



GREENTECH METALS

GREENTECH METALS LIMITED ACN 648 958 561 NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am AWST
DATE: 25 June 2026
PLACE: Level 4, 88 William Street, Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 23 June 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,558,480 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,441,520 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 49,133,333 Shares to the Tranche 2 Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO SIMON KIDSTON UNDER THE PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 333,333 Shares to Simon Kidston (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO STEFAN MURPHY UNDER THE PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 266,667 Shares to Stefan Murphy (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO THOMAS REDDICLIFFE UNDER THE PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 266,667 Shares to Thomas Reddicliffe (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO ALIEN METALS AUSTRALIA PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Shares to Alien Metals Australia Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statements

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

Resolutions 1 and 2 – Ratification of prior issue of Shares under the Placement	Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue Shares under the Placement	Tranche 2 Placement Participants or any other 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 ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Shares to Simon Kidston under the Placement	Simon Kidston (or their nominee(s)) 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 Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Shares to Stefan Murphy under the Placement	Stefan Murphy (or their nominee(s)) 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 Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Shares to Thomas Reddicliffe under the Placement	Thomas Reddicliffe (or their nominee(s)) 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 Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Shares to Alien Metals Australia Pty Ltd	Alien Metals Australia Pty Ltd or any other 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 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 the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 19 May 2026

BY ORDER OF THE BOARD

Henko Vos
Company Secretary

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

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

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare will need to verify your identity. You can register from 10:30am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9463 2463.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULES 7.1 AND 7.1A

1.1 Background

On 12 May 2026, the Company announced that it had received firm commitments from unrelated professional and sophisticated investors to raise approximately \$7,500,000 (before costs) via the issue of 100,000,000 Shares at an issue price of \$0.075 per Share (**Placement**).

The Placement comprises two tranches as follows:

- (a) **Tranche 1:** an aggregate of 50,000,000 Shares issued to unrelated sophisticated and professional investors (**Tranche 1 Placement Participants**) on 19 May 2026, comprising:
 - (i) 23,558,480 Shares pursuant to the Company's Listing Rule 7.1 capacity (being the subject of Resolution 1);
 - (ii) 26,441,520 Shares pursuant to the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 2);
- (b) **Tranche 2:** subject to Shareholder approval, an aggregate of 50,000,000 Shares will be issued and will comprise of:
 - (i) 49,133,333 Shares to unrelated sophisticated and professional investors (being the subject of Resolution 3);
 - (ii) 333,333 Shares to Simon Kidston (being the subject of Resolution 4); and
 - (iii) 266,667 Shares to Stefan Murphy (being the subject of Resolution 5); and
 - (iv) 266,667 Shares to Thomas Reddicliffe (being the subject of Resolution 6)(together, the **Tranche 2 Placement Participants**).

1.2 Lead Manager

The Company appointed CPS Capital Group Pty Ltd (AFSL 29484) (**Lead Manager**) to act as the lead manager to the Placement and entered into a lead manager mandate (**Mandate**) with the Lead Manager. Under the Mandate, the Company has agreed to pay the Lead Manager the following fees in respect to the Placement:

- (a) a management fee of 2% on the funds raised under the Placement, plus GST; and
- (b) a placement fee of 4% on funds raised under the Placement, plus GST, excluding funds subscribed by investors introduced under the Chairman's list (and/or other investors introduced by the Company).

Additionally, the Company has agreed to pay the Lead Manager a monthly corporate advisory fee of \$6,500 (plus GST) for a minimum term of 6 months.

The Mandate otherwise contains standard terms for an agreement of its kind.

1.3 Use of funds

As announced by the Company on 12 May 2026, proceeds from the Placement will be allocated to fund Munni Munni Project exploration and development, restatement of the Munni Munni Project historic Mineral Resource Estimate to JORC (2012), Whundo Project drilling for metallurgical samples to support gold inclusion in an updated resource, general working capital and costs of the offer.

1.4 General

The background to the Placement is set out in Section 1.1-1.3 above.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 50,000,000 Shares at an issue price of \$0.075 per Share to raise \$3,750,000.

23,558,480 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 26,441,520 Shares were issued on 19 May 2026 pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

1.5 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

1.6 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

1.7 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Shares issued pursuant to Listing Rule 7.1 will not count as reducing the number of equity securities which the Company can issue without Shareholder approval under the 15% placement capacity limit imposed by Listing Rule 7.1. This will allow the Company flexibility in the future to issue equity securities up to its placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Shares issued pursuant to Listing Rule 7.1 will be included in calculating the number of remaining equity securities the Company may issue within its 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval under that Listing Rule.

If Resolution 2 is passed, the Shares issued pursuant to Listing Rule 7.1A will not count as reducing the number of equity securities which the Company can issue without Shareholder approval under the 10% Additional Placement Capacity limit imposed by ASX Listing Rule 7.1A. This will allow the Company flexibility in the future to issue equity securities up to its placement capacity under Listing Rule 7.1A.

If Resolution 2 is not passed, the Shares issued pursuant to Listing Rule 7.1A will be included in calculating the number of remaining equity securities the Company may issue within its 10% Additional Placement Capacity limit imposed by ASX Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval under that Listing Rule.

1.8 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Shares were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Shares issued	50,000,000 Shares were issued on the following basis: (a) 23,558,480 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 26,441,520 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Shares	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares were issued	19 May 2026.
Price or other consideration the Company received for the Shares	\$0.075 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

2.1 General

The background to the Placement is set out in Section 1.1.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 49,133,333 Shares to the Tranche 2 Placement Participants (excluding for Simon Kidston, Stefan Murphy and Thomas Reddicliffe) at an issue price of \$0.075 per Share to raise up to \$3,685,000.

A summary of Listing Rule 7.1 is set out in Section 1.5 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the funds under the Placement will not be raised and the Company may need to explore other avenues to raise funds.

2.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Shares will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Shares and class to be issued	49,133,333 Shares will be issued.
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Shares	\$0.075 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTIONS 4, 5 AND 6 – APPROVAL TO ISSUE SHARES TO SIMON KIDSTON, STEFAN MURPHY AND THOMAS REDDICLIFFE UNDER THE PLACEMENT

3.1 General

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of 333,333 Shares to Simon Kidston (or his nominee(s)), 266,667 Shares to Stefan Murphy (or his nominee(s)) and 266,667 Shares to Thomas Reddicliffe (or his nominee(s)), to enable their participation in the Placement.

3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 constitutes giving a financial benefit and each of Simon Kidston, Stefan Murphy and Thomas Reddicliffe are a related party of the Company by virtue of each being a Director.

In respect of Resolution 4, the Directors (excluding Simon Kidston), each of whom do not have a material personal interest in Resolution 4, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Shares to Simon Kidston (and/or his nominees), given that the proposed issue of the Shares are considered to be on arm's length terms (being on the same terms as the Shares to the unrelated Placement Participants).

In respect of Resolution 5, the Directors (excluding Stefan Murphy), each of whom do not have a material personal interest in Resolution 5, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Shares to Stefan Murphy (and/or his nominees), given that the proposed issue of the Shares are considered to be on arm's length terms (being on the same terms as the Shares to the unrelated Placement Participants).

In respect of Resolution 6, the Directors (excluding Thomas Reddicliffe), each of whom do not have a material personal interest in Resolution 6, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Shares to Thomas Reddicliffe (and/or his nominees), given that the proposed issue of the Shares are considered to be on arm's length terms (being on the same terms as the Shares to the unrelated Placement Participants).

3.3 Listing Rule 10.11

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 issue 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.

3.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue 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) and will raise additional funds which will be used in the manner set out in Section 1.3. 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 these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

3.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	Simon Kidston (the subject of Resolution 4), Stefan Murphy (the subject of Resolution 5) and Thomas Reddicliffe (the subject of Resolution 6); or any of their nominees.
Categorisation under Listing Rule 10.11	Simon Kidston, Stefan Murphy and Thomas Reddicliffe each fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Simon Kidston, Stefan Murphy and Thomas Reddicliffe who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	333,333 Shares will be issued to Simon Kidston (the subject of Resolution 4), 266,667 Shares to Stefan Murphy (the subject of Resolution 5) and 266,667 Shares to Thomas Reddicliffe (the subject of Resolution 6)
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Shares	\$0.075 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital. Details of how the Company will use the funds is set out in Section 1.3.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

4. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO ALIEN METALS AUSTRALIA PTY LTD

4.1 Background

On 1 December 2025, the Company announced that it had entered into an agreement with Alien Metals to acquire a 70% legal and beneficial interest in the Tenements (**Alien Metals Acquisition**).

Following satisfaction (or waiver) of the conditions precedent of the Alien Metals Acquisition (set out in Schedule 1), the Company paid Alien Metals consideration comprising \$500,000 in cash and 47,000,000 Shares (**Consideration Shares**).

The Consideration Shares, which were issued on 2 February 2026, are subject to a holding lock (escrow) for a period of 6 months from the date of issue of the Consideration Shares. The holding lock does not apply to \$500,000 worth of Consideration Shares (comprising 9,090,909 Shares calculated at \$0.055 per share). Alien Metals has agreed not to sell any

portion of the Consideration Shares not subject to escrow exceeding \$20,000 on any Trading Day.

Additionally, Alien Metals has granted the Company the option to acquire an additional 10% legal and beneficial interest in the Tenements (**Acquisition Option**) at any time within 12 months from 2 February 2026, being the completion date of the Alien Metals Acquisition (**Option Period**). Upon the exercise of the Acquisition Option, the Company will issue 20,000,000 Shares to Alien Metals (or its nominee/s) (**Option Consideration Shares**). The issue of the Option Consideration Shares is the subject of Resolution 7.

Subject to the terms and conditions of the agreement, if the Company exercises the Acquisition Option, it will increase its legal and beneficial interest in the Tenements from 70% to 80%.

A summary of the material terms of the agreement with Alien Metals is set out in Schedule 1.

For further information in relation to the Alien Metals Acquisition, refer to the Company's announcement titled '*Acquisition of High-Grade Munni Munni PGE-NE-Cu Project*' dated 1 December 2025.

Shareholder approval to issue the Option Consideration Shares was previously obtained at the Company's General Meeting held on 21 January 2026. However, that approval has since lapsed and, accordingly, the Company is now seeking refreshed Shareholder approval for the purposes of Listing Rule 7.1.

4.2 General

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Option Consideration Shares.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issues fall within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issues therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company may proceed with the issue and the exercise of the Acquisition Option. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue and the Company will not be able to exercise the Acquisition Option.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Shares will be issued or the basis on which those persons were or will be identified/selected	Alien Metals Australia Pty Ltd (ACN 654 800 932) or its nominee.
Number of Shares and class to be issued	The number of Shares to be issued will be 20,000,000 Shares.

REQUIRED INFORMATION	DETAILS
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Option Consideration Shares as soon as practicable following the exercise of the Acquisition Option. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Shares	The Option Consideration Shares will be issued at a nil issue price, in consideration for the additional 10% interest in the Tenements
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable the Company to acquire a further 10% interest in the Tenements upon exercise of the Acquisition Option.
Summary of material terms of agreement to issue	The Shares are being issued under the agreement with Alien Metals, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

Acquisition Option has the meaning given in Section 4.1.

Alien Metals means Alien Metals Australia Pty Ltd (ACN 654 800 932).

Alien Metals Acquisition has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Greentech Metals Limited (ACN 648 958 561).

Consideration Shares has the meaning given in Section 4.1.

Constitution means the Company's constitution.

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

Crest Silver means Crest Silver Pty Ltd (ACN 682 706 403).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

Mandate has the meaning given in Section 1.2.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option Consideration Shares has the meaning given in Section 4.1.

Option Period has the meaning given in Section 4.1.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

Trading Day has the meaning given to that term in the Listing Rules.

Tenements or **Munni Munni Project** means E47/332, E47/4422, M47/123, M47/124, M47/125 and M47/126.

Tranche 1 Placement Participants has the meaning given in Section 1.1.

Tranche 2 Placement Participants has the meaning given in Section 1.1.

West Coast Silver means West Coast Silver Limited (formerly Errawarra Resources Limited) (ACN 155 472 834).

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

SCHEDULE 1 – MATERIAL TERMS AND CONDITIONS OF ALIEN METALS ACQUISITION

<p>Acquisition Structure</p>	<p>The Company acquired a 70% interest in the Tenements from Alien Metals.</p> <p>The Company is granted an option to acquire a further 10% interest (to increase its holding in the Tenements to 80%) exercisable within 12 months of completion.</p> <p>The Company sole-funds the joint venture and Alien Metals is free-carried through to completion of a Bankable Feasibility Study.</p> <p>Operating Committee: 3 members: 2 appointed by the Company, 1 appointed by Alien Metals.</p>
<p>Consideration</p>	<p>Subject to the terms and conditions of the agreement, the Purchaser agrees:</p> <p>(a) to pay Alien Metals (or its nominee) a cash payment of \$500,000 (in total) by way of electronic transfer and issue the Consideration Shares to Alien Metals (or its nominee) in consideration for the Alien Metals Acquisition; and</p> <p>(b) to issue the Option Consideration Shares to Alien Metals (or its nominee) upon the exercise of the Option within the Option Period.</p> <p>The \$500,000 was paid in full and the Consideration Shares were issued at completion on 2 February 2026.</p>
<p>Option Conditions</p>	<p>The option to acquire the additional 10% interest is conditional upon:</p> <p>(a) Shareholder approval to the issue of the Option Consideration Shares.</p> <p>(b) The Company's 30-day VWAP being at least \$0.05.</p> <p>(c) Alien Metals voting power remaining at or below 20% after the issue of Option Consideration Shares.</p>
<p>Conditions Precedent</p>	<p>Completion of the Alien Metals Acquisition was subject to satisfaction or waiver of the following:</p> <p>(a) The Company raising \$3 million pursuant to a capital raising.</p> <p>(b) Receipt of Shareholder approvals.</p> <p>(c) Execution of a joint venture agreement between the parties, a Mineral Rights Deed with Crest Silver Pty Ltd, a subsidiary of West Coast Silver Limited, and various other third-party agreements to give effect to the Company's acquisition of its interest in the Tenements.</p> <p>(d) Obtaining all necessary regulatory and third-party approvals.</p>
<p>Completion</p>	<p>Completion occurred on 2 February 2026, within 10 business days after satisfaction of all conditions precedent.</p> <p>On completion, the Company:</p> <p>(a) paid Alien Metals a cash payment of \$500,000;</p> <p>(b) issued the Consideration Shares; and</p> <p>(c) executed all required agreements with Alien Metals.</p>
<p>Other Terms</p>	<p>Alien Metals must keep all Tenements in good standing until completion.</p> <p>Alien Metals must not negotiate with any third party.</p>

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	<p>After completion, both parties hold a 10 business day right to match any third party offers over their respective interests.</p> <p>The Company assuming a royalty of \$400,000 payable to Franco-Nevada on commercial mining.</p> <p>The agreement otherwise contains provisions considered standard for an agreement of its nature (including exclusivity, representations and warranties and confidentiality provisions).</p>
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GreenTech Metals Limited
ABN 14 648 958 561

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

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GreenTech Metals Limited General Meeting

The GreenTech Metals Limited General Meeting will be held on Thursday, 25 June 2026 at 11:00am (AWST). 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: 188813

SRN/HIN:

PIN:

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

For your proxy appointment to be effective it must be received by 11:00am (AWST) on Tuesday, 23 June 2026.





ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 4, 88 William Street, Perth, WA 6000

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.

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Tuesday, 23 June 2026.**

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:

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: 188813

SRN/HIN:

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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of GreenTech Metals Limited 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 General Meeting of GreenTech Metals Limited to be held at Level 4, 88 William Street, Perth, WA 6000 on Thursday, 25 June 2026 at 11:00am (AWST) 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.

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	For	Against	Abstain
1 Ratification of prior issue of Shares under the Placement – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Shares under the Placement – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Shares to Simon Kidston under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Shares to Stefan Murphy under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Shares to Thomas Reddicliffe under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Shares to Alien Metals Australia Pty Ltd	<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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically