER AGENCY INC., AS RIGHTS AGENT, AS AMENDED FROM TIME TO TIME, THE TERMS OF WHICH ARE HEREBY INCORPORATED HEREIN BY REFERENCE AND A COPY OF WHICH MAY BE INSPECTED DURING NORMAL BUSINESS HOURS AT THE PRINCIPAL OFFICE OF THE CORPORATION. UNDER CERTAIN CIRCUMSTANCES, AS SET OUT IN THE RIGHTS AGREEMENT, THE RIGHTS MAY BE AMENDED, REDEEMED, MAY EXPIRE, MAY BECOME NULL AND VOID OR MAY BE EVIDENCED BY SEPARATE CERTIFICATES AND NO LONGER EVIDENCED BY THIS CERTIFICATE. THE CORPORATION WILL MAIL OR ARRANGE FOR THE MAILING OF A COPY OF THE RIGHTS AGREEMENT TO THE HOLDER OF THIS CERTIFICATE WITHOUT CHARGE AS SOON AS PRACTICABLE AFTER THE RECEIPT OF A WRITTEN REQUEST THEREFOR.

Privacy Notice

Privacy Notice: Integral Transfer Agency is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve you and our clients' needs and for other lawful purposes relating to our services. Some of your information may be transferred to servicers in the U.S.A for data processing and/or storage. We have prepared a Privacy Code to tell you more about our information practices, how your privacy is protected and how to contact our Compliance Officer. It is available at our website, integraltransfer.com, or by writing to us at 401 Bay Street, Suite 2702, Toronto, Ontario M5H 2Y4, Canada.

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Account (ID: 370-427):  
  
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6 Bosham Close, Camperdown Heights,  
Camperdown Heights, P.O. Box:SP 63801  
Nassau, Camperdown  
Bahamas

Issuer: Highland Critical Minerals Corp.  
State of Incorporation : BC  
Outstanding Warrant: 375,000

Issuer: Highland Critical Minerals Corp. (ID: 396)

Security Warrant:

Certificate ID	Certificate #	Issued	Restriction	CUSIP	ISIN	Security	Shares
101-737	WT-31-03-2024-10205/2025	03/31/2029				Warrant	375,000
Expiration: 3/31/2029, Exercise Price: \$0.15							

Number of Warrant Certificates: 1  
Total Warrant Outstanding: 375,000

Security	CUSIP	Authorized Shares	Par Value
Warrant		Unlimited	N/A

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Registrar of Companies  
Department

# Commonwealth of The Bahamas

## THE INTERNATIONAL BUSINESS COMPANIES ACT

### 2000

## Certificate of Good Standing

No. 55612 (IBC)  
**BAHCARIB S.A.**

I, **LAVERNE S. THOMPSON**, Registrar of Companies for The Commonwealth of The Bahamas, do hereby certify that:

1. The above Company was duly incorporated under the provisions of the International Business Companies Act 2000, (No. 45 of 2000) on the **26th day of March, 1997** as Company No. 55612 of the Register of International Business Companies.
2. The name of the Company is still on the Register of International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 176 and 177 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with this Office, the Company is in good legal standing

Given under my hand and seal at Nassau  
in the Commonwealth of The Bahamas this  
**14th day of October, 2025**

Registrar of Companies



14-Oct-2025



M27924802250  
14-Oct-2025

<https://pub.rgd.gov.bs/verify/BDR>

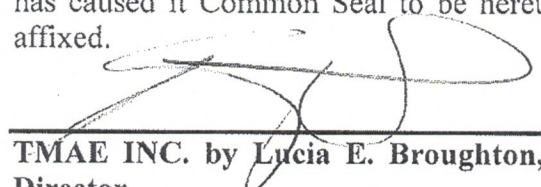
## POWER OF ATTORNEY

BY THIS POWER OF ATTORNEY made the 15<sup>th</sup> day of October, A.D., 2025 **BAHCARIB S.A.** (hereinafter referred to as "the Company"), a company duly incorporated and existing in accordance with the laws of the Commonwealth of The Bahamas and having its Registered Office situate on the Island of New Providence one of the islands of the said Commonwealth, by its duly appointed Director **TMAE Inc.**, acting with the full authority of the Company hereby nominates constitutes and appoints **Scott Campbell Clayton**, as the true and lawful **Attorney-in-Fact** of the Company for and in the name of the Company to do any or all of the following on behalf of the Company:

1. To execute, sign (under seal if necessary), carry out deliver and perfect all acts agreements, deeds, documents, transfers instruments and assurances as shall be necessary in connection with all matters relating to the transfer of 500,000 shares and 375,000 Warrants of Highland Critical Minerals Corp. with INSIN/CUSIP 43005Y100 and Certificate # BE-1213 Shares and warrants WT-31-03-2024-1020 by and on behalf of the Company to Scott Clayton; and
2. To do every other thing whatsoever which may be deemed necessary proper or expedient to fully or effectively pass and transfer any such art as fully to all intents and purposes whatsoever as the Company would do if present

The Company hereby declares that it approves and acknowledges from the date hereof that all the actions of the Attorney carried out within the scope of the powers specified hereinabove as lawful, valid, binding, and unobjectionable, as if they were carried out by the Company. This authorization is in effect until it is revoked and the revocation is lawfully communicated.

IN WITNESS WHEREOF the Company has caused its Common Seal to be hereunto affixed.

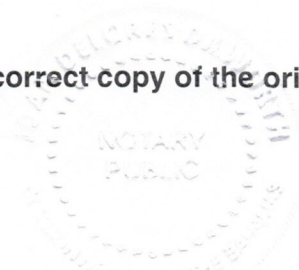
  
\_\_\_\_\_  
**TMAE INC. by Lucia E. Broughton, its  
Director  
DIRECTOR**

The Common Seal of **BAHCARIB S.A.** was affixed by **TMAE INC.** by its Director **Lucia E. Broughton**, a Director of the Company who affixed her signature hereto in the presence of:

  
\_\_\_\_\_  
Witness

I certify that this document is a true and correct copy of the original document:

  
**Joan D. Dilworth,  
Attorney-at-Law & Notary Public  
No. 6 Bosham Close, Camperdown Heights, P.O. Box SP 63801**





**WRITTEN CONSENT OF THE DIRECTORS OF**  
**BAHCARIB S.A.**

The undersigned being the Sole Director of BAHCARIB S.A. ("the Company") hereby adopts by this Written Consent the following resolutions which are hereby passed pursuant to the provisions of the Articles of Association of the Company this 15<sup>th</sup> day of October, A.D. 2025.

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**RESOLVED THAT:**

1. the Company issue a Power of Attorney in favour of **SCOTT CAMPBELL CLAYTON** for the purpose of transferring 500,000 shares and 375,000 Warrants of Highland Critical Minerals Corp. with INSIN/CUSIP 43005Y100 and Certificate # BE-1213 Shares and warrants WT-31-03-2024-1020 by and on behalf of the Company to Scott Clayton.
2. the Power of Attorney in the form annexed hereto and which is hereby incorporated herein be duly executed by the Sole Director.

  
*(for and on behalf of)* **TMAE Inc.**  
**SOLE DIRECTOR**

I certify that this document is a true and correct copy of the original document:

  
Joan D. Dilworth,  
Attorney-at-Law & Notary Public  
No. 6 Bosham Close, Camperdown Heights, P.O. Box SP 63801  
NP Bahamas · Tel · 242-3276070



# REGISTER OF DIRECTORS

BAHCARIB S.A.

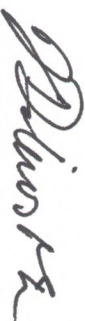
Registration No.: 55,612 B

Date of Incorporation: 26<sup>th</sup> MARCH, 1997

Registered Office: BROUGHTON CARTWRIGHT

Name of Director	Address	Occupation	Date of		Office Held
			Appointment	Resigned	
LUCAYA MANAGEMENT NOMINEES LTD.	NASSAU, BAHAMAS	COMPANY	26th MARCH 1997	2 <sup>nd</sup> JANUARY 2013	DIRECTOR
TMAE Inc.	NASSAU, BAHAMAS	COMPANY	1 <sup>st</sup> JANUARY 2013		DIRECTOR

I certify that this document is a true and correct copy of the original document:



Joan D. Dilworth,  
Attorney-at-Law & Notary Public  
No. 6 Bosham Close, Camperdown Heights, P.O. Box SP 63801  
NP Bahamas; Tel: 242-3276070  
My Commission Ends the 31st of December 2025