

## HIGHLAND CRITICAL MINERALS CORP.

1 Adelaide St. East, Suite 801  
Toronto, Ontario, Canada, M5C 2V9

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of Highland Critical Minerals Corp. (the "Company" or "Highland") will be held at 801-1 Adelaide St. East, Toronto, ON on November 21, 2025, at 1:00 p.m. (Toronto time).

At the Meeting, the shareholders of Highland (the "Shareholders") will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditors' report thereon, for the fiscal years ended September 30, 2024;
1. to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor;
2. to consider and, if thought advisable, approve with or without variation, an ordinary resolution to fix the number of directors of the Company at three;
3. to elect the directors of the Company to hold office until the next annual meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of Shareholders approving the Company's existing restricted share unit plan;
5. to consider, and, if thought advisable, to pass, with or without variation, an ordinary resolution of the majority of the Shareholders to authorize and approve the Company's existing stock option plan;
6. to consider and, if thought advisable, to pass with or without variation, a special resolution (the "Arrangement Resolution") approving an arrangement (the "Arrangement") under section 288 of the *Business Corporations Act* (British Columbia) (the "Act") among the Company, its securityholders and Highland Red Lake Gold Corp. ("Highland Red Lake"), pursuant to which the Company and securityholders of Highland will receive securities in the capital of Highland Red Lake; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular dated October 27, 2025 (the "Circular"). The audited consolidated financial statements and related MD&A for the Company for the fiscal year ended September 30, 2024, are available upon request to the Company, and it can be found on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

You will find the Circular, a form of proxy and a supplemental mailing list return card at [www.highlandcritical.com](http://www.highlandcritical.com).

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The board of directors of the Company (the "Board") has by resolution fixed the close of business on September 22, 2025, as the record date, being the date for the determination of the registered holders of Class A Common Shares of the Company (the "Highland Shares") entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Shareholders are encouraged to vote on the matters BEFORE the Meeting by proxy to ensure that their votes are properly counted. Those Shareholders who are unable to attend the Meeting are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy accompanying this notice and in the Circular.

Shareholders who are registered will be able to attend, participate and vote at the Meeting or may be represented by proxy.

A registered holder of Highland Shares wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his / her / their / its duly completed and executed form of proxy with the Company's registrar and transfer agent,

**Integral Transfer Agency Inc., located at 600 Annette St., Toronto, Ontario, M6S 2C4**, by November 19, 2025, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed.

Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

AND TAKE NOTICE that dissenting Shareholders in respect of the proposed Arrangement are entitled to be paid the payout value of their shares in accordance with section 238 of the Act. Pursuant to the Interim Order (as defined in the Circular) of the Supreme Court of British Columbia dated October 27, 2025 and the Act, a registered holder of Highland Shares of the Company may until 10:00 a.m. (Vancouver Time)/1:00 p.m. (Eastern Time) on the day which is two days immediately preceding the date of the Meeting give the Company a notice of dissent in the manner provided for in the Interim Order with respect to the Arrangement Resolution. As a result of giving a notice of dissent, a Shareholder may, on receiving a notice of implementation of the Arrangement Resolution, require the Company to purchase all of the Highland Shares held by such Shareholder in respect of which the notice of dissent was given. These dissent rights are described in the Circular.

### **Notice-and-Access**

This year, the Company has elected to use for the Meeting the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations* (together with NI 54-101, the "Notice-and-Access Provisions") of the Canadian Securities Administrators (the "CSA"). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to the

**HIGHLAND CRITICAL MINERALS CORP.**

1 Adelaide St. East, Suite 801  
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Shareholders by allowing the Company to post its Circular and any additional materials online. Shareholders who would like more information about the Notice-and-Access Provisions may contact the Company's transfer agent, Integral Transfer Agency Inc., at 1 (416)-623-8028 or over e-mail at [support@excelsiorsolutions.biz](mailto:support@excelsiorsolutions.biz). Please see the section entitled "Notice-and-Access" in the accompanying Circular.

The Circular and all additional materials have been posted under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and [www.highlandcritical.com](http://www.highlandcritical.com). All Shareholders of record as of the Record Date will receive a notice and access notification containing instructions on how to access the Circular and all additional materials.

Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters

being transacted at the Meeting. Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) the Form of Proxy or VIF; and (iv) the Financial Statements and accompanying management discussion and analysis may be obtained free of charge by emailing [support@integraltransfer.com](mailto:support@integraltransfer.com) or by calling 1-416-623-8028. To ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received no later than November 3, 2025.

If you are not a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

**Electronic Delivery of Materials**

You can receive future mailings of Highland Critical Minerals Corp. ELECTRONICALLY

How does that benefit you?

- Vote Electronically in future shareholder meetings
- Receive Updates
- Access your account at Integral Transfer Agency online

Send an email to: [support@integraltransfer.com](mailto:support@integraltransfer.com) and include your name and physical address

DATED at Toronto, Ontario, this 27th day of October, 2025.

BY ORDER OF THE BOARD

(Signed) "*Brian Morales*"  
Brian Morales

Director

# Proxy

## ANNUAL GENERAL and SPECIAL MEETING OF CORP. SHAREHOLDERS OF HIGHLAND CRITICAL MINERALS

TO BE HELD AT 801-1 Adelaide St. East, Toronto, ON

ON FRIDAY, NOVEMBER 21, 2025 AT 1 P.M. (EASTERN TIME ZONE)

I/We being holder(s) of the Company hereby appoint, Edward Yew, Chief Executive Officer of the Company, or failing this person, Brian Morales, Chief Financial Officer of the Company, or in the place of the foregoing, \_\_\_\_\_ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the “**Meeting**”) and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

Number Of Shares  
Represented By Proxy: \_\_\_\_\_

### Resolution

		For	Against	Withhold
1.	To receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon, for the fiscal years ended September 30, 2024			
2.	Appointment of MNP LLP, Chartered Professional Accountants, as Auditors of the Company and to fix the remuneration to be paid to the Auditors			
3.	To fix the number of Directors at 3			
3.a	To elect Brian Morales as Director,			
3.b	To elect Sophie Galper-Komet as Director,			
3.c	To elect Yazeed Esnan as Director,			
4.	To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of Shareholders approving the Company's existing restricted share unit plan			
5.	to consider, and, if thought advisable, to pass, with or without variation, an ordinary resolution of the majority of the Shareholders to authorize and approve the Company's existing stock option plan			
6.	to consider and, if thought advisable, to pass with or without variation, a special resolution (the " <b>Arrangement Resolution</b> ") approving an arrangement (the " <b>Arrangement</b> ") under section 288 of the <i>Business Corporations Act</i> (British Columbia) (the " <b>Act</b> ") among the Company, its securityholders and Highland Red Lake Gold Corp. (" <b>Highland Red Lake</b> "), pursuant to which the Company and securityholders of Highland will receive securities in the capital of Highland Red Lake			
7.	To transact such other business as may properly come before the Meeting			

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITYHOLDER SIGN HERE: \_\_\_\_\_

Please Print Name: \_\_\_\_\_

Date Signed: \_\_\_\_\_

**THIS FORM MUST BE SIGNED AND DATED ABOVE.**

**SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE**

## **This Form of Proxy is solicited by and on behalf of Management.**

### **Notes to Proxy**

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by 1:00 PM (Toronto Time), November 19, 2025.**

## **VOTING METHODS**

### **RETURN YOUR PROXY: TO INTEGRAL TRANSFER AGENCY**

1. **By mail or delivery: INTEGRAL TRANSFER AGENCY, 600 Annette St, Toronto, Ontario, M6S 2C4;**
2. **By fax: (647) 794-3332;**
3. **By email – [support@integraltransfer.com](mailto:support@integraltransfer.com); or**
4. Online: <https://stocktransfersolo.com/vote/> You may vote if you are a registered shareholder. If you are, there is a separate sheet attached with voting instructions.

No. S-257929  
Vancouver Registry

In the Supreme Court of British Columbia

IN THE MATTER OF SECTION 288 OF THE BUSINESS CORPORATIONS ACT,  
S.B.C. 2002, CHAPTER 57, AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING  
HIGHLAND CRITICAL MINERALS CORP. AND HIGHLAND RED LAKE GOLD CORP.

AND

HIGHLAND CRITICAL MINERALS CORP.

Petitioner

### NOTICE OF PETITION

To: The holders (the "**Company Shareholders**") of outstanding common shares of Highland Critical Minerals Corp. (the "**Company**")

NOTICE IS HEREBY GIVEN that a Petition to the Court has been filed by the Petitioner in the Supreme Court of British Columbia (the "**Court**") for approval of a plan of arrangement (the "**Arrangement**") pursuant to the *Business Corporations Act*, S.B.C. 2002, c.57, as amended (the "**BCBCA**").

AND NOTICE IS FURTHER GIVEN that by an Interim Order Made After Application pronounced by Associate Judge Robinson on October 27, 2025 the Court has given directions for approval of the Arrangement by way of a meeting of the Company Shareholders.

AND NOTICE IS FURTHER GIVEN that if the Arrangement is approved by the Company Shareholders, the Petitioner intends to apply to the Court for a final order approving the Arrangement and for a determination that the terms of the Arrangement are procedurally and substantively fair and reasonable (the "**Final Order**"), which application shall be made before the presiding Judge in Chambers at the Courthouse, 800 Smithe Street, Vancouver, British Columbia on November 28, 2025 at 9:45 am (Vancouver time), or as soon thereafter as counsel may be heard or at such other date and time as the Court may direct (the "**Final Application**").

NOTICE IS FURTHER GIVEN that the Court has been advised that, if granted, the Final Order approving the Arrangement and the declaration that the Arrangement is substantively and procedurally fair and reasonable to the Company Shareholders will serve as a basis of a claim for the exemption from the registration requirements of the *United States Securities Act of 1933*, as amended, set forth in Section 3(a)(10) thereof with respect to the issuance and exchange of such securities under the proposed Arrangement.

IF YOU WISH TO BE HEARD, any person affected by the Final Order sought may appear (either in person or by counsel) and make submissions at the Final Application, but only if such person has filed with the Court at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, a Response to Petition ("**Response**") in the form prescribed by the *Supreme Court Civil Rules*, and delivered or emailed a copy of the filed Response, together with all affidavits and other material upon which such person intends to rely at the hearing of the Final Application, including an outline of such person's proposed submission, to the Petitioner at its address for delivery set out below by or before 2:00 p.m. (Vancouver time) on November 26, 2025:

The Petitioner's address for delivery is:  
Edwards, Kenny and Bray LLP  
1900 – 1040 West Georgia Street  
Vancouver, BC V6E 4H3  
Attention: Laura C. Morrison  
Email: service@ekb.com

IF YOU WISH TO BE NOTIFIED OF ANY ADJOURNMENT OF THE FINAL APPLICATION, YOU MUST GIVE NOTICE OF YOUR INTENTION by filing and delivering the form of "Response" as aforesaid. You may obtain a form of "Response" at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, V6Z 2E1.

AT THE HEARING OF THE FINAL APPLICATION, the Court may approve the Arrangement as presented, or may approve it subject to such terms and conditions as the Court deems fit.

IF YOU DO NOT FILE A RESPONSE and attend, either in person or by counsel, at the time of such hearing, the Court may approve the Arrangement, as presented, or may approve it subject to such terms and conditions as the Court shall deem fit, all without any further notice to you. If the Arrangement is approved, it will significantly affect the rights of the Company Shareholders.

A copy of the said Petition and other documents in the proceeding will be furnished to any Company Shareholders upon request in writing addressed to the solicitors of the Petitioner at the address for delivery set out above.

Estimated time required: 10 minutes

This matter is not within the jurisdiction of an Associate Judge.

Date: October 27, 2025

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Signature of lawyer for Highland Critical Minerals Corp.  
Laura C. Morrison



No. S257929  
Vancouver Registry

**In the Supreme Court of British Columbia**

IN THE MATTER OF SECTION 288 OF THE BUSINESS CORPORATIONS ACT,  
S.B.C. 2002, CHAPTER 57, AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING  
HIGHLAND CRITICAL MINERALS CORP. AND HIGHLAND RED LAKE GOLD CORP.

AND

HIGHLAND CRITICAL MINERALS CORP.

**Petitioner**

### ORDER MADE AFTER APPLICATION (INTERIM ORDER)

BEFORE ) ASSOCIATE JUDGE ROBINSON ) 27/OCT/2025  
) )

ON THE APPLICATION of the Petitioner, Highland Critical Minerals Corp. (the "**Company**") coming on for hearing on October 27, 2025, without notice, for an Interim Order pursuant to section 291 of the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended (the "**BCBCA**") in connection with a proposed arrangement (the "**Arrangement**") between the Company and Highland Red Lake Gold Corp. ("**Highland Red Lake**") to be effected on the terms and subject to the conditions set out in a plan of arrangement (the "**Plan of Arrangement**");

AND ON HEARING Laura C. Morrison, counsel for the Petitioner, and upon reading the Petition to the Court herein, the Affidavit #1 of Yazeed Esnan made on October 22, 2025 (the "**Supporting Affidavit**") and the Affidavit #1 of Manya Arora made on October 24, 2025;

AND UPON BEING ADVISED that it is the intention of the parties to rely upon Section 3(a)(10) of the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**") as a basis for an exemption from the registration requirements thereof with respect to the issuance and exchange of securities under the proposed Plan of Arrangement based on the Court's approval of the Arrangement and determination that the Arrangement is substantively and procedurally fair and reasonable to those who will receive securities in the exchange;



**THIS COURT ORDERS THAT:**

1. The Petitioner is authorised and directed to call, hold and conduct a special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of the Petitioner to be held at 1:00 P.M. at 801-1 Adelaide St. East Toronto, ON, on November 21, 2025 to seek the approval of the Shareholders to adopt and authorise, with or without amendment, the arrangement (the "**Arrangement**") and the plan of arrangement implementing the Arrangement (the "**Plan of Arrangement**") substantially in the form attached as Schedule "F" to Exhibit "**C**" of the Supporting Affidavit.
2. The Meeting will be called, held and conducted in accordance with the Notice of Annual General and Special Meeting and Information Circular to be delivered to the Shareholders in substantially the form attached as Exhibit "**C**" to the Supporting Affidavit, along with the form of proxy attached as Exhibit "**A**" to the Affidavit of Manya Arora (together with the Notice of Annual General and Special Meeting and the Information Circular, the "**Meeting Materials**"), and in accordance with the BCBCA, the Articles of the Company, terms of this Order of any further order of this Court.
3. The Petitioner is authorized to make, in the manner contemplated by and subject to the Arrangement Agreement among the Company and Highland Red Lake dated August 19, 2025 (the "**Arrangement Agreement**"), such amendments, revisions or supplements to the Arrangement Agreement, Arrangement or Plan of Arrangement, as it may determine.
4. The Petitioner will deliver to the Shareholders the Meeting Materials with such amendments as counsel for the Company may advise are necessary or desirable, provided they are not inconsistent with the terms of this Order, at least 21 days before the date of the Meeting in accordance with the Notice and Access procedure in sections 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* and 2.7.1 of National Instrument 54-101 of the Canadian Securities Administrators – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Distribution of the Meeting Materials to the Shareholders shall be to their addresses as they appear on the books and records of the Company as of the Record Date.
5. The delivery of Meeting Materials to the Shareholders in accordance with paragraph 4 of this Order shall be considered valid and timely notice of Meeting by Company to all Shareholders entitled to vote and be served or receive notice. No other form of service or notice need be made or given.
6. The accidental failure or omission by the Company to give notice of the Meeting or the Petition to any person in accordance with this Order, as a result of mistake or of events beyond the reasonable control of the Company (including, without limitation, any inability to utilize postal services) shall not constitute a breach of this Order or a defect in the calling of the Meeting and shall not invalidate any resolution passed or proceeding taken at the Meeting, but if any such accidental failure or omission is brought to the attention of the Company, then it shall use its commercially reasonable

best efforts to rectify it by the method and in the time most reasonably practicable in the circumstances. Such rectified notice shall be deemed to be good and sufficient notice of the Meeting and/or the Petition, as the case may be.

7. The persons entitled to attend the Meeting will be Shareholders of record as of the close of business Toronto time on September 22, 2025 (the "**Record Date**"), or their respective proxies, the officers, directors and advisors of the Company and such other persons who receive the consent of a Director of the Meeting to attend.
8. The only persons permitted to vote at the Meeting will be the registered Shareholders as of the Record Date or their valid proxyholders as described in the Information Circular and as determined by the Chair of the Meeting upon consultation with the Scrutineer and legal counsel to the Company.
9. A quorum for the Meeting will be the quorum required by the Articles of the Company.
10. The Arrangement will be considered adopted if approved by at least 66 2/3% of votes cast by the Shareholders of the Company as of the close of business on the Record Date, present at the Meeting, either in person, by telephone or by proxy.
11. Notwithstanding any provision of the BCBCA or the Articles of the Company, the Company may adjourn or postpone the Meeting without the need for the approval of this Court, and without the necessity of first convening the Meeting or first obtaining any vote of the Shareholders respecting the adjournment or postponement, and notice of any such adjournment or postponement of the Meeting shall be given by press release, by newspaper advertisement, by email or by mail, as determined by the Company to be the most appropriate method of communication.
12. At any subsequent reconvening of the Meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent reconvening of the Meeting.
13. Registered Shareholders will have the right to dissent from the Arrangement Resolution and to be paid the fair value of their Highland Shares, as if ss. 237 to 247 of the BCBCA, as modified by Article 4 of the Plan of Arrangement, the Interim Order and the Final Order, applied to the proposed Arrangement. A dissenting Shareholder who does not strictly comply with the dissent procedures in ss. 237 to 247 of the BCBCA, as modified by Article 4 of the Plan of Arrangement, the Interim Order and the Final Order, will be deemed to have participated in the Arrangement on the same basis as a non-dissenting Shareholder.
14. A Beneficial Shareholder (as defined in the Information Circular) who wishes to exercise a right of dissent must arrange with the Registered Shareholder holding its common shares of Highland Parent to deliver the Dissent Notice.
15. A Dissent Notice must specify the name and address of the dissenting registered Shareholder of Highland Parent (the "**Dissenting Shareholder**"), the number of the

Highland Parent's common shares in respect of which the Dissent Notice is being given (the "**Dissent Shares**"), and:

- (a) if the Dissent Notice is being given by the Dissenting Shareholder on its own behalf, the Dissent Notice must specify that either:
    - (i) the Dissent Shares constitute all of Highland Parent's common shares of which the Dissenting Shareholder is the registered and beneficial owner; or
    - (ii) the Dissent Shares constitute all of Highland Parent's common shares of which the Dissenting Shareholder is the registered owner and the number of Highland Parent's common shares of which the Dissenting Shareholder is the beneficial owner but not the registered owner, and in respect of such shares, the names of the registered owners of such shares, the number of such shares held by each of them and confirmation that notices of dissent are being, or have been sent, in respect of all such shares.
  - (b) if the Dissent Notice is being given by the Dissenting Shareholder on behalf of another person who is the beneficial owner of the Dissent Shares, the Dissent Notice must:
    - (i) specify the name and address of the beneficial owner;
    - (ii) state that the Dissent Shares represent all of the shares beneficially owned by the beneficial owner for which the Dissenting Shareholder is the registered owner; and
    - (iii) include a statement from the beneficial owner of the Dissenting Shares identifying the number of Highland Parent's common shares of which the beneficial owner is either the registered owner or the beneficial owner and, in respect of any such shares which are not Dissent Shares, the names of the registered owners of such shares, the number of such shares held by each of them and confirmation that notices of dissent are being, or have been sent, in respect of all such shares.
16. Dissenting Shareholders should send all written objections with respect to the Arrangement Resolution in accordance with Sections 237 to 247 of the BCBCA to:

Edwards, Kenny and Bray LLP  
1900 – 1040 West Georgia Street  
Vancouver, BC V6E 4H3  
Attention: Laura C. Morrison

Email: [service@ekb.com](mailto:service@ekb.com)

by or before 1:00 p.m. (Vancouver time) on November 19, 2025, or as the Court may otherwise direct or two Business Days immediately preceding any date to which the Meeting may be postponed or adjourned.

17. A Dissenting Shareholder delivering such written statement may not withdraw from its dissent and, at 12:01 a.m. (Vancouver time) on the date the Arrangement becomes effective, will be deemed to have transferred to Highland Parent all of the common shares of Highland Parent it holds, free and clear of any liens, charges, security interests or other encumbrances whatsoever. If Highland Parent does not proceed with the Arrangement, Highland Parent will return to the appropriate Dissenting Shareholders any Dissent Shares in its possession.
18. Highland Parent will pay to each Dissenting Shareholder the amount agreed between Highland Parent and the Dissenting Shareholder for its common shares of Highland Parent.
19. Either Highland Parent or a Dissenting Shareholder may apply to this Court pursuant to the BCBCA if no agreement on the terms of the sale of the common shares of Highland Parent held by the Dissenting Shareholder has been reached and the Court may determine such fair value to be paid by the Petitioner to such Dissenting Shareholder or make such consequential orders and directions as it deems appropriate.
20. Subject to the terms of the Arrangement Agreement, unless the directors of the Petitioner by resolution determine to abandon the Arrangement, upon the approval of Shareholders, the Petitioner may apply to this Court for a Final Order pursuant to section 291(4)(a) of the BCBCA approving the Arrangement, including the terms and conditions thereof and the issuances, exchanges and/or adjustments of securities contemplated therein.
21. The hearing of the Petition for the Final Order (the "**Petition**") is set down for hearing before the presiding Judge in Chambers at the courthouse at 800 Smithe Street, Vancouver, British Columbia, on November 28, 2025 at 9:45 a.m., or at such date and time as this Court may direct.
22. The form of Notice of Petition attached to this Order as **Schedule "A"** is hereby approved as the form of notice of these proceedings.
23. The shareholders of the Company or any other interested party seeking to appear and make submissions at the hearing of the application for the Final Order shall file and deliver or email a Response to Petition (a "**Response**") in the form prescribed by the *Supreme Court Civil Rules*, together with a copy of all affidavits or other materials upon which they intend to rely, to the Petitioner's solicitors at:

Edwards, Kenny and Bray LLP  
1900 – 1040 West Georgia Street  
Vancouver, BC V6E 4H3  
Attention: Laura C. Morrison

Email: service@ekb.com

by or before 2:00 p.m. (Vancouver time) on November 26, 2025, or as the Court may otherwise direct.

24. The only persons entitled to notice of any further proceedings herein, including any hearing to sanction and approve the Arrangement, and to appear and be heard thereon, shall be the solicitors for the Petitioner and persons who have delivered a Response in accordance with this Interim Order.
25. A copy of the Notice of Petition and this Interim Order will be included with the Meeting Materials and will be sent to the Shareholders in accordance with paragraph 4 of this Order.
26. Sending the Notice of Petition and this Interim Order in accordance with paragraph 4 of this Order shall constitute good and sufficient service of this proceeding and no other form of service need be made and no other material need be served in respect of these proceedings. In particular, service of the Petition herein and the accompanying Affidavit and additional Affidavits as may be filed is dispensed with.
27. If the hearing of the Petition is adjourned, only those persons who have filed and delivered a Response in accordance with this Order need to be served by email with notice of the adjourned date and any filed materials.
28. The Petitioner shall be entitled, at any time, to apply to vary this Order.
29. The Petitioner shall have liberty to apply for such further orders as may be appropriate.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Lawyer for Highland Critical Minerals Corp.  
Laura C. Morrison

By the Court.



Registrar



**SCHEDULE A TO INTERIM ORDER  
FORM OF NOTICE OF PETITION**

No.  
Vancouver Registry

In the Supreme Court of British Columbia

IN THE MATTER OF SECTION 288 OF THE BUSINESS CORPORATIONS ACT,  
S.B.C. 2002, CHAPTER 57, AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING  
HIGHLAND CRITICAL MINERALS CORP. AND HIGHLAND RED LAKE GOLD CORP.

AND

HIGHLAND CRITICAL MINERALS CORP.

Petitioner

### NOTICE OF PETITION

To: The holders (the **"Company Shareholders"**) of outstanding common shares of Highland Critical Minerals Corp. (the **"Company"**)

NOTICE IS HEREBY GIVEN that a Petition to the Court has been filed by the Petitioner in the Supreme Court of British Columbia (the **"Court"**) for approval of a plan of arrangement (the **"Arrangement"**) pursuant to the *Business Corporations Act*, S.B.C. 2002, c.57, as amended (the **"BCBCA"**).

AND NOTICE IS FURTHER GIVEN that by an Interim Order Made After Application pronounced by Associate Judge \_\_\_\_\_ on October 27, 2025 the Court has given directions for approval of the Arrangement by way of a meeting of the Company Shareholders.

AND NOTICE IS FURTHER GIVEN that if the Arrangement is approved by the Company Shareholders, the Petitioner intends to apply to the Court for a final order approving the Arrangement and for a determination that the terms of the Arrangement are procedurally and substantively fair and reasonable (the **"Final Order"**), which application shall be made before the presiding Judge in Chambers at the Courthouse, 800 Smithe Street, Vancouver, British Columbia on November 28, 2025 at 9:45 am (Vancouver time), or as soon thereafter as counsel may be heard or at such other date and time as the Court may direct (the **"Final Application"**).

NOTICE IS FURTHER GIVEN that the Court has been advised that, if granted, the Final Order approving the Arrangement and the declaration that the Arrangement is substantively and procedurally fair and reasonable to the Company Shareholders will serve as a basis of a claim for the exemption from the registration requirements of the *United States Securities Act of 1933*, as amended, set forth in Section 3(a)(10) thereof with respect to the issuance and exchange of such securities under the proposed Arrangement.

IF YOU WISH TO BE HEARD, any person affected by the Final Order sought may appear (either in person or by counsel) and make submissions at the Final Application, but only if such person has filed with the Court at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, a Response to Petition ("**Response**") in the form prescribed by the *Supreme Court Civil Rules*, and delivered or emailed a copy of the filed Response, together with all affidavits and other material upon which such person intends to rely at the hearing of the Final Application, including an outline of such person's proposed submission, to the Petitioner at its address for delivery set out below by or before 2:00 p.m. (Vancouver time) on November 26, 2025:

The Petitioner's address for delivery is:  
Edwards, Kenny and Bray LLP  
1900 – 1040 West Georgia Street  
Vancouver, BC V6E 4H3  
Attention: Laura C. Morrison  
Email: service@ekb.com

IF YOU WISH TO BE NOTIFIED OF ANY ADJOURNMENT OF THE FINAL APPLICATION, YOU MUST GIVE NOTICE OF YOUR INTENTION by filing and delivering the form of "Response" as aforesaid. You may obtain a form of "Response" at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, V6Z 2E1.

AT THE HEARING OF THE FINAL APPLICATION, the Court may approve the Arrangement as presented, or may approve it subject to such terms and conditions as the Court deems fit.

IF YOU DO NOT FILE A RESPONSE and attend, either in person or by counsel, at the time of such hearing, the Court may approve the Arrangement, as presented, or may approve it subject to such terms and conditions as the Court shall deem fit, all without any further notice to you. If the Arrangement is approved, it will significantly affect the rights of the Company Shareholders.

A copy of the said Petition and other documents in the proceeding will be furnished to any Company Shareholders upon request in writing addressed to the solicitors of the Petitioner at the address for delivery set out above.

Estimated time required: 10 minutes

This matter is not within the jurisdiction of an Associate Judge.

Date: October 27, 2025

Signature of lawyer for Highland Critical Minerals Corp.  
Laura C. Morrison



No. S257929  
Vancouver Registry

In the Supreme Court of British Columbia

IN THE MATTER OF SECTION 288 OF THE BUSINESS  
CORPORATIONS ACT, S.B.C. 2002,  
CHAPTER 57, AS AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT  
INVOLVING HIGHLAND CRITICAL MINERALS CORP.  
AND HIGHLAND RED LAKE GOLD CORP.

AND

HIGHLAND CRITICAL MINERALS CORP.

Petitioner

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**ORDER MADE AFTER APPLICATION  
(INTERIM ORDER)**

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Edwards, Kenny & Bray <sup>LLP</sup>  
Barristers & Solicitors

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Vancouver, BC V6E 4H3  
Telephone: 604-689-1811  
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