



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: 9.00am (AEST)

DATE: 15 September 2023

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

Words and phrases used in the Resolutions are defined in Section 8 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

SPECIAL 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 purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 10,555,556 Placement Shares, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 2 – Approval for the issue of Placement Shares to Related Party – Mr Rick Anthon

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 600,000 Placement Shares to Director, Mr Rick Anthon 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 3 – Approval for the issue of Placement Shares to Related Party – Mr Jeffrey Marvin

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 350,000 Placement Shares to Director, Mr Jeffrey 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 4 – Approval for the issue of Placement Shares to Related Party – Mr James Brown

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 360,000 Placement Shares to Director, Mr 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 5 – Approval for the issue of Placement Shares to Related Party – Mr Peter Wright

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 134,444 Placement Shares to Director, Mr 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 6 – Ratification of prior issue of Incentive Shares to Converting Noteholders

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 282,541 Incentive Shares to Converting Noteholders, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 7 – Ratification of prior issue of Incentive Options to Converting Noteholders

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 5,650,818 Incentive Options to Converting Noteholders, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 8 – Ratification of prior issue of Shares in lieu of cash for interest payable for the 6-month period to 31 March 2023

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 1,167,772 Shares, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 9 – Ratification of prior issue of Shares in lieu of cash for interest payable for the 3-month period to 30 June 2023

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 536,165 Shares, on the terms set out in the Explanatory Statement accompanying this Notice."

A voting exclusion statement is set out below.

Resolution 10 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Rick Anthon

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 23,490 Shares to Director, Mr Rick Anthon 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 11 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Jeffrey Marvin

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,698 Shares to Director, Mr Jeffrey 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 12 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Peter Wright

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,993 Shares to Director, Mr 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.

VOTING PROHIBITIONS AND 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	A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 2 – Approval for the issue of Placement Shares to Related Party – Mr Rick Anthon	Rick Anthon or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 3 – Approval for the issue of Placement Shares to Related Party – Mr Jeffrey Marvin	Jeffrey Marvin or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 4 – Approval for the issue of Placement Shares to Related Party – Mr James Brown	James Brown or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 5 – Approval for the issue of Placement Shares to Related Party – Mr Peter Wright	Peter Wright or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 6 – Ratification of prior issue of Incentive Shares to Converting Noteholders	A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 7 – Ratification of prior issue of Incentive Options to Converting Noteholders	A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 8 – Ratification of prior issue of Shares in lieu of cash for interest for the 6-month period to 31 March 2023	A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 9 – Ratification of prior issue of Shares in lieu of cash for interest for the 3-month period to 30 June 2023	A person who participated in the issue or is a counterparty to the agreement being approved.
Resolution 10 – Approval for the issue of Shares in lieu of cash for interest to Related Party – Mr Rick Anthon	Rick Anthon or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 11 – Approval for the issue of Shares in lieu of cash for interest to Related Party – Mr Jeffrey Marvin	Jeffrey Marvin or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).
Resolution 12 – Approval for the issue of Shares in lieu of cash for interest to Related Party – Mr Peter Wright	Peter Wright or his nominee(s) or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of Shares).

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

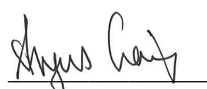
A body corporate that is a shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his 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 13 September 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 14 August 2023

By order of the Board



Angus Craig
Company Secretary



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 8. 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 24 July 2023, the Company completed a placement to professional and sophisticated investors to raise \$2.375 million (before costs) through the issue of 10,555,556 million Shares at an issue price of \$0.225 per Share (**Placement Shares**). The Placement Shares were issued pursuant to the Company's ASX Listing Rule 7.1 capacity.

3.2 Listing Rules

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.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 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. However, under Resolution 1 the Company now seeks Shareholder ratification of the issue of Placement Shares, so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities by the Company in the next 12 months.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 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 15% limit in Listing Rule 7.1 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:

Number of securities issued	The total number of securities issued under Listing Rule 7.1 was 10,555,556 Shares
Issue price	The Placement Shares were issued at an issue price of \$0.225 per Share
Issue date	31 July 2023
Terms of the securities	The Placement Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company
Name/s of the person/s to whom securities were issued	Professional and sophisticated investors, identified through a bookbuild conducted by the lead manager.
Consideration	\$0.225 per Placement Share
The purpose of the issue, including the use or intended use of the funds	Funds have been used for part redemption of Convertible Notes and the balance will be used as additional working capital.
Relevant agreement	None.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 1 is included in the Notice.

3.4 Recommendation

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

4. RESOLUTIONS 2 TO 5 – APPROVAL FOR THE ISSUE OF PLACEMENT SHARES TO DIRECTORS

4.1 Background

As announced on 24 July 2023, certain Directors of the Company have agreed to participate in the placement (being the subject of Resolution 1), to subscribe for an amount of \$0.325 million in Placement Shares collectively at \$0.225 per Placement Share and otherwise on the same terms as the placement, conditional upon Shareholder approval.

Resolutions 2 to 5 seek Shareholder approval for the issue of Placement Shares to Rick Anthon, Jeff Marvin, James Brown, and Peter Wright (or their nominees).

4.2 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.

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

The Director (other than Rick Anthon, Jeff Marvin, James Brown, and Peter Wright, who have a material personal interest in Resolutions 2 to 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 2 to 5 because the Placement Shares will be issued to Rick Anthon, Jeff Marvin, James Brown, and Peter Wright on the same terms as Placement Shares issued to other investors and therefore falls within the 'arms length' exception in section 210 of the Corporations Act.

4.3 Listing Rules

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 Placement Shares to the Directors fall 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 2 to 5 are passed by Shareholders, the Company will be able to proceed with the issue of the Placement Shares and will raise additional funds of up to \$0.325 million in total. Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares if approval is being obtained under ASX Listing Rule 10.11, accordingly the issue of Placement Shares will not use up any of the Company's 15% placement capacity.

If any or all of Resolutions 2 to 5 are not passed by Shareholders, the Company will not be able to proceed with the issue of the Placement Shares the subject of that Resolution and additional funds will not be raised through the issue of those Placement Shares.

These Resolutions are not interdependent in that either Resolutions 2, 3, 4 or 5 can be passed without all of those Resolutions being passed.

4.4 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 Placement Shares to Directors:

The name of the persons to whom the securities will be issued	(a) Mr Rick Anthon (Resolution 2); (b) Mr Jeffrey Marvin (Resolution 3); (c) Mr James Brown (Resolution 4); and (d) Mr Peter Wright (Resolution 5), and/or their respective nominees.
The maximum number of securities to be issued	(a) 600,000 Shares (Resolution 2); (b) 350,000 Shares (Resolution 3); (c) 360,000 Shares (Resolution 4); and (d) 134,444 Shares (Resolution 5).
The date by which the securities will be issued	The Placement Shares will be issued no later than 1 month after the date of the Meeting
The issue price of the securities	\$0.225 per Placement Share
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 purpose of the issue, including the intended use of any funds raised	The purpose of the issue is for Director participation in a placement. Funds raised will be used for working capital.
Voting exclusion statement	A voting exclusion statement in respect of Resolutions 2 to 5 is included in the Notice.

5. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF INCENTIVE SHARES AND INCENTIVE OPTIONS

5.1 Background

On 24 July 2023, the Company announced that incentives were offered to all Noteholders (other than Related Parties) to incentivise them to convert their Noteholdings. The incentives comprised a fee equal to 2.5% of the face value of the Notes being converted, to be settled in Shares at an issue price of \$0.25 per Share (**Incentive Share**), plus 1 Option for every 2 Shares to be issued on conversion of their Noteholdings with an exercise price of \$0.60 each and expiring on 30 June 2025 (**Incentive Option**).

Approximately 68% of Noteholders accepted this offer (**Converting Noteholders**), which resulted in approximately 11.3 million Shares being issued on conversion of the Convertible Notes. Pursuant to the Company's ASX Announcements on 28 July 2023, this resulted in an additional:

- (a) 282,541 Incentive Shares; and
- (b) 5,650,818 Incentive Options,

being issued as incentives to Converting Noteholders.

The issue of the Shares on conversion of the Convertible Notes did not utilise Listing Rule 7.1 capacity, as the issue of the Convertible Notes were previously approved by Shareholders.

The Incentive Shares and Incentive Options were issued pursuant to the Company's ASX Listing Rule 7.1 capacity. Resolutions 6 and 7 seek ratification of the issue of Incentive Shares and Incentive Options.

5.2 ASX Listing Rule Requirements

The background to Listing Rules 7.1 and 7.4 is outlined in Section 3.2 of this Explanatory Statement.

Shareholder approval was not required under Listing Rule 7.1 for the issue by the Company of the Incentive Shares or the Incentive Options because the issue of these securities within the Company's placement capacity. However, under Resolutions 6 to 7, the Company now seeks Shareholder ratification of the issue of Incentive Shares and Incentive Options, so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities by the Company in the next 12 months.

If Resolutions 6 and 7 are passed, the issue of the Incentive Shares and Incentive Options (and any Shares issued on their exercise) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 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 Resolutions 6 and/or 7 is not passed, the issue of the Incentive Shares and/or Incentive Options (as applicable) will instead be included in calculating the Company's 15% limit in Listing Rule 7.1 effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

Resolutions 6 and 7 are not interdependent in that either Resolution can be passed without both Resolutions being passed.

5.3 Information Required for ASX Listing Rule 7.4

Resolution 6 – Ratification of prior issue of Incentive Shares to Converting Noteholders

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

Number of securities issued	282,541 Incentive Shares.
Issue price	The Incentive Shares were issued at an issue price of \$0.25 per Share, however no funds were received by the Company.
Issue date	28 July 2023.
Terms of the securities	The Incentive Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company.
Name/s of the person/s to whom securities were issued	The Incentive Shares were issued to Converting Noteholders.
The purpose of the issue, including the use or intended use of the funds	No funds were received for the issue of the Incentive Shares, as they were issued in lieu of a fee of 2.5% of the face value of Converting Noteholders' Notes, to incentivise Noteholders to convert their Notes.
Relevant agreement	Not applicable.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 6 is included in the Notice.

Resolution 7 – Ratification of prior issue of Incentive Options to Converting Noteholders

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

Number of securities issued	5,650,818 Incentive Options.
Issue price	The Incentive Options were issued for no consideration.
Issue date	28 July 2023.
Terms of the securities	The Incentive Options are Options with an exercise price of \$0.60 and expire on 30 June 2025. Options are exercisable into Shares on a 1 for 1 basis.
Name/s of the person/s to whom securities were issued	The Incentive Options were issued to Converting Noteholders.
The purpose of the issue, including the use or intended use of the funds	No funds were received for the issue of the Incentive Options as they were issued to incentivise Noteholders to convert their Notes. Funds received upon their exercise will be used for working capital.
Relevant agreement	Not applicable.
Voting exclusion statement	A voting exclusion statement in respect of Resolution 7 is included in the Notice.

5.4 Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 6 and 7.

6. RESOLUTION 8 AND 9 – RATIFICATION OF PRIOR ISSUE OF SHARES IN LIEU OF CASH FOR INTEREST PAYABLE ON CONVERTIBLE NOTES

6.1 Background

On 24 July 2023, the Company announced accrued interest payable on the Convertible Notes would be settled in the form of Shares. On 21 April 2023, 1,167,772 Shares were issued in lieu of interest otherwise payable in cash for the 6-month period to 31 March 2023 at an issue price of \$0.215 per Share. On 24 July 2023, 536,165 Shares were issued in lieu of interest otherwise payable in cash for the 3-month period to 30 June 2023 at an issue price of \$0.229 per Share. These Shares do not include interest payable to Related Parties, which is the subject of Resolutions 10 to 12.

These Shares were issued under the Company's placement capacity under Listing Rule 7.1 and the purpose of Resolutions 8 and 9 is to ratify the issue of those Shares for the purposes of Listing Rule 7.1.

6.2 ASX Listing Rule Requirements

The background to Listing Rules 7.1 and 7.4 is outlined in Section 3.2 of this Explanatory Statement.

Shareholder approval was not required under Listing Rule 7.1 for the issue by the Company of the Shares issued in lieu of interest otherwise payable in cash because the issue was within the Company's placement capacity. However, under Resolutions 8 and 9 the Company now seeks Shareholder ratification of the issue of these Shares, so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities by the Company in the next 12 months.

If Resolutions 8 and 9 are passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 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 Resolutions 8 and/or 9 are not passed, the issue of the relevant Shares will instead be included in calculating the Company's 15% limit in Listing Rule 7.1 effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

Resolutions 8 and 9 are not interdependent in that either Resolution can be passed without both Resolutions being passed.

6.3 Information Required for ASX 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 Shares:

Resolution 8: Ratification of prior issue of Shares in lieu of cash for interest for the 6-month period to 31 March 2023

Number of securities issued	The total number of securities issued under Listing Rule 7.1 was 1,167,772 Shares.
Issue price	The Shares were issued at an issue price of \$0.215 per Share.
Issue date	21 April 2023.
Terms of the securities	The Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company.
Name/s of the person/s to whom securities were issued	The Shares were issued to Noteholders.
The purpose of the issue, including the use or intended use of the funds	No funds were received for the issue of the Shares. The issue was set off against the interest payable to the Noteholders by the Company of approximately \$0.25 million.
Relevant agreement	The Shares are being issued pursuant to the terms of the Convertible Redeemable Note Trust Deed as amended on 15 March 2021, a summary of which is included in Annexure A
Voting exclusion statement	A voting exclusion statement in respect of Resolution 8 is included in the Notice

Resolution 9: Ratification of prior issue of Shares in lieu of cash for interest for the 3-month period to 30 June 2023

Number of securities issued	The total number of securities issued under Listing Rule 7.1 was 536,165 Shares
Issue price	The Shares were issued at an issue price of \$0.229 per Share
Issue date	24 July 2023
Terms of the securities	The Shares are fully paid ordinary shares and have the same terms as existing Shares in the Company
Name/s of the person/s to whom securities were issued	The Shares were issued to Noteholders.
The purpose of the issue, including the use or intended use of the funds	No funds were received for the issue of the Shares. The issue was set off against the interest payable to the Noteholders by the Company of approximately \$0.12 million.
Relevant agreement	The Shares are being issued pursuant to the terms of the Convertible Redeemable Note Trust Deed as amended on 15 March 2021, a summary of which is included in Annexure A
Voting exclusion statement	A voting exclusion statement in respect of Resolution 9 is included in the Notice

6.4 Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 8 and 9.

7. RESOLUTION 10 TO 12 – APPROVAL FOR THE ISSUE OF SHARES TO DIRECTORS IN LIEU OF CASH FOR INTEREST PAYABLE ON CONVERTIBLE NOTES

7.1 Background

As noted in Section 6.1, the Company has issued Shares to Noteholders to settle accrued interest in respect of Convertible Notes, other than Directors who are Noteholders as the Company requires Shareholder approval pursuant to Listing Rule 10.11 for the issue of Shares to Directors.

Rick Anthon, Jeffrey Marvin and Peter Wright are owed interest pursuant to the Convertible Notes and it is proposed for the following Shares to be issued in payment of the accrued interest:

- Mr Rick Anthon, to be issued:
 - 15,986 Shares at \$0.215 per Share in lieu of cash for interest accrued in the 6-month period to 31 March 2023
 - 7,504 Shares at \$0.229 per Share in lieu of cash for interest accrued in the 3-month period to 30 June 2023
- Mr Jeffrey Marvin, to be issued:
 - 3,197 Shares at \$0.215 per Share in lieu of cash for interest accrued in the 6-month period to 31 March 2023
 - 1,501 Shares at \$0.229 per Share in lieu of cash for interest accrued in the 3-month period to 30 June 2023
- Mr Peter Wright, to be issued:
 - 7,993 Shares at \$0.215 per Share in lieu of cash for interest accrued in the 6-month period to 31 March 2023

7.2 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.

Rick Anthon, Jeff Marvin, and Peter Wright are related parties of the Company by virtue of being Directors.

The Directors (other than Rick Anthon, Jeff Marvin, and Peter Wright who have a material personal interest in Resolutions 10 to 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 10 to 12 because the Shares will be issued to Rick Anthon, Jeff Marvin, and Peter Wright on the same terms as Shares issued to non-related party holders of Convertible Notes and falls within the 'arms length' exception in section 210 of the Corporations Act.

7.3 ASX Listing Rule Requirements

The background to Listing Rule 10.11 is set out in Section 4.3 of this Explanatory Statement.

The issue of Shares to the Directors fall 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 10 to 12 are passed, the Company will be able to settle the amount due to Directors on the same basis as all other Noteholders. In addition, the issues 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 10 to 12 are not passed by Shareholders, the interest payments due will be settled in cash, reducing the cash available to the Company for working capital.

These Resolutions are not interdependent in that either Resolutions 10, 11 or 12 can be passed without all of those Resolutions being passed.

7.4 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 Shares to Directors:

The name of the persons to whom the securities will be issued	(a) Mr Rick Anthon (Resolution 10); (b) Mr Jeffrey Marvin (Resolution 11); (c) Mr Peter Wright (Resolution 12); and/or their respective nominees.
The maximum number of securities to be issued	(a) Mr Rick Anthon: 23,490 Shares (Resolution 10) (b) Mr Jeffrey Marvin: 4,698 Shares (Resolution 11) (c) Mr Peter Wright: 7,993 Shares (Resolution 12)
The date by which the securities will be issued	The Shares will be issued no later than 1 month after the date of the Meeting.
The issue price of the securities	\$0.215 per Share for Shares issued in lieu of cash for interest for the 6-month period to 31 March 2023 \$0.229 per Share for Shares issued in lieu of cash for interest for the 3-month period to 30 June 2023
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 purpose of the issue, including the intended use of any funds raised	No funds will be received by the Company for the issue. The Shares are being issued in lieu of cash for interest otherwise payable in cash on the Company's unlisted Convertible Notes.
Voting exclusion statement	A voting exclusion statement in respect of Resolutions 10 to 12 is included in the Notice.

8. 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.

Board means the board of Directors of the Company.

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

Convertible Note or **Note** means an unlisted convertible note issued by the Company which, following amendments approved on 15 March 2021, has a face value of \$0.008, an interest rate of 12% payable half yearly and a maturity date of 30 June 2023. Each convertible note is convertible into 1.6 Shares. The terms of issue of the Convertible Notes are set out in Annexure A.

Converting Noteholders has the meaning given to it in Section 5.1 of the Explanatory Statement.

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

Director means a director of the Company.

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.

Incentive Options has the meaning given to it in Section 5.1 of the Explanatory Statement.

Incentive Shares has the meaning given to it in Section 5.1 of the Explanatory Statement.

Listing Rules means the listing rules of the ASX.

Noteholders means a holder of Notes.

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 issued by the Company which entitles its holder to acquire a Share upon exercise.

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

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

Greenwing Resources Ltd Convertible Note Terms

(as amended on 15 March 2021 and updated for share consolidation conducted in July 2021)

Convertible Note Issue	Convertible Notes that have been issued and that may be issued by the Company pursuant to the Convertible Redeemable Note Trust Deed.
Issue Price	Face Value of \$0.008 per Convertible Note
Conversion at Holder's Election	Each Note is convertible at any time at the holder's election into 0.032 fully paid Shares of the Company (effective conversion price of \$0.25). A Noteholder may exercise conversion rights in relation to only some, or all, of their Notes at any time. (note: adjusted for share consolidation in July 2021)
Maturity Date	30 June 2023
Security	Security has been granted over all assets of the Company in accordance with the terms of the Trust Deed
Security Ranking	The Convertible Notes have first ranking security
Status	The Convertible Notes are direct and secured debt obligations of the Company. Each Convertible Note ranks for payment in a Winding Up of the Company: (1) equally and proportionally with each Convertible Note; and (2) ahead of all unsecured or subordinated debts of the Company and ordinary shareholders.
Coupon Rate	Interest of 15% p.a. paid half yearly in arrears on the Interest Payment Dates until 31 March 2021. From 1 April 2021, Interest of 12% p.a. will be paid half yearly in arrears on the Interest Payment Dates until Maturity Date. Interest accrues from the date of issue of any Convertible Note.
Interest Payment Dates	31 March 2020 30 September 2020 31 March 2021 30 September 2021 31 March 2022 30 September 2022 31 March 2023 30 June 2023
Issue of Notes in lieu of Interest for Interest Payment Dates until 30 September 2020	The Issuer may elect, at its discretion, to issue Convertible Notes (at the Issue Price and on the same terms and conditions) in lieu of any Interest due on an Interest Payment Date up to and including 30 September 2020, and the issue of those Convertible Notes will be in full and final satisfaction of the Interest due and payable on that date. The number of Convertible Notes that will be issued will be so many Convertible Notes as is determined in accordance with the following formula: $A = B/C$ Where: A = the number of Convertible Notes to be issued in lieu of Interest payable on any Interest Payment Date, B = the amount of Interest due on the relevant Interest Payment Date, and C = \$0.008 (being the Issue Price/Face Value per Convertible Note).
Issue of Shares in lieu of Interest for Interest Payment Dates	The Company may elect, at its discretion, to issue Shares of the Company (Shares) in lieu of any Interest due on an Interest Payment Date from 1 October 2020, and the issue of those Shares will be in full and final satisfaction of the Interest due and payable on that date.

from 1 October 2020 until Maturity Date	<p>The number of Shares that will be issued will be so many Shares as is determined in accordance with the following formula:</p> $A = B/C$ <p>Where:</p> <p>A = the number of Shares to be issued in lieu of Interest payable on any Interest Payment Date,</p> <p>B = the amount of Interest due on the relevant Interest Payment Date, and</p> <p>C = the 30 day volume weighted average price of Shares traded on ASX for the 30 day period immediately prior to the Interest Payment Date.</p>
Payment of Interest on Conversion	<p>If a Holder elects to convert the Convertible Notes:</p> <p>(1) on a date being an Interest Payment Date, the Company will pay to the Holder an amount of Interest being:</p> <p>(A) all Interest owing on that Interest Payment Date; and</p> <p>(B) all accrued and unpaid Interest;</p> <p>(2) on a day that falls between Interest Payment Dates, then because interest is payable in arrears, on the next Interest Payment Date immediately following the relevant Conversion Date, the Company will pay to the Holder an amount of Interest calculated in accordance with the following formula:</p> $R = (I/180 \times MP)$ <p>Where</p> <p>R = the amount of Interest to be paid by the Company;</p> <p>I = the total amount of Interest which would have been payable to that Holder in respect of the relevant Convertible Notes on the Interest Payment Date following the Conversion Date, had the Convertible Notes not been Converted; and</p> <p>MP = the number of days commencing on the Interest Payment Date which immediately preceded the date of Conversion and ending on the Conversion Date.</p>
Adjustments to Conversion Ratio	<p><i>Pro Rata Offer</i></p> <p>If at any time prior to the earlier to occur of the Conversion, Redemption or Maturity Date of the Convertible Notes the Company makes a pro rata offer (excluding a bonus issue) to Shareholders, the Conversion Ratio will be adjusted using the formula as follows:</p> $NR = \frac{OR + E[P - (S+O)]}{N+1}$ <p>Where:</p> <p>NR = the new Conversion Ratio of the Convertible Notes.</p> <p>OR = the old Conversion Ratio of the Convertible Note prior to the pro rata offer.</p> <p>E = the number of shares into which one Convertible Note is convertible.</p> <p>P = average market price per share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex-rights date or ex-entitlements date.</p> <p>S = the subscription price of a share under the pro rata issue.</p> <p>O = the dividend due but not yet paid on the existing underlying shares (except those to be issued under the pro rata issue).</p> <p>N = the number of shares with rights or entitlements that must be held to receive a right to 1 new share.</p> <p><i>Bonus Issue</i></p> <p>If a bonus issue of shares is made by the Company, then the number of shares issued to each Holder on Conversion will be increased by the number of bonus shares that a Holder would have received if the Convertible Note had been exercised prior to the record date for the bonus issue and no change will be made to the Conversion Ratio.</p> <p><i>Reorganisation of capital</i></p> <p>The Company may only reorganise its capital:</p> <p>(1) in accordance with the Listing Rules; and</p> <p>(2) if, in respect of the Convertible Notes, the number of Convertible Notes or the Face Value, or both, is reorganised so that the Holders will not receive a benefit that Shareholders do not receive.</p> <p>Unless the Listing Rules require otherwise, the Conversion Ratio must be adjusted as follows:</p>

	<p>(1) Reduction in capital</p> <p>If the issued capital of the Company is reduced, the entitlement of a Holder to convert its Convertible Notes to shares at the Conversion Ratio will be reduced in the same proportion and manner as the issued capital is so reduced (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the reduction of capital) but in all other respects the Conversion Rights will remain unchanged.</p> <p>(2) Consolidation of capital</p> <p>If the issued capital of the Company is consolidated, the entitlement of a noteholder to convert its Convertible Notes to shares at the Conversion Ratio will be reduced in the same proportion and manner as the issued capital is so consolidated (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the consolidation of capital) but in all other respects the Conversion Rights will remain unchanged.</p> <p>(3) Subdivision of capital</p> <p>If the issued capital of the Company is subdivided, the entitlement of a Holder to convert its Convertible Notes to shares at the Conversion Ratio will be increased in the same proportion and manner as the issued capital is so subdivided (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the subdivision of capital) but in all other respects the Conversion Rights will remain unchanged.</p>
Redemption	Repayment of Face Value and any unpaid interest at the Maturity Date in cash.
Early Redemption Takeover Event	<p>The Company may give a Redemption Notice in the event of a Takeover Event. Takeover Event means that if at any time on or before the Maturity Date, an off market bid, a market bid, scheme of arrangement, or offer or invitation is made to all holders of Shares to purchase or otherwise acquire Shares and the bid, scheme or offer becomes unconditional, and the offeror has at least 50% of the voting power (as defined by the Corporations Act) in the Company.</p> <p>Notwithstanding the issue of a Redemption Notice, a Holder may give a Conversion Notice (which may be expressed to be subject to Takeover Event completing) in respect of any of its Convertible Notes which are the subject of the Redemption Notice up to the before the relevant Redemption Date (or such later time as the Company may agree with the relevant Holder), and only Convertible Notes for which Conversion Notices have not been so given or are treated as having not been given will be Redeemed on the specified Redemption Date.</p>
Events of Default	Customary events of default are to be incorporated in the formal transaction documents, including but not limited to payment, redemption or conversion breaches, cross defaults, suspension from trading for more than 10 days and insolvency events.
No Dividends	No dividends may be declared or paid whilst the Convertible Notes are on issue.
Note Trustee & Security Trustee	Centec Securities Pty Ltd ACN 007 281 745

GW1

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 **9.00am (AEST)** **Wednesday, 13 September 2023.**

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

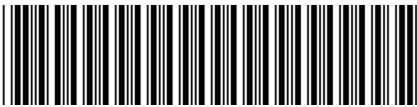


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 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 Extraordinary General Meeting of Greenwing Resources Ltd to be held at Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000 on Friday, 15 September 2023 at 9.00am (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		For	Against	Abstain
1 – Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 – Ratification of prior issue of Shares in lieu of cash for interest payable for the 3-month period to 30 June 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 – Approval for the issue of Placement Shares to Related Party – Mr Rick Anthon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Rick Anthon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 – Approval for the issue of Placement Shares to Related Party – Mr Jeffrey Marvin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Jeffrey Marvin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 – Approval for the issue of Placement Shares to Related Party – Mr James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 – Approval for the issue of Shares in lieu of cash for interest payable to Related Party – Mr Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 – Approval for the issue of Placement Shares to Related Party – Mr Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 – Ratification of prior issue of Incentive Shares to Converting Noteholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 – Ratification of prior issue of Incentive Options to Converting Noteholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 – Ratification of prior issue of Shares in lieu of cash for interest payable for the 6-month period to 31 March 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

GW1

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

Greenwing Resources Ltd Extraordinary General Meeting

The Greenwing Resources Ltd Extraordinary General Meeting will be held on Friday, 15 September 2023 at 9.00am (AEST). 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 9.00am (AEST) Wednesday, 13 September 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Bizzell Capital Partners, Level 21, 110 Mary Street, Brisbane QLD 4000

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.