Viridis Mining and Minerals Limited

ACN 121 969 819

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder

Viridis Mining and Minerals Limited (ASX: VMM) (**Viridis** or the **Company**) advises that its 2024 Annual General Meeting (**AGM**) of shareholders will be held at:

Time: 11:00 am (WST)

Date: 29 November 2024

Place: Level 4, 88 William Street Perth WA 6000

(Meeting).

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (**Notice**) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you can access the Meeting Materials online at the Company's website:

https://viridismining.com.au/investors/

The Meeting Materials can also be accessed online at the Company's ASX Announcement Platform website:

https://www.asx.com.au/markets/company/vmm

If you are unable to access the Meeting Materials online, please contact the Company Secretary by telephone at +61 8 9463 2463 to obtain a hard copy.

If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at:

https://investor.automic.com.au/#/home

Yours sincerely

Carly Terzanidis

Company Secretary

30 October 2024

Viridis Mining and Minerals Limited
ACN 121 969 819

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: **11:00AM (AWST) on Friday, 29 November 2024**

Location: **Nexia Australia, Level 4, 88 William Street, Perth WA 6000**

The Notice of Annual 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 professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 3 9071 1847

Shareholders are urged to vote by lodging the Proxy Form

Viridis Mining and Minerals Limited
ACN 121 969 819
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Viridis Mining and Minerals Limited (**Viridis** or the **Company**) will be held at Nexia Australia, Level 4, 88 William Street, Perth, Western Australia at 11.00am (AWST) on Friday, 29 November 2024 (**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 Wednesday, 27 November 2024 at 4.00pm (AWST).

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11.00am (AWST) on Wednesday, 27 November 2024.

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

Agenda

1 Annual Report

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, together with the declaration of the Directors, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Adoption of Remuneration Report

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

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.'

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

Resolution 2 – Election of Director – Carlos Jose Guedes Rosado

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

'That, for the purposes of clause 15.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Carlos Jose Guedes Rosado, a Director who was appointed casually on 20 February 2024, retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-Election of Director – Agha Shahzad Pervez

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

'That, for the purposes of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Agha Shahzad Pervez, a Director, retires by rotation, and being eligible, is re-elected as a Director.'

Resolution 4 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 5 – Adoption of Employee Securities Incentive Plan

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

'That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Viridis Mining and Minerals Limited Employee Securities Incentive Plan" and for the issue of up to a maximum of 7,190,196 securities under that Plan, on the terms and conditions set out in the Explanatory Statement.'

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

Resolution 6 – Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1

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

'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 5,853,276 April Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 7 – Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1A

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

'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 546,724 April Placement Shares issued under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 8 – Ratification of Prior Issue of Tranche 1 October Placement Shares – Listing Rule 7.1

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

'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 575,019 Tranche 1 October Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 9 – Ratification of Prior Issue of Tranche 1 October Placement Shares – Listing Rule 7.1A

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

'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 5,404,981 Tranche 1 October Placement Shares issued under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 10 – Approval to Issue October Placement Shares to Tranche 2 Participants

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

'That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company to Tranche 2 October Placement Participants of 1,712,308 October Placement Shares, in the manner and on the terms and conditions set out in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 11 – Ratification of Prior Issue of Performance Shares – Listing Rule 7.1

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

'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 2,500,000 Performance Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 12 – Renewal of Proportional Takeover Provisions

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

'That the modification of the Constitution to re-insert the proportional takeover provisions contained in clause 37 of the Company's Constitution for a period of three (3) years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 13 – Appointment of Auditor

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

'That, for the purpose of section 327B(1)(b) of the Corporations Act and for all other purposes, RSM Australia Partners, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the end of the Meeting, on the terms and conditions in the Explanatory Memorandum.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting exclusions

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

Resolution 4: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

Resolution 5: A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

Resolution 6 and 7: The participants in the April Placement, being the persons or entities to whom the April Placement Shares were issued, or any Associate of such a participant.

Resolution 8 and 9: The participants in the Tranche 1 October Placement, being the persons or entities to whom the October Placement Shares were issued, or any Associate of such a participant.

Resolution 10: The Tranche 2 October Placement Participants and any Associate of a October Placement Participant, and any other person who will obtain a material benefit as a result of the issue of the October Placement Securities (except a benefit received solely by reason of being a Shareholder in the Company).

Resolution 11: Irmaos Martins Servicos E Comercio Eirel and Rafael Da Cruz Oliveira (November Vendors) (or their nominee), being the entities to whom the Performance Shares were issued, or any Associate of them.

The above voting exclusions does 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 on the Resolution, 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 on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Agha Shahzad Pervez
Executive Chair
Viridis Mining and Minerals Limited
Dated: 30 October 2024

Viridis Mining and Minerals Limited
ACN 121 969 819
(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 Nexia Australia at Level 4, 88 William Street, Perth, Western Australia, 6000 at 11.00am (AWST) on Friday, 29 November 2024.

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 Resolution 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	Annual Report
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolution 2 – Election of Director – Carlos Jose Guedes Rosado
Section 6	Resolution 3 – Re-Election of Director – Agha Shahzad Pervez
Section 7	Resolution 4 – Approval of 10% Placement Facility
Section 8	Resolution 5 – Adoption of Employee Securities Incentive Plan
Section 9	Resolution 6 – Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1
Section 10	Resolution 7 – Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1A
Section 11	Resolution 8 – Ratification of Prior Issue of October Placement Shares – Listing Rule 7.1
Section 12	Resolution 9 – Ratification of Prior Issue of October Placement Shares – Listing Rule 7.1A
Section 13	Resolution 10 – Approval to Issue October Placement Shares to Tranche 2 Participants
Section 14	Resolution 11 – Ratification of Prior Issue of Performance Shares – Listing Rule 7.1

Section 15	Resolution 12 – Renewal of Proportional Takeover Provisions
Section 16	Resolution 13 – Appointment of auditor
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Plan
Schedule 3	Summary of the Binding Option Agreements
Schedule 4	Terms of Performance Shares (November Acquisition)
Schedule 5	Nomination of Auditor

A Proxy Form is made available with the Notice.

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 a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person 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.

2.3 Voting by proxy

A Proxy Form is provided with 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 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 11.00am (AWST) on Wednesday, 27 November 2024 being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@viridismining.com.au at least two 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).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including declaration of the Directors, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://viridismining.com.au/investors/annual-reports/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Adoption of Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the 2024 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Previous Voting Results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

5. Resolution 2 – Election of Director – Carlos Jose Guedes Rosado

5.1 General

Clause 15.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 15.4 of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Carlos Jose Guedes Rosado, having been appointed by other Directors on 20 February 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Mr Guedes is a senior industrial executive in the mining and chemical sectors, with an extensive record in delivering and operating projects in the EU, NORAM, LATAM and APAC regions. He was previously the Chief Operating Officer of Serra Verde Mineração and Vice President Industrial of Lynas Corp, two leading Rare Earths businesses outside of China. He also acted as an independent consultant for critical metals projects at Euro Manganese, Peak Resources and Araxá Metals. Previously, Mr Guedes held senior positions with Solvay. Mr Guedes holds

a degree in Chemical Engineering and a postgraduate degree in Business Administration and Management (IAE France). The Board considers Mr Guedes to be an independent director.

Mr Guedes does not currently hold any other material directorships, other than as disclosed in this Notice.

5.3 Independence

If elected, Mr Guedes is considered by the Board (with Mr Guedes abstaining) to be an independent Director.

Mr Guedes is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

5.4 Additional information

The Company conducts appropriate checks on the background and experience of candidates before their appointments to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. These checks did not identify any information of concern.

Mr Guedes has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.5 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Guedes will be elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Mr Guedes will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5.6 Board recommendation

The Board (other than Mr Guedes who has a personal interest in the outcome of this Resolution) supports the election of Mr Guedes and recommends that Shareholders vote in favour of Resolution 2. The Directors consider Mr Carlos Jose Guedes Rosado's skills and experience are valuable to the Board's existing skills and experience.

6. Resolution 3 – Re-Election of Director – Agha Shahzad Pervez

6.1 General

Clause 15.2 of the Constitution provides that one-third of the Directors must retire at the Company's annual general meeting.

Mr Agha Shahzad Pervez, has served as a Director since 17 January 2022 and was last elected at the annual general meeting of the Company held on 30 November 2022. Mr Pervez retires by rotation and seeks re-election.

6.2 Qualifications and other material directorships

Qualifications – MCom and B.Sc IT (Hons).

Mr Pervez is an experienced Company Director, Chief Financial Officer (CFO) and Company Secretary, with over 13 years' experience working with ASX listed companies. Mr Pervez currently holds the role of Executive Chairman of Viridis Mining and Minerals Ltd (ASX: VMM), and Non-Executive Director of Pioneer Lithium Limited (ASX: PLN), Balkan Mining and Minerals Limited (ASX: BMM) and Equinox Resources Ltd (ASX: EQN). Previously, Mr Pervez was CFO of Battery Age Minerals Ltd (ASX: BM8) and also held numerous roles at Resonance Health Limited (ASX: RHT) including CFO and Company Secretary. Mr Pervez was instrumental in the corporate restructuring of RHT in 2017, and contributed to the significant growth of RHT's market capitalisation during his tenure.

Mr Pervez is a Non-Executive Director of Equinox Resources Limited, Balkan Mining and Minerals Ltd and Pioneer Lithium Limited.

Mr Pervez does not currently hold any other material directorships, other than as disclosed in this Notice.

6.3 Independence

Mr Pervez is an executive director and therefore is not an independent director.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Pervez will be re-elected to the Board as a Director.

In the event that Resolution 3 is not passed, Mr Pervez will not continue in his role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6.5 Board recommendation

The Board (other than Mr Pervez who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Pervez and recommends that Shareholders vote in favour of Resolution 3. The Directors consider that Mr Pervez's skills and experience will continue to enhance the Board's ability to perform its role.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

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 securities on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

Resolution 4 seeks Shareholder approval by way of special resolution to provide the Company

with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

7.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $38.1 million, based on the closing price of Shares ($0.530) on 16 October 2024.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of Equity Securities and be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 7.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(e) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

(f) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(d) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities. If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.265	**$0.530**	**$0.795**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	71,901,967 Shares	7,190,196 Shares	$1,905,402	$3,810,804	$5,716,206
50% increase	107,852,951 Shares	10,785,294 Shares	$2,858,103	$5,716,206	$8,574,309
100% increase	143,803,934 Shares	14,380,392 Shares	$3,810,804	$7,621,608	$11,432,412

Notes:

1. The table has been prepared on the following assumptions:

   (a) The issue price is the current market price ($0.530), being the closing price of the Shares on ASX on 16 October 2024, being the latest practicable date before this Notice was signed.

   (b) Variable A comprises of 71,901,967 existing Shares on issue as at the date of this Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed

that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(f) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(g) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.

(h) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(i) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

(e) **Allocation policy**

The recipients of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Facility, having regard to the following factors:

(i) the purpose of the issue;

(ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) financial situation and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under the 10% Placement Facility**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its 2023 annual general meeting (**Previous Approval**).

Since that date, the Company has issued Equity Securities under Listing Rule 7.1A2 in the 12 months preceding the date of this Annual General Meeting. Pursuant to and in accordance with Listing Rule 7.3A.6, the following information is provided:

(i) **number and percentage of securities**: a total of 5,951,705 shares were issued utilising the Company's issue capacity pursuant to Listing Rule 7.1A. This comprises:

- 546,724 shares issued as part of the April Placement on 30 April 2024, representing approximately 1.11% of the 49,100,588 shares on issue as at 29 November 2023.

- 5,404,981 shares issued as part of Tranche 1 of the October Placement on 22 October 2024, representing approximately 11.01% of the 49,100,588 shares on issue as at 29 November 2023.

The total 5,951,705 shares represented approximately 12.12% of the shares on issue at the start of the relevant period.

(ii) **the recipients:**

- The 546,724 shares issued on 30 April 2024 were issued to participants in the April Placement, introduced by the Joint Lead Managers Bell Potter Securities Limited and Fosters Stockbroking Pty Ltd. The participants were professional and sophisticated investors who were not related parties of the Company.

- The 5,404,981 shares issued on 22 October 2024 were issued to participants in Tranche 1 of the October Placement, also introduced by Bell Potter Securities Limited and Fosters Stockbroking Pty Ltd. The participants were professional and sophisticated investors who were not related parties of the Company.

None of the participants were considered "material investors" for the purpose of paragraph 7.2 of ASX Guidance Note 21;

(iii) **number and class of securities issued or agreed to be issued:** the Company issued 546,724 shares under the April Placement and 5,404,981 shares under Tranche 1 of the October Placement, all of which were fully paid ordinary shares issued on the same terms and conditions as the Company's existing shares;

(iv) **the consideration for the issue:**

- The issue price of $1.25 per April Placement Share represented a 7.75% discount to the last ASX closing price of $1.355 per Share on the date of agreement for the issue;

- The issue price of $0.52 per Tranche 1 October Placement Share represented a 9.57% discount to the last ASX closing price of $0.575 per Share on the date of agreement for the issue; and

(v) **use of consideration received for the issue of Shares:** through the issue of shares under listing rule 7.1A the company raised the following amounts:

- The $683,405 raised from the April Placement has been fully utilised for ongoing exploration, resource definition, and scoping studies at the Colossus Project, as well as for general working capital.

- The $2,810,590 raised from Tranche 1 of the October Placement, which has not yet been utilised, is intended to be used for an updated Resource Estimate, MREC testing on a bulk composite from the southern concessions, finalisation of the Prefeasibility Study, commencement of the Definitive Feasibility Study, design and construction of the demonstration plant, preparation and submission of environmental approvals, and general working capital.

(g) **Voting Exclusion Statement**

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

8. Resolution 5 – Adoption of Employee Securities Incentive Plan

8.1 General

Resolution 5 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Viridis Mining and Minerals Limited Employee Securities Incentive Plan" (**Plan**) and for the issue of up to a maximum of 7,190,196 securities, excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

The Company adopted the Plan at its 2023 annual general meeting held on 29 November 2023. The Company is seeking approval for the adoption of the Plan pursuant to Resolution 5 primarily for the purpose of increasing the maximum number of Securities that may be issued under the Plan (refer to section 8.2(d) below). No amendments are proposed to be made to the terms of the Plan adopted on 29 November 2023.

As summarised in Section 7.1 above, and subject to a number of exceptions set out in Listing Rule 7.2, 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b). Exception 13(b) also ceases to be

available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 5 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 8.2(d) below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

8.2 **Technical information required by Listing Rule 7.2 (Exception 13)**

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 5:

(a) a summary of the key terms and conditions of the Plan is set out in Schedule 2;

(b) the following Equity Incentives have been issued under the Plan since the date of the last approval;

(i) 899,999 Performance Rights issued on 29 November 2023;

(ii) 200,000 Options issued on 22 December 2023;

(iii) 1,050,000 Performance Rights issued on 15 January 2024;

(iv) 2,000,000 Performance Rights issued on 14 February 2024;

(v) 200,000 Options issued on 10 May 2024;

(c) the Company is seeking Shareholder approval to adopt the Plan for the purpose of increasing the maximum number of Securities that may be issued under the Plan;

(d) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 7,190,196 securities, (being 10% of the number of the Company's fully paid ordinary shares on issue at the date of this Notice – 71,901,967 Shares).

9. Resolution 6 and 7 – Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1 and 7.1A

9.1 Background Information

On 22 April 2024, the Company announced that it had received firm commitments for a placement to raise approximately $8 million (before costs) through the issue of 6,400,000 Shares (**April Placement Shares**) at an issue price of $1.25 per April Placement Share (**April Placement**).

The Company issued the April Placement Shares on 30 April 2024 without prior Shareholder approval using the Company's available placement capacity under Listing Rule 7.1 and 7.1A.

Resolutions 6 and 7 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 6,400,000 Shares, comprising 5,853,276 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 6) and 546,724 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 7).

9.2 Listing Rule 7.1 and 7.1A

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 however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Listing Rule 7.1 limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2023.

The issue of 6,400,000 April Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the April Placement Shares.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the April 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 of the April Placement Shares.

If Resolution 6 is not passed, the April Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities

that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the April Placement Shares.

If Resolution 7 is passed, the April Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the April Placement Shares.

If Resolution 7 is not passed, the April Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the April Placement Shares.

9.4 Technical 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 Resolutions 6 and 7:

(a) the April Placement Shares were issued to participants who were professional and sophisticated investors introduced by the Joint Lead Managers to the April Placement, being Bell Potter Securities Limited and Fosters Stockbroking Pty Ltd. The participants are not related parties of the Company or material investors[1];

(b) the 6,400,000 April Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. 5,853,276 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 and 546,724 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A;

(c) the April Placement Shares were issued on 30 April 2024;

(d) the April Placement Shares were issued at an issue price of $1.25 per April Placement Share;

(e) the purpose of the issue of the April Placement Shares was to raise capital to be used for ongoing exploration, resource definition and scoping studies at the Colossus Project and general working capital;

(f) the April Placement Shares were not issued under any agreement; and

(g) a voting exclusion statement applies to this Resolution.

9.5 Additional information

Resolution 6 and 7 are ordinary Resolutions.

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

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[1] ASX consider the following to be material investors:
(i). a related party of the entity;
(ii). a member of the entity's Key Management Personnel;
(iii). a substantial holder in the entity;
(iv). an adviser to the entity; or
(v). an associate of any of the above,
where such person or entity is being issued more than 1% of the entity's current issued capital.

10. Resolution 8 and 9 – Ratification of Prior Issue of Tranche 1 October Placement Shares – Listing Rule 7.1 and 7.1A

10.1 Background Information

On 14 October 2024, the Company announced that it had received firm commitments for a placement to raise approximately $4 million (before costs) through the issue of 7,692,308 Shares (**October Placement Shares**) at an issue price of $0.52 per October Placement Share (**October Placement**).

The Placement has been conducted in tranches, with Tranche 1 comprising the issue of 5,980,000 October Placement Shares to participants (who are not Related Parties of the Company), at an issue price of $0.52 per October Placement Share (**Tranche 1**).

The Company issued the Tranche 1 October Placement Shares on 22 October 2024 without prior Shareholder approval using the Company's available placement capacity under Listing Rule 7.1 and 7.1A.

Resolutions 8 and 9 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 5,980,000 Shares, comprising 575,019 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 8) and 5,404,981 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 9).

10.2 Listing Rule 7.1 and 7.1A

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 however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Listing Rule 7.1 limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2023.

The issue of 5,980,000 Tranche 1 October Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 October Placement Shares.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the October 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 of the October Placement Shares.

If Resolution 8 is not passed, the October Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the October Placement Shares.

If Resolution 9 is passed, the October Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the October Placement Shares.

If Resolution 9 is not passed, the October Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the October Placement Shares.

10.4 Technical 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 Resolutions 8 and 9:

(a) the Tranche 1 October Placement Shares were issued to participants who were professional and sophisticated investors introduced by the Joint Lead Managers to the April Placement, being Bell Potter Securities Limited and Fosters Stockbroking Pty Ltd. The participants are not related parties of the Company or material investors[2];

(b) the 5,890,000 Tranche 1 October Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. 575,019 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 and 5,404,981 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A;

(c) the Tranche 1 October Placement Shares were issued on 22 October 2024;

(d) the Tranche 1 October Placement Shares were issued at an issue price of $0.52 per October Placement Share;

(e) the purpose of the issue of the Tranche 1 Placement Shares was to raise capital for the issue of an updated Resource Estimate, MREC testing on a bulk composite from the southern concessions, the finalisation of Prefeasibility Study and commencement of Definitive Feasibility Study, the design and construction of the demonstration plant, preparation and submission of environmental approvals and general working capital;

(f) the October Placement Shares were not issued under any agreement; and

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[2] ASX consider the following to be material investors:
(i). a related party of the entity;
(ii). a member of the entity's Key Management Personnel;
(iii). a substantial holder in the entity;
(iv). an adviser to the entity; or
(v). an associate of any of the above,
where such person or entity is being issued more than 1% of the entity's current issued capital.

(g) a voting exclusion statement applies to this Resolution.

10.5 Additional information

Resolution 8 and 9 are ordinary Resolutions.

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

11. Resolution 10 – Approval to Issue October Placement Shares to Tranche 2 Participants

11.1 Requirement for Shareholder approval

The Company proposes to issue 1,712,308 October Placement Shares to the investors who were Tranche 2 October Placement Participants and who are not Related Parties to the Company.

Resolution 10 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 1,712,308 October Placement Shares.

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

The issue of the Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 10 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to proceed with the issue of October Placement Shares to Tranche 2 October Placement Participants, and the Company will raise approximately $0.9 million before costs. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 October Placement Shares and consequently, the Company will not raise circa $0.9 million.

11.2 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 10:

(a) **Names of persons being issued securities or basis on which they were identified**

The October Placement Shares are proposed to be issued to Tranche 2 October Placement Participants, being various professional and sophisticated investors identified by the Joint Lead Managers and the Company and who are not Related Parties of the Company.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the sophisticated and professional investors are a Related Party of the Company or a Material Investor.

(b) **Number and class of securities**

1,712,308 October Placement Shares will be issued to the Tranche 2 October Placement Participants who are not Related Parties of the Company. The October Placement Shares are fully paid ordinary shares ranking equally with the Company's existing Shares then on issue.

(c) **Date of issue**

The Company anticipates that the October Placement Shares will be issued on one date shortly following the conclusion of the Meeting, otherwise, no later than 3 months after the date of the Meeting.

(d) **Issue price of Placement Shares**

The October Placement Shares will be issued at an issue price of $0.52 per October Placement Share.

(e) **Purpose of the issue and use funds raised**

The Company will use the funds raised under the October Placement, along with its existing cash, for the following purposes:

- Issue of an updated Resource Estimate
- MREC testing on a bulk composite from the southern concessions
- Finalisation of Prefeasibility Study and commencement of Definitive Feasibility Study
- Design and construction of the demonstration plant
- Preparation and submission of environmental approvals
- General working capital.

(f) **Issued under an Agreement**

A summary of the key terms of the Agreement can be found in Section 10.1 of the Explanatory Statement in this Notice, as well as in the Company's ASX Announcement dated 14 October 2024.

(g) **Voting exclusion**

A voting exclusion statement for Resolution 10 is included in the Notice of Meeting preceding this Explanatory Statement.

11.3 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10 as it will enable the Company to raise circa $0.9 million in funds for the Company

12. Resolution 11 – Ratification of Prior Issue of Performance Shares – Listing Rule 7.1

12.1 Background Information

On 10 November 2023, the Company announced it had entered into a binding option agreement with Irmaos Martins Servicos E Comercio Eirel and Rafael Da Cruz Oliveira (**November Vendors**) to be granted an option to acquire a suite of licences covering 5,388 Hectares (53.88km^2) within Poços de Caldas (**Centro Sul Prospect**) (**November Acquisition**). The agreement included the issue of 2,500,000 performance shares (**Performance Shares**) to the November Vendors upon settlement of the acquisition, contingent on the achievement of specific exploration milestones.

On 16 April 2024 the Company held a General Meeting where shareholders approved the creation of a new class of securities being the Performance Shares. The Company issued the Performance Shares on 16 July 2024 using the Company's existing placement capacity under Listing Rule 7.1. Resolution 11 seeks shareholder approval to ratify the issue of performance shares in accordance with ASX Listing Rule 7.4.

12.2 Listing Rule 7.1

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

The issue of 2,500,000 Performance Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Performance Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Resolution 11 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 2,500,000 Performance Shares on 16 July 2024 which were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 11).

12.3 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Performance 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 of the Performance Shares.

If Resolution 11 is not passed, the Performance Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Performance Shares.

12.4 Technical 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 Resolution 11

(a) the Performance Shares were issued to the November Vendors, Irmaos Martins Servicos E Comercio Eirel and Rafael Da Cruz Oliveira, who are not related parties of the Company. These Vendors were introduced as part of the binding option agreement announced on 10 November 2023, to acquire the Centro Sul Prospect;

(b) the Company issued 2,500,000 Performance Shares pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) A summary of the key terms of the Performance Shares are set out in Schedule 4;

(d) the Performance Shares were issued on 16 July 2024;

(e) the Performance Shares were issued at nil consideration;

(f) the purpose of the issue of Performance Shares was to satisfy the terms of the November Acquisition agreement with the November Vendors, tied to the expansion of the Colossus Project;

(g) the key terms of the agreement to issue the Performance Shares are set out in Schedule 3;

(h) a voting exclusion statement applies to this Resolution.

12.5 Additional information

Resolution 11 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

13. Resolution 12 – Renewal of Proportional Takeover Provisions

13.1 General

Clauses 37.1 to 37.5 of the Constitution provide that the Company must not register a transfer of shares which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless shareholders, in a general meeting, approve the offer.

Under section 648G of the Corporations Act and clause 37.6 of the Constitution, clauses 37.1 to 37.5 of the Constitution cease to have effect on the date that is three (3) years after the later of their adoption or renewal.

Resolution 12 seeks to reinstate the provisions of clauses 37.1 to 37.5 of the Constitution for three (3) years from the date Shareholder approval is received for this Resolution.

The Directors consider that it is in the interests of Shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew clauses 37.1 to 37.5 of the Constitution.

A copy of the Constitution is available on the Company's website at https://viridismining.com.au/investors/.

13.2 What is a Proportional Takeover Bid

A proportional takeover bid is a takeover bid where the offer made to each shareholder of a company is only for a proportion of that shareholder's shares in the company.

Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of their shares in the company and retain the balance of the shares.

13.3 Effect of proposed proportional takeover provisions

If a proportional takeover bid is made to Shareholders, the Board will be required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. That meeting must be held at least 14 days before the offer under the proportional takeover bid closes.

The resolution shall be taken to have been passed if a majority of Shares voted at the meeting, excluding the Shares of the bidder and its associates, vote in favour of the resolution. The Directors will breach the Corporations Act if they fail to ensure the resolution to approve the offer is voted on. However, if no resolution is voted on before the end of the 15th day before the close of the offer, the resolution will be deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of Shares resulting from accepting the offer will be registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Settlement Operating Rules and the Constitution. If the resolution is not approved, then in accordance with the Corporations Act, the offer will be deemed to be withdrawn.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years after the date of adoption of the provisions. The provisions may be renewed for a further three-year term, but only by a special resolution of Shareholders.

13.4 Reasons for proposing Resolution 12

A proportional takeover bid for the Company may enable effective control of the Company to be changed or acquired without Shareholders having the opportunity to dispose of all of their Shares. Accordingly, Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Shares whilst leaving themselves as part of a minority interest in the Company.

The renewed provisions deal with this possibility by providing that if a proportional takeover bid is made for Shares, Shareholders must vote on whether or not a proportional takeover bid should be permitted to proceed.

The benefit of these provisions is that Shareholders are able to decide collectively whether the proportional takeover bid is acceptable in principle and it may ensure that any partial offer is appropriately priced.

13.5 Knowledge of present acquisition proposals

As at the last date before the finalisation of this Explanatory Memorandum, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

13.6 Potential advantages of proportional takeover provisions

The Directors consider that the renewal of these provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that renewing the proportional takeover approval provisions will benefit all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders will be able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. The provisions may also help Shareholders avoid being locked in as a minority with one majority Shareholder. In addition, increasing the bargaining power of Shareholders may ensure that any partial offer is adequately priced. Furthermore, knowing the view of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

13.7 Potential disadvantages of proportional takeover provisions

It may be argued that renewing the proportional takeover provisions will make it more difficult for a proportional takeover bid to succeed and will therefore discourage proportional takeover bids. The chance of a proportional takeover bid being successful may be reduced. In turn, this may reduce the opportunities which Shareholders may have to sell all or some of their Shares at a premium to persons seeking control of the Company. Such a provision may also be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares.

13.8 Additional information

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages such that the renewal of the proportional takeover approval provisions is in the interests of Shareholders.

The Board recommend that Shareholders vote in favour of Resolution 12. Each Director intends to vote all the Shares controlled by him or her in favour of the Resolution.

Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

14. Resolution 13 – Appointment of Auditor

14.1 General

As announced on 14 June 2024, the Company appointed RSM Australia Partners (**RSM**) as the new auditor of the Company following the resignation of the Company's previous auditor, Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) after it had received consent from ASIC on 14

June 2024 to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The decision to change to the Company's auditor was made following a consultation process, and RSM has been chosen based on their reputation and experience, particularly with similar sized resource companies.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B of the Corporations Act.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from a Shareholder. A copy of the nomination is set out in Schedule 5.

RSM has given its written consent to act as the Company auditor.

Resolution 13 seeks Shareholder approval to appoint RSM as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

If Resolution 13 is passed, the appointment of RSM as the Company's new auditor will take effect on the close of the Meeting.

If Resolution 13 is not passed the Company will need to appoint a new auditor other than RSM.

14.2 Additional information

The Board recommend that Shareholders vote in favour of Resolution 13. Each Director intends to vote all the Shares controlled by him or her in favour of the Resolution.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning in Section 7.1.
10% Placement Period	has the meaning in Section 7.2(e).
$ or A$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
April Placement	means the placement of 6,400,000 Shares issued on 30 April 2024, as announced by the Company, to raise approximately $8 million.
April Placement Shares	means the 6,400,000 Shares issued by the Company on 30 April 2024 under the April Placement.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Bell Potter	means Bell Potter Securities Limited (ABN 25 006 390 772), the joint lead manager for the April Placement and October Placement.
Board	means the board of Directors.
Centro Sul Prospect	means the mining project located in Brazil, related to the November Acquisition.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Viridis Mining and Minerals Limited (ACN 121 969 819).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.

Financial Report	means the financial report contained in the Annual Report.
Fosters	means Fosters Stockbroking Pty Ltd (ABN 15 088 747 148), the joint lead manager for the April Placement and October Placement.
Hall Chadwick	means Hall Chadwick (WA) Pty Ltd (ABN 33 121 222 802), the Company's outgoing auditors.
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.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 7.2(e).
Notice	means this notice of annual general meeting.
November Acquisition	means the acquisition by the Company of mining rights to the Centro Sul Prospect from the November Vendors, as described in Section 12.1.
November Vendors	means Irmaos Martins Servicos E Comercio Eirel and Rafael Da Cruz Oliveira, the vendors involved in the November Acquisition of the Centro Sul Prospect.
October Placement	means the placement of 7,692,308 Shares at an issue price of $0.52 per Share conducted by the Company in October 2024 to raise approximately $4 million.
October Placement Shares	means the 7,692,308 Shares issued by the Company under the October Placement, as set out in Section 10.1.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Performance Shares	means the 2,500,000 Performance Shares issued to the November Vendors under the terms of the November Acquisition.
Plan	has the meaning in Section 8.1.
Proxy Form	means the proxy form provided with the Notice.
Remuneration Report	means the remuneration report contained in the Annual Report.

Resolution	means a resolution referred to in the Notice.
RSM	means RSM Australia Partners (ABN 36 965 185 036), the auditors proposed to be appointed at the Meeting, replacing Hall Chadwick.
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).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Trading Day	has the same meaning as in the Listing Rules.
Tranche 1	means the first tranche of Shares issued by the Company under the October Placement, comprising 5,980,000 Shares issued at $0.52 per Share, as described in Section 10.1.
Tranche 2	means the second tranche of Shares to be issued by the Company under the October Placement, subject to shareholder approval, comprising 1,712,308 Shares, as described in Section 11.1.
Variable A	has the meaning in Section 7.3(d).
VWAP	means the volume weighted average price of trading in Shares on the ASX market and CBoe market over the relevant period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Schedule 2 Terms and Conditions of Plan

The following is a summary of the material terms and conditions of the New Plan:

1. (Eligible Participant): A person is eligible to participate in the New Plan (Eligible Participant) if they have been determined by the Board to be eligible to participate in the New Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

   This relevantly includes, amongst others:

(a) an employee or director of the Company or an individual who provides services to the Company;

(b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

(c) a prospective person to whom paragraphs (a) or (b) apply;

(d) a person prescribed by the relevant regulations for such purposes; or

(e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. (Maximum allocation):

(a) The Company must not make an offer of Securities under the New Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

   (i) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus

   (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the New Plan at any time during the previous 3 year period,

   would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

3. (Purpose): The purpose of the New Plan is to:

(a) assist in the reward, retention and motivation of Eligible Participants;

(b) link the reward of Eligible Participants to Shareholder value creation; and

(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. (Plan administration): The New Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the New Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the New Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the New Plan will comply with the disclosure obligations pursuant to Division 1A.

   On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. (Grant of Securities): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (Participant) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the New Plan rules and any ancillary documentation required.

7. (Terms of Convertible Securities): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the New Plan.

   Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. (Exercise of Convertible Securities and cashless exercise): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

   At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

   Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

   A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the New Plan rules, or such earlier date as set out in the New Plan rules.

10. (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the New Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. (Forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the New Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. (Rights attaching to Plan Shares): All Shares issued under the New Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the New Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. (Disposal restrictions on Securities): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

15. (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

    If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

    Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the New Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the New Plan and determine that any amendments to the New Plan rules be given retrospective effect, immediate effect or future effect.

    No amendment to any provision of the New Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. (Plan duration): The New Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the New Plan for a fixed period or indefinitely, and may end any suspension. If the New Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

Schedule 3 Summary of the Binding Option Agreements

The key terms and conditions of the binding option agreements are as follows:

November Acquisition

The terms of the agreement for the November Acquisition are as follows:

(a) **Acquisition**

The Company (or its wholly owned subsidiary) entered into a binding exclusive option agreement with Irmaos Martins Servicos E Comercio Eirel and Rafael Da Cruz Oliveira (together, the **November Vendors**) under which the November Vendors will grant the Company the option to acquire 100% of the mining rights in the REE minerals within the licences and all geological information pertaining to the licences. The Company may acquire any or all of these mining rights. The number of licences acquired will determine the value of the acquisition payments as detailed below.

(b) **Condition precedent**

Completion of the November Acquisition (**Completion**) is subject to the Company having completed technical due diligence on the licences.

(c) **Consideration**

a. Cash payments

As consideration for the November Acquisition, the Company has agreed to make the following cash payments to the November Vendors:

(1) Exclusivity payment: upon execution of the binding exclusive option agreement, the company will pay the November Vendors a non-refundable cash payment of USD$25,000, subject to confirmation from ASX that Chapter 11 of the ASX Listing Rules doesn't apply to the November Acquisition; and

(2) Acquisition payments: within 5 business days of the six-month anniversary of the granting of the research permit for each licence within the Centro Sul Prospect and the remaining licenses, the Company will pay the November Vendors USD$1,200 per hectare for each licence in the Centro Sul Prospect (should the Company elect to exercise the option at the end of its 6-month exclusivity period, or at an earlier date) and USD$1,000 per hectare for each of the remaining licenses (should the Company elect to exercise the option at the end of its 6-month exclusivity period, or at an earlier date. The Company can elect which licences it wishes to acquire.

b. Performance Shares

On settlement of the November Acquisition, the Company has agreed to issue the November Vendors 2,500,000 performance shares that will vest and become convertible into Shares in the Company (on a one-for-one basis) (**Performance Shares**). The Company intends to issue the Performance Shares under its existing placement capacity pursuant to Listing Rule 7.1. The Performances Shares will vest upon the satisfaction of the following milestones:

(A) 500,000 Class A Performance Shares, upon the delineation of an inferred mineral resource estimate (JORC 2012) of not less than 100Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the mining rights, expiring on the date that is 5 years from the date of issue.

(B) 500,000 Class B Performance Shares, upon the delineation of an inferred mineral resource estimate (JORC 2012) of not less than 200Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the mining rights, expiring on the date that is 5 years from the date of issue.

(C) 500,000 Class C Performance Shares, upon the delineation of an inferred mineral resource estimate (JORC 2012) of not less than 300Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the mining rights, expiring on the date that is 5 years from the date of issue.

(D) 500,000 Class D Performance Shares, upon the delineation of an inferred mineral resource estimate (JORC 2012) of not less than 400Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the mining rights, expiring on the date that is 5 years from the date of issue.

(E) 500,000 Class E Performance Shares, upon the delineation of an inferred mineral resource estimate (JORC 2012) of not less than 500Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the mining rights, expiring on the date that is 5 years from the date of issue.

The terms of the binding exclusive option agreement for the November Acquisition otherwise contains terms and conditions, including representations and warranties, considered standard for an agreement of this nature.

Schedule 4 Terms of Performance Shares (November Acquisition)

The terms of the Performance Shares to be issued to the November Vendors pursuant to the November Acquisition are set out as follows:

1.	**Performance Shares**	Each Performance Share is a share in the capital of Viridis Mining and Minerals (**Viridis**).
2.	**General Meetings**	Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of Viridis that are circulated to Viridis' shareholders. Holders have the right to attend general meetings of Viridis' shareholders.
3.	**No Voting Rights**	Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of Viridis' shareholders, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
4.	**No Dividend Rights**	Performance Shares do not entitle the Holder to any dividends.
5.	**No Return of Capital Rights**	Performance Shares do not entitle the Holder to any right to a return of capital, whether on a winding up, upon a capital reduction or otherwise.
6.	**No Rights on Winding Up**	Upon winding up of Viridis, Performance Shares may not participate in the surplus profits or assets of Viridis.
7.	**Transfer of Performance Shares**	Performance Shares are not transferable.
8.	**Reorganisation of Capital**	In the event that the issued capital of Viridis is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation.
9.	**Application to ASX**	The Performance Shares will not be quoted on ASX. However, Viridis must apply for the Official Quotation of a Share issued on conversion of a Performance Share on ASX within the time period required by the ASX Listing Rules.
10.	**Participation in Entitlements and Bonus Issues**	Subject always to the rights under clause 8, Holders will not be entitled to participate in new issues of capital offered to holders of Viridis' Shares such as bonus issues and entitlement issues.
11.	**Amendments required by ASX**	The terms of the Performance Shares may be amended as necessary by the board of directors of Viridis in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
12.	**No Other Rights**	Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
13.	**Milestones**	The respective milestones upon which Performance Shares will convert into Shares (on a one for one for basis subject to clause 8) are as follows: (a) **Class A Performance Shares**: 500,000 Class A Performance Shares, upon the delineation of an

		Inferred Mineral Resource Estimate (JORC 2012) of not less than 100Mt at or above a Total Rare Earths Oxide ("TREO") grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the Centro Sul Prospect, expiring on the date that is 5 years from the date of issue; (b) **Class B Performance Shares:** 500,000 Class B Performance Shares, upon the delineation of an Inferred Mineral Resource Estimate (JORC 2012) of not less than 200Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the Centro Sul Prospect, expiring on the date that is 5 years from the date of issue; (c) **Class C Performance Shares**: 500,000 Class C Performance Shares, upon the delineation of an Inferred Mineral Resource Estimate (JORC 2012) of not less than 300Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the Centro Sul Prospect, expiring on the date that is 5 years from the date of issue; (d) **Class D performance Shares**: 500,000 Class D Performance Shares, upon the delineation of an Inferred Mineral Resource Estimate (JORC 2012) of not less than 400Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the Centro Sul Prospect, expiring on the date that is 5 years from the date of issue; and (e) **Class E Performance Shares**: 500,000 Class E Performance Shares, upon the delineation of an Inferred Mineral Resource Estimate (JORC 2012) of not less than 500Mt at or above a TREO grade of 1,500ppm in saprolite / clay and an average minimum recovery of 40% by using the ammonium sulfate leaching method within the New Areas, expiring on the date that is 5 years from the date of issue, (each, a **Milestone**).
14.	**Conversion of Viridis Performance Shares**	Subject to clauses 8 and 17, each Performance Share, that has not lapsed in accordance with clause 15, will convert into one Share upon the relevant Milestone being achieved and on conversion Viridis will make an announcement to ASX. The Holder is not required to pay a fee in order to convert the Performance Share.
15.	**Lapse if Milestone not achieved**	If the applicable Milestone for a class of Performance Shares is not achieved within the deadlines outlined in clause 13 (**Expiry Date**) all Viridis Performance Shares in that class held by the Holder will automatically lapse. For the avoidance of doubt, a Performance Share will not lapse in the event the Milestone is met before the Expiry Date and the Viridis Shares the subject of a conversion are deferred in accordance with clause 17.

16.	**Change in Control**	Upon: (a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of Viridis and: (i) having received acceptances for not less than 50.1% of Viridis' shares on issue; and (ii) having been declared unconditional by the bidder (except any condition in relation to the cancellation or conversion of the Performance Shares); or (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of Viridis or its amalgamation with any other company or companies; or (c) a third party (being an entity or person other than the Shareholders or any Associate (as defined in section 12 of the Corporations Act) of the Shareholders) who does not control Viridis at the time the Performance Shares are issued acquiring a Relevant Interest (as defined in the Corporations Act) in 50.1% or more of the issued share capital of Viridis, then, to the extent Performance Shares have not converted into Shares due to satisfaction of a Milestone, subject to clause 8 Performance Shares automatically convert to that number of Shares equal to one Share per Performance Share.
17.	**Deferral of conversion if resulting in a prohibited acquisition of Viridis Shares**	If the conversion of a Performance Share under clauses 14 or 16 would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition: (a) Holders may give written notification to Viridis if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle Viridis to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition; and (b) Viridis may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in clause 17(a) within seven days if Viridis considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle Viridis to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
18.	**After Conversion**	Within five (5) Business Days after the conversion of the Performance Shares, or such other period required by the ASX Listing Rules, Viridis will issue to the Holder the number of Shares into which the relevant Performance Shares convert.

		Shares issued on conversion of Performance Shares will, upon and from their issue, rank equally with and confer rights identical with all other Shares then on issue and application will be made by Viridis to ASX for official quotation of Shares issued upon conversion (subject to complying with any restriction periods required by the ASX).
19.	**Conversion Procedure**	Viridis will issue the Holder with a new holding statement for Shares as soon as practicable following the conversion of Performance Shares into Shares.

Schedule 5 Nomination of Auditor

24th October 2024

The Directors

Viridis Mining and Minerals Limited
Level 50, 108 St Georges Terrace
Perth WA 6000

I, Shermila Fernando Edward, Director of Kobala Investments Pty Ltd, being a member of Viridis Mining and Minerals Limited (**Company**), nominate RSM Australia Partners in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (Act) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely

Shermila Fernando Edward

Director

For and on behalf of

Kobala Investments Pty Ltd

ATFT Fernando Edward Family A/C

10 Conon Rd, Applecross WA 6153

24 October 2024

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Viridis Mining and Minerals Limited | ABN 41 121 969 819

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 27 November 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://automicgroup.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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Viridis Mining and Minerals Limited, to be held at **11.00am (AWST) on Friday, 29 November 2024 at Nexia Australia, Level 4, 88 William Street, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐	8	Ratification of Prior Issue of Tranche 1 October Placement Shares – Listing Rule 7.1	☐	☐	☐
2	Election of Director – Carlos Jose Guedes Rosado	☐	☐	☐	9	Ratification of Prior Issue of Tranche 1 October Placement Shares – Listing Rule 7.1A	☐	☐	☐
3	Re-Election of Director – Agha Shahzad Pervez	☐	☐	☐	10	Approval to Issue October Placement Shares to Tranche 2 Participants	☐	☐	☐
4	Approval of 10% Placement Facility	☐	☐	☐	11	Ratification of Prior Issue of Performance Shares – Listing Rule 7.1	☐	☐	☐
5	Adoption of Employee Securities Incentive Plan	☐	☐	☐	12	Renewal of Proportional Takeover Provisions	☐	☐	☐
6	Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1	☐	☐	☐	13	Appointment of Auditor	☐	☐	☐
7	Ratification of Prior Issue of April Placement Shares – Listing Rule 7.1A	☐	☐	☐					

Please note: If you mark the abstain box for a particular Resolution, you are directing your 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.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

VMM