METALSTECH LIMITED
ACN 612 100 464

Notice of General Meeting and Explanatory Memorandum

Date of Meeting

7 August 2026

Time of Meeting

10am (WST)

Place of Meeting

K&L Gates
Level 32
44 St Georges Terrace
Perth, WA 6000

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Metalstech Limited

ACN 612 100 464

Notice of General Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of Metalstech Limited ACN 612 100 464 (**Company**) will be held at Level 32, 44 St Georges Terrace, Perth, WA 6000 on 7 August 2026 at 10am (WST) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Resolutions

1. Resolution 1 – Ratification of prior issue of Shares – Placement Shares

To consider and, if thought fit, to pass 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 36,650,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue the subject of Resolution 1 or who is a counterparty to the agreement being approved or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 1 by:

(a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 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 Resolution 1; and

(ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue Director Performance Rights to Mr Trevor Benson

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3 million Director Performance Rights to Mr Trevor Benson or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr Trevor Benson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 2 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 2 by:

(a) a person as 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 Chairman to vote on the Resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 2 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:
   (i) a member of the Key Management Personnel; or
   (ii) a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and
(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

3. Resolution 3 – Approval to issue Options to Mr Trevor Benson

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue an aggregate of 9 million Options to Mr Trevor Benson or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Trevor Benson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 3 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 3 by:

(a) a person as 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 Chairman to vote on the Resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 3 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:
   (i) a member of the Key Management Personnel; or
   (ii) a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and
(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4. Resolution 4 – Approval to issue Director Performance Rights to Mr Chris Dai

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3 million Director Performance Rights to Mr Chris Dai or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Chris Dai (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 4 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 4 by:

(a) a person as 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 Chairman to vote on the Resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party **(Resolution** 4 **Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. Resolution 5 – Approval to issue Options to Mr Chris Dai

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue an aggregate of 9 million Options to Mr Chris Dai or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Chris Dai (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 5 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 5 by:

(a) a person as 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 Chairman to vote on the Resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party **(Resolution** 5 **Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 6 – Approval to change the name of the Company

To consider and, if thought fit, to pass the following resolution as a **special resolution:**

"That, for the purposes of section 157(1) and 136(2) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from "MetalsTech Limited" to "Global Gold Mining Limited" and replace all references to "MetalsTech Limited" in the Company's constitution with references to "Global Gold Mining Limited"."

By order of the Board

Paul Fromson
Company Secretary

Dated: 6 July 2026

How to vote

Voting on all proposed Resolutions at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, by mobile, by post or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to, the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
- Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made.
- To vote by proxy, please complete and sign the enclosed Proxy Form and return by no later than **10am (WST) on 5 August 2026**, being 48 hours before the time of the Meeting and in accordance with the instructions set out on the Proxy Form.

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at **5pm (WST) on 5 August 2026.**

Metalstech Limited

ACN 612 100 464

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Resolution 1 – Ratification of prior issue of Shares - Placement Shares

Overview of the Offer

As announced on 15 January 2026, the Company received firm commitments from professional and sophisticated investors to raise funds through the issue of Shares (**Placement Shares**), at an issue price of $0.205 per Share (**Placement**). The Placement was conducted by the Company without assistance from a broker and involved the negotiation of separate subscription agreements with each of the participants in the Placement.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 36,650,000 Placement Shares to the relevant shareholders under the Placement. The funds raised under the Placement will be applied to fund the further exploration and studies and drilling at the Sturec Gold Project as well as community engagement and general working capital as described in the Placement Announcement.

ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without the approval of its shareholders, more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of Equity Securities after it has been made or agreed to be made, that issue or agreement to issue Equity Securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1).

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an Eligible Entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

(a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and

(b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue. The Company obtained shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A at its annual general meeting held on 27 November 2025.

As the issue of:

(a) 22,205,496 Shares to relevant investors do not fall within any of the specified exceptions to ASX Listing Rules 7.1 and 7.1A and has not yet been approved by Shareholders, it effectively uses up part of the Company’s 10% placement capacity under ASX Listing Rule 7.1A, reducing the Company’s capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Shares; and

(b) 14,444,504 Shares to relevant investors do not fall within any of the specified exceptions to ASX Listing Rules 7.1 and has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% placement capacity under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Shares.

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 ASX Listing Rule 7.1A and 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 36,650,000 of the Placement Shares.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) 36,650,000 Shares were issued under the Placement pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A and its 15% placement capacity under ASX Listing Rule 7.1. The Placement Shares were offered to new and existing institutional and sophisticated investors under the requirements of the Corporations Act;

(b) the 36,650,000 Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions and ranking equally with the Company's existing Shares;

(c) the 17,700,000 Shares issued on 20 January 2026 and 18,950,000 Shares were issued on 3 February 2026;

(d) the issue price was $0.205 per Placement Share;

(e) the funds raised from the issue of the Placement Shares will allow the Company to complete the Pre-Feasibility Study (**PFS**), carry out further planned resource and exploration drilling, environmental studies, community engagement and fund working capital, as well as meet the costs of the issue;

(f) the Placement Shares were issued under subscription agreements with the Company containing customary terms including the issue price, timetable and confirmation that each investor is a professional and sophisticated investor; and

(g) a voting exclusion statement is included in Resolution 1 of this Notice.

Technical information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, 22,205,496 Shares will be <u>excluded</u> in calculating the Company's 10% placement capacity under ASX Listing Rule 7.1A and 14,444,504 Shares will be <u>excluded</u> in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 1 is not passed, 22,205,496 Shares will be <u>included</u> in calculating the Company's 10% placement capacity under ASX Listing Rule 7.1A and 14,444,504 Shares will be <u>included</u> in calculating the Company's 15% placement capacity under ASX 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 issue of the Shares.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolutions 2 and 4 - Approval to issue Director Performance Rights to Mr Trevor Benson and Mr Chris Dai

Background

The Company is proposing to issue 3,000,000 Director Performance Rights to each of Mr Trevor Benson and Mr Chris Dai who are both executive Directors of the Company.

The Directors (excluding Mr Trevor Benson and Chris Dai) consider that the grant of Performance Rights represents a cost effective way for the Company to remunerate Mr Trevor Benson and Mr Chris Dai.

The Director Performance Rights will vest on the satisfaction of finalisation of a Definitive Feasibility Study (DFS) for the Sturec Gold Project in Slovakia (**Vesting Condition**).

Resolutions 2 and 4 seeks shareholder approval for the issue of Director Performance Rights under and for the purposes of Listing Rule 10.11. Listing Rule 10.11 is summarised in the below.

Chapter 2E and Listing Rule 10.11

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Directors Performance Rights constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

The Directors (excluding Mr Trevor Benson and Mr Chris Dai) have formed the view that the issue of Director Performance Rights to Mr Trevor Benson and Mr Chris Dai constitutes reasonable remuneration, an exception under Chapter 2E of the Corporations Act, accordingly the Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act for the issue of Director Performance Rights to Mr Trevor Benson and Mr Chris Dai.

Listing Rule 10.11

In addition, Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issuing of the Directors Performance Rights to Mr Trevor Benson and Mr Chris Dai falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 2 and 4 seeks Shareholder approval for the issuing of the Directors Performance Rights to Mr Trevor Benson and Mr Chris Dai under and for the purposes of Listing Rule 10.11.

Technical information required by ASX Listing Rule 14.1A

If Resolutions 2 and/or 4 are passed, the Company will be able to proceed with the issue of Director Performance Rights to Mr Trevor Benson and/or Mr Chris Dai. In addition, further shareholder approval is not required under ASX Listing Rule 7.1, and the relevant Director Performance Rights issued pursuant to Resolutions 2 and/or 4 will not be included in calculating the Company's 15% limit in ASX Listing Rule 7.1.

If Resolutions 2 and/or 4 do not pass, the Company will not be able to proceed with the issue of Director Performance Rights to Mr Trevor Benson and/or Mr Chris Dai and the Company may be required to remunerate Mr Trevor Benson and/or Mr Chris Dai by other means.

Technical Information required by Listing Rule 10.13 - for Resolutions 2 and 4

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 2 and 4:

(a) the Director Performance Rights the subject of Resolutions 2 and 4 are proposed to be issued to Mr Trevor Benson and Mr Chris Dai (or their nominee(s));

(b) Mr Trevor Benson and Mr Chris Dai fall within the category set out in Listing Rule 10.11.1 and are related parties of the Company by virtue of being Directors;

(c) a maximum of 3,000,000 Director Performance Rights (being the nature of the financial benefit being provided) are proposed to be granted to each of Mr Trevor Benson and Mr Chris Dai;

(d) The terms of the Director Performance Rights are summarised above and in Annexure A;

(e) the Director Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules);

(f) the Director Performance Rights will not be issued for any cash consideration, accordingly no funds will be raised from the issue;

(g) the purpose of the issue is to remunerate or incentivise Mr Trevor Benson and Mr Chris Dai as directors of the Company. Mr Trevor Benson's total current remuneration package consists of a service agreement where Mr Benson receives a fixed remuneration of $270,000 per annum (exclusive of statutory superannuation). Mr Chris Dai's total current remuneration package consists of a service agreement where Mr Dai receives a fixed remuneration of $270,000 per annum (exclusive of statutory superannuation). A valuation report dated 25 March 2026 has been provided by Moore Australia Corporate Finance (WA) Pty Ltd in respect of the Performance Rights and Options which is set out in Annexure C;

(h) the Directors (other than Mr Trevor Benson and Mr Chris Dai) consider that the Director Performance Rights provide a cost effective remuneration to Mr Trevor Benson and Mr Chris Dai compared to other alternative forms of incentives and further that Director Performance Rights are viewed as a better alternative to remunerate executives who are tasked with achieving certain specific strategic outcomes, enabling the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to Mr Trevor Benson and Mr Chris Dai;

(i) the Director Performance Rights will not be issued under an agreement; and

(j) a voting exclusion statement is included in Resolutions 2 and 4 of this Notice.

Board Recommendation

The Board (other than Mr Trevor Benson and Mr Chris Dai) recommends that Shareholders vote in favour of Resolutions 2 and 4.

Resolutions 3 and 5 - Approval to issue Options to Mr Trevor Benson and Mr Chris Dai

Background

As announced on 14 January 2026, at the time Mr Trevor Benson and Mr Chris Dai were appointed as Executive Chairman and Executive Director respectively, the Company proposed to issue the following Options to each of Mr Trevor Benson and Mr Chris Dai (and/or their nominees):

(a) 2 million Options at $0.40 each, which has been calculated based on the 20-day VWAP prior to signing of the relevant executive service agreement (**ESA Execution Date**), with a three (3) year expiration period;

(b) 3 million Options at $0.55 each, which has been calculated based on the 20-day VWAP prior to the ESA Execution Date, with a three (3) year expiration period; and

(c) 4 million Options at $0.70 each, which has been calculated based on the 20-day VWAP prior to the ESA Execution Date, with a three (3) year expiration period,

(collectively, the **Executive Options**) as part of their remuneration packages as an equity-based incentive, subject to Shareholder approval being obtained.

The Directors (excluding Mr Trevor Benson and Mr Chris Dai) consider that the grant of the Executive Options represents a cost effective way for the Company to remunerate Mr Trevor Benson and Mr Chris Dai.

Resolutions 3 and 5 seeks shareholder approval for the issue of the Executive Options under and for the purposes of Listing Rule 10.11. Listing Rule 10.11 is summarised in Explanatory Memorandum for Resolution 2 above.

The Directors (excluding Mr Trevor Benson and Mr Chris Dai) have formed the view that the issue of the Executive Options constitutes reasonable remuneration, an exception under Chapter 2E of the Corporations Act, accordingly the Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act for the issue of the Executive Options to Mr Trevor Benson and Mr Chris Dai respectively.

Technical information required by ASX Listing Rule 14.1A

If Resolutions 3 and/or 5 is passed, the Company will be able to proceed with the issue of the Executive Options to Mr Trevor Benson and/or Mr Chris Dai within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 and/or 5 do not pass, the Company will not be able to proceed with the issue of Executive Options to Mr Trevor Benson and/or Mr Chris Dai and the Company may be required to remunerate Mr Trevor Benson and/or Mr Chris Dai by other means.

Technical Information required by Listing Rule 10.13 - for Resolutions 3 and 5

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 3 and 5:

(a) the Executive Options the subject of Resolutions 3 and 5 will be issued to Mr Trevor Benson and Mr Chris Dai (or their nominee(s));

(b) Mr Trevor Benson and Mr Chris Dai fall within the category set out in Listing Rule 10.11.1 and are related parties of the Company by virtue of being Directors;

(c) an aggregate of 18 million Executive Options are proposed to be issued to Mr Trevor Benson and Mr Chris Dai;

(d) The terms of the Executive Options are summarised in Annexure B;

(e) the Executive Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules);

(f) the Executive Options will not be issued for any cash consideration;

(g) the purpose of the issue is to remunerate or incentivise Mr Trevor Benson and Mr Chris Dai as directors of the Company. Mr Trevor Benson's total current remuneration package consists of a service agreement where Mr Benson receives a fixed remuneration of $270,000 per annum (exclusive of statutory superannuation). Mr Chris Dai's total current remuneration package consists of a service agreement where Mr Dai receives a fixed remuneration of $270,000 per annum (exclusive of statutory superannuation). A valuation report dated 25 March 2026 has been provided by Moore Australia Corporate Finance (WA) Pty Ltd in respect of the Performance Rights and Options which is set out in Annexure C. The estimated value for the Executive Options to be issued under Resolutions 3 is $838,256 and under Resolutions 5 is $838,256;

(h) the Executive Options will not be issued under an agreement; and

(i) a voting exclusion statement is included in Resolutions 3 and 5 of this Notice.

Board Recommendation

The Board (other than Mr Trevor Benson and Mr Chris Dai) recommends that Shareholders vote in favour of Resolutions 3 and 5.

Resolution 6 - Approval to change the name of the Company

Background

The Company has operated under the name "MetalsTech Limited" since 25 May 2016.

The Company proposes to change its name from “MetalsTech Limited" to "Global Gold Mining Limited”. The Board considers that the proposed name more accurately reflects the Company's current operations and future strategic direction.

In particular, the proposed name change signals the Company's renewed strategic and operational focus going forward.

Section 136 and 157 of the Corporations Act

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the Company passes a special resolution to adopt the new name. The Company must also seek approval under section 136(2) of the Corporations Act to amend the Company's Constitution to reflect the name change. If shareholders approve the change of name, it will be effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, which is intended to be as soon as practicable.

The name “Global Gold Mining Limited” has been reserved by the Company. If the name change is approved, the Board will also request that ASX change the Company’s ASX ticker code from “MTC” to “GGM” after the change of name takes effect. The ASX ticker code “GGM” has been reserved by the Company.

Resolution 6 is a special resolution and will be passed if 75% of the votes cast by shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) are in favour of it.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Glossary

$ means Australian dollars.

Annexure A means the annexure to the Explanatory Memorandum marked A.

Annexure B means the annexure to the Explanatory Memorandum marked B.

Annexure C means the annexure to the Explanatory Memorandum marked C.

Associate has the meaning given to the terms in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means current board of Directors.

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 individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means MetalsTech Limited ACN 612 100 464.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the current directors of the Company.

Director Performance Rights means a right to acquire a Share on the terms and conditions in Annexure A.

Eligible Entity has the meaning set out in the Listing Rules.

Equity Securities has the meaning set out in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Option means an unlisted option to acquire a Share on the terms and conditions in Annexure B.

Placement Announcement means the ASX Announcement dated 15 January 2026 titled "MetalsTech Undertakes Placement to fast-track development of Sturec Gold Project".

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Australian Western Standard Time.

Annexure A - Terms and Conditions of Director Performance Rights

1. Each Director Performance Right entitles the holder (**Holder**) to subscribe for one (1) fully paid ordinary share in the capital of the Company (**Share**) upon satisfaction of the Vesting Condition (defined above in the Explanatory Memorandum).

2. The Company must give written notice to the Holder promptly following satisfaction of the Vesting Condition (defined above in the Explanatory Memorandum) or lapse of a Director Performance Right where the Vesting Condition is not satisfied.

3. Vesting and Conversion of the Director Performance Rights:

    a. The Director Performance Rights will vest on satisfaction of the Vesting Condition attaching to the grant of the Director Performance Rights.

    b. If the Vesting Condition is not deemed to have been satisfied within 5 years of the date the Director Performance Rights are issued, then the Director Performance Rights will automatically lapse.

    c. The Company must issue the Shares on conversion of Director Performance Rights within five (5) Business Days following the conversion or such other period required by the Listing Rules.

    d. The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Director Performance Right within ten (10) Business Days following the issue of the Share.

    e. The Share into which a Director Performance Right may convert will rank pari passu in all respects with existing Shares.

4. A Director Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.

5. A Director Performance Right does not entitle the Holder to any dividends.

6. A Director Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

7. A Director Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.

8. A Director Performance Right is not transferable.

9. If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed in a manner consistent with the applicable Listing Rules and Corporations Act at the time of reorganisation.

10. The Director Performance Rights will not be quoted on ASX. However, the Company must apply for the official quotation of a Share issued on conversion of a Director Performance Right on ASX within the time period required by the Listing Rules.

11. A Director Performance Right does not entitle a Holder (in its capacity as a holder of a Director Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

12. Where a Change of Control event occurs, the Director Performance Rights shall convert immediately.

    For the purpose of this clause, a **Change of Control** means in relation to a body corporate, the occurrence of an event or circumstance where a person who is not presently able to do any of the following things becomes able to do one of the following things (whether alone or together with any associates (as defined in section 11 of the Corporations Act) and whether directly or indirectly or through one or more intervening persons, companies or trusts):

    a. control the composition of more than one half of the Company's board of directors;

    b. be in a position to cast, or control the casting of, more than one half of the maximum number of votes that might be cast at a general meeting of the members of the Company or its ultimate holding company; or

c. hold or have a beneficial interest in more than one half of the issued share capital of the body or its ultimate holding company;

13. Unless the Board otherwise determines all Director Performance Rights that have not vested will lapse immediately if a Holder ceases to be employed by the Company.

14. A Director Performance Right gives the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Annexure B - Terms and Conditions of Options

1. No monies will be payable for the issue of the Executive Options.
2. The Executive Options shall expire at 5.00pm (Perth time) 3 years after the date the Executive Options are issued (**Expiry Date**).
3. Subject to conditions 13 and 14, each Executive Option shall carry the right in favour of the option holder to be issued or transferred one fully paid ordinary share in the capital of the Company (**Share**).
4. The exercise price for each Executive Option granted to Mr Benson and Mr Dai respectively shall be:
    a. 2 million Options at $0.40 each (which has been calculated based on the 20-day VWAP prior to the ESA Execution Date for Mr Benson and Mr Dai respectively);
    b. 3 million Options at $0.55 each (which has been calculated based on the 20-day VWAP prior to the ESA Execution Date for Mr Benson and Mr Dai respectively); and
    c. 4 million Options at $0.70 each (which has been calculated based on the 20-day VWAP prior to the ESA Execution Date for Mr Benson and Mr Dai respectively),

    (**Exercise Price**).
5. Subject to condition 12, the Exercise Price of the Executive Options shall be payable in full on exercise of the Executive Options.
6. The Executive Options may be exercised at a particular time by the option holder giving written notice stating the intention of the option holder to exercise all or a specified number of Executive Options to the Company prior to the Expiry Date (**Notice of Exercise**) together with payment in full of the Exercise Price for the exercise of each Executive Option.
7. An exercise of only some Executive Options shall not affect the rights of the option holder to the balance of the Executive Options.
8. The Company shall issue the resultant Shares and deliver the holding statement within five Business Days of the exercise of the Executive Options.
9. Subject to the requirements of the Corporations Act 2001 (Cth), the Executive Options shall be transferable with the prior written approval of the Company (at its absolute discretion) but will not be listed on the Australian Securities Exchange (**ASX**).
10. Shares allotted pursuant to an exercise of Executive Options shall rank, from the date of allotment, equally with existing Shares in all respects.
11. The Company shall apply for official quotation on the ASX of the Shares allotted pursuant to the exercise of any of the Executive Options.
12. In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Executive Options shall be reduced according to the formula set out in ASX Listing Rule 6.22.2.
13. In the case of a bonus issue the number of Shares over which the Executive Options are exercisable shall be increased by the number of Shares which the option holder would have received if the Executive Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.
14. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Executive Options or the exercise price of the Executive Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules of ASX.
15. Executive Option holder may, at their election, elect to pay the Exercise Price for Executive Options they wish to exercise by setting off the Exercise Price against the number of Shares which they are entitled to receive upon exercise of those Executive Options (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the option holders will receive Shares to the value of the surplus after the Exercise Price has been set off. If an option holder elects to use the Cashless Exercise Facility, the option holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the Exercise Price otherwise payable for

the Executive Options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price of Shares on the ASX over the five trading days immediately preceding the date of the Notice of Exercise).

16. The Executive Options will not give any right to participate in dividends or in new issues of capital offered to shareholders during the currency of the Executive Options until Shares are allotted pursuant to the exercise of the relevant Executive Options in accordance with these terms and conditions.
17. The Executive Options do not entitle the option holder to vote at any meeting of shareholders.
18. To the extent (if any) that any of these terms are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these terms are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
19. These Terms and Conditions are governed by the laws of Western Australia. The parties submit to the non-exclusive jurisdiction of the courts of Western Australia.

ANNEXURE C

MetalsTech Limited

Performance Rights and Options Valuation

25 March 2026

www.moore-australia.com.au

TABLE OF CONTENTS

Definition of Terms

The following definitions apply throughout this document unless the context requires otherwise:

Term	Definitions
AASB	Australian Accounting Standard Board. issuer of accounting standards under the Act
AGM	Annual General Meeting
NoM	Notice of Meeting
APES 224	Australian Professional Ethical Standard 225 - Valuation services
Act	Corporations Act, 2001
ASX	Australian Securities Exchange
Board or Directors	The Board of Directors of MetalsTech Limited.
MTC	MetalsTech Limited
Management or Directors	The directors and key management personnel of MetalsTech Limited
Moore Australia, us, we	Moore Australia Corporate Finance (WA) Pty Ltd
VWAP	Volume Weighted Average Price
DFS	Definitive Feasibility Study
PFS	Pre-Feasibility Study
ESOP	Employee Stock Ownership Plan
Performance Rights	Performance Rights issued by MetalsTech Limited
Options	Options issued by MetalsTech Limited
Valuation Date	11 March 2026

1. Introduction

Terms of Reference

In accordance with your instructions, we have performed a valuation of the Performance Rights & Options, required for a NoM.

For the purposes of this report "fair value" is defined as:

> *"The amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's length transaction."*

Nature of the Assignment

This valuation engagement has been undertaken in accordance with APES 225 – *Valuation Services*.

This valuation has been undertaken by Peter Gray, a director of the Corporate Advisory Division of Moore Australia Corporate Finance (WA) Pty Ltd, acting independently. Peter Gray has extensive experience in providing valuations of businesses, shares and other equities.

The fee to be paid to Moore Australia Corporate Finance (WA) Pty Ltd for this valuation assignment is not contingent on the conclusion, content, or future use of this valuation report.

Use of Report

Our report is prepared solely for the confidential use of MetalsTech Limited, and solely for transaction purposes of MetalsTech Limited. The valuation provided and this report should not be relied on by any other party or for any other purpose.

Disclaimer

The statements and opinions given in this report are given in good faith and in the belief, that such statements and opinions are not false or misleading. In preparing this report we have relied upon information supplied by MetalsTech Limited, which we believe to be accurate and reliable.

We have not, in preparing this report, independently verified the correctness, existence or value of any item, which is, or should be, in such information. We do not have any reason to believe that any material facts have been withheld from us, nor do we warrant that our investigation has revealed all of the matters which an audit or more extensive examination might disclose.

Although the report and opinions expressed herein are based on information supplied to us, we believe the report and opinions to be accurate. However, for the above reasons, we do not warrant the accuracy or reliability of either the information supplied to us, or the conclusion drawn there from.

2. Scope of Valuation

Background

We understand that MetalsTech Limited is planning to issue Performance Rights & Options and requires a valuation for a NoM.

Performance Rights

MetalsTech Limited intends to grant a total of 6,000,000 Performance Rights split between Trevor Benson and Chris Dai under the following terms:

- An exercise price of nil;
- A life of 5 years; and

The Performance Rights have the following vesting conditions.

Vesting Conditions	
Hurdle – Performance Rights convertible into common shares upon the achievement of the following milestones:	
Tranche D:	The Performance Rights will vest upon MetalsTech finalising a Definitive Feasibility Study (DFS) for the Sturec Gold Project in Slovakia.

Options

MetalsTech Limited intends to grant a total of 18,000,000 Options split between Trevor Benson and Chris Dai under the following terms:

- A life of 3 years; and
- A varying strike price for each tranche described below;
    - Tranche A – a strike price of $0.40 based on the 20-day VWAP upon signing of the ESA
    - Tranche B – a strike price of $0.55 based on the 20-day VWAP upon signing of the ESA
    - Tranche C – a strike price of $0.70 based on the 20-day VWAP upon signing of the ESA

Scope of Valuation

The scope of the work performed in assessing the fair value of the Performance Rights & Options has consisted of:

- An assessment of the fair value of the Performance Rights & Options based on the above terms:
- A review of the historical volatility of the share price of MetalsTech Limited

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3. Valuation Methodology

Consideration of AASB 2

AASB 2 specifies the financial reporting requirements by an entity when it undertakes a share-based payment transaction. In particular, it sets out the approach which the entity must follow in reporting in its profit and loss account any impact of any share-based payment transaction.

For the purposes of AASB 2, a share-based payment transaction is defined as a transaction in which an entity:

(i) *receives goods or services from the supplier of those goods and services (including an employee) in a share-based payment arrangement; or*

(ii) *incurs an obligation to settle the transaction with the supplier in a share-based payment arrangement when another group entity receives those goods and services.*

Further, a share-based payment arrangement is defined as:

An agreement between an entity and another party (including an employee) that entitles the other party to receive:

(i) *cash or other assets of the entity for amounts that are based on the price (or value) of equity instruments (including shares or share* options) *of the entity or another group entity: or*

(ii) *equity instruments (including shares or share options) of the entity or another group entity, provided the specified vesting conditions are met.*

AASB 2 prescribes that vesting conditions are either 'service' conditions or 'performance' conditions and that performance conditions are further defined as 'market' conditions or 'non-market' conditions.

The features of each type of vesting condition, as set out in AASB 2, are summarised in the figure below.

Figure 1 AASB 2 vesting conditions definitions:

<table>
<tr><th colspan="3">Vesting Conditions</th></tr>
<tr><td colspan="2">Performance condition
Require the counterparty to complete a specific period of service and specified performance targets</td><td>Service condition
Require the counterparty to complete a specified period of service</td></tr>
<tr><td>Market condition
A condition upon which the exercise price, vesting or exercisability of an equity instrument depends that is related to the market price of the entity's equity instruments</td><td>Non-market condition
A performance condition that is not a market condition</td><td></td></tr>
</table>

Determining the fair value of equity instruments granted

AASB 2 states that an entity shall measure the fair value of instruments granted as at the measurement (grant) date, based on market prices, if available, taking into account the terms and conditions upon which the instruments were granted.

Where market prices are not available, the entity must estimate the value of the instrument based upon a valuation technique to estimate the price the equity instruments would have been at the measurement date. The valuation technique should be consistent with generally accepted valuation methodologies and shall incorporate all factors and assumptions that a knowledgeable willing market participant would consider in setting the price.

Black Scholes Calculation

The Black-Scholes model is a formula used to price European Options (assumes they are held to expiration) and related custom derivatives. The Black-Scholes model makes an assumption that the market contains one asset that holds risk (the stock) and one riskless asset (usually the relevant government bond rate). In which the investor has the ability to invest in the risk-free rate and gain a return with zero risk.

The model recognizes that the option price is a function of the volatility of a stock's price (the higher the volatility the higher the premium on the option). Black Scholes treats a call option as a forward contract to deliver at a contractual price (the strike price).

The option value will reduce as a result of time decay, with the value of the option reducing as the option approaches expiration.

The Black Scholes model is function of a number of inputs that include the current stock price, time to expiration, option strike price, risk-free rate, volatility, and time to expiry/vesting. From which a current value (the premium) is derived.

Binomial and Trinomial Calculations

The binomial and trinomial models break down the time to expiration into potentially a very large number of time intervals, or steps. A tree of stock prices is initially produced working forward from the present to expiration.

Within a binomial model it is assumed at each that the stock price will move up or down by an amount calculated using volatility and time to expiration. This produces a binomial distribution, or recombining tree, of underlying stock prices. The tree represents all the possible paths that the stock price could take during the life of the option.

Within a trinomial model it is assumed at each that the stock price will stay the same, move up or down by an amount calculated using volatility and time to expiration. This produces a trinomial distribution, or recombining tree, of underlying stock prices. The tree represents all the possible paths that the stock price could take during the life of the option. As the number of steps is increased within the models there should be a decrease in the variance of outcomes between binomial and trinomial models.

At the end of the tree -- i.e., at expiration of the option -- all the terminal option prices for each of the final possible stock prices are known as they simply equal their intrinsic values.

Next the option prices at each step of the tree are calculated working back from expiration to the present. The option prices at each step are used to derive the option prices at the next step of the tree using risk neutral valuation based on the probabilities of the stock prices moving up or down, the risk-free rate and the time interval of each step. Any adjustments to stock prices (at an ex-dividend date) or option prices (because of early exercise of American options) are worked into the calculations at the required point in time. At the top of the tree, you are left with one option price.

Monte Carlo Calculation

The Monte Carlo model is used to value derivatives by simulating random changes in the underlying asset upon which those derivatives are based. The model projects possible price trajectory using the historical price date of the asset to generate a series of periodic outcomes. The key components that drive the Monte Carlo Model are "drift" which is the constant directional movement and volatility which is represented by market volatility of the underlying security. Random change simulations are found via random sampling from a normal distribution.

As the underlying random process is the same as Black Scholes, the value of a European option under enough price paths should result in the same outcome. Monte Carlo is a more appropriate simulation when valuation is required on path dependant derivatives, such as Asian options.

Selected Valuation Methodology

We have used a trinomial valuation model for the purposes of our valuation. For Performance Rights with non-market-based vesting conditions, a probability of nil or 100% should be applied to the valuation based on the likelihood of the hurdles being achieved.

Valuation Model Assumptions

We set out the assumptions we have used in assessing the indicative fair value of the Performance Rights & Options in the table below.

Table 1 Performance Rights & Options Valuation Assumptions

MetalsTech Limited					
	Ref	**Trevor Benson & Chris Dai**			
Class	**1**	**Tranche A**	**Tranche B**	**Tranche C**	**Tranche D**
Valuation Date	**2**	11/03/2026	11/03/2026	11/03/2026	11/03/2026
Vesting Date	**3**	n/a	n/a	n/a	n/a
Expiry Date	**4**	11/03/2029	11/03/2029	11/03/2029	11/03/2031
Vesting Period	**5**	n/a	n/a	n/a	n/a
Option Life	**6**	3.00	3.00	3.00	5.00
Stock Price	**7**	0.260	0.260	0.260	0.260
Exercise Price	**8**	0.40	0.55	0.70	-
Dividends	**9**	0%	0%	0%	0%
Employee Exit Rate	**10**	16%	16%	16%	16%
Risk Free Rate	**11**	4.30%	4.30%	4.30%	4.38%
Volatility	**12**	89%	89%	89%	100%
Performance Hurdle	**13**	Options with a strike price of $0.40 based on the 20-day VWAP upon signing of the ESA, with a three (3) year expiration period.	Options with a strike price of $0.55 based on the 20-day VWAP upon signing of the ESA, with a three (3) year expiration period.	Options with a strike price of $0.70 based on the 20-day VWAP upon signing of the ESA, with a three (3) year expiration period.	Performance Rights with vesting or exercise conditions to fully paid shares being MetalsTech finalising a Definitive Feasibility Study (DFS) for the Sturec Gold Project in Slovakia.
Amount Issued	**14**	4,000,000	6,000,000	8,000,000	6,000,000

Source: MetalsTech Limited & MACF (WA) Pty Ltd

1. *Class*: The group of Performance Rights/ Options that share similar conditions.
2. *Valuation Date:* The valuation date is 11 March 2026.
3. *Vesting Date:* The date on which the Performance Rights/ Options become eligible for exercise, subject to meeting the specified performance conditions.
4. *Expiry Date:* The date at which the Performance Rights/ Options expire and are no longer active.
5. *Vesting Period:* The period between the valuation / issue and vesting date. During this period the Rights/ Options cannot be exercised, and the vesting conditions are measured.
6. *Option Life:* The period between the issue date and expiry of the Performance Rights/ Options.
7. *Stock Price:* This is the spot price of the underlying security one trading day prior to the valuation date.
8. *Exercise Price:* We understand that the Performance Rights do not have an exercise price. We understand that the exercise price of the options is described in Ref #13. We have used a Parisian Barrier to factor in the number of days for which the VWAP hurdle is to be achieved across.
9. *Dividends:* MetalsTech Limited at the time of valuation does not pay a dividend.

10. *Employee Exit Rate:* We have used the research conducted in MCSI's "Entrenched Board" study conducted in 2015. Per this report the average director tenure within Australian ASX listed companies is 6.2 years which equates to a 16% annual employee exit rate. This adjustment to the option valuation is an international accounting rules adjustment, of which the domestic AASB will not allow for its inclusion.

11. *Risk Free Rate:* We have determined this based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the Performance Rights. The interest rates are measured as the closing rate on the Valuation date, with rates disclosed by the Reserve Bank of Australia. The closing yield applicable for a 3 and 5-year bond is 4.30 and 4.38% respectively.

12. *Volatility:* We have assessed the share price volatility of MetalsTech Limited by considering historical volatility over relevant trading periods.

13. *Performance Hurdle:* We understand the Performance Rights/ Options will vest dependent on the criteria listed in the cells.

14. *Amount Issued:* The number of Performance Rights/ Options issued.

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4. Valuation Summary

Based on the methodology and assumptions set out in Section 3 of this report, we summarise below our assessment of the indicative fair value of the Performance Rights & Options as at the Valuation Date.

Tranches 4 has only non-market vesting conditions and are therefore valued as ESOPs without vesting conditions. The performance hurdle requires completion of a DFS for the Sturec Gold Project, however, a PFS has not been completed as at the valuation date. In addition to the completion of a PFS, achievement of a DFS would require extensive drilling, additional metallurgical testing, a detailed plant design, and comprehensive environmental & permitting work, none of which has commenced. Given the early stage of development with respect to the five-year option life, we have applied a 0% probability of vesting.

Performance Rights & Options Measured

MTC PRs & Options - Valuation			
Trevor Benson			
Tranche	**Value**	**Rights/ Options**	**Total Value**
Tranche A	0.113	2,000,000	226,422
Tranche B	0.095	3,000,000	284,943
Tranche C	0.082	4,000,000	326,891
Tranche D	0.000	3,000,000	-
Total Value			**838,256**

Source: MetalsTech Limited & MACF (WA) Pty Ltd

MTC PRs & Options - Valuation			
Chris Dai			
Tranche	**Value**	**Rights/ Options**	**Total Value**
Tranche A	0.113	2,000,000	226,422
Tranche B	0.095	3,000,000	284,943
Tranche C	0.082	4,000,000	326,891
Tranche D	0.000	3,000,000	-
Total Value			**838,256**

Source: MetalsTech Limited & MACF (WA) Pty Ltd

General

If you have any queries or would like further information, please do not hesitate to contact the writer.

Yours faithfully

Peter Gray
Director
Moore Australia Corporate Finance (WA) Pty Ltd

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HELPING YOU THRIVE IN A CHANGING WORLD

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

METALS TECH LIMITED

Metalstech Limited | ABN 82 612 100 464

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 05 August 2026**, 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://portal.automic.com.au/investor/home 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 **10:00am (AWST) on Friday, 07 August 2026 at K&L Gates, Level 32, 44 St Georges Terrace, Perth, WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Ratification of prior issue of Shares – Placement Shares			
2	Approval to issue Director Performance Rights to Mr Trevor Benson			
3	Approval to issue Options to Mr Trevor Benson			
4	Approval to issue Director Performance Rights to Mr Chris Dai			
5	Approval to issue Options to Mr Chris Dai			
6	Approval to change the name of the Company			

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

MTC

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).