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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 2026 Annual General Meeting (**AGM**) of shareholders will be held at:

Time: 10:00am (WST)

Date: Wednesday, 4 November 2026

Place: Boorloo Room, Ground Floor, 108 St Georges Terrace, 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 3 9071 1847 or cosec@viridismining.com.au 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

5 October 2026

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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:	**10.00AM (AWST) on Wednesday, 4 November 2026**
Location:	**Boorloo Room** **Ground Floor, 108 St Georges Terrace** **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

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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 in the Boorloo Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia at 10.00am (AWST) on Wednesday, 4 November 2026 (**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 Monday, 2 November 2026 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 10.00am (AWST) on Monday, 2 November 2026.

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 2026, 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 2026.'

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

Resolution 2 – Election of Director – Marcus Silberman

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, Marcus Silberman, a Director who was appointed casually on 2 February 2026, retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Geoffrey Bedford

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, Geoffrey Bedford, a Director who was appointed casually on 1 May 2026, retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Re-Election of Director – Jose Carlos 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 15.2 of the Constitution and for all other purposes, Jose Carlos Guedes Rosado, a Director, retires by rotation, and being eligible, is re-elected as a Director.'

Resolution 5 – Non-Board Endorsed Election of Director – Stephen Mayne

THE BOARD UNANIMOUSLY RECOMMENDS SHAREHOLDERS VOTE AGAINST RESOLUTION 5

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

'That, in accordance with clause 15.3 of the Constitution and for all other purposes, Stephen Mayne, who has nominated himself as a Director, and being eligible, is elected as a Director of the Company.'

Resolution 6– Approval to Issue Performance Rights to 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 section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Performance Rights to Agha Shahzad Pervez (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Approval to Issue Performance Rights to Director – Rafael Moreno

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

'That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,250,000 Performance Rights to Rafael Moreno (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.'

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Resolution 8 – Approval to Issue Performance Rights to Director – Jose Carlos 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 section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval *is given for the Company to issue 150,000 Performance Rights to Jose Carlos Guedes Rosado (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 9 – Approval to Issue Performance Rights to Director – Marcus Silberman

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

'That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 150,000 Performance Rights to Marcus Silberman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 10 – Approval to Issue Performance Rights to Director – Geoffrey Bedford

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

'That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 150,000 Performance Rights to Geoffrey Bedford (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 11 – Approval to Issue Shares to 2025 Cornerstone Investors (ORE Regia)

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, approval is given for the Company to *issue up to 24,302,349 Shares to ORE Investments Ltda. and Régia Capital Ltda. (or their nominees), on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 12 – Ratification of Prior Issue of August 2026 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, approval is given for the Company to ratify the issue of 17,860,449 August 2026 Placement Shares and the agreement to issue a further 228,560 August 2026 Placement Shares, in each case under Listing Rule 7.1 and on the terms and conditions in the Explanatory Memorandum.'

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Resolution 13 – Ratification of Prior Issue of August 2026 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, approval is given for the Company to ratify the issue of 13,016,726 August 2026 Placement Shares issued under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'

Resolution 14 – Approval to Issue Shares to 2026 Cornerstone Investor (OneIM)

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, approval is given for the Company to issue up to 12,099,564 Shares to One Investment Management, on the terms and conditions set out in the Explanatory Memorandum.'

Voting prohibitions

Resolution 1: in accordance with sections 250BD(2) and 250R of the Corporations Act, a vote on this Resolution must not be cast:

(a) (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, regardless of the capacity in which the vote is cast; or

(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.

However, a vote may be cast by such person (described above) if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and either:

(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 6 to 10: In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party (namely, a **Resolution 6 Excluded Party, Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party or Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution and it is not cast on behalf of a Resolution 6 Excluded Party, Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party or Resolution 10 Excluded Party.

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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 these Resolutions 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 relevant Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, Resolution 7 Excluded Party, Resolution 8 Excluded Party, Resolution 9 Excluded Party or Resolution 10 Excluded Party, 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 relevant Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Voting exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 6: Agha Shahzad Pervez (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or an associate of that person or those person.

Resolution 7: Rafael Moreno (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or an associate of that person or those persons.

Resolution 8: Jose Carlos Guedes Rosado (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or an associate of that person or those persons

Resolution 9: Marcus Silberman (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or an associate of that person or those persons.

Resolution 10: Geoffrey Bedford (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or an associate of that person or those persons.

Resolution 11: ORE Investments Ltda. and Régia Capital Ltda (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue

(except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

Resolution 12 and 13: the participants in the August 2026 Placement, or any other person who participated in the issue or an associate of that person or those persons.

Resolution 14: One Investment Management (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

(a) a person as proxy or attorney for a person who is entitled to vote 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 Chairman
Viridis Mining and Minerals Limited
Dated: 25 September 2026

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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 in the Boorloo Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia at 10.00am (AWST) on Wednesday, 4 November 2026.

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 A Proxy Form is made available with the Notice.
Section 3	Annual Report
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolution 2 – Election of Director – Marcus Silberman
Section 6	Resolution 3 – Election of Director – Geoffrey Bedford
Section 7	Resolution 4 – Re-Election of Director – Jose Carlos Guedes Rosado
Section 8	Resolution 5 – Non-Board Endorsed Election of Director – Stephen Mayne
Section 8	Resolution 6 to 10 – Approval to Issue Performance Rights to Directors
Section 10	Resolution 11 – Approval to Issue Shares to 2025 Cornerstone Investors (ORE Regia)
Section 11	Resolutions 12 and 13 – Ratification of Prior Issue of August 2026 Placement Shares – Listing Rule 7.1 and 7.1A
Section 12	Resolution 14 – Approval to Issue Shares to 2026 Cornerstone Investor (OneIM)
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Director Performance Rights
Schedule 3	Valuation of Director Performance Rights

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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).

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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 10.00am (AWST) on Monday, 2 November 2026 being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

Subject to the below, the Chair intends to exercise all available proxies in favour of all Resolutions, except Resolution 5, where the Chair will vote against, unless the Shareholder has expressly indicated a different voting intention. The Chair is an Excluded Party in respect of Resolution 6 and will not cast any undirected proxy on that Resolution.

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, Resolution 5, Resolution 6, Resolution 7, Resolution 8 and Resolution 9, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

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 by Wednesday, 28 October 2026.

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).

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3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

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 2026 in the 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.

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 – Marcus Silberman

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 Marcus Silberman, having been appointed by other Directors on 2 February 2026 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 Silberman is a US-based senior investment banking executive with approximately 30 years of global equity financing, capital solution, mergers and acquisitions ('M&A') experience, having completed more than 50 transactions with an aggregate value exceeding US$140 billion. His career includes senior leadership roles at Credit Suisse and Bank of America, where he served as Managing Director and Co-Head of M&A in Emerging Markets and Latin America, advising on some of the region's most significant strategic and cross-border transactions.

Mr Silberman's academic qualifications include a Ph.D in Finance from Marshall School of Business, University of California, a Master of Science in Industrial Engineering from Pontifical Catholic University of Rio de Janeiro and a Bachelor of Science in Industrial Engineering from University Federal Rio de Janeiro.

Mr Silberman is currently Executive Director of Cemig and otherwise does not hold any other material directorships.

5.3 Independence

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

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

Resolution 2 is an ordinary resolution.

5.5 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Silberman will be elected to the Board as a Non-Executive Director.

In the event that Resolution 2 is not passed, Mr Silberman will not continue in his role as Non-Executive 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 Silberman who has a personal interest in the outcome of this Resolution) supports the election of Mr Silberman and recommends that Shareholders vote in favour of Resolution 2. The Directors consider Mr Silberman's skills and experience are valuable to the Board's existing skills and experience.

6. Resolution 3 – Election of Director – Geoffrey Bedford

6.1 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 Geoffrey Bedford, having been appointed by other Directors on 1 May 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

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6.2 Qualifications and other material directorships

Mr Bedford is a seasoned operational executive with more than 20 years of leadership experience as Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer of publicly traded rare earth and advanced materials companies. He offers deep expertise across the rare earth value chain, including mining oversight, separation, magnetics, downstream processing, and global supply chain diversification.

Mr Bedford has raised over US$1.25 billion in equity and debt across TSX and NYSE markets, and led a global Chapter 11 restructuring of US$1.7B in debt. He has had direct experience navigating Chinese regulatory frameworks, geopolitical risk, and cross-border transactions.

Mr Bedford's academic qualifications include a Bachelor of Science from the University of Western Ontario, and an MBA from Kellogg School of Management.

Mr Bedford is currently Non-Executive Chair of B.E.S.T. Venture Opportunities Fund Inc. and an Independent Director of Cizzle Brands Corporation and otherwise does not hold any other material directorships.

6.3 Independence

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

Mr Bedford 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.

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

Resolution 3 is an ordinary resolution.

6.5 Technical Information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Bedford will be elected to the Board as a Non-Executive Director.

In the event that Resolution 3 is not passed, Mr Bedford will not continue in his role as Non-Executive 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.

6.6 Board recommendation

The Board (other than Mr Bedford who has a personal interest in the outcome of this Resolution) supports the election of Mr Bedford and recommends that Shareholders vote in favour of Resolution 3. The Directors consider Mr Bedford's skills and experience are valuable to the Board's existing skills and experience.

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7. Resolution 4 – Re-Election of Director – Jose Carlos Guedes Rosado

7.1 General

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

Mr Jose Carlos Guedes Rosado has served as a Director since 20 February 2024 and was last elected at the annual general meeting of the Company held on 29 November 2024. Mr Rosado retires by rotation and seeks re-election.

7.2 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).

Mr Guedes is an independent adviser for Euro Manganese Inc.

Mr Guedes does not currently hold any other material directorships.

7.3 Independence

If elected, Mr Guedes is considered by the Board (with Mr Guedes abstaining) to be an independent director as he is not a member of management and is free of any interest, position, association 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.

7.4 Additional information

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

Resolution 4 is an ordinary resolution.

7.5 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Guedes will be re-elected to the Board as a Director.

In the event that Resolution 4 is not passed, Mr Guedes 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.

7.6 Board recommendation

The Board (other than Mr Guedes who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Guedes and recommends that Shareholders vote in favour of Resolution 4. The Directors consider that Mr Guedes' skills and experience will continue to enhance the Board's ability to perform its role.

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8. Resolution 5 – Non-Board Endorsed Election of Director – Stephen Mayne

8.1 General

On 23 September 2026, the Company received a notice of nomination from Mr Stephen Mayne nominating himself for appointment as a Director of the Company.

The following information was provided by Mr Mayne for inclusion in the Notice. It has not been independently verified by the Company:

"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1,400 ASX listed company AGMs and EGMs since 1998.

Stephen nominated for the Viridis Mining & Minerals (VMM) board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for interstate or overseas shareholders to participate. The company is capitalised at around $550m and has more than 2,000 shareholders. It should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote and ask questions live online during proceedings, as many other ASX-listed companies now do. Mr Mayne is also concerned that VMM has a history of doing institutional placements without offering retail shareholders an opportunity to participate on the same terms through a Share Purchase Plan (SPP). This has happened 3 times in 13 months after an $11.5m placement at 91c in July 2025, a $25m placement at $1.90 in March 2026 and then a $US40m placement at $3.79 to a "select group of institutional investors" in August 2026. Mr Mayne believes VMM should offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price to offset the dilution suffered from the previous placements and that electing Stephen to the board will reduce the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com of via www.maynereport.com."

As Mr Mayne's nomination was received shortly before this Notice was finalised and Mr Mayne is not a candidate endorsed by the Board, the Company has not had an opportunity to undertake its usual appropriate checks into Mr Mayne's background and experience as recommended by the ASX Corporate Governance Principles and Recommendations.

The Board unanimously recommends that Shareholders vote against the election of Mr Mayne.

The Directors have considered Mr Mayne's stated skills and experience against the Board Skills Matrix and the current Board composition and have determined that Mr Mayne is not likely to bring additional skills in areas of priority for the Company.

The Board also considers that Mr Mayne's concerns about the treatment of retail shareholders in previous capital raisings are not justified.

Having regard to the above matters and the best interests of the Company, the Board unanimously recommends Shareholders vote against Resolution 5.

9. Resolution 6 to 10 – Approval to Issue Performance Rights to Directors

9.1 Background Information

The Company has agreed, subject to obtaining shareholder approval, to issue an aggregate of 3,450,000 Performance Rights to the Company's Directors (or their nominees), in the following proportions (**Director Performance Rights**).

	Performance Rights									
Director	**Tranche 1**	**Tranche 2**	**Tranche 3**	**Tranche 4**	**Tranche 5**	**Tranche 6**	**Tranche 7**	**Tranche 8**	**Tranche 9**	**TOTAL**
Rafael Moreno	250,000	250,000	150,000	250,000	250,000	250,000	250,000	250,000	350,000	**2,250,000**
Agha Shahzad Pervez	100,000	150,000	-	100,000	150,000	-	100,000	150,000	-	**750,000**
Jose Carlos Guedes Rosado	-	50,000	-	-	50,000	-	-	50,000	-	**150,000**
Marcus Silberman	-	50,000	-	-	50,000	-	-	50,000	-	**150,000**
Geoffrey Bedford	-	50,000	-	-	50,000	-	-	50,000	-	**150,000**
TOTAL	**350,000**	**550,000**	**150,000**	**350,000**	**550,000**	**250,000**	**350,000**	**550,000**	**350,000**	**3,450,000**

The Director Performance Rights are to be issued on the terms and conditions in Schedule 2. Resolutions 6 to 10 seek Shareholder approval for the purposes of section 208 of the Corporations Act and Listing Rule 10.11 for the issue up to an aggregate of 3,450,000 Director Performance Rights to the Directors (or their nominees).

9.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

9.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Performance Rights constitutes the giving of a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

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As the Director Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

9.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in ASX Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The issue of Director Performance Rights to the Directors (or their nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue of the Director Performance Rights therefore requires the approval of Shareholders under Listing Rule 10.11.

9.5 Technical Information Required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to the Directors (or their nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

9.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

(a) **Name of the persons to whom Securities will be issued**

The Director Performance Rights will be issued to all Directors, being Agha Shahzad Pervez, Rafael Moreno, Jose Carlos Guedes Rosado, Marcus Silberman and Geoffrey Bedford or their nominees.

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(b) **Categorisation under Listing Rule 10.11**

Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. In the event the Director Performance Rights are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) **Number of Securities and class to be issued**

The maximum number of Director Performance Rights to be issued to the Directors (or their nominees) is 3,450,000, in the proportions set out in Section 9.1 above.

(d) **Terms of Securities**

The Director Performance Rights will be issued on the terms and conditions set out in Schedule 2.

(e) **Date(s) on or by which the Securities will be issued**

The Director Performance Rights will be issued to the Directors (or their nominees) as soon as practicable following the Meeting and in any event no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) **Price or other consideration the Company will receive for the Securities**

The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to the Directors' respective remuneration packages. Accordingly, no funds will be raised via the issue of the Director Performance Rights.

(g) **Purpose of the issue, including the intended use of any funds raised by the issue**

The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way for the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.

(h) **Consideration of type of Security to be issued**

The Company has agreed to issue the Performance Rights for the following reasons:

(i) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;

(ii) the issue to the Directors will align the interests of the recipient with those of Shareholders;

(iii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Directors; and

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(iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights on the terms proposed.

(i) **Consideration of quantum of Securities to be issued**

The number of Securities to be issued has been determined based upon a consideration of:

(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) the remuneration of the proposed recipients; and

(iii) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

(j) **Remuneration**

The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

(i) Previous financial year:

Director	Agha Shahzad Pervez (Executive Chairman)	Rafael Moreno (Director & CEO)	Jose Carlos Guedes Rosado (Non-Executive Director)	Marcus Silberman (Non-Executive Director)	Geoffrey Bedford (Non-Executive Director)
Salary and fees	$216,000	$501,751	$54,000	$22,500	$8,333
Bonus	Nil	Nil	Nil	Nil	Nil
Non-monetary benefit	Nil	Nil	Nil	Nil	Nil
Superannuation	Nil	Nil	Nil	Nil	Nil
Share-based payments[1]	$277,600	$682,355	$47,550	Nil	Nil
Total	**$493,600**	**$1,184,106**	**$101,550**	**$22,500**	**$8,333**

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(ii) Current financial year:

Director	Agha Shahzad Pervez (Executive Chairman)	Rafael Moreno (Director & CEO)	Jose Carlos Guedes Rosado (Non-Executive Director)	Marcus Silberman (Non-Executive Director)	Geoffrey Bedford (Non-Executive Director)
Salary and fees	$216,000	$554,007	$54,000	$54,000	$54,000
Bonus	Nil	Nil	Nil	Nil	Nil
Non-monetary benefit	Nil	Nil	Nil	Nil	Nil
Superannuation	Nil	Nil	Nil	Nil	Nil
Share-based payments[1]	$152,500	$232,577	Nil	Nil	Nil
Total	**$368,500**	**$786,584**	**$54,000**	**$54,000**	**$54,000**

Notes:

1. These figures do not include the proposed issue of the Director Performance Rights, the subject of Resolutions 6 to 10.

(k) **Valuation**

The value of the Securities and the pricing methodology is set out in Schedule 3.

(l) **Interest in Securities**

At the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company.

Director	Shares	Options	Performance Rights
Agha Shahzad Pervez	5,792,270	-	100,000
Rafael Moreno	1,142,222	-	1,000,000
Jose Carlos Guedes Rosado	250,000	-	50,000
Marcus Silberman	5,000	-	100,000
Geoffrey Bedford	-	-	150,000

Assuming that Resolutions 6 to 10 are approved by Shareholders, all of the Director Performance Rights are issued, vest, and are converted into Shares, and no other

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Equity Securities are issued or converted, the interests of the Directors in the Company would (based on the Share capital as at the date of this Notice) represent:

Director	Shares	Options	Performance Rights
Agha Shahzad Pervez	6,642,270	-	-
Rafael Moreno	4,392,222	-	-
Jose Carlos Guedes Rosado	450,000	-	-
Marcus Silberman	255,000	-	-
Geoffrey Bedford	300,000	-	-

(m) **Dilution**

If the Securities issued under these Resolutions are exercised, a total of 3,450,000 Shares would be issued. This will increase the number of Shares on issue from 161,102,873 (being the total number of Shares on issue as at the date of this Notice) to 164,552,873 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.10%, comprising 1.37% by Rafael Moreno, 0.46% by Agha Shahzad Pervez, and 0.09% by each of Jose Carlos Guedes Rosado, Marcus Silberman and Geoffrey Bedford (0.27% in aggregate).

(n) **Trading History**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: $4.35 per Share on 20 August 2026

Lowest: $0.88 per Share on 19 December 2025

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was $3.67 per Share on 24 September 2026.

(o) **Other information**

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.

(p) **Voting exclusion statements**

Voting exclusion statements apply to these Resolutions.

(q) **Voting prohibition statements**

Voting prohibition statements apply to these Resolutions.

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10. Resolution 11 – Approval to Issue Shares to 2025 Cornerstone Investors (ORE Regia)

10.1 General

On 28 July 2025, the Company announced that it had entered into a binding Memorandum of Understanding (MOU) with ORE Investments Ltda. and Régia Capital Ltda. (2025 Cornerstone Investors) for up to US$30 million (AU$46 million) in staged private share placement funding across four tranches. The parties executed a definitive agreement in November 2025 (ORE Régia Definitive Agreement), as announced on 24 November 2025.

Tranche 1 has been completed, with 8,325,008 Shares issued at $0.91 per Share to raise US$5 million. US$25 million remains available under the ORE Régia Definitive Agreement, comprising:

(a) **Tranche 2**: US$5 million. On 20 August 2026 the Company announced that the 2025 Cornerstone Investors had agreed to accelerate this tranche, which had previously been scheduled for November 2026. The Company will issue 2,080,125 Shares at an issue price of $3.40 per Share, being the number of Shares and the issue price agreed between the Company and the 2025 Cornerstone Investors in accordance with the ORE Régia Definitive Agreement.

(b) **Tranche 3:** US$10 million, scheduled for November 2027. The Tranche 3 Shares will be priced at the issue price per share of any additional fundraising that the 2025 Cornerstone Investors provide to the Company (if applicable) or otherwise at the higher of: (i) the 30-Day VWAP per Share prior to the date on which the Tranche 3 option is exercised, less a 5% discount and (ii) AU$1.50.

(c) **Tranche 4:** US$10 million, scheduled for November 2028, priced on the same basis as Tranche 3.

The provision of each of Tranches 2, 3 and 4 is at the election of the 2025 Cornerstone Investors. In each case the number of Shares to be issued is also limited so that the 2025 Cornerstone Investors do not hold more than 19.9% of the issued capital of the Company.

The ORE Régia Definitive Agreement permits the tranches to be accelerated by agreement between the Company and the 2025 Cornerstone Investors agree. The Company is targeting a final investment decision in respect of the Project in the fourth quarter of 2026 and is concurrently finalising its senior debt package, either of which may lead the parties to agree to accelerate Tranche 3. It is for this reason that the Company is seeking approval for Tranches 3 and 4 at this Meeting notwithstanding their scheduled subscription dates.

Shareholders approved the issue of Shares under Tranches 2, 3 and 4 at the Company's annual general meeting held on 24 November 2025 and again at the general meeting held on 11 June 2026. On each occasion the Shares were not issued within the three-month period permitted by Listing Rule 7.3.4 and the approval lapsed. No Shares have been issued in reliance on either approval. The Company is accordingly seeking a fresh approval at this Meeting.

Shareholders should note that any approval given under this Resolution will lapse if the relevant Shares are not issued within three months after the date of the Meeting. Unless Tranche 3 or Tranche 4 is accelerated, the Shares in those tranches will not be issued within that period and the approval will lapse. In that event, the Company will seek fresh approval closer to the scheduled subscription dates for those tranches.

Note on the maximum number of Shares:

At the Company's annual general meeting held on 24 November 2025 and again at the general meeting held on 11 June 2026, Shareholders approved the issue of up to 28,527,028 Shares under Tranches 2, 3 and 4. That maximum was calculated at the time by reference to a minimum issue price of $0.91 per Share for Tranche 2, a minimum issue price of A$1.50 per Share for each of Tranches 3 and 4, and an exchange rate of AUD/USD 0.6600.

The maximum number of Shares the subject of this Resolution is 24,302,349. The reduction reflects the fact that under the accelerated terms agreed with the 2025 Cornerstone Investors and announced on 20 August 2026, the Tranche 2 Shares will be issued at a fixed price of $3.40 per Share rather than at the minimum price of $0.91 per Share assumed previously. A higher issue price means fewer Shares are required to raise the same US$5 million subscription amount. The subscription amounts under the ORE Régia Definitive Agreement have not changed and remain US$5 million for Tranche 2 and US$10 million for each of Tranches 3 and 4.

The maximum number of Shares for Tranche 2 is the fixed number of 2,080,125 Shares agreed with the 2025 Cornerstone Investors. The maximum number of Shares for each of Tranches 3 and 4 continues to be calculated by reference to the minimum issue price of A$1.50 per Share under the ORE Régia Definitive Agreement and has been calculated using an assumed exchange rate of AUD/USD 0.6000 so that the maximum is not exceeded if the Australian dollar depreciates before the Shares are issued.

10.2 Listing Rule 7.1

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.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Tranches 2, 3 and 4. In addition, the issues will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Tranches 2, 3 and 4. The Company may elect to re-seek shareholder approval for the issue of Tranches 2, 3 and 4 at a future meeting of Shareholders.

10.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 11:

(a) The Shares will be issued to ORE Investments Ltda. and Régia Capital Ltda. (or their nominees) in the proportions determined under the ORE Régia Definitive Agreement. The Company confirms that the issue of Shares to ORE Investments Ltda. and Régia Capital Ltda. under this Resolution represents approximately 1.29% of the Company's issued capital as at the date of this Notice;

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(b) The maximum number of Shares to be issued is 24,302,349, comprising up to:

(i) 2,080,125 Shares under Tranche 2;

(ii) 11,111,112 Shares under Tranche 3; and

(iii) 11,111,112 Shares under Tranche 4.

The maximum number of Shares under Tranche 2 is the number of Shares agreed between the Company and the 2025 Cornerstone Investors, being US$5 million converted to Australian dollars at an exchange rate of AUD/USD 0.7070 and divided by the agreed issue price of $3.40 per Share. These maximum number of Shares under each of Tranches 3 and 4 has been calculated on the basis of the US$10 million subscription amount for that tranche converted to Australian dollars at an assumed exchange rate of AUD/USD 0.6000 and divided by the minimum issue price of A$1.50 per Share. The Company has adopted a conservative exchange rate assumption for Tranches 3 and 4 so that the maximum is not exceeded if the Australian dollar depreciates before the Shares are issued. The actual number of Shares issued under Tranches 3 and 4 is expected to be materially lower, because the issue price for those tranches will be the higher of the minimum price of A$1.50 and the 30-day VWAP less a 5% discount.

By way of illustration, the following table shows the number of Shares that would be issued under each of Tranches 3 and 4 at a range of issue prices, assuming an exchange rate of AUD/USD 0.7070:

Issue price per Share	Shares issued per tranche (US$10 million)
A$1.50 (minimum)	9,429,515
A$2.50	5,657,709
A$4.00	3,536,068
A$5.00	2,828,854

(c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) As set out in Section 10.1 the Company may not issue the Shares within three months of the Meeting. In any event, the Company will not issue any Shares pursuant to this approval later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). However, the Company may re-seek approval to issue the Shares under the ORE Régia Definitive Agreement at a subsequent meeting of Shareholders;

(e) the Shares will be issued at the prices set out in Section 10.1;

(f) the purpose of the issue is to raise funds to be applied to the Colossus Project EPCM contract, long lead purchase orders, demonstration plant operation and optimisation, environmental approvals, further work programs and general working capital;

(g) the Shares are being issued under the ORE Régia Definitive Agreement, the material terms of which are summarised in Section 10.1;

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

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11. Resolutions 12 and 13 – Ratification of Prior Issue of August 2026 Placement Shares – Listing Rule 7.1 and 7.1A

11.1 Background Information

On 20 August 2026, the Company announced that it had received firm commitments for a placement, and for the initial tranche of an investment by One Investment Management (**OneIM**), to raise up to approximately $117.9 million (before costs) through the issue of up to 31,105,735 Shares at an issue price of $3.79 per Share (**August 2026 Placement,** and those Shares, the **August 2026 Placement Shares**).

The August 2026 Placement Shares comprise:

(a) 18,089,009 Shares issued, or agreed to be issued, under the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 12); and

(b) 13,016,726 Shares issued under the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 13).

Of the 18,089,009 Shares referred to in paragraph (a) above, 17,860,449 Shares were issued on 27, 28 and 31 August 2026 without prior Shareholder approval. The remaining 228,560 Shares are Shares which the Company has agreed to issue to OneIM under the OneIM Subscription Agreement on the same terms and which had not been issued as at the date of this Notice. The issue of those Shares is conditional on either OneIM having received clearance under the *Foreign Acquisitions and Takeovers Act 1975* (Cth), or the Company having issued 2,080,125 Shares to the 2025 Cornerstone Investors under the ORE Régia Definitive Agreement (which is the subject of Resolution 11). The number of those Shares will be reduced so that OneIM holds no more than 9.90% of the Shares on issue immediately following their issue. If Resolution 12is passed, the Company will issue those Shares following satisfaction of that condition, and in any event no later than three months after the date of the Meeting.

All 13,016,726 Shares referred to in paragraph (b) above were issued on 27, 28 and 31 August 2026 without prior Shareholder approval.

11.2 Listing Rule 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 10.2.

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 24 November 2025. The Company is no longer an eligible entity for the purposes of Listing Rule 7.1A, as its market capitalisation exceeds $300 million. The approval obtained on 24 November 2025 expires at this Meeting and the Company is not seeking a new approval under Listing Rule 7.1A. The Company will therefore not have any capacity to issue Equity Securities under Listing Rule 7.1A following this Meeting.

The issue of, and agreement to issue, the 31,105,735 August 2026 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 or agreement.

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11.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of, or an agreement to issue, equity securities after the issue has been made or the agreement has been entered into. If they do, the issue or agreement 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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the August 2026 Placement Shares.

11.4 Technical information required by Listing Rule 14.1A

If Resolutions 12 and 13 are passed, the issue of the August 2026 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 August 2026 Placement Shares.

Shareholders should note that 228,560 August 2026 Placement Shares had been agreed to be issued but had not been issued as at the date of this Notice. If Resolution 12 is passed, those Shares must be issued within three months after the date of the Meeting or the approval will lapse in respect of those Shares, in which case they will be included in calculating the Company's 15% limit in Listing Rule 7.1.

If Resolution 12 and 13 are not passed, the August 2026 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 August 2026 Placement Shares.

Resolution 13relates to Shares issued under Listing Rule 7.1A. Under Listing Rule 7.1, Shares issued under an entity's additional 10% capacity are not counted in variable "A" in the Listing Rule 7.1 formula until their issue has been approved under Listing Rule 7.4, or 12 months has passed since their issue. If Resolution 13is passed, those Shares will be counted in variable "A" immediately, which increases the base on which the Company's 15% placement capacity under Listing Rule 7.1 is calculated. If Resolution 13is not passed, those Shares will not be counted in variable "A" until on or about 31 August 2027.

11.5 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 12 and 13:

(a) the Company confirms that 15,949,184 August 2026 Placement Shares were issued to OneIM under the August 2026 Placement, which comprised more than 1% of the Company's issued capital at the time of issue. OneIM is a substantial holder in the Company and is therefore considered to be a Material Investor in accordance with paragraph 7.4 of ASX Guidance Note 21. The remaining August 2026 Placement Shares were issued, or agreed to be issued, to participants who were unrelated professional and sophisticated investors introduced by the Lead Manager to the August 2026 Placement;

(b) the 31,105,735 August 2026 Placement Shares were all fully paid ordinary shares in the capital of the Company, issued or to be issued, on the same terms and conditions as the Company's existing Shares;

(c) 18,089,009 Shares were issued, or agreed to be issued, under Listing Rule 7.1 (ratification of which is sought under Resolution 12) and 13,016,726 Shares were issued under Listing Rule 7.1A (ratification of which is sought under Resolution 13);

(d) 17,860,449 of the Shares referred to in paragraph (c) above as issued or agreed to be issued under Listing Rule 7.1 and all 13,016,726 of the Shares referred to in paragraph (c) above as issued under Listing Rule 7.1A, were issued on 27, 28 and 31 August 2026. The remaining 228,560 Shares had not been issued as at the date of this Notice. The Company will issue those Shares following satisfaction of that condition and in any event no later than three months after the date of the Meeting;

(e) the August 2026 Placement Shares were issued, or will be issued, at an issue price of $3.79 per August 2026 Placement Share;

(f) the purpose of the issue of the August 2026 Placement Shares was to fund the Colossus Project's EPCM contract, long lead purchase orders, Demonstration Plant operation and optimisation, environmental approvals, further work programs, and general working capital;

(g) 15,949,184 August 2026 Placement Shares were issued to OneIM under the OneIM Subscription Agreement and the Company has agreed to issue a further 228,560 August 2026 Placement Shares to OneIM under that agreement, the material terms of which are summarised in Sections 11.1 and 12.1. The remaining August 2026 Placement Shares were not issued under an agreement;

(h) voting exclusion statements apply to Resolutions 12 and 13; and

(i) neither the issue of, nor the agreement to issue, the August 2026 Placement Shares breached Listing Rules 7.1 and 7.1A.

12. Resolution 14– Approval to Issue Shares to 2026 Cornerstone Investor (OneIM)

12.1 General

On 20 August 2026, the Company announced that it had entered into a binding definitive agreement (**OneIM Subscription Agreement**) with OneIM (**2026 Cornerstone Investor**) for US$75 million (AU$106 million) in private share placement funding. Under the OneIM Subscription Agreement the 2026 Cornerstone Investor has the right to subscribe for Shares in the Company in two Tranches. The Tranche 1 Shares were issued at an issue price of $3.79 on 31 August 2026 via the August 2026 Placement. The 2026 Cornerstone Investor will subscribe for approximately AU$44.8 million of Shares under Tranche 2, subject to satisfaction of customary conditions precedent, including Foreign Investment Review Board (**FIRB**) approval, due diligence, shareholder approval and with customary conduct of business protections and termination provisions.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 12,099,564 Shares to OneIM under Tranche 2 to raise up to AU$44.8 million. The Shares will be issued at the higher of $3.70 per share and the lower of $4.50 per share and 90% of the Company's 10-trading-day VWAP calculated at the time the Tranche 2 conditions are satisfied or waived.

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Completion of Tranche 2 is conditional on, among other things, the Company and the 2026 Cornerstone Investor obtaining the requisite clearance under the *Foreign Acquisitions and Takeovers Act 1975* (Cth). If Resolution 14is passed, the Company must issue the Shares within three months after the date of the Meeting. If the requisite clearance has not been obtained in sufficient time to allow the Shares to be issued within that period, the Company intends to apply to ASX for a waiver of Listing Rule 7.3.4. If a waiver is not granted and the Shares are not issued within that period, the approval given under Resolution 14will lapse and the Company will need to seek fresh Shareholder approval before issuing the Shares.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 10.2above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

12.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue.

12.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 14:

(a) The Shares will be issued to OneIM Riverside Ltd (or its nominee(s), being the 2026 Cornerstone Investor. The Company confirms that OneIM is a substantial holder in the Company and the maximum number of Shares to be issued under this Resolution represents approximately 7.51% of the Company's issued capital as at the date of this Notice;

(b) The maximum number of Shares to be issued is 12,099,564, being the Tranche 2 subscription amount of A$44,768,387.02 divided by the minimum issue price of A$3.70 per Share;

(c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;

(d) the Shares will be issued on one date and in any event no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(e) the Shares will be issued at the price set out in Section 12.1;

(f) the purpose of the issue of Shares under the OneIM Subscription Agreement is to fund the Colossus Project EPCM contract, long lead purchase orders, Demonstration Plant operation and optimisation, environmental approvals, further work programs, and general working capital;

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(g) the Shares are being issued under the OneIM Subscription Agreement, the material terms of which are summarised in Section 12.1;

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

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Schedule 1 Definitions

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

$ or AU$	means Australian Dollars.
2025 Cornerstone Investors	has the meaning in section 10.1.
2026 Cornerstone Investor	has the meaning in section 12.1.
Annual Report	means the Company's annual financial report containing the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
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.
August 2026 Placement	has the meaning in Section 11.1.
August 2026 Placement Shares	has the meaning in Section 11.1.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	has the same meaning as in section 9 of the Corporations Act.
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.
Director Performance Rights	has the meaning in Section 9.1.
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.
Excluded Party	means, in respect of a Resolution, a person by or on behalf of whom a vote must not be cast under the voting prohibition statement applicable to that Resolution

Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
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.
Lead Manager	means Goldman Sachs Australia Pty Ltd
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an adviser; or (e) an associate of any of the above, who received Shares which constituted more than 1% of the Company's issued capital.
Meeting	has the meaning given in the introductory paragraph of the Notice.
MOU	has the meaning in Section 10.1.
Notice	means this notice of annual general meeting.
OneIM	has the meaning in Section 11.1.
OneIM Subscription Agreement	has the meaning in Section 12.1.
Option	means an option, subject to certain terms and conditions, to acquire a Share.
ORE Régia Definitive Agreement	has the meaning in Section 10.1.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Project	means the Colossus Rare Earth Ionic Adsorption Clay Project in Minas Gerais, Brazil.
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.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.

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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.
Spill Resolution	means a resolution put to Shareholders under section 250V of the Corporations Act.
Strike	has the meaning in Section 4.1.
Trading Day	has the same meaning as in the Listing Rules.
Tranche	means a tranche of Shares to be subscribed for under the ORE Regia Definitive Agreement or OneIM Subscription Agreement, as the context requires.
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.

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Schedule 2 Terms and Conditions of Director Performance Rights

The key terms and conditions of the Director Performance Rights are as follows:

1. (**Entitlement**): Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

2. (**Issue Price**): The Performance Rights are issued for nil cash consideration.

3. (**Vesting Conditions**): Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Vesting Condition	Expiry Date
1	Vesting upon successful completion of civil scope for the production facility and upon successful delivery of Residue Press Filters (ex-works) by 31 December 2027, provided that no work-related fatality or final finding by the relevant regulatory authority of a Very Serious Infraction (Infração Gravíssima) under applicable Minas Gerais COPAM regulations occurs during the civil construction phase. If a work-related fatality or such Very Serious Infraction occurs during the civil construction phase, the number of Performance Rights vesting under this Tranche will be reduced to 150,000 for the Managing Director and 50,000 for the Executive Chairman.	Five years from the date of issue
2	Vesting upon the Company's share price achieving a 20-day VWAP of $5.50 by 31 December 2027.	Five years from the date of issue
3	Vesting upon achieving Design Freeze (HAZOP and 30% Model Review Completed) by the EPCM contractor by 30 June 2027 and the Director remaining continuously employed at or engaged by the Company until 31 December 2027.	Five years from the date of issue
4	Vesting upon successful completion of all Pre-Commissioning activities and issuance of the Mechanical Completion Certificate for the production facility by 31 December 2028, subject to zero Fatalities and zero Very Serious Infraction (Infração Gravíssima) under Minas Gerais COPAM State Regulations recorded during the construction and pre-commissioning phases and Capex not exceeding 5% of the FID budget.	Five years from the date of issue
5	Vesting upon the Company's share price achieving a 20-day VWAP of $6.50 by 31 December 2028.	Five years from the date of issue
6	Vesting upon ERP / CMMS being implemented and the Operational Safety Management System going live by 30 June 2028 and the Director remaining continuously employed at or engaged by the Company until 31 December 2028.	Five years from the date of issue
7	Vesting upon successful delivery of the first commercial mixed rare earth carbonate (MREC) batch to the Binding Offtake Partner by 31 December 2029, provided that the product is formally accepted by the buyer or	Five years from the date of issue

Tranche	Vesting Condition	Expiry Date
	certified to meet all contractual chemical specifications by an independent laboratory prior to or upon shipment.	
8	Vesting upon the Company's share price achieving a 20-day VWAP of $7.50 by 31 December 2029.	Five years from the date of issue
9	Vesting upon first Ore entering the production facilities by 31 October 2029 and the Director remaining continuously employed at or engaged by the Company until 31 December 2029.	Five years from the date of issue

4. (**Vesting**): Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.

5. (**Expiry Date**): The Performance Rights, whether vested or unvested, will expire at 5.00pm AWST on the date which is five years after the date of issue of the Performance Rights, (**Expiry Date**). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.

6. (**Lapse**): A Performance Right will lapse on the earlier to occur of:

   (a) the Vesting Condition attached to the Tranche in which that Performance Right is comprised not having been, or no longer being capable of being, satisfied by the date specified for that Tranche in clause 3, in which case all unconverted Performance Rights of that Tranche will automatically lapse at that time;

   (b) in the case of a Performance Right comprised in Tranche 3, Tranche 6 or Tranche 9, the date on which the holder ceases to be a Director of, or to be employed or engaged by, the Company or a related body corporate of the Company; and

   (c) the Expiry Date.

   For the avoidance of doubt, a Performance Right in Tranche 1, Tranche 2, Tranche 4, Tranche 5, Tranche 7 or Tranche 8 does not lapse merely because the holder ceases to be a Director of, or to be employed or engaged by, the Company or a related body corporate of the Company, and the Vesting Condition attached to that Performance Right will continue to be tested in accordance with clause 3.

7. (**Exercise**): At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.

8. (**Issue of Shares**): As soon as practicable after the valid exercise of a vested Performance Right, the Company will:

   (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;

   (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;

   (c) if required, and subject to clause 9, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

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(d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

9. (**Restrictions on transfer of Shares**): If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

10. (**Ranking**): All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.

11. (**Transferability of the Performance Rights**): The Performance Rights are not transferable unless by force of law on death or legal incapacity to the Participant's legal personal representative.

12. (**Dividend rights**): A Performance Right does not entitle the holder to any dividends.

13. (**Voting rights**): A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

14. (**Quotation of the Performance Rights**): The Company will not apply for quotation of the Performance Rights on any securities exchange.

15. (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.

16. (**Entitlements and bonus issues**): Subject to the rights under clause 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

17. (**Bonus issues**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

18. (**Return of capital rights**): The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

19. (**Rights on winding up**): The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

20. (**Takeovers prohibition**):

(a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

(b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.

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21. (**No other rights**): A Performance Right does not give a holder any 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.

22. (**Change in Control**): Subject to clause 20, upon:

    (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

        ii. having received acceptances for not less than 50.1% of the Company's Shares on issue; and

        iii. having been declared unconditional by the bidder; or

    (b) a Court granting orders approving a compromise or arrangement for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

    (c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquitting that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control he composition of the Board,

    then, to the extent Performance Rights have not converted in Shares due to satisfaction of the relevant Vesting Conditions, the Performance Rights of each holder who is, at the time, a Director of, or employed or engaged by, the Company or a related body corporate of the Company, will accelerate vesting and will automatically convert into Shares on a one-for-one basis.

23. (**Amendments required by ASX**): The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

24. (**Constitution**): Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

25. (**Income Tax Assessment Act**) Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral, will apply the Performance Rights (subject to the conditions in that Act).

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Schedule 3 Valuation of Director Performance Rights

The terms of the Performance Rights to be issued to the Company's Directors pursuant to Resolutions 5 to 9 have been independently valued.

The Tranche 2, Tranche 5 and Tranche 8 Performance Rights were valued using the Parisian Barrier1 Model. The Tranche 1, Tranche 3, Tranche 4, Tranche 6, Tranche 7 and Tranche 9 Performance Rights were valued on a 'per security' value.

The valuation is set out below:

ASSUMPTIONS	TRANCHE 1	TRANCHE 2	TRANCHE 3	TRANCHE 4	TRANCHE 5	TRANCHE 6	TRANCHE 7	TRANCHE 8	TRANCHE 9
Valuation date	11 September 2026								
Market price of Shares	$3.57								
Vesting period	476 days	476 days	476 days	842 days	842 days	842 days	1,207 days	1,207 days	1,207 days
Vesting date	31 Dec 2027	31 Dec 2027	31 Dec 2027	31 Dec 2028	31 Dec 2028	31 Dec 2028	31 Dec 2029	31 Dec 2029	31 Dec 2029
Expiry date (length of time from issue)	1,826 days								
Risk free interest rate	4.78%	4.78%	4.78%	4.88%	4.88%	4.88%	4.88%	4.88%	4.88%
Volatility (discount)	92%								
Indicative value per Performance Right	**$3.570**	**$2.399**	**$3.570**	**$3.570**	**$2.708**	**$3.570**	**$3.570**	**$2.889**	**$3.570**
Total Value of Performance Rights	**$1,249,500**	**$1,319,285**	**$535,500**	**$1,249,500**	**$1,489,620**	**$892,500**	**$1,249,500**	**$1,588,950**	**$1,249,500**
- Agha Shahzad Pervez (Resolution 5)	$357,000	$359,805	$nil	$357,000	$406,260	$nil	$357,000	$433,350	$nil
- Rafael Moreno (Resolution 6)	$892,500	$599,675	$535,500	$892,500	$677,100	$892,500	$892,500	$722,250	$1,249,500
- Jose Carlos Guedes Rosado (Resolution 7)	$nil	$119,935	$nil	$nil	$135,420	$nil	$nil	$144,450	$nil
- Marcus Silberman (Resolution 8)	$nil	$119,935	$nil	$nil	$135,420	$nil	$nil	$144,450	$nil
- Geoffrey Bedford (Resolution 9)	$nil	$119,935	$nil	$nil	$135,420	$nil	$nil	$144,450	$nil

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

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

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SAMPLE

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 02 November 2026**, 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://portal.automic.com.au/investor/home 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 **10:00am (AWST) on Wednesday, 04 November 2026 at Boorloo Room, Ground Floor, 108 St Georges Terrace Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions, except Resolution 5 where the Chair will vote against, in which the Chair is entitled to vote.

Unless indicated otherwise by marking 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, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7, 8, 9 and 10 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	Approval to Issue Performance Rights to Director – Jose Carlos Guedes Rosado	☐	☐	☐
2	Election of Director – Marcus Silberman	☐	☐	☐	9	Approval to Issue Performance Rights to Director – Marcus Silberman	☐	☐	☐
3	Election of Director – Geoffrey Bedford	☐	☐	☐	10	Approval to Issue Performance Rights to Director – Geoffrey Bedford	☐	☐	☐
4	Re-Election of Director – Jose Carlos Guedes Rosado	☐	☐	☐	11	Approval to Issue Shares to 2025 Cornerstone Investor (ORE Regia)	☐	☐	☐
5	Non-Board Endorsed Election of Director – Stephen Mayne	☐	☐	☐	12	Ratification of Prior Issue of August 2026 Placement Shares – Listing Rule 7.1	☐	☐	☐
6	Approval to Issue Performance Rights to Director – Agha Shahzad Pervez	☐	☐	☐	13	Ratification of Prior Issue of August 2026 Placement Shares – Listing Rule 7.1A	☐	☐	☐
7	Approval to Issue Performance Rights to Director – Rafael Moreno	☐	☐	☐	14	Approval of Issue of Shares to 2026 Cornerstone Investor (OneIM)	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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).

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