

NOTICE OF ANNUAL GENERAL MEETING IN

Green Minerals AS

The Board of Directors hereby convene the Shareholders of

Green Minerals AS (the Company")

to the Annual General Meeting to be held on
26 May 2022 10.00 Local time

at Hagaløkkveien 26, 1383 Asker, Norway

The Board urges the shareholders to vote in advance or submit proxy forms prior to the meeting.

The Annual General Meeting will be opened by the Chairman of the meeting.

The following agenda has been set for the Meeting:

1. Opening of the meeting and registration of participating and represented shareholders
2. Election of chairman of the meeting and person to co-sign the minutes
3. Approval of the notice to the meeting and the agenda
4. Approval of the annual accounts for the financial year 2021
5. Remuneration of Directors and Auditors
6. Appointment of Directors
7. Appointment of Auditors
8. Authorisation to the Board of Directors to increase the share capital

Supporting documentation for the Annual General Meeting, including the 2021 Annual Financial Statements, is found in the Company's website www.greenminerals.no.

Appendix A: The Board's proposed resolution.

Appendix B: Proxy form

Asker, 16 May 2022



Ståle Rodahl

Chairman of the Board of Directors

Appendix A: The Board's proposed resolutions

ITEM 4: APPROVAL OF THE ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2021

The 2021 Accounts are made available to each shareholder as posted on the Company's website.

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION

That the 2021 Accounts, relating to the year ended 31 December 2021, be and are hereby approved, adopted and confirmed in all respects.

ITEM 5: REMUNERATION OF DIRECTORS AND AUDITORS

It is proposed that the remuneration of the Board of Directors for the period from this Annual General Meeting up to the Annual General Meeting to be held in 2023 is approved at NOK 200,000 for each Director and for the Chairman NOK 400,000 said rates per annum (i.e 1/12 of these amounts per month). Said fees are payable for as long as the director in question serves on the Board of Directors. All travel and other costs and expenses related to the service as a board member shall be borne by the Company.

It is proposed that the Auditor's fee shall be stipulated on the basis of invoices received.

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION

- a) That the principal remuneration to be paid to each Director and to the Chairman until the AGM to be held in 2023 be and is hereby approved as proposed viz. a fee of NOK 200,000 for each Director, and for the Chairman NOK 400,000, said rates per annum (i.e 1/12 of these to amounts per month). Said fees are payable or as long as the director in question serves on the Board of Directors. All travel and other costs and expenses related to the service as a board member shall be borne by the Company.
- b) That the auditor's remuneration shall be paid according to invoices.

ITEM 6: APPOINTMENT OF DIRECTORS

It is proposed that the Board of Directors shall consist of the following board members until the Annual General Meeting in 2023:

Mr. Ståle Rodahl (Chairman)
Mr. Hans Christian Anderson
Mr. Øivind Dahl-Stamnes

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION

- a) That Ståle Rodahl be and is hereby appointed as a director until the Annual General Meeting to be held in 2023.
- b) That Hans Christian Anderson be and is hereby appointed as a director until the Annual General Meeting to be held in 2023.
- c) That Øivind Dahl-Stamnes be and is hereby appointed as a director until the Annual General Meeting to be held in 2023.

ITEM 7: APPOINTMENT OF AUDITORS

The Board of Directors recommends the following Auditors to be appointed:

RSM Norge AS

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION

That RSM Norge AS be and are hereby appointed as Auditors of the Company until the next Annual General Meeting in 2023.

ITEM 8: AUTHORISATION TO THE BOARD TO INCREASE THE SHARE CAPITAL

The Board of Directors proposes that the general meeting grants the Board authorisation to increase the share capital of the Company without the need to call for a general meeting. Such authorisation will give the Board flexibility and possibility to act promptly in the event of future capital raises.

The purpose of the authorisation implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisations are used.

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION

1. That the Company's board of directors is authorised to increase the share capital by up to NOK 19,329.60, equivalent to 50% of the Company's share capital. Within this amount, the authorisation may be used one or several times.
2. The authorisation is valid until the ordinary general meeting in 2023, however, no longer than 30 June 2023.
3. The shareholders' pre-emption right for subscription of shares may be set aside.

Appendix B: Proxy form
PROXY VOTE INSTRUCTION

Green Minerals AS (the "Company")
Proxy Solicited for Annual General Meeting 26 May 2022

The undersigned hereby authorize the Chairman (or the person he authorises) to represent the undersigned at the Annual General Meeting of shareholders of the Company to be held at Hagaløkkveien 26, 1383 Asker, Norway at 10:00 local time.

☒ Please mark your votes as
in this example.

Resolutions	YES	NO	ABSTAIN
3. Approval of the notice of the meeting and the agenda			
4. Approval of the annual accounts for the financial year 2021			
5. Remuneration of Directors and Auditors			
5 a Remuneration of Board of Directors	_____	_____	_____
5 b Remuneration of Auditors	_____	_____	_____
6. Appointment of Directors			
6 a Mr. Ståle Rodahl (Chair)	_____	_____	_____
6 b Mr. Øivind Dahl-Stamnes	_____	_____	_____
6 c Mr. Hans Christian Anderson	_____	_____	_____
7. Appointment of Auditors			
8. Authorisation to the board to increase the share capital			

Signature(s)_____

Date:_____

Note: Please sign exactly as name appears below, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block

letters:_____

Please return your completed and signed proxy, to the Company on or prior to 25 May 2022, 10:00 hours CEST, to e-mail address IR@greenminerals.no or by regular post to:

Green Minerals AS
Hagaløkkveien 26
1383 Asker, Norway