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GREENTECH MINERALS LIMITED

(ACN 115 050 452)

NOTICE OF 2022 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

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**TIME:** 10AM (AEDT)

**DATE:** 22 February 2023

**PLACE:** To be held in a hybrid medium at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney; and Zoom address

**TIME AND PLACE OF MEETING AND HOW TO VOTE**

Venue

The Meeting is being held by way of hybrid meeting which will be held from a physical location and will also be held electronically using dial in details as contained with this Notice of Meeting. Shareholders are encouraged to join the meeting using the dial in details and submit proxy votes on the Resolutions contained in this Notice of Meeting. Given the restrictions on public gatherings the number of people able to be physically present at the meeting will be limited based on the public health orders then in effect and may result in a person not being able to access the meeting room.

The Meeting will be held at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney and via our online meeting via Zoom.

On behalf of the Board, I invite you to attend our hybrid 2022 AGM which will be held the at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney and via a live ZOOM webcast. Our virtual meeting will provide you with the opportunity to join regardless of your location.

How to join the Meeting Online

To join the online Meeting, please click on the link below and then enter Meeting ID 845 6070 0206.. and Passcode: 864529 if prompted.

<https://us02web.zoom.us/j/84560700206?pwd=VW9qMzRHdIIIIM240bUtBUWg1blpNZz09>

Voting Is Important

The business of the AGM affects your shareholding and your vote is important.

**Voting by Proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return so that it is received no later than 10AM (AEDT) on 21 February 2023 in accordance with the instructions set out on the Proxy Form:

1. post to Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney NSW (Attn: Michael Stafford); or
2. send by email to Terry Grace, Company Secretary at [terry@areentechminerals.com.au](mailto:terry@areentechminerals.com.au).

Proxy Forms received later than this time will be invalid.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5PM (AEDT) on 21 February 2023.

**Voting in person at the Meeting will not be an option**

## NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meetings (Annual General Meeting) of Shareholders of Greentech Minerals Limited (Company) will be held at 10AM (AEDT) on 22 February 2023 at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney or virtually via a live ZOOM webcast.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5PM (AEDT) on 21 February 2023. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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### ORDINARY BUSINESS

#### Financial Statements and Reports

*"To receive and to consider the Annual Financial Reports of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report and the Auditor's Report for that financial year."*

Note: This item of ordinary business is for discussion only and is not a resolution.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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#### 1. RESOLUTION 1 RE- ELECTION OF MICHAEL IVKOVIC

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

*"That Mr. Michael Ivkovic a Director who retires by rotation in accordance with Article 2 of the Constitution and, being eligible, offers himself for re-election under Article 20.3 of the Constitution and for all other purposes, be approved."*

Dated

By order of the Board

**Dr Mike Etheridge**

Non-Executive Director and Chairman  
Greentech Minerals Ltd

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2022 Annual General Meeting at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney or virtually *via* a live ZOOM webcast.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolution contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

### ***Part A: Financial Statements and Reports***

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#### **Financial Statements and Reports**

In accordance with the Constitution, the business of the 2022 Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 (**2022 Annual Financial Report**) together with the declaration of the Directors, the Director's Report, and the Auditor's Report (Annexure A) for that financial year.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's 2022 Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's 2022 Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Reports on the Company's website [www.greentechminerals.com.au](http://www.greentechminerals.com.au).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

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#### RESOLUTION 1 - RE-ELECTION OF MR MICHAEL IVKOVIC

Article 20.2 of the Constitution states that unless otherwise determined by a Resolution of the Company, one third of the Directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one third, must retire from office at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots. A retiring Director may act as a Director throughout the meeting at which it retires and at any adjournment. This clause does not apply to the managing director, but if there is more than 1 managing director, only the managing director who was first appointed is entitled not to be subject to re-election.

Under Article 20.3 of the Constitution, a Director who retires or whose office is vacated under this Constitution will be eligible for election or re-election to the Board. If another person is not elected by the Company to fill the vacated office, the retiring Director will, if offering itself for re-election and not being disqualified under the Act or this Constitution from holding office as a Director, be deemed to have been re-elected as a Director unless at that general meeting:

- (a) it is expressly resolved not to fill the vacated office or to reduce the number of Directors; or

(b) a Resolution for the re-election of that Director is put and lost

Mr Michael Ivkovic has been a Director since 1 June 2020.

Under this Resolution 1, Mr Ivkovic retires by rotation and seeks re-election.

**Directors' recommendation**

The Directors (excluding Mr Ivkovic) recommend that Shareholders vote for Resolution 1.

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**ENQUIRIES**

If you have any questions in respect of the matters set out in these documents, please contact the Terry Grace, Company Secretary at [teav@greentechminerals.com.au](mailto:teav@greentechminerals.com.au).

**Greentech Minerals Limited**

Independent auditor's report to members

**Report on the Audit of the Financial Report**

**Opinion**

We have audited the financial report of Greentech Minerals Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis for Opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Level 7, 3 Horwood Place, Parramatta NSW2150

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nsw.info@williambuck.com  
williambuck.com.au

# **William Buck**

ACCOUNTANTS & ADVISORS

## **Material Uncertainty Related to Going Concern**

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$188,584 (FY2021: losses of \$2,325,576), and cash outflows from operating activities of \$393,600 for the year ended 30 June 2022 (FY2021: \$970,183).

As stated in Note 2, these events and conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## **Other Information**

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of the Directors for the Financial Report**

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## **Auditor's Responsibilities for the Audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

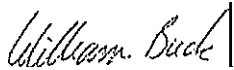
# **WilliamBuck**

ACCOUNTANTS & ADVISORS

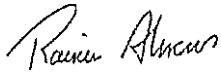
A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

<http://www.auasb.gov.au/auditorsresponsibilities/ar3.pdf>

This description forms part of our independent auditor's report.



William Buck  
Accountants & Advisors  
ABN 16 021 300 521



Rainer Ahrens  
Partner  
Sydney, 30 September 2022



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## GLOSSARY

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AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales. Annual General Meeting or Meeting means the meeting convened by the Notice of Meeting. ASIC means the Australian Securities and Investments Commission.

**Company** means Greentech Minerals Limited (ACN 115 050

452). Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company from time to time. Dollar or \$ means the lawful currency of Australia.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Notice of Meeting or Notice of 2022 Annual General Meeting means this Notice of Annual General Meeting including the Explanatory Statement.

Related Body Corporate has the meaning given to this term in sections 9 and 50 of the Corporations Act. Related Party has the meaning in section 228 of the Corporations Act.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires. Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share

**TO BE COMPLETED APPOINTMENT OF PROXY**

**GREENTECH MINERALS LIMITED  
(ACN 115 050 452)**

Name:

Address:

Telephone:

Appointment of Proxy

IM/e being a Member/s of Greentech Minerals Limited and entitled to attend and vote, hereby appoint

*Insert Name of Appointed Proxy Below*

Chairman of the Meeting

OR

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at AGM on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the AGM of Greentech Minerals Limited to be held at **10AM (AEDT) on Wednesday 22 February 2023** at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney or virtually via

**ZOOM ADDRESS** and any adjournment of that meeting.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

For      Against      Abstain

Ordinary Resolution

Resolution 1. Approval for reelection of Mr Michael Ivkovic

Please Note: By marking the Abstain box for the Resolution you are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is\_%

Individual or Security holder 1

\_\_\_\_\_

Security holder 2

\_\_\_\_\_

Security holder 3

\_\_\_\_\_

Individual/Sole Director and  
Secretary Sole Company Secretary

Director

Director/Company

GREENTECH MINERALS LIMITED

(ACN 115 050 452)

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5PM (AEDT) on 21 February 2023.

1. **Appointing a Proxy:** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **25088 and 2508C of the Corporations Act:** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
  - (i) if proxy holders vote, they must cast all directed proxies as directed; and
  - (ii) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

4. **Proxy vote if appointment specifies way to vote**

Section 25088(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:

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); and

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; and

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

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).

GREENTECH MINERALS LIMITED

(ACN 115 050 452)

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

5. Transfer of non-chair proxy to chair in certain circumstances

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

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; and

the appointed proxy is not the chair of the meeting; and

at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

(i) the proxy is not recorded as attending the meeting;

(ii) 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.

6. Signing Instructions:

(Individual): Where the holding is in one name, the member must sign.

(Joint Holding): Where the holding is in more than one name, all of the members should sign.

(Power of Attorney): If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

7. Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return it so that it is received by no later than 10AM (AEDT) on 19 February 2023:

(i) post to Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney NSW (Attn: Michael Stafford); or

(ii) send by email to Terry Grace, Company Secretary. [terry@greentechminerals.com](mailto:terry@greentechminerals.com)

Proxy Forms received later than this time will be invalid.

**GREENTECH MINERALS LIMITED**

**(ACN 115 050 452)**

**("COMPANY")**

**CORPORATE REPRESENTATIVE FORM**

Shareholder Details

**This is to certify that by a resolution of the directors of:**

\_\_\_\_\_  
(Insert Company Name) ("Entity") ACN

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(Insert Address)

**The Entity has appointed:**

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(Insert Name of Corporate Representative)

In accordance with the provisions of Section 2500 of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Meeting of shareholders of **Greentech Minerals** to be held at 1DAM **(AEDT) on Wednesday 22 February 2023** at the offices of Eakin McCaffery Cox Lawyers Level 28 1 Market Street, Sydney or virtually at

<https://us02web.zoom.us/j/84560700206?pwd=VW9qMzRHdIIIIM240bUtBUWg1blpNZz09>

and at any adjournment of that meeting arising from the Meeting.

Dated this        day of                    202

**Executed by:**

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(Insert Company Name)

ACN

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(Insert Address)

in accordance with section 127 of the  
*Corporations Act 2001*:

Director

Director/Secretary

-----Name of Authorised Representative----- |

-----Signed by Authorised Representative-----