
METALSTECH LTD
ACN 612 100 464
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (WST)
DATE: 27 October 2025
PLACE: Level 2 – Building C
355 Scarborough Beach Road
Osborne Park WA 6017

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 11:00 am (WST) on 25 October 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE MARKET BULL PTY LTD

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 30,000 Shares to The Market Bull Pty Ltd (or their nominees) on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MR ZHENGRONG CHEN UNDER REDEEMABLE NOTE DEEDS

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 an aggregate of 284,286 Shares to Mr Zhengrong Chen (or his nominees) on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO GEOSMART CONSULTING PTY LTD IN LIEU OF FEES OWING

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 117,857 Shares to Geosmart Consulting Pty Ltd (or their nominees) in lieu of fees owing, on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISORS IN LIEU OF FEES OWING

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 231,100 Shares in lieu of fees owing to the Advisors (or their nominees) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ETERNAL GRAND INTERNATIONAL (HK) LIMITED

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 200,000 Shares to Eternal Grand International (HK) Limited (or their nominees) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TRANCHE 1 STRATEGIC INVESTORS

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 10,850,000 Shares to Mr Zi You (or their nominees) on the terms and conditions set out in the Explanatory Statement."

7. **RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TRANCHE 2 STRATEGIC INVESTORS**

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 13,333,334 Shares to Xiao Zong (or their nominees) on the terms and conditions set out in the Explanatory Statement."

Dated: 22 September 2025

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Share to The Market Bull Pty Ltd	The Market Bull Pty Ltd (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 - Ratification of prior issue of Share to Mr Zhengrong Chen under Redeemable Note Deeds	Mr Zhengrong Chen (or his nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Shares to Geosmart Consulting Pty Ltd in lieu of fees owing	Geosmart Consulting Pty Ltd (or their nominees) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Shares to Advisors in lieu of fees owing	James Andrew Bartlett and Mrs Wei Liu (or their nominees) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 5 - Ratification of prior issue of Shares to Eternal Grand International (HK) Limited	Eternal Grand International (HK) Limited (or their nominees) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 6 - Ratification of prior issue of Shares to Tranche 1 Strategic Investors	Mr Zi You (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 - Ratification of prior issue of Shares to Tranche 2 Strategic Investors	Xiao Zong (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolutions 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 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 online via Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic Pty Ltd (**Automic**), where shareholders will be able to watch, listen, and vote online (**Virtual Meeting Facility**).

To access the Virtual Meeting Facility:

- (a) Open your internet browser and go to investor.automic.com.au.
- (b) Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
- (c) After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears.
- (d) Click on "Register" and follow the steps.
- (e) Click on the URL to join the webcast where you can view and listen to the virtual meeting.
- (f) Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
- (g) Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

You may still attend the meeting and vote at the Virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Virtual Meeting will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting on that resolution.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 419 942 112.

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. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE MARKET BULL PTY LTD

1.1 General

On 14 January 2024, the Company and The Market Bull Pty Ltd entered into an agreement pursuant to which The Market Bull Pty Ltd would provide investor and public relations services (**IR Agreement**). Pursuant to the IR Agreement, in part consideration for the services provided, the Company agreed to issue 30,000 Shares.

The IR Agreement is otherwise on terms considered standard for an agreement of its nature.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 30,000 Shares to The Market Bull Pty Ltd (or their nominees) on 20 November 2024 in part consideration for services provided by The Market Bull Pty Ltd.

1.2 Listing Rule 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.

1.3 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.

1.4 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

1.5 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	The Market Bull Pty Ltd (or their nominees).
Number and class of Securities issued	30,000 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.	20 November 2024.
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.22 per Share, in consideration for investor relations services provided by The Market Bull Pty Ltd.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to to satisfy the Company's obligations under the IR Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the IR Agreement, a summary of the material terms of which is set out in Section 1.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MR ZHENNGRONG CHEN UNDER REDEEMABLE NOTE DEEDS

2.1 Background to redeemable note deeds

On 7 January 2025, the Company entered into a deed of variation with Mr Zhengrong Chen in relation to redeemable notes with a face value of \$300,000. Pursuant to the deed of variation, the Company was required to pay the outstanding coupon of \$45,000. The outstanding subscription sum of \$300,000 accrued at a default rate of interest of 3% per month from 1 January 2025.

Separately, on 7 January 2025, the Company entered into a deed of variation with Mr Zhengrong Chen in relation to redeemable notes with a face value of \$500,000. Pursuant to the deed of variation, the Company was required to pay the outstanding coupon of \$28,332. The outstanding subscription sum of \$500,000 accrued a default rate of interest of 3% per month from 1 January 2025.

Following completion of the Tranche 2 Strategic Investment as announced to ASX on 9 July 2025, all monies owing to Mr Chen pursuant to the separate redeemable note deeds has been repaid in full.

Pursuant to the deeds of variation entered into with Mr Chen, the Company has issued the following Shares as fees for the extension of the term of the relevant Note Deed as set out below:

- (a) 70,000 Shares were issued to Mr Chen on 20 November 2024 pursuant to the first extension of the term of the redeemable note deed dated 27 September 2023;

- (b) 107,143 Shares were issued to Mr Chen on 5 May 2025 pursuant to the second extension of the term of the redeemable note deed dated 27 September 2023; and
- (c) 107,143 Shares were issued to Mr Chen on 5 May 2025 pursuant to the extension of the term of the redeemable note deed dated 10 May 2024.

2.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 284,286 Shares to Mr Chen (or his nominees) in consideration for the extension of the term of the Note Deeds entered into between Mr Chen and the Company on 27 September 2023 and 10 May 2024.

2.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

2.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

2.5 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.6 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	Mr Zhengrong Chen (or his nominees). 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	An aggregate of 284,286 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.	The Shares were issued to Mr Chen on the following dates; (a) 70,000 Shares were issued on 20 November 2024; and (b) 214,286 Shares were issued on 5 May 2025.

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.14, in consideration for the extension of the term under the relevant Note Deed.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the fees owed to Mr Chen for the extension of the term under the Note Deeds.
Summary of material terms of agreement to issue	The Shares were issued under the Note Deeds, a summary of the material terms of which is set out in Section 2.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO GEOSMART CONSULTING PTY LTD IN LIEU OF FEES OWING**

3.1 **General**

The Company entered into an agreement with Geosmart Consulting Pty Ltd for the provision of management services regarding the extensions of the Note Deeds set out in Section 2.1 (**Management Agreement**). Pursuant to the Management Agreement, in consideration for professional services provided, the Company agreed to issue 117,857 Shares.

117,857 Shares were issued on 5 May 2025 pursuant to the Company's placement capacity under Listing Rule 7.1. This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Shares to Geosmart Consulting Pty Ltd (or their nominees).

3.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

3.3 **Listing Rule 7.4**

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

3.4 **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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Geosmart Consulting Pty Ltd (or their nominees).
Number and class of Securities issued	117,857 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.	5 May 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.14 per Share, in consideration for management services provided by Geosmart Consulting Pty Ltd.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Management Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Management Agreement, a summary of the material terms of which is set out in Section 3.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVSIROS IN LIEU OF FEES OWING

4.1 Background

The Company engaged James Andrew Bartlett and Mrs Wei Liu (**Advisors**) pursuant to respective advisory agreements dated 23 January 2024 and 12 February 2024 (**Advisor Agreements**) under which the Advisors would provide varying services with respect to the Company's Sturec Project. Pursuant to the Advisor Agreement, the Company agreed to pay to the Advisors the following fees:

- (a) \$25,000 for the provision of geological and geotechnical services provided by James Andrew Bartlett; and
- (b) \$40,000 for the provision of services related to the updated Scoping Study at the Sturec Project, including filing of report and annexures with the required departments in Slovakia provided by Mrs Wei Liu.

The Advisors agreed to receive and the Company agreed to issue an aggregate of 231,100 Shares to the Advisors in lieu of fees that still remained owing under the Advisor Agreements, as set out below:

- (a) 54,100 Shares were issued to James Andrew Bartlett in lieu of fees still owing (being \$6,222) on 25 November 2024 for the provision of geological and geotechnical services provided by James Andrew Bartlett; and
- (b) 177,000 Shares were issued to Wei Liu on 25 November 2024 in lieu of fees owing (being \$23,010) in relation to the updated Scoping Study at the Sturec Project, including filing of report and annexures with the required departments in Slovakia.

The Advisor Agreements are otherwise on terms considered standard for agreements of their nature.

4.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

4.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

4.4 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

4.5 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	The Advisors (or their nominees), respectively, James Andrew Bartlett and Wei Liu. Neither James Andrew Bartlet or Wei Liu hold more than 1% of the issued capital of the Company.
Number and class of Securities issued	An aggregate of 231,000 Shares were issued, 54,100 Shares to James Andrew Bartlett and 177,000 Shares to Wie Liu.
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	25 November 2024.

REQUIRED INFORMATION	DETAILS
Securities were issued.	
Price or other consideration the Company received for the Securities	The Shares were issued to James Andrew Bartlett at a deemed issue price of \$0.115 per Share and the Shares were issued to Wie Liu at a deemed issue price of \$0.13 per Share, in consideration for various services provided by the Advisors.
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 Advisor Agreements.
Summary of material terms of agreement to issue	The Shares were issued under the Advisor Agreements, a summary of the material terms of which is set out in Section 4.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ETERNAL GRAND INTERNATIONAL (HK) LIMITED

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 200,000 Shares to Eternal Grand International (HK) Limited (**Eternal Grand**) on 26 November 2024 in consideration for consultancy services provided pursuant to the consultancy agreement dated on or around 8 August 2023 (**Consultancy Agreement**).

A summary of the material terms of the Consultancy Agreement is set out below.

- (a) **Term:** A period of twelve months;
- (b) **Services:** facilitating marketing and investor awareness and engagement across China, including introduction of potential buyers for the Company's securities and / or the Sturec Gold Mine; and
- (c) **Fees:** in consideration for the services provided Eternal Grand to receive a cash fee of US\$50,000.

The Consultancy Agreement otherwise contains provisions standard for an agreement of its nature.

The Company and Eternal Grand agreed to amend the fee payable as US\$26,000 payable in cash and US\$24,000 payable in Shares.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

5.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

5.4 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 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	Eternal Grand International (HK) Limited (or their nominees).
Number and class of Securities issued	200,000 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.	26 November 2024.
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.12 per Share, in consideration for consultancy services provided by Eternal Grand.
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 Consultancy Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Consultancy Agreement, a summary of the material terms of which is set out in Section 5.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. BACKGROUND TO RESOLUTIONS 6 AND 7: RATIFICATION OF SHARES TO STRATEGIC INVESTORS

6.1 Background to Placement

As announced on 26 March 2025, the Company entered into two binding agreements with private ultra-high net worth investors, Mr Zi You and Xiao Zong to raise up to \$3,300,000 (before costs) pursuant to a placement of an aggregate of 24,183,334 Shares at an average issue price of \$0.137 per Share (**Placement**).

The Placement was comprised of the following tranches:

- (a) 10,850,000 Shares which were issued to Mr Zi You (or their nominees) (**Tranche 1 Strategic Investors**) on 5 May 2025, at an issue price of \$0.12 per Share to raise up to \$1,300,000 (before costs), ratification of which is sought under Resolution 6; and

- (b) 13,333,334 Shares which were issued to Xiao Zong (or their nominees) (**Tranche 2 Strategic Investors**) on 16 July 2025 at an issue price of \$0.15 per Share to raise up to \$2,000,000 (before costs), ratification of which is sought under Resolution 7.

The funds raised from the Placement will be allocated towards developing the Company's Sturec Gold Mine in Slovakia (**Project**), completion of the Company's Pre-Feasibility Study, strengthening the Company's and general working capital.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TRANCHE 1 STRATEGIC INVESTORS

7.1 Background

On 21 March 2025, the Company entered into an agreement with Mr Zi You pursuant to which Mr Zi You agreed to subscribe for the number of Shares set out in Section 6.1 (**You Agreement**).

A summary of the material terms of the You Agreement are set out below.

Conditions Precedent	<p>Completion of the You Agreement is conditional upon satisfaction (or waiver) of the following conditions precedent:</p> <p>(a) Due diligence:</p> <p>(i) both parties completing due diligence on the other party to their sole satisfaction;</p> <p>(ii) the Company completing due diligence on any affiliate to their sole satisfaction;</p> <p>(b) Board approval: each of the parties receiving board approval for the Placement.</p> <p>(c) Receipt of approvals: each of the parties obtaining all necessary:</p> <p>(i) Regulatory approvals or waivers,</p> <p>(ii) Shareholder approvals including pursuant to ASX Listing Rules, Corporations Act 2001 (Cth) or any other law or statute in Australia or elsewhere; and</p> <p>(iii) Third party approvals and consents required to lawfully complete the matters set out in these Agreements; and</p> <p>(d) No material adverse change: no material adverse change occurring in relation to the Project.</p>
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The You Agreement otherwise contains provisions considered standard for an agreement of its nature including warranties, confidentiality and restrictions on assignment.

7.2 General

As set out above in Section 6.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 10,850,000 Shares to the Tranche 1 Strategic Investors (or their nominees) on 5 May 2025, pursuant to the Placement.

7.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

7.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

7.5 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.6 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	Mr Zi You (or their nominees).
Number and class of Securities issued	10,850,000 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.	5 May 2025,
Price or other consideration the Company received for the Securities	\$0.12 per Share issued pursuant to Listing Rule 7.1.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.1 for the purpose of the issue and details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued under the You Agreement, a summary of the material terms of which is set out in Section 7.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES TO THE TRANCHE 2 STRATEGIC INVESTORS

8.1 Background

On 23 March 2025, the Company entered into an agreement with Mr Xiao Zong pursuant to which Mr Xiao Zong agreed to subscribe for the number of Shares set out in Section 6.1 (**Zong Agreement**).

A summary of the material terms of the Zong Agreement are set out below.

Conditions Precedent	<p>Completion of the Zong Agreement is conditional upon satisfaction (or waiver) of the following conditions precedent:</p> <p>(a) Due diligence:</p> <ul style="list-style-type: none"> (i) both parties completing due diligence on the other party to their sole satisfaction; (ii) the Company completing due diligence on any affiliate to their sole satisfaction; <p>(b) Board approval: each of the parties receiving board approval for the Placement.</p> <p>(c) Receipt of approvals: each of the parties obtaining all necessary:</p> <ul style="list-style-type: none"> (i) Regulatory approvals or waivers, (ii) Shareholder approvals including pursuant to ASX Listing Rules, Corporations Act 2001 (Cth) or any other law or statute in Australia or elsewhere; and (iii) Third party approvals and consents required to lawfully complete the matters set out in these Agreements; and <p>(d) No material adverse change: no material adverse change occurring in relation to the Project.</p>
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The Zong Agreement otherwise contains provisions considered standard for an agreement of its nature including warranties, confidentiality and restrictions on assignment.

8.2 General

As set out above in Section 6.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 13,333,334 Shares to the Tranche 2 Strategic Investors (or their nominees) on 16 July 2025, pursuant to the Placement.

8.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

8.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.3 above.

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.

8.5 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 that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.6 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	Xiao Zong (or their nominees).
Number and class of Securities issued	13,333,334 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.	16 July 2025.
Price or other consideration the Company received for the Securities	\$0.15 per Share issued pursuant to Listing Rule 7.1.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued under the Zong Agreement, a summary of the material terms of which is set out in Section 8.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

Advisors has the meaning given in Section 4.1.

Advisor Agreements has the meaning given in Section 4.1.

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 Metalstech Ltd (ACN 612 100 464).

Constitution means the Company's constitution.

Consultancy Agreement has the meaning given in Section 5.1.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

IR Agreement has the meaning given in Section 1.1.

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.

Listing Rules means the Listing Rules of ASX.

Management Agreement has the meaning given in Section 3.1.

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.

Note Deeds has the meaning given in Section 2.1.

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 6.1.

Project has the meaning given in Section 6.1.

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.

Section means a section of the Explanatory Statement.

Security means a Share, Option, or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 Strategic Investors has the meaning given in Section 6.1(a).

Tranche 2 Strategic Investors has the meaning given in Section 6.1(b).

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

You Agreement has the meaning given in Section 7.1.

Zong Agreement has the meaning given in Section 8.1.

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 **11:00am (AWST) on Saturday, 25 October 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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Metalstech Limited, to be held at **11:00am (AWST) on Monday, 27 October 2025 at Level 2 – Building C 355 Scarborough Beach Road Osborne Park WA 6017** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFICATION OF PRIOR ISSUE OF SHARES TO THE MARKET BULL PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF PRIOR ISSUE OF SHARES TO MR ZHENGRONG CHEN UNDER REDEEMABLE NOTE DEEDS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RATIFICATION OF PRIOR ISSUE OF SHARES TO GEOSMART CONSULTING PTY LTD IN LIEU OF FEES OWING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISORS IN LIEU OF FEES OWING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF PRIOR ISSUE OF SHARES TO ETERNAL GRAND INTERNATIONAL (HK) LIMITED	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 RATIFICATION OF PRIOR ISSUE OF SHARES TO TRANCHE 1 STRATEGIC INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 RATIFICATION OF PRIOR ISSUE OF SHARES TO TRANCHE 2 STRATEGIC INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).