

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.

You will find the Circular, a form of proxy and a supplemental mailing list return card at www.highlandcritical.com.

HIGHLAND CRITICAL MINERALS CORP.

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

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
Toronto, Ontario, Canada, M5C 2V9

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. 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 and 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 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 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