NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Second ("32nd") Annual General Meeting ("AGM") of BTM RESOURCES BERHAD (the "Company" or "BTM Resources") will be held at Atlanta East, Level 3, Hotel Armada, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on 2 December 2026, Wednesday at 11:00 a.m. or at any adjournment thereof, for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)

2. To re-elect the following Directors who are retiring by rotation in accordance with Clause 18.4 of the Company's Constitution and, being eligible, have offered themselves for re-election:
   - i) Mr Tan Boon Pock — Ordinary Resolution 1
   - ii) Ms Goh Siow Cheng — Ordinary Resolution 2

3. To re-elect the following Directors who are retiring in accordance with Clause 18.11 of the Company's Constitution and, being eligible, have offered themselves for re-election:
   - i) Datuk Dr Hon Tian Kok @ William — Ordinary Resolution 3
   - ii) Mr Lau Fook Meng — Ordinary Resolution 4
   - iii) Ms Wong See Mei — Ordinary Resolution 5

4. To approve the payment of Directors' Fees and other benefits payable up to RM310,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 1 January 2027 until 31 December 2027. Ordinary Resolution 6

5. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of Directors of the Company and its subsidiaries up to an amount of RM260,000.00 for the period from 1 January 2027 until 31 December 2027. Ordinary Resolution 7

6. To re-appoint Messrs Folks DFK & Co PLT (AF 0502) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

Special Business

To consider and, if thought fit, to pass the following resolution, with or without modifications:-

7. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

   "THAT subject always to the Companies Act 2016, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company. Ordinary Resolution 9

   AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

8. To transact any other business for which due notice shall have been given.

NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board

TAN TONG LANG (MAICSA 7045482/SSM PC No. 202208000250)
THIEN LEE MEE (LS0010621/SSM PC No. 201908002254)
Company Secretaries

Dated: 30 October 2026

Notes:

(1) A Member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him/her. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy. Where a Member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.

(2) A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.

(3) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. An Exempt Authorised Nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

(4) The instrument appointing a proxy shall be in writing executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

(5) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, must be deposited at the Company's Share Registrar Office Sectrars Management Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Bricksfields, 50470 Kuala Lumpur, W.P. Kuala Lumpur, not less that than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

(6) For the purpose of determining the members who shall be entitled to attend, participate, speak and vote at the Thirty-Second (32nd) Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 24 November 2026. Only members whose names appear on the Record of Depositors as at 24 November 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

(7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of Meeting will be put to vote by poll.

Explanatory Notes:

(i) Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2026

The Audited Financial Statements under this agenda item is meant for discussion only as the provisions of Sections 248(1) and 340(1)(a) of the Companies Act 2016 (the "Act") do not require formal approval of the shareholders and hence this Agenda item is not put forward for voting.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes: (Cont'd)

(ii) Ordinary Resolutions 1 to 2 – Re-election of Directors who retire pursuant to Clause 18.4 of the Company's Constitution

Clause 18.4 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election. All Directors shall retire from office at least once in every three (3) years. The Directors to retire each year are those longest in office since their last appointment or re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 32nd AGM, the Nomination and Remuneration ("NRC") has considered and recommended the re-election of Mr Tan Boon Pock and Ms Goh Siow Cheng, who are standing for re-election pursuant to Clause 18.4 of the Company's Constitution.

(iii) Ordinary Resolutions 3 to 5 – Re-election of Directors who retire pursuant to Clause 18.11 of the Company's Constitution

Clause 18.11 of the Company's Constitution provides that the Board may appoint any person to be a Director, other than a Public Interest Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed shall hold office only until the next following AGM and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Datuk Dr Hon Tian Kok @ William, Mr Lau Fook Meng and Ms Wong See Mei were appointed on 30 January 2026. The NRC has considered and recommended the re-election of the said Directors, who retire pursuant to Clause 18.11 of the Company's Constitution following their appointment during the year. Being eligible, they have offered themselves for re-election.

(iv) Ordinary Resolutions 6 and 7 – Approval of Directors' Fees and other benefits and Directors' Remuneration (excluding Directors' Fees)

Section 230(1) of the Act provides, amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 32nd AGM on the Directors' Remuneration in two (2) separate resolutions as below:-

- Ordinary Resolution 6 on payment of Directors' Fees and other benefits for the period commencing from the date immediately after the 32nd AGM until the conclusion of the next AGM of the Company; and
- Ordinary Resolution 7 on payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries for the period from 1 January 2027 until the conclusion of the next AGM of the Company.

The payment of the Directors' Fees and other benefits for the period commencing from the date immediately after the 32nd AGM until the conclusion of the next AGM of the Company will only be made if the proposed Ordinary Resolution 6 has been passed at the 32nd AGM pursuant to Clause 19.1 of the Company's Constitution and Section 230(1) of the Act.

The total amount of Directors' Remuneration (excluding Directors' Fees) for the period from 1 January 2027 until the conclusion of the next AGM of the Company is estimated not exceeding RM260,000.00.

Payment of the Directors' Fees and other benefits for the period commencing from the date immediately after the 32nd AGM until the conclusion of the next AGM of the Company and the payment of Directors' Remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Ordinary Resolutions 6 and 7 have been passed at the 32nd AGM. The Board is of the view that it is just and equitable for the Directors to be paid the said proposed Directors' Fees and other benefits and Directors' Remuneration (excluding Directors' Fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the mentioned period. In the event that the payment of the Directors' Fees and other benefits for the period commencing from the date immediately after the 32nd AGM until the conclusion of the next AGM of the Company and the Directors' Remuneration (excluding Directors' Fees) payable for the period from 1 January 2027 until the conclusion of the next AGM of the Company exceeds the estimated amount sought at the 32nd AGM, a separate shareholders' approval will be sought at the next AGM.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes: (Cont'd)

(v) Ordinary Resolution 8 – Re-appointment of Auditors

The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs Folks DFK & Co PLT ("DFK"), and is satisfied with the suitability of DFK based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

The Board therefore approved the AC's recommendation that the re-appointment of DFK as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 32nd AGM.

(vi) Ordinary Resolution 9 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The rationale for this general mandate is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for the purpose of future investment project(s), working capital, repayment of borrowings and/or acquisition.

This is the renewal of the mandate obtained from the shareholders at the last AGM held on 18 December 2025 ("the Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised.