
GREENTECH METALS LIMITED
ACN 648 958 561
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm AWST
DATE: 21 January 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 4:00pm (WST) on 19 January 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – 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 47,000,000 Shares to Alien Metals Australia Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – 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."

3. RESOLUTION 3 – 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 17,009,269 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – 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 11,339,513 Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – 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 38,923,945 Shares to the Tranche 2 Placement Participants (or their 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 181,818 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 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 1,000,000 Shares to Stefan Murphy (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

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 Options to the Lead Manager (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO SORRENTO RESOURCES 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 4,000,000 Shares to Sorrento Resources Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO SIMON KIDSTON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Simon Kidston (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO THOMAS REDDICLIFFE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Performance Rights to Thomas Reddicliffe (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO STEFAN MURPHY

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Performance Rights to Stefan Murphy (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO SIMON KIDSTON

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 1,000,000 Shares to Simon Kidston (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO STEFAN MURPHY

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 1,000,000 Shares to Stefan Murphy (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE SHARES TO BENNELONG LIMITED

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 4,000,000 Shares to Bennelong Limited (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 8 December 2025

Voting Prohibition Statements

Resolution 10 – Approval to Issue Performance Rights to Simon Kidston	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to Issue Performance Rights to Thomas Reddicliffe	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 12 – Approval to Issue Performance Rights to Stefan Murphy	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 12 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 13 – Approval to Issue Shares to Simon Kidston	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 14 – Approval to Issue Shares to Stefan Murphy	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolution 1 – 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).
Resolution 2 – 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).
Resolutions 3 and 4 – 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 5 – 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 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 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 8 – Approval to issue Options to the Lead Manager	The Lead Manager (or their nominee(s)) 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 9 – Approval to issue Shares to Sorrento Resources Pty Ltd	Sorrento Resources 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).
Resolution 10 – Approval to Issue Performance Rights to Simon Kidston	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 11 – Approval to Issue Performance Rights to Thomas Reddicliffe	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 12 – Approval to Issue Performance Rights to Stefan Murphy	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 13 – Approval to Issue Shares to Simon Kidston	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 14 – Approval to Issue Shares to Stefan Murphy	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 15 – Approval to issue Shares to Bennelong Limited	Bennelong Limited (or their nominee(s)) 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.

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 1:30pm 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. RESOLUTION 1 AND RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO ALIEN METALS AUSTRALIA PTY LTD

1.1 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**).

Subject to the satisfaction (or waiver) of the conditions precedent of the Alien Metals Acquisition (set out in Schedule 1) the consideration payable to Alien Metals by the Company is:

- (a) a \$500,000 cash payment; and
- (b) 47,000,000 Shares (**Consideration Shares**).

The Consideration Shares will be 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 the Placement issue price of \$0.055). Alien Metals has agreed that it not sell any portion of the Consideration Shares not subject to escrow exceeding \$20,000 on any Trading Day.

The issue of the Consideration Shares is the subject of Resolution 1.

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 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 2.

Subject to the terms and conditions of the agreement, the Company will acquire an aggregate 80% legal and beneficial interest in the Tenements upon completion of the Alien Metals Acquisition and exercise of the Acquisition Option.

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.

1.2 General

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares in consideration for the Alien Metals Acquisition. Resolution 2 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.

1.3 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue, completion of the Alien Metals Acquisition may occur and Alien Metals may exercise 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 Resolutions 1 and 2 are not passed, the Company will not be able to proceed with the issue, the Alien Metals Acquisition will not complete and Alien Metals will not be able to exercise the Acquisition Option. If only Resolution 2 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.

1.4 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: (a) 47,000,000 Shares, the subject of Resolution 1; and (b) 20,000,000 Shares, the subject of Resolution 2.
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 Consideration Shares within 5 Business Days of the Meeting and 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 Consideration Shares will be issued at a nil issue price, in consideration for the Alien Metals Acquisition. The Option Consideration Shares will be issued at a nil issue price, in consideration for the additional 10% of the Tenements
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under agreement with Alien Metals.
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.

2. BACKGROUND TO RESOLUTIONS 3 TO 5

On 3 December 2025, the Company announced that it had received firm commitments from unrelated professional and sophisticated investors to raise approximately \$5,240,000 (before costs) via the issue of 95,272,727 Shares at an issue price of \$0.055 per Share (Placement).

The Placement comprises two tranches as follows:

- (a) **Tranche 1:** an aggregate of 56,348,782 Shares issued to unrelated sophisticated and professional investors (**Tranche 1 Placement Participants**) on 10 December 2025, comprising:
 - (i) 28,000,000 Shares pursuant to Shareholder approval obtained by the Company at its annual general meeting held on 27 November 2025 pursuant to Listing Rule 7.1;
 - (ii) 17,009,269 Shares pursuant to the Company's Listing Rule 7.1 capacity (being the subject of Resolution 3);
 - (iii) 11,339,513 Shares pursuant to the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 4);
- (b) **Tranche 2:** subject to Shareholder approval, an aggregate of 38,923,945 Shares will be issued and will comprise of:
 - (i) 37,742,127 Shares to unrelated sophisticated and professional investors (being the subject of Resolution 5);
 - (ii) 181,818 Shares to Thomas Reddicliffe (being the subject of Resolution 6); and
 - (iii) 1,000,000 Shares to Stefan Murphy (being the subject of Resolution 7),
(together, the **Tranche 2 Placement Participants**).

2.2 Lead Manger

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.

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 and issue 20,000,000 Options (each exercisable at \$0.0825 on or before the date that is three years from the date issue) to the Lead Manager. The issue of the Options is subject to Shareholder approval pursuant to Resolution 8.

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

2.3 Use of funds

As announced by the Company on 3 December 2025, proceeds from the Placement will be allocated to fund the Munni Munni Project, existing minerals exploration programmes and for working capital.

3. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULES 7.1 AND 7.1A

3.1 General

The background to the Placement is set out in Section 2 above.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 56,348,782 Shares at an issue price of \$0.055 per Share to raise \$3,099,183.

17,009,269 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 3) and 11,339,513 Shares were issued on 10 December 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 4).

3.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

3.3 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.

3.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 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	56,348,782 Shares were issued on the following basis: (a) 17,009,269 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 3); and (b) 11,339,513 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).
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	10 December 2025.

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company received for the Shares	\$0.055 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 2.3 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.

4. RESOLUTION 5 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

4.1 General

The background to the Placement is set out in Section 2.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 37,742,127 Shares to the Tranche 2 Placement Participants (except for Thomas Reddicliffe and Stefan Murphy) at an issue price of \$0.055 per Share to raise up to \$2,075,817.

A summary of Listing Rule 7.1 is set out in Section 1.2 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.

4.2 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 Company will not be able to proceed with the issue or the Alien Metals Acquisition, the funds under the Placement will not be raised and the Company may need to explore other avenues to raise funds.

4.3 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	37,742,127 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

REQUIRED INFORMATION	DETAILS
	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	\$0.055 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 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.

5. RESOLUTIONS 6 AND 7 – APPROVAL TO ISSUE SHARES TO THOMAS REDDICLIFFE AND STEFAN MURPHY UNDER THE PLACEMENT

5.1 General

These Resolutions seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of 181,818 Shares to Thomas Reddicliffe (or their nominee(s)) and 1,000,000 Shares to Stefan Murphy (or their nominee(s)), to enable their participation in the Placement.

5.2 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 Thomas Reddicliffe and Stefan Murphy are a related party of the Company by virtue of each being a Director.

The Directors (other than Thomas Reddicliffe and Stefan Murphy who each have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Thomas Reddicliffe and Stefan Murphy (or their respective nominee(s)) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.3 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.

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.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are not 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 2.3. 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.

5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	Thomas Reddicliffe (the subject of Resolution 6) and Stefan Murphy (the subject of Resolution 7).
Categorisation under Listing Rule 10.11	Thomas Reddicliffe and Stefan Murphy 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 Thomas Reddicliffe and Stefan Murphy who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	181,818 Shares will be issued to Thomas Reddicliffe (the subject of Resolution 6) and 1,000,000 Shares to Stefan Murphy (the subject of Resolution 7).
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	\$0.055 per Share.

REQUIRED INFORMATION	DETAILS
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 2.3.
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.

6. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 20,000,000 Options to the Lead Manager. Further details are set out in Section 2.2.

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

6.2 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 Company will not be able to proceed with the issue.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Options will be issued or the basis on which those persons were or will be identified/selected	The Lead Manager.
Number of Options and class to be issued	20,000,000 Options will be issued.
Terms of Options	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Options will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options 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 Options	The Options will be issued at an issue price of \$0.00001.
Purpose of the issue, including the intended	The purpose of the issue is to satisfy the Company's obligations under the Mandate.

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	
Summary of material terms of agreement to issue	The Options are being issued under the Mandate, a summary of the material terms of which is set out in Section 2.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO SORRENTO RESOURCES PTY LTD

7.1 Background

On 2 December 2025, the Company announced that it has entered into an agreement with Sorrento Resources Pty Ltd (**Sorrento**) to acquire two tenements E47/4504 and E47/4857 from Sorrento (**Sorrento Acquisition**). The Company has agreed to pay Sorrento a sum of \$40,000 in cash, issue 4,000,000 Shares as consideration for the Sorrento Acquisition and grant a 2% gross royalty. The issue of the 4,000,000 Shares is subject to Shareholders approving Resolution 9.

7.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,000,000 Shares in consideration for the Sorrento Acquisition.

A summary of Listing Rule 7.1 is set out in Section 1.2 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.

7.3 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 Company will not be able to proceed with the issue or the Sorrento Acquisition.

7.4 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	Sorrento Resources Pty Ltd (or its nominee/s).
Number of Shares and class to be issued	4,000,000 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

REQUIRED INFORMATION	DETAILS
	any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Shares	The Shares will be issued at a nil issue price, in consideration for the Sorrento Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Sorrento Acquisition agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Sorrento Acquisition agreement, a summary of the material terms of which is set out in Section 7.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 10 TO 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO SIMON KIDSTON, THOMAS REDDICLIFFE AND STEFAN MURPHY

8.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 9,000,000 Performance Rights to Simon Kidston, Thomas Reddicliffe and Stefan Murphy (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

RESOLUTION	RECIPIENT	CLASS	QUANTUM	VESTING CONDITION
10	Simon Kidston	A	833,334	Each Performance Right will vest if the Share price is greater than \$0.10, determined by the volume weighted average price (VWAP) over 20 consecutive trading days.
		B	833,334	Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.
		C	833,333	Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.
		D	833,333	Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.
		E	833,333	The announcement of a JORC (2012) Mineral Resource estimate.
		F	833,333	The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.
11	Thomas Reddicliffe	A	166,667	Each Performance Right will vest if the Share price is greater than \$0.10, determined by the VWAP over 20 consecutive trading days.

RESOLUTION	RECIPIENT	CLASS	QUANTUM	VESTING CONDITION
		B	166,667	Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.
		C	166,667	Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.
		D	166,667	Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.
		E	166,666	The announcement of a JORC (2012) Mineral Resource estimate.
		F	166,666	The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.
12	Stefan Murphy	A	500,000	Each Performance Right will vest if the Share price is greater than \$0.10, determined by the VWAP over 20 consecutive trading days.
		B	500,000	Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.
		C	500,000	Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.
		D	500,000	Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.
		E	500,000	The announcement of a JORC (2012) Mineral Resource estimate.
		F	500,000	The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.

8.2 Director Recommendation

- (a) Thomas Reddicliffe is an executive Director of the Company and therefore Jozsef Patarica believes that the issue of Performance Rights to Thomas Reddicliffe is in line with Recommendation 8.2 of the ASX CGPR;
- (b) Mr Patarica acknowledges that the issue of Performance Rights under this Resolution to the non-executive Directors of the Company, Simon Kidston and Stefan Murphy, is contrary to Recommendation 8.2 of the ASX CGPR. However, Mr Patarica considers that the issue is reasonable in the circumstances for the reasons set out in Section 8.6;
- (c) Mr Patarica recommends that Shareholders vote in favour of these Resolutions for the reasons set out in Section 8.6. In forming his recommendation, Mr Patarica considered the experience of the proposed recipients, the current market price of Shares, the current market standards and practices when determining the number of Performance Rights to be issued to each of the

Related Parties, as well as the performance milestones and expiry date of those Performance Rights; and

- (d) each Director (other than Mr Patarica) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Mr Patarica) (or their nominee(s)) are to be issued Performance Rights on the same terms and conditions should these Resolutions be passed. For this reason, the Directors (other than Mr Patarica) do not believe that it is appropriate to make a recommendation on these Resolutions.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Performance Rights are proposed to be issued to all of the Directors other than Jozsef Patarica, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.11

A summary of Listing rule 10.11 is set out in Section 5.3 above.

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.

8.5 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). 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.

8.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Performance Rights will be issued	The proposed recipients of the Performance Rights are set out in Section 8.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls 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 the proposed recipients who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Performance Rights and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 9,000,000 which will be allocated are set out in the table included at Section 8.1 above.
Terms of Performance Rights	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Performance Rights	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the

REQUIRED INFORMATION	DETAILS
will be issued	Company will not issue any Performance Rights 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 Performance Rights	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue of the Performance Rights will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Consideration of quantum of Performance Rights to be issued	The number of Performance Rights to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service/retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

REQUIRED INFORMATION	DETAILS																																								
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Simon Kidston</td><td>\$486,916¹</td><td>-</td></tr><tr><td>Thomas Reddicliffe</td><td>\$208,884²</td><td>\$170,063³</td></tr><tr><td>Stefan Murphy</td><td>\$292,150⁴</td><td>-</td></tr></table> Notes: - Comprising cash salary and fees of \$100,000, a superannuation payment of \$11,500 and \$375,416, being the value of the Performance Rights. Mr Kidston was appointed as a Director on 3 November 2025. - Comprising cash salary and fees of \$120,000, a superannuation payment of \$13,800 and \$75,084, being the value of the Performance Rights. - Comprising cash salary and fees of \$120,000, a superannuation payment of \$13,800 and equity settled options of \$36,263. - Comprising cash salary and fees of \$60,000, a superannuation payment of \$6,900 and \$225,250, being the value of the Performance Rights. Mr Murphy was appointed as a Director on 3 December 2025.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Simon Kidston	\$486,916 ¹	-	Thomas Reddicliffe	\$208,884 ²	\$170,063 ³	Stefan Murphy	\$292,150 ⁴	-																												
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025																																							
Simon Kidston	\$486,916 ¹	-																																							
Thomas Reddicliffe	\$208,884 ²	\$170,063 ³																																							
Stefan Murphy	\$292,150 ⁴	-																																							
Valuation	The value of the Performance Rights and the pricing methodology is set out in Schedule 4.																																								
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED¹</th><th>FULLY DILUTED²</th></tr><tr><td>Simon Kidston</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Thomas Reddicliffe</td><td>519,444</td><td>1,812,500²</td><td>-</td><td>0.46%</td><td>9.48%</td></tr><tr><td>Stefan Murphy</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr></table> Notes - Based on 113,395,133 Shares on issue. - Based on 196,622,911 Shares on issue. Post issue <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Simon Kidston</td><td>-</td><td>-</td><td>5,000,000</td></tr><tr><td>Thomas Reddicliffe</td><td>519,444</td><td>1,812,500²</td><td>3,000,000</td></tr><tr><td>Stefan Murphy</td><td>-</td><td>-</td><td>1,000,000</td></tr></table> Notes: - Fully paid ordinary shares in the capital of the Company (ASX: GRE). - Comprise of: 1,000,000 Options each exercisable at \$0.16 on or before 4 September 2027;	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED ¹	FULLY DILUTED ²	Simon Kidston	-	-	-	-	-	Thomas Reddicliffe	519,444	1,812,500 ²	-	0.46%	9.48%	Stefan Murphy	-	-	-	-	-	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Simon Kidston	-	-	5,000,000	Thomas Reddicliffe	519,444	1,812,500 ²	3,000,000	Stefan Murphy	-	-	1,000,000
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED ¹	FULLY DILUTED ²																																				
Simon Kidston	-	-	-	-	-																																				
Thomas Reddicliffe	519,444	1,812,500 ²	-	0.46%	9.48%																																				
Stefan Murphy	-	-	-	-	-																																				
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS																																						
Simon Kidston	-	-	5,000,000																																						
Thomas Reddicliffe	519,444	1,812,500 ²	3,000,000																																						
Stefan Murphy	-	-	1,000,000																																						

REQUIRED INFORMATION	DETAILS												
	(b) 750,000 Options each exercisable at \$0.20 on or before 20 December 2027; and (c) 62,500 Options each exercisable at \$0.12 on or before 9 January 2028.												
Dilution	If the Performance Rights issued under these Resolutions are exercised, a total of 5,000,000 Shares would be issued. This will increase the number of Shares on issue from 113,395,133 (being the total number of Shares on issue as at the date of this Notice) to 122,395,133 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.34%, comprising 4.09% by Simon Kidston, 2.45% by Thomas Reddicliffe and 0.8% by Mr Murphy.												
Market price	The market price for Shares during the term of the Performance Rights, together with the applicable vesting conditions, will determine whether or not the Performance Rights vest and convert into Shares. If, at the time any Performance Rights vest and convert into Shares, the Shares are trading on ASX at a price higher than the price at which the Performance Rights were granted, there may be a perceived cost to the Company.												
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.089</td><td>3 December 2025</td></tr><tr><td>Lowest</td><td>\$0.053</td><td>1, 3, 6 and 8 October 2025 4 September 2025</td></tr><tr><td>Last</td><td>\$0.076</td><td>9 December 2025</td></tr></table>		PRICE	DATE	Highest	\$0.089	3 December 2025	Lowest	\$0.053	1, 3, 6 and 8 October 2025 4 September 2025	Last	\$0.076	9 December 2025
	PRICE	DATE											
Highest	\$0.089	3 December 2025											
Lowest	\$0.053	1, 3, 6 and 8 October 2025 4 September 2025											
Last	\$0.076	9 December 2025											
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

9. RESOLUTIONS 13 AND 14 – APPROVAL TO ISSUE SHARES TO SIMON KIDSTON AND STEFAN MURPHY

9.1 General

These Resolutions seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 1,000,000 Shares to Simon Kidston (or their nominee(s)) (the subject of Resolution 13) and 1,000,000 Shares to Stefan Murphy (or their nominee(s)) (the subject of Resolution 14) on the terms and conditions set out below.

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above.

The issue constitutes giving a financial benefit. Simon Kidston and Stefan Murphy are related parties of the Company by virtue of being a Director.

The Directors (other than Simon Kidston and Stefan Murphy who are a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of

the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Simon Kidston and Stefan Murphy for corporate advisory services provided to the Company prior to their respective appointments as Directors, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 9.3 above.

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.

9.4 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). 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.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	Simon Kidston and Stefan Murphy.
Categorisation under Listing Rule 10.11	The recipient falls 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 the recipient who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	1,000,000 Shares to Simon Kidston (the subject of Resolution 13) and 1,000,000 Shares to Stefan Murphy (the subject of Resolution 14).
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	The Shares will be issued at a nil issue price.
Purpose of the issue,	The Shares are being issued as consideration for corporate advisory services provided to the Company prior to their respective appointments as Directors.
Remuneration package	The current total remuneration package for Simon Kidston and Stefan Murphy is set out in Section 8.6. Mr Kidston's current total remuneration will increase by

REQUIRED INFORMATION	DETAILS
	\$60,000 to \$546,916, being the value of the 1,000,000 Shares. Mr Murphy's current total remuneration will increase by \$60,000 to \$352,150, being the value of 1,000,000 Shares.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to a letter agreement confirming that the Shares are to be issued as consideration for corporate services provided prior to Mr Kidston's and Mr Murphy's appointment as Directors.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement	A voting prohibition statement applies to these Resolutions.

10. RESOLUTION 15 – APPROVAL TO ISSUE SHARES TO BENNELONG LIMITED

10.1 Background

The Company entered into a corporate consulting mandate with Bennelong Limited (**Corporate Mandate**), under which Bennelong Limited agreed to provide corporate and operational strategy advice to enhance shareholder value together with assistance in fundraising and funding options, investor relations and marketing (**Consulting Services**). In consideration for the provision of the Consulting Services, the Company will pay Bennelong Limited \$8,500 per month and a completion fee equal to 6% of the value of any transaction, payable in cash (**Transaction Fee**). The Corporate Mandate has a term of 12 months and automatically renews until terminated. Either party may terminate the Corporate Mandate without cause by giving at least 3 months written notice to the other party.

Upon completion of the Alien Metals Acquisition and completion of the Placement, the Company will issue 4,000,000 Shares to Bennelong Limited (or its nominee) in lieu of paying the Transaction Fee in cash.

10.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,000,000 Shares to Bennelong Limited (or its nominee).

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

10.3 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 Company will not be able to proceed with the issue.

10.4 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	Bennelong Limited (or its nominee).

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	
Number of Shares and class to be issued	4,000,000 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 upon completion of the Alien Metals Acquisition and completion of the Placement. In any event, the Company will not issue any Shares later than three months after the date of the Meeting.
Price or other consideration the Company will receive for the Shares	The Shares will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligation to pay the Transaction Fee under the Corporate Mandate.
Summary of material terms of agreement to issue	The Shares are being issued on the terms set out in Section 10.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

Acquisition Option has the meaning given in Section 1.1.

Adjustment Event means any or all of the following, at any time, or by reference to any record date:

- (a) any allotment or issue of Shares by the Company by way of capitalisation of profits or reserves; or
- (b) any subdivision or consolidation of Shares by the Company.

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

Alien Metals Acquisition has the meaning given in Section 1.1.

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.

ASX CGPR means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition).

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 1.1.

Constitution means the Company's constitution.

Consulting Services has the meaning given in Section 10.1.

Corporate Mandate has the meaning given in Section 10.1.

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 2.2.

Listing Rules means the Listing Rules of ASX.

Mandate has the meaning given in Section 2.2.

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 means an option to acquire a Share.

Option Consideration Shares has the meaning given in Section 1.1.

Option Period has the meaning given in Section 1.1.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 2.

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.

Sorrento has the meaning given in Section 7.1.

Sorrento Acquisition has the meaning given in Section 7.1.

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

Transaction Fee has the meaning given in Section 10.1.

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 2.

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

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

Acquisition Structure	The Company will acquire an interest in 70% of the from Alien Metals. 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. The Company will sole-fund the joint venture and Alien Metals is free-carried through to completion of a Bankable Feasibility Study. Operating Committee: 3 members: 2 appointed by the Company, 1 appointed by Alien Metals.
Consideration	Subject to the terms and conditions of the agreement, the Purchaser agrees: (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 (b) to issue the Option Consideration Shares to Alien Metals (or its nominee) upon the exercise of the Option within the Option Period. The \$500,000 will be paid in full and the Consideration Shares will be issued at completion.
Option Conditions	The option to acquire the additional 10% interest is conditional upon: (a) Shareholder approval to the issue of the Option Consideration Shares. (b) The Company's 30-day VWAP being at least \$0.05. (c) Alien Metals voting power remaining at or below 20% after the issue of Option Consideration Shares.
Conditions Precedent	Completion of the Alien Metals Acquisition is subject to satisfaction or waiver of the following: (a) The Company raising \$3 million pursuant to a capital raising. (b) Receipt of Shareholder approvals. (c) Execution of the 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. (d) Obtaining all necessary regulatory and third-party approvals.
Completion	Completion will occur 10 business days after the satisfaction of all conditions precedent. On completion the Company will: (a) pay Alien Metals a cash payment of \$500,000; (b) issue the Consideration Shares; and (c) execute all required agreements with Alien Metals.
Other Terms	Alien Metals must keep all Tenements in good standing until completion. Alien Metals must not negotiate with any third party. After completion, both parties hold a 10 business day right to match any third party offers over their respective interests.



The Company assuming a royalty of \$400,000 payable to Franco-Nevada on commercial mining.

The agreement otherwise contains provisions considered standard for an agreement of its nature (including exclusivity, representations and warranties and confidentiality provisions).

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	The amount payable upon exercise of each Option will be \$0.0825 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Subject to paragraph 12, Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.														
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.														
3.	Vesting Conditions	The Performance Rights shall vest as follows: <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>Each Performance Right will vest if the Share price is greater than \$0.10, determined by the volume weighted average price (VWAP) over 20 consecutive trading days.</td></tr><tr><td>B</td><td>Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.</td></tr><tr><td>C</td><td>Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.</td></tr><tr><td>D</td><td>Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.</td></tr><tr><td>E</td><td>The announcement of a JORC (2012) Mineral Resource estimate.</td></tr><tr><td>F</td><td>The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.</td></tr></table> each, a Vesting Condition.	CLASS	VESTING CONDITION	A	Each Performance Right will vest if the Share price is greater than \$0.10, determined by the volume weighted average price (VWAP) over 20 consecutive trading days.	B	Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.	C	Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.	D	Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.	E	The announcement of a JORC (2012) Mineral Resource estimate.	F	The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.
CLASS	VESTING CONDITION															
A	Each Performance Right will vest if the Share price is greater than \$0.10, determined by the volume weighted average price (VWAP) over 20 consecutive trading days.															
B	Each Performance Right will vest if the Share price is greater than \$0.125, determined by the VWAP over 20 consecutive trading days.															
C	Each Performance Right will vest if the Share price is greater than \$0.15, determined by the VWAP over 20 consecutive trading days.															
D	Each Performance Right will vest if the Share price is greater than \$0.20, determined by the VWAP over 20 consecutive trading days.															
E	The announcement of a JORC (2012) Mineral Resource estimate.															
F	The publication of a JORC (2012) compliant Mineral Resource estimate in excess of 3Moz of PGE.															
4.	Expiry Date	Each of the Performance Rights whether vested or unvested, will otherwise expire on the earlier to occur of: (a) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion; or (b) 5:00 pm (WST) on the date that is five (5) years from the date of issue, (together, the Expiry Date). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.														
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.														
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.														
7.	Conversion	Subject to paragraph 16, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.														
8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;														

		(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights. If a notice delivered under paragraph 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	Subject to paragraph 16, upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	Transferability	The Performance Rights are not transferable.

16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 16(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 10 to 12 have been valued by internal management.

A combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model has been used to value Performance Right classes A to D as they contain market based vesting conditions.

Class A-D Performance Rights

ASSUMPTIONS:	Class A	Class B	Class C	Class D
Valuation date	5/12/2025	5/12/2025	5/12/2025	5/12/2025
Market price of Shares	\$0.078	\$0.078	\$0.078	\$0.078
Parisian barrier price	\$0.1459	\$0.1824	\$0.2189	\$0.2919
Target Share price	\$0.10	\$0.125	\$0.15	\$0.20
Term	5 years	5 years	5 years	5 years
Indicative value per Performance Right	\$0.0756	\$0.0744	\$0.0733	\$0.0712

Total Value of Performance Rights A-D	\$113,400	\$111,600	\$109,950	\$106,800
Simon Kidston (Resolution 10)	\$63,000	\$62,000	\$61,083	\$59,333
Thomas Reddicliffe (Resolution 11)	\$12,600	\$12,400	\$12,217	\$11,867
Stefan Murphy (Resolution 12)	\$37,800	\$37,200	\$36,650	\$35,600

Class E-F Performance Rights

The underlying share price of \$0.078 being the closing share price of the Company's fully paid ordinary shares traded on the ASX as at 5 December 2025 was used in estimating the value of the Class E Performance Rights and Class F Performance Rights.

CLASS	Class E	Class F
Indicative value per Performance Right	\$0.078	\$0.078

Total Value of Performance Rights E-F	\$117,000	\$117,000
- Simon Kidston (Resolution 10)	\$65,000	\$65,000
- Thomas Reddicliffe (Resolution 11)	\$13,000	\$13,000
- Stefan Murphy (Resolution 12)	\$39,000	\$39,000

Note: The valuation ranges noted above are not necessarily the market prices that the Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.

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

GRE

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

GreenTech Metals Limited General Meeting

The GreenTech Metals Limited General Meeting will be held on Wednesday, 21 January 2026 at 2:00pm (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: 999999****SRN/HIN: I9999999999****PIN: 99999**

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

For your proxy appointment to be effective it must be received by 2:00pm (AWST) on Monday, 19 January 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.

GRE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**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 **2:00pm (AWST) on Monday, 19 January 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:**XX****Online:**

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999**
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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

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



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■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf**

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I/We being a member/s of GreenTech Metals Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Wednesday, 21 January 2026 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 10, 11, 12, 13 and 14 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 10, 11, 12, 13 and 14 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 10, 11, 12, 13 and 14 by marking the appropriate box in step 2.

Step 2 **Items of Business**

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

		For	Against	Abstain			For	Against	Abstain
1	Approval to issue Shares to Alien Metals Australia Pty Ltd	☐	☐	☐	9	Approval to issue Shares to Sorrento Resources Pty Ltd	☐	☐	☐
2	Approval to issue Shares to Alien Metals Australia Pty Ltd	☐	☐	☐	10	Approval to issue Performance Rights to Simon Kidston	☐	☐	☐
3	Ratification of prior issue of Shares under the Placement – Listing Rule 7.1	☐	☐	☐	11	Approval to issue Performance Rights to Thomas Reddicliffe	☐	☐	☐
4	Ratification of prior issue of Shares under the Placement – Listing Rule 7.1A	☐	☐	☐	12	Approval to issue Performance Rights to Stefan Murphy	☐	☐	☐
5	Approval to issue Shares under the Placement	☐	☐	☐	13	Approval to issue Shares to Simon Kidston	☐	☐	☐
6	Approval to issue Shares to Thomas Reddicliffe under the Placement	☐	☐	☐	14	Approval to issue Shares to Stefan Murphy	☐	☐	☐
7	Approval to issue Shares to Stefan Murphy under the Placement	☐	☐	☐	15	Approval to issue Shares to Bennelong Limited	☐	☐	☐
8	Approval to issue Options to the Lead Manager	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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	Securityholder 2	Securityholder 3	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		