

23 August 2024

Dear Shareholder,

GENERAL MEETING – NOTICE OF MEETING AND PROXIES

Notice is given that a General Meeting (Meeting) of Shareholders of Green Technology Metals Limited (ACN 648 657 649) (Company) will be held as follows:

Time and date: 9:00am (Perth time) on Thursday, 26 September 2024

Location: Level 1, 338 Barker Road, Subiaco Western Australia 6008

Notice of Meeting

In accordance with the Corporations Act 2001 (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://www.greentm.com.au/asx-announcements/>; and
- the ASX market announcements page under the Company's code "GT1".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By email:** meetings@automicgroup.com.au
- **By fax:** +61 2 8583 3040

Your proxy voting instruction must be received by 9:00am (Perth time) on Tuesday, 24 September 2024 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Joel Ives
Company Secretary
Green Technology Metals



AUSTRALIA
+61 8 6557 6825
L1, 338 Barker Road, Subiaco,
Western Australia 6008

CANADA
+1 807 621 0854
160 Logan Avenue, Thunder
Bay, Ontario P7A 6R1

greentm.com.au
info@greentm.com.au
ASX GT1
ABN 99 648 657 649



**Green Technology Metals Limited
ACN 648 657 649**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 9:00am (AWST) on Thursday, 26 September 2024.

Location: Level 1, 338 Barker Road, Subiaco Western Australia 6008.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6557 6825.

Shareholders are urged to vote by lodging the Proxy Form

Green Technology Metals Limited
ACN 648 657 649
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Green Technology Metals Limited will be held at Level 1, 338 Barker Road, Subiaco Western Australia 6008 on Thursday, 26 September 2024 at 9:00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 September 2024 at 5:00pm (AWST).

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

Agenda

Resolution 1 – Ratification of issue of Flow Through Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 39,477,680 Flow Through Shares issued under at A\$0.37 per Share under Listing Rule 7.1 and 7.1A in the following proportions:

- (a) 11,863,101 Flow Through Shares issued under Listing Rule 7.1; and
- (b) 27,614,579 Flow Through Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Ratification of the agreement to issue Tranche 1 Subscription Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue up to 31,000,000 Tranche 1 Subscription Shares to EcoPro (or its nominee/s) as follows:

- (a) 30,478,062 Tranche 1 Subscription Shares issued or agreed to be issued under Listing Rule 7.1; and

- (b) 521,938 Tranche 1 Subscription Shares issued or agreed to be issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Tranche 2 Subscription Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 33,000,000 Tranche 2 Subscription Shares to EcoPro (or its nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a) and (b):** by or on behalf of a person who participated in the issue of the Flow Through Shares, or any of their respective associates, or their nominees.
- (b) **Resolution 2(a) and (b):** by or on behalf of EcoPro (or its nominee/s), or any of their respective associates.
- (c) **Resolution 3:** by or on behalf of EcoPro (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Subscription Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

BY ORDER OF THE BOARD



Joel Ives
Company Secretary
Green Technology Metals Limited
Dated: 23 August 2024

Green Technology Metals Limited
ACN 648 657 649
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 338 Barker Road, Subiaco Western Australia 6008 on Thursday, 26 September 2024 at 9:00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

| | |
|------------|---|
| Section 2 | Action to be taken by Shareholders |
| Section 3 | Resolution 1 – Ratification of issue of Flow Through Shares |
| Section 4 | Resolution 2 – Ratification of the agreement to issue Tranche 1 Subscription Shares |
| Section 5 | Resolution 3 – Approval to issue Tranche 2 Subscription Shares |
| Schedule 1 | Definitions |

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

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

person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting. Your proxy voting instruction must be received by 9:00am (AWST) on Tuesday, 24 September 2024, being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the

Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@greentm.com.au by no later than 5 business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.5 Right to elect to receive documents electronically or physically

The Company gives notice pursuant to section 110K of the Corporations Act of the rights of Shareholders to elect to:

- (a) be sent certain documents in physical form;
- (b) be sent certain documents in electronic form; or
- (c) not be sent certain documents at all.

Documents

The documents to which this election applies includes:

- (a) documents that relate to a meeting of Shareholders, such as notices of meeting, proxy and voting forms;
- (b) documents that relate to a resolution to be considered by Shareholders without a meeting;
- (c) Annual Reports of the Company (comprising the financial report, directors' report and auditor's report for the relevant financial year); and
- (d) a notice of Shareholders' rights under section 110K of the Corporations Act, unless the notice is readily available on a website,

together with any other documents prescribed by relevant regulations, (collectively, the **Documents**).

Shareholders' rights

Each Shareholder is entitled to:

- (a) elect to be sent Documents in either physical form or electronic form; and
- (b) elect not to be sent Annual Reports by the Company (and any other documents prescribed by the relevant regulations),

by notifying the Company of the election.

Please note:

- The election to be sent certain Documents in physical form, electronic form or not at all will be in force the first business day after the Shareholder notifies the Company, unless the Shareholder specifies a later date in which case the election takes effect the first business day after that later date, or if the regulations specify another date.
- A Shareholder may make an election in relation to all Documents or a specified class(es) of Documents.
- A Shareholder may withdraw an election referred to above at any time by notifying the Company. The withdrawal will be in force the first business day after the Shareholder notifies the Company, unless the Shareholder specifies a later date in which case the withdrawal takes effect the first business day after that later date, or if the regulations specify another date.
- An election to be sent Documents in physical form will not be in force if:
 - the Company is required or permitted under the Corporations Act to send Documents by a particular day; and
 - the election is received on or after the day that is 30 days immediately prior to the day mentioned above.

Ad hoc requests to receive Documents

A Shareholder may also make ad hoc requests to receive a particular Document in either physical form or electronic form.

The Company will take reasonable steps to send a Document that complies with the ad hoc request by the later of the following:

- (a) three business days after the day on which the request is received; or
- (b) if the Company is permitted to send the Document under the Corporations Act by a particular time, that time.

How to make your Elections and/or Requests

The Company encourages all Shareholders to elect to receive electronic documents. This will allow Shareholders to be immediately informed of the Company's activities and reduce the impact on the environment by alleviating the need to produce hard copies of the Documents.

You may make your election and/or request by contacting our share registry, Automic Group Pty Ltd using the following options:

Telephone: 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)

Online: investor.automic.com.au

By mail: Automic
GPO Box 5193
Sydney NSW 2001

By email: meetings@automicgroup.com.au

If making your request by phone or mail, please quote your security holder reference number or holder identification number and provide the name of the registered holder.

3. Resolution 1 – Ratification of issue of Flow Through Shares

3.1 General

As announced on 11 December 2023, the Company undertook a placement to raise approximately C\$13,000,000 (A\$14,606,742¹) (before costs) through the issue of 39,477,680 Shares at an issue price of C\$0.3293 (A\$0.37²) per Share (**Flow Through Shares**) as Canadian “flow-through shares”, which provide tax incentives to those investors for expenditures that qualify as flow through mining expenditures under the Income Tax Act (Canada) (the **Act**) (**Flow Through Placement**). The Flow Through Shares were issued at a premium to market pursuant to the Canadian flow-through shares regime. The Flow Through Shares were issued using the Company’s available placement capacity under Listing Rule 7.1 and 7.1A.

^{1, 2} using an exchange rate of A\$1 = C\$0.89

The term “flow-through share” is a defined term in the Act and is not a special type of share under corporate law. In this case, the term “flow-through share” refers to an ordinary share that was issued by the Company to an investor under an agreement in writing with the investor under which the Company agreed:

- (a) to incur certain Canadian exploration expenses; and
- (b) to renounce an amount to the investor in respect of those Canadian exploration expenses.

If the Company and the investor comply with the detailed rules in the Act, the investor will be entitled to deduct the amount renounced in computing the investor’s income for Canadian income tax purposes and receive additional tax credits for expenditures targeting critical minerals.

The tax benefits associated with the Flow Through Shares are available only to the investors (who are Canadian residents) and not to any other person who acquired the Flow Through Shares through the on-sale or transfer of those Flow Through Shares.

PearTree Securities Inc. (**PearTree**) was engaged to facilitate the Flow Through Placement pursuant to an engagement agreement (**Peartree Engagement Letter**) and a subscription and renunciation agreement dated 10 December 2023 (**Share Subscription Agreement**), the Company agreed to issue, and Peartree agreed to subscribe for the Flow Through Shares as agent for one or more disclosed principals (being an “accredited investor” or eligible to rely on the “minimum amount prospectus exemption” and a resident in a Canadian jurisdiction) (**Investors**). The Investors then on-sold the Flow Through Shares to select sophisticated and professional investors in Australia and certain other countries (**Hard Placement Participants**) by way of a block trade, facilitated by the lead manager, Canaccord Genuity (Australia) Limited (**Lead Manager**) and pursuant to a block trade agreement between PearTree and the Lead Manager, at a price per Share of A\$0.25 (**Hard Placement**).

The Flow Through Shares were issued utilising the Company's existing placement capacity under Listing Rule 7.1 and Listing Rule 7.1A in the following proportions:

- (a) 11,863,101 Shares issued under Listing Rule 7.1; and
- (b) 27,614,579 Shares issued under Listing Rule 7.1A.

The Flow Through Shares rank equally with the Company's existing Shares on issue.

The Hard Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Hard Placement, from existing contacts of the Company and clients of the Lead Manager.

PearTree did not receive any fees or commission from the Company for their role with respect to the Flow Through Placement.

Resolution 1(a) and (b) seek Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Flow Through Shares.

3.2 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2023.

The issue of the Flow Through Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Flow Through Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A.

3.3 Technical information required by Listing Rule 14.1A

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 11,863,101 Flow Through Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity

Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 11,863,101 Flow Through Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 11,863,101 Equity Securities for the 12 month period following the issue of the Flow Through Shares.

If Resolution 1(b) is passed, 27,614,579 Flow Through Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

If Resolution 1(b) is not passed, 27,614,579 Flow Through Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 27,614,579 Equity Securities for the 12 month period following the issue of the Flow Through Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

3.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Flow Through Shares:

- (a) The Flow Through Shares were issued to PearTree as agent for one or more Investors. PearTree is a corporate advisor to the Company and is therefore a Material Investor, but following the divestment of the Flow Through Shares to the Hard Placement Participants, PearTree does not hold Shares in the Company. The Hard Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Hard Placement from existing contacts of the Company and clients of the Lead Manager. None of the Hard Placement Participants were a related party or Material Investor at the time the Flow Through Shares were issued.

Prior to the Hard Placement, AMCI Australia Pty Ltd (**AMCI**) held approximately 9.02% of Shares on issue. AMCI participated in the Hard Placement to the extent of 11,400,000 Shares, such that AMCI now has a Relevant Interest in approximately 11.33% of Shares on issue. AMCI has therefore become a Listing Rule 10.11.3 party by virtue of holding 11.33% of Shares on issue and Mr Patrick Murphy (Managing Director of AMCI) being a Director of the Company pursuant to a relevant agreement (as was disclosed in the Company's notice of general meeting dated 19 May 2022).

- (b) A total of 39,477,680 Flow Through Shares were issued using the Company's placement capacity under Listing Rule 7.1 and 7.1A in the following proportions:
- (i) 11,863,101 Shares issued under Listing Rule 7.1; and
 - (ii) 27,614,579 Shares issued under Listing Rule 7.1A.

The issue of the Flow Through Shares did not breach Listing Rules 7.1 or 7.1A.

- (c) The Flow Through Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Flow Through Shares were issued on 15 December 2023.
- (e) The Flow Through Shares were issued at a price of C\$0.3293 (A\$0.37) per Share to the Investors and subsequently on-sold to the Hard Placement Participants at \$0.25 per Share.
- (f) The proceeds of the Flow Through Placement have been and will continue to be applied towards certain Canadian exploration expenditures at the Root Lithium Project and Junior Lithium Project, that are intended to qualify as flow-through critical mineral mining expenditures under the Act.
- (g) The Flow Through Shares were issued pursuant to the Share Subscription Agreement and a summary of material terms is included in Section 3.1 above. The Share Subscription Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and indemnity provisions).
- (h) A voting exclusion statement is included in the Notice.

3.5 Additional information

Resolution 1(a) and (b) are each ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

4. Resolution 2 – Ratification of the agreement to issue Tranche 1 Subscription Shares

4.1 General

On 20 August 2024, the Company announced that it had signed a framework agreement (**Framework Agreement**) and subscription agreement (**Subscription Agreement**) with EcoPro. Pursuant to the Subscription Agreement, EcoPro has agreed to subscribe for 64,000,000 Shares (**Subscription Shares**) at an issue price of \$0.125 per Share (**Issue Price**) to raise \$8,000,000 (before costs) (**Subscription**). A summary of the material terms of the Subscription Agreement is in Section 4.2.

The Subscription is being undertaken in the following tranches:

- (a) 31,000,000 Subscription Shares to be issued within the Company's available placement capacity under Listing Rules 7.1 and 7.1A (**Tranche 1 Subscription Shares**); and
- (b) 33,000,000 Subscription Shares to be issued subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 3) (**Tranche 2 Subscription Shares**).

Subject to the terms and conditions of the Subscription Agreement, the Company expects to issue the Tranche 1 Subscription Shares before the date of the Meeting.

Immediately following the issue of the Subscription Shares, EcoPro shall hold approximately 16.59% of the Company's Shares based on the current issued Share capital of the Company

(subject to the conversion of any Options, Performance Rights or other convertible securities prior to the issue of the Tranche 2 Subscription Shares).

Resolution 2(a) and (b) seek Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Tranche 1 Subscription Shares.

4.2 Summary of the material terms of the Subscription Agreement

(a) Conditions

The issue of the Tranche 1 Subscription Shares to EcoPro (or its nominee/s) (**Tranche 1 Completion**) is subject to the satisfaction or waiver of conditions precedent considered customary for agreements of this nature (**Tranche 1 Conditions Precedent**), including (but not limited to) the Company and EcoPro entering into a restriction deed with respect to voluntary escrow arrangements for the Tranche 1 Subscription Shares (which escrow arrangements must not be for a period of more than 12 months from Tranche 1 Completion and must be subject to only those customary exceptions referred to in chapter 9 of the Listing Rules as contemplated in the ASX Appendix 9A).

The issue of the Tranche 2 Subscription Shares to EcoPro (or its nominee/s) (**Tranche 2 Completion**) is subject to the satisfaction or waiver of conditions precedent considered customary for agreements of this nature (**Tranche 2 Conditions Precedent**), including (but not limited to):

- (i) Tranche 1 Completion occurring;
- (ii) the Company and EcoPro entering into a restriction deed with respect to voluntary escrow arrangements for the Tranche 2 Subscription Shares (which escrow arrangements must not be for a period of more than 12 months from Tranche 2 Completion and must be subject to only those customary exceptions referred to in chapter 9 of the Listing Rules as contemplated in the ASX Appendix 9A); and
- (iii) Shareholders approving by the requisite majority, the issue of the Tranche 2 Subscription Shares pursuant to Resolution 3.

(b) Nominee Director

Following the issue of the Tranche 2 Subscription Shares and for so long as EcoPro has a Relevant Interest in at least 10% of the total issued Share capital of the Company, EcoPro is entitled to nominate a non-executive director to the Board (**Nominee Director**) and the Company will appoint that Nominee Director subject to satisfaction of certain conditions. The Nominee Director (once appointed) must retire from office as a director of the Company upon the earlier of the following to occur:

- (i) Shareholders do not approve the reappointment of the Nominee Director as required by the Constitution, Listing Rules or Corporations Act, in which case EcoPro can nominate an alternate candidate to be the Nominee Director; and
- (ii) EcoPro having a Relevant Interest in less than 10% of the issued Share capital of the Company.

Following the issue of the Tranche 1 Subscription Shares and prior to the appointment of the first Nominee Director pursuant to the above right, EcoPro may nominate a representative to attend (as an observer) the Company's Board meetings during that time. In the event of termination of the Subscription Agreement after Tranche 1 Completion but before Tranche 2 Completion, the rights of the representative shall continue provided EcoPro maintains a Relevant Interest in at least 5% of the total issued Share capital of the Company and the parties are continuing to jointly explore opportunities under any framework agreement between them.

(c) **Capital raising participation right**

For so long as EcoPro holds at least 10% of the total Shares on issue, the Company agrees that it will give EcoPro the right to participate in future equity capital raisings, including any issue of Securities or other instruments that have rights to convert into equity capital (but excluding any Shares or other Securities issued or proposed to be issued pursuant to service, remuneration or consultation arrangements) **(Participation Right)**.

Should EcoPro wish to exercise its Participation Right and participate in the equity capital raising, the Company must use its reasonable endeavours to permit EcoPro to participate in the equity capital raising or an equivalent issue if Shareholder approval is required, in each case having regard to the commercial circumstances and market conditions (and subject to any applicable Listing Rules or other laws).

(d) **Termination by EcoPro**

EcoPro may terminate the Subscription Agreement without liability at any time before Completion by notice in writing to the Company if a standard termination event occurs, including an event, matter or circumstance that has or is reasonably likely to have a material adverse effect on the financial position or performance of the Group as a whole (including any projects to be undertaken jointly with EcoPro).

(e) **Representations and warranties**

The Subscription Agreement further contains representations and warranties and undertakings by the parties, and terms and conditions, that the Company considers customary for agreements of this nature.

(f) **Framework Agreement**

Further information regarding the Framework Agreement is available in the Company's announcement dated 20 August 2024.

4.3 **Listing Rules 7.1, 7.1A and 7.4**

Summaries of Listing Rules 7.1, 7.1A and 7.4 are set out in Section 3.2 above.

The issue of or agreement to issue the Tranche 1 Subscription Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the date the Company agreed to issue the Tranche 1 Subscription Shares.

4.4 Technical information required by Listing Rule 14.1A

The effect of Shareholders passing Resolution 2(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 2(a) is passed and the Company issues up to 30,478,062 Tranche 1 Subscription Shares under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue those Tranche 1 Subscription Shares.

If Resolution 2(a) is not passed or up to 30,478,062 Tranche 1 Subscription Shares are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 30,478,062 Equity Securities for the 12 month period following the agreement to issue those Tranche 1 Subscription Shares.

If Resolution 2(b) is passed and the Company issues up to 521,938 Tranche 1 Subscription Shares under Listing Rule 7.1A no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue those Tranche 1 Subscription Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

If Resolution 2(b) is not passed or up to 521,938 Tranche 1 Subscription Shares are issued under Listing Rule 7.1A later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1A without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 521,938 Equity Securities for the 12 month period following the agreement to issue those Tranche 1 Subscription Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

4.5 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of or the agreement to issue the Tranche 1 Subscription Shares:

- (a) The Company has agreed to issue the Tranche 1 Subscription Shares to EcoPro (or its nominee/s) pursuant to the terms of the Subscription Agreement. Immediately following the issue of the Tranche 1 Subscription Shares (subject to the conversion of any Options, Performance Rights or other convertible securities prior to Tranche 1 Completion), EcoPro will become a substantial Shareholder and hold a Relevant Interest in approximately 8.79% of the Company's Shares.

- (b) A maximum of 31,000,000 Tranche 1 Subscription Shares has been agreed to be issued to EcoPro (or its nominee/s) within the Company's placement capacity under Listing Rules 7.1 and 7.1A in following proportions:
 - (i) 30,478,062 Tranche 1 Subscription Shares under Listing Rule 7.1; and
 - (ii) 521,938 Tranche 1 Subscription Shares under Listing Rule 7.1A.

The agreement to issue the Tranche 1 Subscription Shares did not breach Listing Rule 7.1 or 7.1A.
- (c) The Tranche 1 Subscription Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) As at the date of this Notice, the Company has not issued the Tranche 1 Subscription Shares. However, subject to the Tranche 1 Conditions Precedent being satisfied or waived, the Tranche 1 Subscription Shares are intended to be issued prior to the date of the Meeting and, in any event, will be issued no later than three months after the date of the Meeting.
- (e) The Tranche 1 Subscription Shares will be issued at an issue price of \$0.125 each.
- (f) The proceeds from the issue of the Tranche 1 Subscription Shares are intended to be used towards:
 - (i) a definitive feasibility study to reach a final investment decision (FID) on the Seymour Lithium Project;
 - (ii) funding a pre-feasibility study for a lithium conversion facility; and
 - (iii) general working capital.
- (g) The Tranche 1 Subscription Shares were agreed to be issued pursuant to the Subscription Agreement and a summary of material terms is set out in Section 4.2.
- (h) A voting exclusion statement is included in the Notice.

4.6 Additional information

Resolution 2(a) and (b) are each ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 2(a) and (b).

5. Resolution 3 – Approval to issue Tranche 2 Subscription Shares

5.1 General

The background to the proposed issue of the Tranche 2 Subscription Shares and summary of the material terms of the Subscription Agreement is set out in Sections 4.1 and 4.2 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Subscription Shares.

5.2 Listing Rule 7.1

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

The proposed issue of the Tranche 2 Subscription Shares does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Tranche 2 Subscription Shares.

5.3 Technical information required by ASX Listing Rule 14.1A

The effect of Shareholders passing Resolution 3 will be to allow the Company to 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 and subject to the remaining Tranche 2 Conditions Precedent being satisfied or waived, the Company will be able to proceed with the issue of the Tranche 2 Subscription Shares.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Subscription Shares and will not raise \$4,125,000 (before costs) pursuant to the Subscription Agreement. Consequently, the Company may need to seek an alternative means of raising the additional capital.

5.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Subscription Shares:

- (a) The Tranche 2 Subscription Shares will be issued to EcoPro (or its nominee/s) pursuant to the terms of the Subscription Agreement. Immediately following the issue of the Tranche 2 Subscription Shares (subject to the conversion of any Options, Performance Rights or other convertible securities prior to Tranche 2 Completion), EcoPro will hold a Relevant Interest in approximately 16.59% of the Company's Shares.
- (b) A maximum of 33,000,000 Tranche 2 Subscription Shares will be issued to EcoPro (or its nominee/s).
- (c) The Tranche 2 Subscription Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) Subject to the Tranche 2 Conditions Precedent being satisfied or waived, the Tranche 2 Subscription Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Subscription Shares will be issued at a price of \$0.125 each.
- (f) The proceeds from the issue of the Tranche 2 Subscription Shares are intended to be used in the same manner as the proceeds from the issue of the Tranche 1 Subscription Shares, a summary of which is set out in Section 4.5(f).
- (g) A summary of the material terms of the Subscription Agreement is set out in Section 4.2.

(h) A voting exclusion statement is included in the Notice.

5.5 **Additional information**

Resolution 3 is an ordinary resolution.

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

Schedule 1 Definitions

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

| | |
|------------------------------------|--|
| \$ or A\$ | means Australian Dollars. |
| Act | means the Income Tax Act (Canada). |
| AMCI | means AMCI Australia Pty Ltd (ACN 622 460 066). |
| ASX | means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| AWST | means Western Standard Time, being the time in Perth, Western Australia. |
| Board | means the board of Directors. |
| C\$ | means Canadian Dollars. |
| Chair | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| Company | means Green Technology Metals Limited (ACN 648 657 649). |
| Completion | means the Tranche 1 Completion and the Tranche 2 Completion, or any of them as the context requires. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth), as amended. |
| Director | means a director of the Company. |
| EcoPro | means EcoPro Innovation Co., Ltd (Registration Number 214 87 74820). |
| Equity Security | has the same meaning as in the Listing Rules. |
| Explanatory Memorandum | means the explanatory memorandum which forms part of the Notice. |
| Flow Through Placement | has the meaning given in Section 3.1. |
| Flow Through Shares | has the meaning given in Section 3.1. |
| Framework Agreement | has the meaning given in Section 4.1. |
| Group | means the Company and its subsidiaries. |
| Hard Placement | has the meaning given in Section 3.1. |
| Hard Placement Participants | has the meaning given in Section 3.1. |
| Investors | means the disclosed principals (being an “accredited investor” or eligible to rely on the “minimum amount prospectus exemption” and a resident |

in a Canadian jurisdiction) that PearTree agreed to purchase the Flow Through Shares as agent for.

| | |
|-----------------------------------|--|
| Issue Price | has the meaning given in Section 4.1. |
| Junior Lithium Project | means the project comprising 591 staked mineral claims on 10,856 Hectares (109km ²) of tenure located adjacent to the flagship Seymour Project in Ontario, Canada. |
| Lead Manager | means Canaccord Genuity (Australia) Limited (ACN 075 071 466). |
| Key Management Personnel | has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. |
| Listing Rules | means the listing rules of ASX. |
| Material Investor | <p>means, in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's issued capital.</p> |
| Meeting | has the meaning given in the introductory paragraph of the Notice. |
| Nominee Director | has the meaning given in Section 4.2(b). |
| Notice | means this notice of general meeting. |
| Option | means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future. |
| Participation Right | has the meaning given in Section 4.2(c). |
| PearTree | means PearTree Securities Inc. |
| PearTree Engagement Letter | has the meaning given in Section 3.1. |
| Performance Right | means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions. |

| | |
|---------------------------------------|---|
| Proxy Form | means the proxy form attached to the Notice. |
| Relevant Interest | has the meaning given in the Corporations Act. |
| Resolution | means a resolution referred to in the Notice. |
| Root Lithium Project | means the Root project located approximately 300km northwest of Thunder Bay in Ontario, Canada. |
| Schedule | means a schedule to the Notice. |
| Section | means a section of the Explanatory Memorandum. |
| Securities | means any Equity Securities of the Company (including Shares, Options and/or Performance Rights). |
| Seymour Lithium Project | means the Seymour project located approximately 250km from the town of Thunder Bay in Ontario, Canada. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Share Subscription Agreement | has the meaning given in Section 3.1. |
| Shareholder | means the holder of a Share. |
| Subscription | has the meaning given in Section 4.1. |
| Subscription Agreement | has the meaning given in Section 4.1. |
| Subscription Shares | has the meaning given in Section 4.1. |
| Tranche 1 Completion | has the meaning given in Section 4.2(a). |
| Tranche 1 Completion Date | means a date within 5 business days after the satisfaction or waiver of the Tranche 1 Conditions Precedent. |
| Tranche 2 Completion | has the meaning given in Section 4.2(a). |
| Tranche 2 Completion Date | means a date within 5 business days after the satisfaction or waiver of the Tranche 2 Conditions Precedent. |
| Tranche 1 Conditions Precedent | has the meaning given in Section 4.2(a). |
| Tranche 2 Conditions Precedent | has the meaning given in Section 4.2(a). |
| Tranche 1 Subscription Shares | has the meaning given in Section 4.1. |
| Tranche 2 Subscription Shares | has the meaning given in Section 4.1. |

VWAP

means volume-weighted average market price of fully paid ordinary shares, as that term is defined in the Listing Rules.

Your proxy voting instruction must be received by **09.00am (AWST) on Tuesday, 24 September 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

