

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

TIME: 10.00am

DATE: Thursday 16 April 2026

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

Words and phrases used in the Resolutions are defined in Section 9 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of Meeting as defined in the Explanatory Statement.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Ratification of prior issue of Placement Shares

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 84,300,000 Shares to the Placement Participants at an issue price of \$0.042 per Share under Listing Rules 7.1 and 7.1A on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 2 – Approval to issue Conditional Placement Shares

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

"That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 46,700,000 Shares under the Conditional Placement to the Conditional Placement Participants at an issue price of \$0.042 per Share on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 3 – Approval to issue Options under the Placement and Conditional Placement

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

"That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 32,750,000 Options under the Placement and the Conditional Placement to the Placement Participants and Conditional Placement Participants on the terms set out in the Explanatory Statement accompanying this Notice."

Resolution 4 – Approval to issue Shares and Options under the Conditional Placement to Peter Wright

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,857,143 Shares at an issue price of \$0.042 per Share with 714,286 free attaching Options under the Conditional Placement to Peter Wright or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

Resolution 5 – Approval to issue Shares and Options under the Conditional Placement to Jeff Marvin

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 595,238 Shares at an issue price of \$0.042 per Share with 148,810 free attaching Options under the Conditional Placement to Jeff Marvin or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

Resolution 6 – Approval to issue Shares and Options under the Conditional Placement to James Brown

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,190,476 Shares at an issue price of \$0.042 per Share with 297,619 free attaching Options under the Conditional Placement to James Brown or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

Resolution 7 – Approval to issue Options to the Joint Lead Managers

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 11,000,000 Options to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

Resolution 8 – Approval to issue Director Options to Jeff Marvin

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Director Options to Jeff Marvin or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

Resolution 9 – Approval to issue Director Options to James Brown

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Director Options to James Brown or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

A voting exclusion statement is set out below.

VOTING EXCLUSION STATEMENTS

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

Resolution	Persons excluded from voting
Resolution 1 – Ratification of prior issue of Placement Shares	Placement Participants; A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 2 – Approval to issue Shares under the Conditional Placement	Conditional Placement Participants; A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 3 – Approval to issue Options under the Placement and Conditional Placement	Placement Participants and Conditional Placement Participants; A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 4 – Approval to issue Shares and Options under the Conditional Placement to Mr Peter Wright	Peter Wright or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 5 – Approval to issue Shares and Options under the Conditional Placement to Mr Jeff Marvin	Jeff Marvin or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 6 – Approval to issue Shares and Options under the Conditional Placement to Mr James Brown	James Brown or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 7 – Approval to issue Options to the Joint Lead Managers	Joint Lead Managers or their nominee(s); A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 8 – Approval to issue Director Options to Jeff Marvin	Jeff Marvin or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 9 – Approval to issue Director Options to James Brown	James Brown or his nominee(s); The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

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

EXPLANATORY STATEMENT

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

PROXIES

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

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

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

CORPORATE REPRESENTATIVES

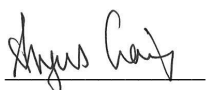
A body corporate that is a shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his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

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding at 7:00 pm (AEST) on 14 April 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 16 March 2026.

By order of the Board



Angus Craig
Company Secretary



ACN 109 933 995

EXPLANATORY STATEMENT

1. ACTION TO BE TAKEN BY SHAREHOLDERS

This Explanatory Statement sets out information about the Resolutions to be considered by the Shareholders at the Meeting. Defined terms used in this Explanatory Statement are set out in Section 9. Accompanying this Explanatory Statement is the Notice convening the Meeting and a Proxy Form.

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

2. PURPOSE OF THE MEETING

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

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

3.1 Background

As announced on 3 March 2026, the Company conducted a capital raising to raise \$5.5 million (before costs) comprising approximately:

- \$3.5 million placement at an issue price of \$0.042 per Share to professional and sophisticated investors (**Placement**);
- \$2.0 million placement at an issue price of \$0.042 per Share to professional and sophisticated investors (including an amount of approximately \$200,000 to be taken up by the Directors, which is the subject of Resolutions 4 to 6, conditional on Shareholder approval (**Conditional Placement**), which is the subject of Resolution 2; and
- One (1) free attaching Option for every four (4) Shares subscribed for under the Placement and Conditional Placement, exercisable at \$0.08 on or before 25 June 2027, which is the subject of Resolution 3.

On 10 March 2026, the Company issued 51,600,000 Placement Shares pursuant to the Company's Listing Rule 7.1 capacity and 32,700,000 Placement Shares pursuant to the Company's Listing Rule 7.1A capacity, being in aggregate 84,300,000 Placement Shares, raising approximately \$3.5 million.

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

3.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution at its annual general meeting, to increase the 15% placement capacity by an additional 10%. The Company obtained approval under Listing Rule 7.1A at its general meeting held on 25 November 2025.

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

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

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

3.3 Information required by Listing Rule 7.5

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

Name/s of the person/s to whom securities were issued	Professional and sophisticated investors. The investors were identified through a bookbuild by the Joint Lead Managers. In accordance with section 7.4 of ASX Guidance Note 21, the Company confirms that there are no investors who are: <ul style="list-style-type: none"> • a Related Party; • a member of key management personnel; • a substantial holder; • an adviser; or • an associate of any of the above, who was issued more than 1% of the Company's issued capital.
Number of securities issued	The total number of securities issued under Listing Rule 7.1 was 51,600,000 Shares. The total number of securities issued under Listing Rule 7.1A was 32,700,000 Shares.
Terms of the securities	The Placement Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company.
Issue date	The Placement Shares were issued on 10 March 2026.
Issue price	The Placement Shares were issued at an issue price of \$0.042 per Share.
The purpose of the issue, including the use or intended use of the funds	Funds will be used for the surveys, drilling planning, and asset maintenance of the San Jorge Project, the mine restart planning, security bonds and asset maintenance of the Que River Project, the studies and asset maintenance of the Graphmada Mining Complex, general working capital, including the extinguishment of the former director's loan, payment of existing creditors, working capital and costs of the Placement and Conditional Placement.
Relevant agreement	None.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 1 is included in the Notice.

3.4 Board Recommendation

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

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

4.1 Background

As set out in Section 3.1, the Company is seeking Shareholder approval to issue up to 46,700,000 Shares to professional and sophisticated investors under the Conditional Placement to raise up to \$2.0 million. Under the Conditional Placement, the Company is also seeking to issue 4,642,857 Shares to Directors to raise an amount of \$195,000, subject to obtaining Shareholder approval (as set out in Resolutions 4 to 6).

4.2 Listing Rule 7.1

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

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue up to 46,700,000 Shares under the Conditional Placement and retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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

4.3 Information required by Listing Rule 7.3

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

Name/s of the person/s to whom securities will be issued	Professional and sophisticated investors. The investors were identified through a bookbuild by the Joint Lead Managers. In accordance with section 7.2 of ASX Guidance Note 21, the Company confirms that there are no investors who are: <ul style="list-style-type: none">• a Related Party;• a member of key management personnel;• a substantial holder;• an adviser; or• an associate of any of the above, who was issued more than 1% of the Company's issued capital, except for the proposed issue to Rookharp Capital Pty Ltd who at the date of the equity raising held approximately 6.2% of the Company's issued equity.
Number and class of securities	46,700,000 Shares.
Terms of the securities	The Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company
Issue dates	The Shares will be issued as soon as practicable following approval by Shareholders and in any event no later than 3 months after the date of this Meeting.
Issue price	\$0.042 per Share.
The purpose of the issue, including the use or intended use of the funds	Funds will be used for the surveys, drilling planning, and asset maintenance of the San Jorge Project, the mine re-start planning, security bonds and asset maintenance of the Que River Project, the studies and asset maintenance of the Graphmada Mining Complex, general working capital, including the extinguishment of the former director's loan, payment of existing creditors, working capital and costs of the Placement and Conditional Placement.

Relevant agreement	None.
No reverse takeover	The Shares are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 2 is included in the Notice.

4.4 Board Recommendation

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

5. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS UNDER THE PLACEMENT AND CONDITIONAL PLACEMENT

5.1 Background

As set out in Section 3.1, the Company is seeking Shareholder approval to issue up to 32,750,000 free attaching Options to the Placement Participants and Conditional Placement Participants. This includes Options which may be issued to Directors if Resolutions 4 to 6 are passed.

5.2 Listing Rules 7.1

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

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue up to 32,750,000 Options to the Placement Participants and the Conditional Placement Participants and retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed the Company will be able to proceed with the issue of Options. If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Options. Consequently, the Company may be required to pay the cash equivalent to the Placement Participants and Conditional Placement Participants, or if Resolutions 1 and 2 are passed, issue the Options from its Listing Rule 7.1 capacity.

5.3 Listing Rule Disclosure

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

Name/s of the person/s to whom securities will be issued	Placement Participants and Conditional Placement Participants
Maximum number of securities to be issued	32,750,000 Options
Terms of the securities	The Options have an exercise price of \$0.08 and expire on 25 June 2027. The Options will be otherwise issued on the terms and conditions as set out in Annexure A.
Issue dates	The Options will be issued as soon as practicable following approval by Shareholders and in any event no later than 3 months after the date of this Meeting.
Issue price	The Options will be issued for nil consideration as a free attaching Option to the Placement Shares and Conditional Placement Shares on a one for four basis.
The purpose of the issue, including the use or intended use of the funds	No funds will be raised from the issue of the Options. Any funds raised from the exercise of Options will be used for the surveys, drilling planning, and asset maintenance of the San Jorge Project, the mine re-start planning, security bonds and asset maintenance of the Que River Project, the studies and asset maintenance of the Graphmada Mining Complex, general working capital, including the extinguishment of the former director's loan,

	payment of existing creditors, working capital and costs of the Placement and Conditional Placement.
Relevant agreement	None.
No reverse takeover	The Options are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 3 is included in the Notice.

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

6.1 Background

As set out in Section 4.1, the Directors have agreed to participate in the Conditional Placement for an amount of approximately \$200,000 (in aggregate) at \$0.042 per Share and otherwise on the same terms as the Placement, conditional upon Shareholder approval. The Directors will also be entitled to receive the attaching Options on a one for four basis for each Share subscribed for under the Conditional Placement.

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

6.2 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

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

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

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

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issue of Shares and Options under the Conditional Placement to the Directors falls within Listing Rule 10.11.1 and none of the exceptions in Listing Rule 10.12 apply. It therefore requires the approval of Shareholders for the purposes of Listing Rule 10.11.

In the event Resolutions 4 to 6 are passed by Shareholders, the Company will be able to proceed with the issue of the Shares (and accompanying Options) and will raise additional funds of \$195,000 in total. Approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares and Options if approval is being obtained under Listing Rule 10.11, accordingly the issue of Shares under Resolutions 4 to 6 will not use up any of the Company's 15% placement capacity.

If any or all of Resolutions 4 to 6 are not passed by Shareholders, the Company will not be able to proceed with the issue of the Shares and Options the subject of that Resolution and the \$195,000 of additional funds will not be raised.

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

6.4 Information required by Listing Rule 10.13

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

The name of the persons to whom the securities will be issued	(a) Mr Peter Wright (Resolution 4); (b) Mr Jeffrey Marvin (Resolution 5); (c) Mr James Brown (Resolution 6), and/or their respective nominees.
Category in Listing Rule 10.11.1 – 10.11.5 the person falls within and why.	Each of Peter Wright, Jeffrey Marvin and James Brown are directors of the Company and are related parties for the purposes of Listing Rule 10.1.1.
Number and class of securities	(a) For Mr Peter Wright - 2,857,143 Shares and 714,286 Options (Resolution 4); (b) For Mr Jeffrey Marvin - 595,238 Shares and 148,810 Options (Resolution 5); and (c) For Mr James Brown - 1,190,476 Shares and 297,619 Options (Resolution 6).
The terms of the issue	The Shares are fully paid ordinary shares and have the same terms as existing Shares on issue in the Company. The Options have an exercise price of \$0.08 and expire on 25 June 2027 and will otherwise be issued on the terms and conditions as set out in Annexure A.
The date by which the securities will be issued	The Shares and Options will be issued as soon as practicable after approval by Shareholders and in any event no later than 1 month after the date of the Meeting.
The issue price of the securities	\$0.042 per Share. The Options will be issued for nil consideration as a free attaching Option to the Conditional Placement Shares on a one for four basis.
The purpose of the issue, including the intended use of any funds raised	Funds (including any funds raised on exercise of the Options) will be used for the surveys, drilling planning, and asset maintenance of the San Jorge Project, the mine re-start planning, security bonds and asset maintenance of the Que River Project, the studies and asset maintenance of the Graphmada Mining Complex, general working capital, including the extinguishment of the former director's loan, payment of existing creditors, working capital and costs of the Placement and Conditional Placement.

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

6.5 Board Recommendation

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

7. RESOLUTION 7 - APPROVAL TO ISSUE OPTIONS TO THE JOINT LEAD MANAGERS

7.1 Background

The Company entered into separate letters of engagement with Bizzell Capital on 24 February 2026 and with Prenzler Group on 26 February 2026 (**Lead Manager Mandates**), whereby the Company agreed, subject to Shareholder approval, to engage the Joint Lead Managers (or their nominee(s)) for their lead manager services in respect of the Placement and Conditional Placement.

The Company agreed, subject to Shareholder approval, to issue the Joint Lead Managers 2 options for every \$1 raised by the relevant Joint Lead Manager. The Company is seeking approval to issue up to 11,000,000 Options to the Joint Lead Managers in aggregate under this Resolution 7.

The material terms of the Lead Manager Mandates are summarised in section 7.3 below.

7.2 Listing Rule 7.1

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

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue up to 11,000,000 Options to the Joint Lead Managers and retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed the Company will be able to proceed with the issue of Options to the Joint Lead Managers. If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Options to the Joint Lead Managers. Consequently, the Company may be required to pay the cash equivalent to the Joint Lead Managers or if Resolutions 1 and 2 are passed, issue the Options from its Listing Rule 7.1 capacity.

7.3 Listing Rule Disclosure

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

Name/s of the person/s to whom securities will be issued	Joint Lead Managers
Maximum number of securities to be issued	11,000,000 Options
Terms of the securities	The Options have an exercise price of \$0.08 and expire on 25 June 2027. The Options will be otherwise issued on the terms and conditions as set out in Annexure A.
Issue dates	The Options are expected to be issued as soon as practicable after approval by Shareholders, and in any event no later than 3 months after the date of this Meeting.

Issue price	The Options will be issued for nil consideration.
The purpose of the issue, including the use or intended use of the funds	No funds will be raised from the issue of the Options as the Options are to be issued as consideration for services rendered under the Lead Manager Mandates. Any funds raised from the exercise of the Options will be used for the same purpose as the Placement and Conditional Placement.
Relevant agreement	<p>The Options are to be issued under the Lead Manager Mandates between the Company and each of BCP and Prenzler.</p> <p>The material terms of the Lead Manager Mandate with Prenzler are as follows:</p> <ul style="list-style-type: none"> (a) Prenzler's lead manager fee in relation to the Placement will be 6% of the amount raised (outside of Chairman's list and funds raised by BCP) by the issue of Placement Shares and Conditional Placement Shares; and (b) subject to shareholder approval, issue of Options to Prenzler (or their nominee) representing 2 options for every \$1 raised by Prenzler. <p>The material terms of the Lead Manager Mandate with BCP are as follows:</p> <ul style="list-style-type: none"> (c) a management fee of 1.0% of the value of the funds raised under the Placement and Conditional Placement by BCP; (d) a selling fee of 5.0% of the value of all new Shares issued by the Company to clients of BCP under the Placement and Conditional Placement; and (e) subject to shareholder approval, the issue of Options to BCP (or their nominee) representing 2 options for every \$1 raised by BCP. <p>The Company has given warranties and indemnities in favour of BCP, on terms that are customary for lead manager mandates.</p>
No reverse takeover	The Options are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 7 is included in the Notice.

7.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

8. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO JEFF MARVIN AND JAMES BROWN

8.1 Background

The Board has resolved to issue Director Options to Jeff Marvin and James Brown as an incentive to achieve the long-term objectives of the Company.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E is set out in Section 6.2 above.

Jeff Marvin is a Related Party of the Company by virtue of being a Director.

James Brown is a Related Parties of the Company by virtue of being the Non-Executive Chairman.

The Directors (each Director abstaining from consideration of their respective individual issue of Director Options) has resolved that the issue of Director Options is reasonable remuneration for each of Jeff Marvin and James Brown, having regard to the circumstances of the Company, the roles and responsibilities of the Directors and the nature of the Company's operations.

8.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.3 above.

If Resolution 8 is passed, the Company will be able to proceed with issuing the Director Options to Jeff Marvin. If Resolution 8 is not passed, the Company will be unable to issue the Director Options to Jeff Marvin and the Company will seek to re-negotiate the terms of engagement with Jeff Marvin.

If Resolution 9 is passed, the Company will be able to proceed with issuing the Director Options to James Brown. If Resolution 9 is not passed, the Company will be unable to issue the Director Options to James Brown and the Company will seek to re-negotiate the terms of engagement with James Brown.

8.4 Vesting

The Director Options will vest in two equal tranches:

- (a) 50% of the Director Options will vest 12 months after the date of issue; and
 - (b) 50% of the Director Options will vest 24 months after the date of issue.
- on condition that the Director remains engaged with the Company.

Unvested Director Options will be forfeited on the date of cessation of employment with the Company.

8.5 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to the proposed issue of Director Options to Directors:

The name of the person	(a) Mr Jeff Marvin (Resolution 8); and (b) Mr James Brown (Resolution 9), and/or their respective nominees.
Category in Listing Rule 10.11.1 – 10.11.5 the person falls within and why.	Jeff Marvin is a director and James Brown is the non-executive Chairman of the Company, and are related parties for the purposes of Listing Rule 10.1.1.
The number and class of securities to be issued	(a) Mr Jeff Marvin - 4,000,000 Director Options (Resolution 8); and (b) Mr James Brown – 6,000,000 Director Options (Resolution 9).
Summary of material terms	A summary of the material terms of the Director Options is set out in Annexure B. The Director Options will not be issued under the Company's Employee Incentive Securities Plan.
The date by which the securities will be issued	The issue of the Director Options will occur no later than one (1) month after the date of this Meeting.
The price or consideration the entity will receive for the issue	The Director Options are being issued for nil consideration.
The purpose of the issue, including the intended use of any funds raised	The purpose of the issue is to incentivise Jeff Marvin and James Brown in line with the Company's long-term objectives. No funds are being raised by the issue of the Director Options.
Current total remuneration package	Jeff Marvin is remunerated for his services provided on an annual basis at a rate of \$45,000 per year. James Brown is remunerated for his services provided on an annual basis at a rate of \$100,000 per year. Additional fees may be payable to Jeff Marvin or James Brown for work performed outside of the usual duties of a non-executive director.

Relevant agreement	The Director Options are not issued under an agreement.
Voting exclusion statement	A voting exclusion statement in respect of Resolutions 8 and 9 is included in the Notice.

8.6 Board Recommendation

A Board recommendation has not been included for Resolutions 8 and 9 for corporate governance reasons.

9. DEFINITIONS

In this Explanatory Statement:

AEST means Australian Eastern Standard Time.

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

BCP means Bizzell Capital Partners Pty Ltd ABN 38 118 741 012.

Board means the board of Directors of the Company.

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

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

Conditional Placement Participants means the sophisticated and professional investors who participated in the Conditional Placement.

Conditional Placement Shares means Shares issued under the Conditional Placement.

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

Director means a director of the Company.

Director Options means an option to acquire a Share on the terms as set out in Annexure B.

Employee Incentive Securities Plan means the employee incentive plan as adopted by the Company and approved by Shareholders at the Company's 2025 annual general meeting.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Joint Lead Managers means Prenzler and BCP.

Lead Manager Mandates has the meaning given to that term in Section 7.1.

Listing Rules means the listing rules of the ASX.

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

Option means an option to acquire a Share on the terms as set out in Annexure A.

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

Placement Participants means the sophisticated and professional investors who participated in the Placement.

Placement Shares means Shares issued under the Placement.

Prenzler means Prenzler Group Pty Ltd ABN 77 621 100 730.

Proxy Form means the form of proxy accompanying this Notice.

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

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

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

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

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

ANNEXURE A – OPTION TERMS

- a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- b) **Exercise Price:** Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.08 (**Exercise Price**).
- c) **Expiry Date:** Each Option will expire at 5:00pm (AEDT) on 25 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) 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.
- f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- g) **Timing of issue of Shares on exercise:** Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:
 - i. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - ii. 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
 - iii. 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 (g)(ii) 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.

- h) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- i) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- j) **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.
- k) **Transferability:** The Options are transferable subject to any restriction under applicable Australian securities laws.

ANNEXURE B – DIRECTOR OPTION TERMS

- a) The Director Options will be issued for no consideration.
- b) Each Director Option entitles the holder to one Share.
- c) The exercise price of the Director Options is **\$0.08** each.
- d) The expiry date of the Director Options is **31 December 2029**.
- e) The Director Options may be exercised at any time prior to the expiry date, in whole or in part, upon satisfaction of any restriction conditions and payment of the exercise price per Director Option. The Director Options will not be quoted and are transferable without the prior consent of the Board or by force of law upon the holder's death.
- f) The Company will provide to each Director Optionholder a notice that is to be completed when exercising the Director Options (**Director Option Exercise Notice**). Director Options may be exercised by the Director Option holder in whole or in part by completing the Director Option Exercise Notice and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Director Option Exercise Notice must state the number of Director Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Director Option Exercise Notice by a Director Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- g) All Shares issued upon the exercise of the Director Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX, in accordance with the Listing Rules, for Shares issued pursuant to the exercise of Director Options to be admitted to quotation.
- h) If any of the following events occur (**Trigger Event**):
 - i. the Company is subject to a takeover bid;
 - ii. the Company proposes a Plan of arrangement with its members under Part 5.1 of the Corporations Act; or
 - iii. a person, or group of associated persons, becomes entitled to sufficient Shares to give him or them the ability, in general meeting, to replace all or a majority of the Board, where such ability was not already held by a person associated with such a person or group of persons,
then the Board may:
 - iv. determine that Director Options may be exercised at any time from the date of such event so as to permit the holder to participate in the change of control arising from the event; or
 - v. use its reasonable endeavours to procure that an offer is made to holder of Director Options on like terms to the terms proposed in such event.
- i) If at any time the issued capital of the Company is reconstructed, all rights of a Director Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- j) There are no participating rights or entitlements inherent in the Director Options and Director Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Director Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- k) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.
- l) The Director Options do not give the holder any right to participate in rights issues or bonus issues unless Shares are allotted pursuant to the exercise of the relevant Director Options prior to the record date for determining entitlements to such issue. The number of Shares issued on the exercise of Director Options will be adjusted for bonus issues made prior to the exercise of the Director Options in accordance with the Listing Rules.

GW1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Need assistance?****Phone:**1300 552 270 (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 **10:00am (AEST)**
Tuesday, 14 April 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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chair of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Greenwing Resources Ltd to be held at Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000 on Thursday, 16 April 2026 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to issue Conditional Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue Options under the Placement and Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Shares and Options under the Conditional Placement to Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue Shares and Options under the Conditional Placement to Jeff Marvin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to issue Shares and Options under the Conditional Placement to James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to issue Options to the Joint Lead Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to issue Director Options to Jeff Marvin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval to issue Director Options to James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

