

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Greenwing Resources Ltd ('**Greenwing**' or the '**Company**') will be held as follows:

TIME: 10.00am

DATE: Thursday 12 June 2025

LOCATION: Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000

Words and phrases used in the Resolutions are defined in Section 7 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of Meeting as defined in the Explanatory Statement.

AGENDA

ORDINARY BUSINESS

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

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 33,398,416 Shares to the Tranche 1 Placement Participants at an issue price of \$0.03 per Share under Listing Rules 7.1 and 7.1A on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

"That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 41,634,917 Shares under the Tranche 2 Placement to the Tranche 2 Placement Participants at an issue price of \$0.03 per Share on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 3 – Approval to issue SPP Shares

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

"That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 33,333,333 Shares at an issue price of \$0.03 per Share under the SPP to the SPP Participants, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 4 – Approval to issue Shares under the Tranche 2 Placement to Peter Wright

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,500,000 Shares at an issue price of \$0.03 per Share under the Tranche 2 Placement to Peter Wright or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 5 – Approval to issue Shares under the Tranche 2 Placement to Jeff Marvin

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,400,000 Shares at an issue price of \$0.03 per Share under the Tranche 2 Placement to Jeff Marvin or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 6 – Approval to issue Shares under the Tranche 2 Placement to James Brown

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,400,000 Shares at an issue price of \$0.03 per Share under the Tranche 2 Placement to James Brown or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

VOTING EXCLUSION STATEMENTS

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons excluded from voting, or an associate of those persons:

Resolution	Persons excluded from voting
Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares	Tranche 1 Placement Participants; A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 2 – Approval to issue Shares under the Tranche 2 Placement	Tranche 2 Placement Participants; A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 3 - Approval to issue SPP Shares	SPP Participants; A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 4 – Approval to issue Shares under the Tranche 2 Placement to Mr Peter Wright	Peter Wright or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 5 – Approval to issue Shares under the Tranche 2 Placement to Mr Jeff Marvin	Jeff Marvin or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 6 – Approval to issue Shares under the Tranche 2 Placement to Mr James Brown	James Brown or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting as proxy or attorney for the 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 is 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.

EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice for further explanation of the Resolutions.

PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVES

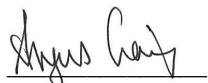
A body corporate that is a shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding at 7:00 pm (AEST) on 10 June 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 12 May 2025

By order of the Board



Angus Craig
Company Secretary



ACN 109 933 995

EXPLANATORY STATEMENT

1. ACTION TO BE TAKEN BY SHAREHOLDERS

This Explanatory Statement sets out information about the Resolutions to be considered by the Shareholders at the Meeting. Defined terms used in this Explanatory Statement are set out in Section 7. Accompanying this Explanatory Statement is the Notice convening the Meeting and a Proxy Form.

Shareholders are encouraged to attend and vote on the Resolutions to be put to the Meeting. If a Shareholder is not able to attend and vote at the Meeting, the Shareholder may complete the Proxy Form and return it not later than 48 hours before the time specified for the commencement of the Meeting.

2. PURPOSE OF THE MEETING

The Meeting has been convened for the purpose of considering the Resolutions, which are set out in the Notice and explained in more detail below.

3. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

3.1 Background

As announced on 28 April 2025, the Company conducted a capital raising to raise \$3.5 million (before costs) comprising approximately:

- \$1.1 million placement at an issue price of \$0.03 per Share to professional and sophisticated investors (**Tranche 1 Placement**); and
- \$1.4 million placement at an issue price of \$0.03 per Share to professional and sophisticated investors (including an amount of approximately \$250,000 to be taken up by the Directors, which is the subject of Resolutions 4 to 6, conditional on Shareholder approval (**Tranche 2 Placement**) which is the subject of Resolution 2; and
- a \$1.0 million share purchase plan offer at an issue price of \$0.03 per Share to eligible Shareholders (**SPP**) which is the subject of Resolution 3.

On 6 May 2025, the Company issued 9,398,416 Tranche 1 Placement Shares pursuant to the Company's Listing Rule 7.1 capacity and 24,000,000 Tranche 1 Placement Shares pursuant to the Company's Listing Rule 7.1A capacity, being in aggregate 33,398,416 Tranche 1 Placement Shares, raising approximately \$1 million.

The purpose of Resolution 1 is to ratify the prior issue of Tranche 1 Placement Shares by the Company.

3.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that, unless an exemption applies, a listed entity must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution at its annual general meeting, to increase the 15% placement capacity by an additional

10%. The Company obtained approval under Listing Rule 7.1A at its general meeting held on 25 November 2024.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 or 7.1A is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Shareholder approval was not required under Listing Rule 7.1 for the issue by the Company of the Tranche 1 Placement Shares because the issue was within the Company's placement capacity under Listing Rule 7.1 and additional placement capacity under Listing Rule 7.1A. However, under Resolution 1 the Company now seeks Shareholder ratification of the issue of Tranche 1 Placement Shares, so that the Tranche 1 Placement Shares are deemed to have been issued with Shareholder approval for the purpose of Listing Rule 7.1.

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue. If Resolution 1 is not passed, the issue of the relevant Shares will instead be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

3.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the issue of the Tranche 1 Placement Shares:

Name/s of the person/s to whom securities were issued	Professional and sophisticated investors. The investors were identified through a bookbuild by the lead managers Prenzler Group and Bizzell Capital Partners. In accordance with section 7.4 of ASX Guidance Note 21, the Company confirms that there are no investors who are: <ul style="list-style-type: none"> a Related Party; a member of key management personnel; a substantial holder; an adviser; or an associate of any of the above, who was issued more than 1% of the Company's issued capital.
Number of securities issued	The total number of securities issued under Listing Rule 7.1 was 9,398,416 Shares. The total number of securities issued under Listing Rule 7.1A was 24,000,000 Shares.
Terms of the securities	The Tranche 1 Placement Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company.
Issue date	The Tranche 1 Placement Shares were issued on 6 May 2025.
Issue price	The Tranche 1 Placement Shares were issued at an issue price of \$0.03 per Share.
The purpose of the issue, including the use or intended use of the funds	Funds will be used for the drilling planning, data analysis and asset maintenance of the San Jorge Project, the data analysis and exploration, security bonds and asset maintenance of the Que River Project, the drilling program and asset maintenance of the Graphmada Mining Complex, capital management, corporate costs, working capital and costs of the offer.
Relevant agreement	None.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 1 is included in the Notice.

3.4 Board Recommendation

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

4. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER THE TRANCHE 2 PLACEMENT

4.1 Background

As set out in Section 3.1, the Company is seeking Shareholder approval to issue up to 41,634,917 Shares to professional and sophisticated investors under the Tranche 2 Placement to raise up to \$1.25million (including approximately \$0.1 million originally intended to be settled in the Tranche 1 Placement).

Under the Tranche 2 Placement, the Company is also seeking to issue 8,300,000 Shares to Directors to raise an amount of approximately \$250,000, subject to obtaining Shareholder approval (as set out in Resolutions 4 to 6).

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue up to 41,634,917 Shares under the Tranche 2 Placement and retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed the Company will be able to proceed with the issue of Shares. If Resolution 2 is not passed, the Company will not be able to proceed with the Tranche 2 Placement. In these circumstances, the Company may be required to seek alternate financing arrangements.

4.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the issue of the Tranche 2 Placement Shares:

Name/s of the person/s to whom securities will be issued	Professional and sophisticated investors. The investors were identified through a bookbuild by the lead managers Prenzler Group and Bizzell Capital Partners. In accordance with section 7.2 of ASX Guidance Note 21, the Company confirms that there are no investors who are: <ul style="list-style-type: none">• a Related Party;• a member of key management personnel;• a substantial holder;• an adviser; or• an associate of any of the above, who was issued more than 1% of the Company's issued capital.
Number and class of securities	41,634,917 Shares.
Terms of the securities	The Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company
Issue dates	The Shares will be issued as soon as practicable following approval by Shareholders and in any event no later than 3 months after the date of this Meeting.
Issue price	\$0.03 per Share.
The purpose of the issue, including the use or intended use of the funds	Funds will be used for the drilling planning, data analysis and asset maintenance of the San Jorge Project, the data analysis and exploration, security bonds and asset maintenance of the Que River Project, the drilling program and asset maintenance of the

	Graphmada Mining Complex, capital management, corporate costs, working capital and costs of the offer.
Relevant agreement	None.
No reverse takeover	The Shares are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 2 is included in the Notice.

4.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

5. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER THE SPP

5.1 Background

On 28 April 2025, the Company announced a Share Purchase Plan (**SPP**) to raise up to \$1,000,000 (before costs). The issue of SPP Share is subject to Shareholder approval pursuant to Resolution 3. All eligible Shareholders are able to participate in the SPP and can apply for up to \$30,000 worth of SPP Shares under an SPP offer booklet dated 12 May 2025.

5.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

Exception 5 of Listing Rule 7.2 provides that a security under a security purchase plan that satisfies the conditions in *ASIC Corporation (Share and Interest Purchase Plans) Instrument 2019/547* will meet the requirements of Exception 5 if:

- (a) the number of securities to be issued is not greater than 30% of the number of fully paid ordinary securities already on issue; and
- (b) the issue price of the securities is at least 80% of the volume weighted average market price (**VWAP**) calculated over the last 5 days on which sales in the securities were recorded either before the day on which the issue was announced or before the day on which the issue was made.

While the number of securities to be issued is not greater than 30% of the number of fully paid ordinary securities already on issue, the issue price of \$0.03 presents a 22.7% discount to the 5-day VWAP prior to the announcement of the SPP on 28 April 2025. The offer under the SPP therefore does not fall within the parameters of Exception 5 of Listing Rule 7.2.

The Company does not have available capacity under Listing Rule to issue the SPP Shares and is seeking Shareholder approval for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company can issue the SPP Shares and the issue of the SPP Shares will not count towards determining the number of equity securities which the Company can issue in any 12-month period under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not proceed with the SPP on its current terms.

5.3 Listing Rule Disclosure

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the issue of SPP Shares:

Name/s of the person/s to whom securities will be issued	Eligible Shareholders who apply for Shares under the SPP, on the terms and conditions set out in the SPP offer booklet dated 12 May 2025.
Maximum number of securities to be issued	33,333,333 Shares

Terms of the securities	The Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company
Issue dates	The Shares are expected to be issued on 13 June 2025 and in any event no later than 3 months after the date of this Meeting.
Issue price	\$0.03 per Share.
The purpose of the issue, including the use or intended use of the funds	Funds will be used for the drilling planning, data analysis and asset maintenance of the San Jorge Project, the data analysis and exploration, security bonds and asset maintenance of the Que River Project, the drilling program and asset maintenance of the Graphmada Mining Complex, capital management, corporate costs, working capital and costs of the offer.
Relevant agreement	None.
No reverse takeover	The Shares are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 3 is included in the Notice.

6. RESOLUTIONS 4 to 6 – APPROVAL FOR THE ISSUE OF SHARES TO DIRECTORS UNDER THE TRANCHE 2 PLACEMENT

6.1 Background

As set out in Section 4.1, the Directors have agreed to participate in the Tranche 2 Placement for an amount of approximately \$250,000 (in aggregate) at \$0.03 per Share and otherwise on the same terms as the Tranche 1 Placement, conditional upon Shareholder approval.

Resolutions 4 to 6 seek Shareholder approval for the issue of Shares to Directors - Jeffrey Marvin, James Brown, and Peter Wright (or their nominees).

6.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a Related Party of the public company, the public company must:

- (a) obtain the approval of the public company's shareholders 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.

Participation will result in the issue of Shares which constitutes giving a financial benefit.

Jeffrey Marvin, James Brown, and Peter Wright are Related Parties of the Company by virtue of being Directors.

The Directors (each Director abstaining from consideration of their respective individual participation) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 4 to 6 because the Shares will be issued to the Directors on the same terms as Shares issued to other investors under the Tranche 1 Placement and Tranche 2 Placement and therefore falls within the 'arm's length' exception in section 210 of the Corporations Act.

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed entity 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 issue of Shares under the Tranche 2 Placement to the Directors falls within Listing Rule 10.11.1 and none of the exceptions in Listing Rule 10.12 apply. It therefore requires the approval of Shareholders for the purposes of Listing Rule 10.11.

In the event Resolutions 4 to 6 are passed by Shareholders, the Company will be able to proceed with the issue of the Shares and will raise additional funds of approximately \$250,000 in total. Approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares if approval is being obtained under Listing Rule 10.11, accordingly the issue of Shares under Resolutions 4 to 6 will not use up any of the Company's 15% placement capacity.

If any or all of Resolutions 4 to 6 are not passed by Shareholders, the Company will not be able to proceed with the issue of the Shares the subject of that Resolution and additional funds will not be raised through the issue of those Shares.

Resolutions 4 to 6 are not interdependent and any of Resolutions 4, 5, or 6 can be passed without any other Resolutions being passed.

6.4 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to the proposed issue of Tranche 2 Placement Shares to Directors:

The name of the persons to whom the securities will be issued	(a) Mr Peter Wright (Resolution 4); (b) Mr Jeffrey Marvin (Resolution 5); (c) Mr James Brown (Resolution 6); and/or their respective nominees.
Category in Listing Rule 10.11.1 – 10.11.5 the person falls within and why.	Each of Peter Wright, Jeffrey Marvin and James Brown are directors of the Company and are related parties for the purposes of Listing Rule 10.1.1.
Number and class of securities	(a) 5,500,000 Shares (Resolution 4); (b) 1,400,000 Shares (Resolution 5); and (c) 1,400,000 Shares (Resolution 6).
The terms of the issue	The Shares are fully paid ordinary shares and have the same terms as existing Shares on issue in the Company.
The date by which the securities will be issued	The Shares will be issued as soon as practicable after approval by Shareholders and in any event no later than 1 month after the date of the Meeting.
The issue price of the securities	\$0.03 per Share.
The purpose of the issue, including the intended use of any funds raised	Funds will be used for the drilling planning, data analysis and asset maintenance of the San Jorge Project, the data analysis and exploration, security bonds and asset maintenance of the Que River Project, the drilling program and asset maintenance of the Graphmada Mining Complex, capital management, corporate costs, working capital and costs of the offer.

If the issue is intended to remunerate or incentivise the director, details of the director's current total remuneration package.	The issue under Resolutions 4 to 6 issue is not intended to remunerate or incentivise the Directors. The Directors have participated in the Tranche 2 Placement on arm's length terms.
Relevant agreement	None.
Voting exclusion statement	Voting exclusion statements in respect of Resolutions 4 to 6 are included in the Notice.

6.5 Board Recommendation

A Board recommendation has not been included for Resolutions 4 to 6 for corporate governance reasons.

7. DEFINITIONS

In this Explanatory Statement:

AEST means Australian Eastern Standard Time.

ASX means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

Board means the board of Directors of the Company.

Company or **Greenwing** means Greenwing Resources Ltd ACN 109 933 995.

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

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extraordinary General Meeting or **Meeting** means the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice.

Listing Rules means the listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of extraordinary general meeting convening the Meeting, accompanying this Explanatory Statement, and includes a reference to the Explanatory Statement.

Proxy Form means the form of proxy accompanying this Notice.

Related Party means a party so defined by section 228 of the Corporations Act.

Resolution means a resolution proposed to be passed at the Meeting and contained in the Notice.

Section means a section of the Notice or the Explanatory Statement, as applicable.

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

Shareholder means a person entered in the Company's register as a holder of a Share.

SPP has the meaning given to it in Section 3.1 of the Explanatory Statement.

SPP Participant means an eligible shareholder who subscribed for SPP Shares.

SPP Shares means Shares to be issued under the SPP.

Tranche 1 Placement has the meaning given to it in Section 3.1 of the Explanatory Statement.

Tranche 1 Placement Shares means Shares issued under the Tranche 1 Placement.

Tranche 2 Placement has the meaning given to it in Section 3.1 of the Explanatory Statement.

Tranche 2 Placement Shares means Shares issued under the Tranche 2 Placement.

VWAP has the same meaning as in the Listing Rules.

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**YOUR VOTE IS IMPORTANT**For your proxy appointment to be effective it must be received by **10:00am (AEST) Tuesday, 10 June 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.****SIGNING INSTRUCTIONS FOR POSTAL FORMS****Individual:** Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.**PARTICIPATING IN THE MEETING****Corporate Representative**If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".**Lodge your Proxy Form:****XX****Online:**Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com**By Mail:**Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia**By Fax:**1800 783 447 within Australia or
+61 3 9473 2555 outside Australia**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Greenwing Resources Ltd hereby appoint

☐

the Chair
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Greenwing Resources Ltd to be held at Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000 on Thursday, 12 June 2025 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue SPP Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares under the Tranche 2 Placement to Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Shares under the Tranche 2 Placement to Jeff Marvin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Shares under the Tranche 2 Placement to James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

■ GW 1

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Computershare



Need assistance?**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact

GW1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Greenwing Resources Ltd Extraordinary General Meeting

The Greenwing Resources Ltd Extraordinary General Meeting will be held on Thursday, 12 June 2025 at 10:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEST) Tuesday, 10 June 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.