

HIGHLAND CRITICAL MINERALS CORP.
NOTICE OF CONVERSION

The Corporation re-issued 375,000 Warrants to Scott Clayton at a price of CAD\$0.15 per Warrant on March 31, 2024 for a total amount payable upon exercise of CAD\$56,250. Each Warrant entitles the holder thereof to receive, with payment in full, one class A common share of the Corporation;

In accordance with the terms of the Warrants, each Warrant will be exercised (the “Deemed Exercise”) into one Class A Common Share upon fulfillment of the terms of the Warrant Agreement (Schedule “A”).

The Corporation, a corporation incorporated under the laws of the Province of British Columbia, hereby gives notice to the registered holder of the Warrants that the Class A Common Shares (the “Underlying Securities”) have been issued upon the Deemed Exercise of the Special Warrants as follows:

- a) the Underlying Securities so issued upon the exercise or deemed exercise of the Special Warrants have been issued to (i) in respect of Warrants that are not CDS Global Special Warrants, the person or persons in whose name or names the Underlying Securities so subscribed for are to be issued as specified in the exercise form, in the case of voluntary exercise, or Subscription Agreement, in the case of deemed exercise or (ii) in respect of CDS Global Special Warrants, the Depository;
- b) The number of Class A Common Shares issued is equal to the number of Warrants exercised or deemed exercised, in accordance with the terms of the Warrants; and
- c) the Corporation will provide, upon request and without charge, to the registered holder of such Underlying Securities, a full copy of the text of:
 - I) the rights, privileges, restrictions and conditions attached to the Class A Common Shares; and
 - II) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

DATED this 30th day of October, 2025

Highland Critical Minerals Corp.

Per: 

Authorized Signatory – Brian Morales

Certificate Of Completion

Envelope Id: 3D473D3A-E13B-4043-81CF-064183FC5A18

Status: Completed

Subject: Highland - 2025 - Warrant Conversion - October 30-Clayton.docx

Source Envelope:

Document Pages: 1

Signatures: 1

Envelope Originator:

Certificate Pages: 1

Initials: 0

Brian Morales

AutoNav: Enabled

bmorales@bjmorales.com

Envelopeld Stamping: Disabled

IP Address: 24.114.52.165

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Record Tracking

Status: Original

Holder: Brian Morales

Location: DocuSign

10/30/2025 7:05:23 AM

bmorales@bjmorales.com

Signer Events

Signature

Timestamp

Brian Morales

bmorales@bjmorales.com

CFO

Security Level: Email, Account Authentication
(None)

Signature Adoption: Uploaded Signature Image

Using IP Address: 24.114.52.165

Signed using mobile

Sent: 10/30/2025 7:05:23 AM

Viewed: 10/30/2025 7:05:28 AM

Signed: 10/30/2025 7:05:37 AM

Freeform Signing

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Witness Events

Signature

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent

Hashed/Encrypted

10/30/2025 7:05:23 AM

Certified Delivered

Security Checked

10/30/2025 7:05:28 AM

Signing Complete

Security Checked

10/30/2025 7:05:37 AM

Completed

Security Checked

10/30/2025 7:05:37 AM

Payment Events

Status

Timestamps