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9 October 2026

Dear Shareholder,

GREENX METALS LIMITED – NOTICE OF ANNUAL GENERAL MEETING

GreenX Metals Limited (the **Company**) advises that its Annual General Meeting (**Meeting**) will be held on Wednesday, 11 November 2026 at 10:00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia 6000.

In accordance with 110D of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act 2001 (Cth)).

A copy of the Notice of Meeting can be viewed and downloaded online as follows:

- the Company's website: https://greenxmetals.com/investors/announcements/.
- the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "GRX"; or
- if you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

A copy of a Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify shareholders of any changes to this by way of an announcement and the details will also be made available on our website.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your stock broker, investment advisor, accountant, solicitor or other professional adviser.

You may also, prior to the Meeting, obtain a paper copy of the Notice of Meeting (free of charge) by contacting the Company Secretary on +61 8 9322 6322 or by sending an email to info@greenxmetals.com.

Holders of Depositary Interests should complete and sign a separate Form of Instruction and return it by the time and in accordance with the instructions set out in the Form of Instruction. Holders on the Warsaw Stock Exchange should contact their brokers to submit their vote for the Meeting. Holders of Depositary Interests and holders on the Warsaw Stock Exchange will not be eligible to vote in person at the Meeting.

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences with Computershare at https://www-au.computershare.com/Investor/#Home or contact your broker.

Yours sincerely,

[signed electronically without signature]

Dylan Browne
Company Secretary
GreenX Metals Limited

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GREENX METALS LIMITED

ACN 008 677 852

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 11 November 2026 at 10:00am (AWST)

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter in relation to this Notice please do not hesitate to contact the Company Secretary by telephone on + 61 8 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

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GREENX METALS LIMITED
ACN 008 677 852

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of GreenX Metals Limited (ACN 008 677 852) (**Company**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 11 November 2026 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Monday, 9 November 2026 at 5:00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding, the following:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

(a) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

(b) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or

(c) the person is the Chairperson voting an undirected proxy which expressly authorises the Chairperson to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Mr Benjamin Stoikovich as a Director

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

"That, pursuant to and in accordance with Article 7.3(b) and for all other purposes, Mr Benjamin Stoikovich, Director, retires and being eligible pursuant to Article 7.3(f), is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

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3. Resolution 3 – Ratify the issue of Placement Shares under Listing Rule 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 16,000,000 Placement Shares under Listing Rule 7.1A at an issue price of $0.855 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of the Placement Shares or an associate of those persons.

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

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

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(c) a holder acting solely in a nominee, trustee 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 this Resolution; and

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

4. Resolution 4 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

If at the time the approval is sought the entity is proposing to make an issue of Equity Securities under Rule 7.1A.2, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and/or their nominee(s)) who is expected to participate in the proposed issue 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), or any associates of those persons.

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

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

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on this Resolution; and

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

***Note**: As at the date of the Notice, it is not known who may participate in any Equity Securities issued under Resolution 4 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 4.*

5. Resolution 5 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director

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

"*That, pursuant to and in accordance with Listing Rule 14.3, articles 7.2(e) and 7.2(f) of the Constitution and for all other purposes, Mr Stephen Mayne, a Shareholder who has nominated himself, is elected as a non-executive Director on the terms and conditions in the Explanatory Memorandum*."

BY ORDER OF THE BOARD

[signed electronically without signature]

Dylan Browne
Company Secretary
Dated: 9 October 2026

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GREENX METALS LIMITED
ACN 008 677 852

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting on Wednesday, 11 November 2026 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the Notice.

The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Mr Benjamin Stoikovich as a Director
Section 6:	Resolution 3 – Ratify the issue of Placement Shares under Listing Rule 7.1A
Section 7:	Resolution 4 – Approval of Additional 10% Placement Capacity
Section 8:	Resolution 5 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director
Schedule 1:	Definitions

A Proxy Form is enclosed with the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

(a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a Shareholder; and

(c) a Shareholder 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than Monday, 9 November 2026 at 10:00am (AWST), being at least 48 hours before the Meeting.

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

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2.2 Attendance at the Meeting and Form of Instruction

Holders of depositary interests should complete and sign a separate Form of Instruction and return it by the time and in accordance with the instructions set out in the Form of Instruction. Holders on the Warsaw Stock Exchange should contact their brokers to submit their vote for the Meeting. Holders of depositary interests and holders on the Warsaw Stock Exchange will not be eligible to vote in person at the Meeting.

2.3 Voting Prohibition by Proxy Holders (Remuneration Report)

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

(b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

(a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or

(b) the person is the Chairperson voting an undirected proxy which expressly authorises the Chairperson to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A vote on Resolution 1 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

(a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution 1; or

(b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairperson to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

3. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 30 June 2026 must be laid before the Meeting.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.greenxmetals.com;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

(a) the preparation and contents of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the Auditor in relation to the conduct of the audit,

May be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

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4. Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

(a) the Company's remuneration policy; and

(b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except a managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

If a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than a managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. Please note, if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is a non-binding resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Mr Benjamin Stoikovich as a Director

5.1 General

In accordance with Article 7.3(b), a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer.

Article 7.3(f) provides that a Director who retires under Article 7.3(b) is eligible for re-election.

Resolution 2 provides that Mr Benjamin Stoikovich retires and seeks re-election as a Director.

Details of the qualifications and experience of Mr Stoikovich are in the Annual Report.

Mr Stoikovich was previously re-elected by Shareholders at the Company's annual general meeting held on 22 November 2023.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.2 Board Recommendation

The Board (excluding Mr Benjamin Stoikovich) supports the election of Mr Stoikovich and recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Ratify the issue of Placement Shares under Listing Rule 7.1A

6.1 General

In February 2026, the Company completed a placement of 16,000,000 new fully paid ordinary shares (**Placement Shares**) at an issue price of A$0.85 per share to raise gross proceeds of A$13.6 million before costs (**Placement**).

The Placement was supported by new and existing investors with the Placement Shares issued pursuant to the Company's 10% Placement Capacity under Listing Rule 7.1A.

Refer to the Company's ASX announcement released on 28 January 2026 for further details of the Placement.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 (and for all other purposes) to ratify the issue of 16,000,000 Placement Shares issued pursuant to the Company's 10% Placement Capacity under Listing Rule 7.1A.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 3.

6.2 Listing Rules 7.1, 7.1A and 7.4

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

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2025 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2025 annual general meeting, without needing further Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 10% Placement Capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Placement Shares will be excluded in calculating the Company's 10% Placement Capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Placement Capacity on 18 November 2025.

If Resolution 3 is not passed, the Placement Shares will be included in calculating the Company's 10% Placement Capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Placement Capacity on 18 November 2025.

6.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

(a) 16,000,000 Placement Shares were issued to new and existing investors who were institutional and sophisticated investors identified by the Company, who were either existing investors or were parties associated with the Company's and Directors networks, through a bookbuild process pursuant to Listing Rule 7.1A. None of the participants in the Placement who were issued Placement Shares equal to more than 1% of the Company's issued capital (prior to the issue of the Placement Shares) are related parties of the Company, members of the Key Management Personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons;

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(b) 16,000,000 Placement Shares were issued pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 3;

(c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) 16,000,000 Placement Shares were issued at an issue price of $0.85 per Share, raising approximately $13,600,000 (before costs);

(e) the Placement Shares were issued on 6 and 10 February 2026;

(f) proceeds raised from the issue of 16,000,000 Placement Shares were raised for exploration and development activities at the Company's Tannenberg Copper Project in Germany (**Tannenberg**) and the Eleonore North Project in Greenland (**ELN**), and general working capital, including costs in relation to the Company's ongoing arbitration set-aside proceedings against Poland, as stated below:

(i) To date the Company has spent approximately $3,102,241 of the proceeds raised from the Placement as follows:

(A) $1,602,241 on the exploration and development activities at Tannenberg and ELN;

(B) $1,300,000 on arbitration set-aside proceedings against Poland; and

(C) $200,000 on share issue costs in relation to completing the Placement.

(ii) The Company intends to use the remaining funds (A$10,497,759) on the exploration and development activities at Tannenberg and ELN, arbitration costs in relation to the set-aside proceedings against Poland and for working capital purposes which includes corporate and administration costs, salaries and wages, director fees and occupancy related costs;

(g) the Placement Shares were issued under short form subscription letters pursuant to which the Placement participants agreed to subscribe for Shares at an issue price of $0.85 per Share. Apart from the subscription for Placement Shares there are no other material terms under the subscription letters; and

(h) a voting exclusion statement is included in the Notice for Resolution 3.

6.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval of Additional 10% Placement Capacity

7.1 General

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company may be an eligible entity at the time of the Meeting and to provide flexibility to the Company has included Resolution 4 in this Notice. If the Company is not an eligible entity at the date of the Meeting, this Resolution 4 will not be put before the meeting.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.

If Resolution 4 is passed, the effect will be that the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10%

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Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.2 Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating 10% Placement Capacity**

Listing Rule 7.1A.2 provides that eligible entities that have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the Relevant Period:

(i) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the Relevant Period; or

(B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(iv) plus the number of any other Shares issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary shares that became fully paid in the Relevant Period;

(vi) less the number of Shares cancelled in the Relevant Period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%.

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E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 312,256,505 Shares and currently has the capacity to issue:

(i) 37,848,119 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 3 and 4, 29,052,576 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; and

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**the 10% Placement Period**).

7.3 Effect of Resolution

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period, up to the 10% Placement Capacity, without using the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) Shareholder approval will be valid during the 10% Placement Period as detailed in Section 7.2(f).

(b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) If Resolution 4 is approved by Shareholders and the Company issues Equity

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Securities under the 10% Placement Capacity, the existing Shareholders' voting power and economic dilution in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(e) The table also shows:

(i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.475 50% decrease in Issue Price	$0.955 Issue Price	$1.90 100% increase in Issue Price
Current Variable 'A' 312,256,505 Shares	10% voting dilution (No. shares)	31,225,651	31,225,651	31,225,651
	Funds raised ($)	14,925,861	29,820,496	59,640,992
50% increase in current Variable 'A' 468,384,758 Shares	10% voting dilution (No. shares)	46,838,476	46,838,476	46,838,476
	Funds raised ($)	22,388,791	44,730,744	89,461,489
100% increase in current Variable 'A' 624,513,010 Shares	10% voting dilution (No. shares)	62,451,301	62,451,301	62,451,301
	Funds raised ($)	29,851,722	59,640,992	119,281,985

The table above has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.

(ii) No Options, Performance Rights or convertible notes (including any Options, Performance Rights or convertible notes issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

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(vii) The issue price is $0.955, being the closing price of the Shares on ASX on 22 September 2026. The Company will only issue the Equity Securities during the 10% Placement Period.

(f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and development of its exploration projects in Germany and Greenland, and for general working capital. Any Equity Securities issued under Listing Rule 7.1A will only be issued for cash consideration.

(g) The Company will only issue the Listing Rule 7.1A Shares during the 10% Placement Period. The approval under Resolution 4 will cease to be valid on the earlier of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(h) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(i) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(j) The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company and are likely to be sophisticated and professional investors.

(k) In the 12 months preceding the date of the Meeting, the Company has issued a total of 16,000,000 Equity Securities under Listing Rule 7.1A.2, which represents approximately 5.57% of the total number of Equity Securities on issue at 18 November 2025.

Date of issue	**Issued to, or basis of issue**	**Equity Securities issued**	**Issue price per Equity Security**	**Discount of issue price to closing market price on date of issue**	**Total cash consideration, amount of cash spent and use of funds, or intended use of funds for remaining cash**
6 and 10 Feb 2026	16,000,000 Placement Shares were issued to new and existing investors who were institutional and sophisticated investors identified by the Company, who were either existing investors or were parties associated with the Company's and Directors networks, through a bookbuild process pursuant to Listing Rule 7.1A. The issue of Equity Securities under Listing Rule 7.1A.2 raised approximately $13,600,000 (before costs) as announced on 28 January 2026.	Fully paid ordinary shares in the Company	$0.85	The issue of Placement Shares on 6 Feb 2026 (being 15,882,353 Shares issued) represented a 10.99% discount to the closing market price on 6 Feb 2026. The issue of Placement Shares on 10 Feb 2026 (being 117,647 Shares issued), represented a 16.67%	To date the Company has spent approximately $3,102,241 of the proceeds raised from the Placement as follows: • $1,602,241 on the exploration and development activities at Tannenberg and ELN; • $1,300,000 on arbitration set-aside proceedings against Poland; and • $200,000 on share issue costs in relation to completing the Placement. The Company intends to use the remaining funds (A$10,497,759) on the exploration and

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				discount to the closing market price on 10 Feb 2026.	development activities at Tannenberg and ELN, arbitration costs in relation to the set-aside proceedings against Poland and for working capital purposes which includes corporate and administration costs, salaries and wages, director fees and occupancy related costs

(l) A voting exclusion statement is included in the Notice for Resolution 4. However as at the date of the Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

7.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director

8.1 General

By notice to the Company received on 21 September 2026, Mr Stephen Mayne, an external non-board endorsed candidate, has nominated himself to stand for election as a non-executive Director in accordance with articles 7.2(e) and 7.2(f) of the Constitution.

The Board has considered Mr Mayne's nomination and recommends shareholders vote **AGAINST** Mr Mayne's election as a director for the reasons set out below.

If Resolution 5 is passed, Mr Mayne will be elected to the Board.

If Resolution 5 is not passed, Mr Mayne will not be elected to the Board.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies against Resolution 5.

8.2 Resolution NOT supported by Board

Mr Mayne has provided biographical details for inclusion in this Notice. Other than the details outlined below, the Company has little knowledge of Mr Mayne, his bona fide experiences or attributes he would bring to the Board.

The information provided by Mr Mayne (below) has not been independently verified by the Company, nor does the Company make any representation as to its accuracy. The Company has also not had the opportunity to undertake the usual background checks that apply to prospective directors consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, including verification of qualifications and experience, criminal record and bankruptcy checks or other regulatory checks, independence and conflicts assessments and fit-and-proper assessments.

The Company notes that Mr Mayne has unsuccessfully nominated himself for numerous other boards of listed companies.

If a majority of shareholders vote in favour of Mr Mayne's election, Mr Mayne 's election as a director will become effective even if he has not satisfied the Company's standard requirements for director candidates and met associated regulatory requirements.

As at the date of this Notice, to the best of the Company's knowledge, Mr Mayne holds 519 Shares in the Company.

The Board does not support the election of Mr Stephen Mayne and recommends that shareholders vote **AGAINST** Resolution 5.

8.3 Information provided by Mr Mayne

Mr Mayne requested the following information be included in this Notice. The information has not been verified by the Company.

"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast

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with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1,400 ASX listed company AGMs and EGMs since 1998.

Stephen nominated for the GreenX Metals board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for interstate or overseas shareholders to participate. The company is capitalised at around $300m and has more than 1100 shareholders. It should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote and ask questions live online during proceedings, as many other ASX-listed companies now do. Mr Mayne is also concerned that GreenX Metals undertook a $13.6 million institutional placement at 85c per share in January 2026 without providing retail shareholders an opportunity to participate on the same terms through a Share Purchase Plan (SPP). He has asked the board not to refresh the placement capacity at the upcoming AGM as pro-rata capital raisings are more equitable. Mr Mayne also believes GreenX Metals should offer retail shareholders a standalone uncapped make-good SPP at 85c and that electing Stephen to the board will increase the prospects of this occurring, whilst reducing the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com of via www.maynereport.com."

8.4 Board response to statements made by Mr Mayne

To assist shareholders, the Board provides the following clarifications regarding the Company's governance settings, capital management approach, and format of annual general meetings

Capital Management

The Company's capital management objective is to lower the cost of capital while providing timely funding for investments to develop its projects, namely Tannenberg, in Germany, and ELN, in Greenland, while rigorously defending and enforcing its £252m Arbitration Award received in October 2024. Capital raisings have been designed to support the Company's growth, maintain a high-quality shareholder base, minimise dilution, protect its interest and ensure efficient execution that delivers the optimum net outcome for all shareholders.

Consistent with these objectives, the Board prioritises outcomes characterised by strong shareholder support, and constructive post-raise share performance, which the Board believes serve GreenX shareholders better than alternative structures that typically entail higher costs or extended execution risk, particularly in periods of market volatility. The Board will continue to assess prevailing market conditions, regulatory settings across the Company's triple listings, and shareholder feedback when determining the most appropriate capital management at any given time.

AGM format and accessibility

The Company is triple-listed on ASX, London Stock Exchange and the Warsaw Stock Exchange, with projects in Germany and Greenland, and a management team in London. The Board's approach is to meet all legal and regulatory requirements on meeting conduct and notice while balancing cost, practicality and shareholder accessibility across jurisdictions. The Board will continue to review meeting formats noting triple-listing constraints that may apply.

Engagement with all shareholders (including retail holders)

The Company maintains extensive, regular communication with shareholders through regulatory announcements, results, presentations, press releases, meetings and an opt-in investor news service. This includes ongoing engagement with retail shareholders, many of whom have supported the Company's successful strategy and ongoing operations.

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Schedule 1 - Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

A$ or $ means Australian Dollars.

10% Placement Capacity has the meaning given to that term in Section 6.2.

15% Placement Capacity has the meaning given to that term in Section 6.2

10% Placement Period has the meaning given to that term in Section 7.2(f)

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2026.

Article means an article of the Constitution.

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

Auditor means the Company's auditor from time to time.

Auditor's Report means the Auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means in relation to a member of a Key Management Personnel:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means GreenX Metals Limited ACN 008 677 852.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Group means the Company and its related bodies corporate (as defined in the Corporations Act).

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given to that term in the introductory paragraph of the Notice.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Placement has the meaning given in Section 6.1.

Placement Shares has the meaning given in Section 6.1.

Proxy Form means the proxy form enclosed with the Notice.

Relevant Period means the 12 month period immediately preceding the date of the issue or agreement.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution proposed pursuant to the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of one or more Shares.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

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

VWAP means volume weighted average price.

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GREENX METALS LIMITED

ACN 008 677 852

PROXY FORM

The Company Secretary
GreenX Metals Limited

By delivery:	***By post:***	***by email***	***By facsimile:***
Level 9, 28 The Esplanade PERTH WA 6000	PO Box Z5083 PERTH WA 6831	voting@greenxmetals.com	+61 8 9322 6558

Name of Shareholder:	
Address of Shareholder:	
Number of Shares entitled to vote:	

Please mark ☒ to indicate your directions. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting. Further instructions are provided overleaf.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson (mark box) ☐ **OR** if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally 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 Annual General Meeting of GreenX Metals Limited to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 11 November 2026 at 10:00am (AWST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is [ ]% of the Shareholder's votes / [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson. If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		Board Recommendation	For	Against	Abstain*
Resolution 1	Remuneration Report	**FOR**			
Resolution 2	Re-election of Mr Benjamin Stoikovich as a Director	**FOR**			
Resolution 3	Approval of Ratify the issue of Placement Shares under Listing Rule 7.1A	**FOR**			
Resolution 4	Approval of Additional 10% Placement Capacity	**FOR**			
Resolution 5	Election of Non-Board Endorsed Candidate Mr Stephen Mayne as Director	**AGAINST**			

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.

The Chairperson of the Meeting intends to vote all available and undirected proxies in favour of each Resolution (other than Resolution 5, which the Chairperson intends to vote all available and undirected proxies against).

Authorised signature/s

The section below ***must*** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

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

Contact Name	Contact Daytime Telephone	Date

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Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by email or facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth, WA, 6000, or by post to PO Box Z5083, Perth, WA, 6831 or email at voting@greenxmetals.com or facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (AWST).

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