

General Meeting of Shareholders

ASX Release: 12 May 2026

GENERAL MEETING AND ELECTRONIC COMMUNICATION

Viridis Mining and Minerals Limited (the **Company**) (**ASX:VMM**) is convening a General Meeting of shareholders (**Meeting**) on Thursday, 11 June 2026, at 10.00am (AWST). If you would like to attend, the Meeting will be held at Boorloo Room Palace Towers, 108 St Georges Terrace, Perth WA 6000. If the above arrangements with respect to the Meeting change, shareholders will be updated via ASX Market Announcements Platform as well as the Company's website at <https://viridismining.com.au/>.

The Company would appreciate Shareholders who wish to attend the Meeting in person to register their attendance with the Company at cosec@viridismining.com.au by no later than 5.00pm (WST) on 4 June 2026. This will greatly assist the Company to manage any amendments required to the meeting format. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Notice of meeting

In accordance with section 11D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the notice to shareholders unless a shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The notice can be viewed and downloaded from the Company's website at <https://viridismining.com.au/investors/announcements/>, or ASX at www.asx.com.au/markets/company/vmm.

Voting

Shareholders are encouraged to participate in voting on the resolutions to be considered at the Meeting. To vote by proxy, please complete, sign and return your personalised proxy form in accordance with the instructions set out in the proxy form. Alternatively, you may vote online at <https://investor.automic.com.au/#/loginsah>, or in person by attending the Meeting.

Proxy form instructions (by proxy form or online voting) must be received by the Company's share registry by no later than 10.00am (WST) on Tuesday, 9 June 2026. Instructions received after that time will not be valid for the meeting.

The Company encourages all shareholders to vote prior to the Meeting by returning their proxy voting instructions before the deadline and advises that all voting in respect of resolutions considered at the meeting will be conducted on a poll.

Electronic Communications

The Company encourages all shareholders to communicate with the Company by email at cosec@viridismining.com.au and the Automic (the Company's share registry) at hello@automic.com.au. These methods allow the Company to keep you informed without delay, are environmentally friendly, and reduce the Company's print and mail costs.

Please register to receive electronic communications and update your shareholder details online at: <https://investor.automic.com.au/#/signup>.

Carly Terzanidis
Company Secretary



Viridis Mining and Minerals Limited
ACN 121 969 819

Notice of General Meeting

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

Time and date: 10.00AM (AWST) on Thursday, 11 June 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 General Meeting

Notice is hereby given that the 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 Thursday, 11 June 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, 25 May 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 Tuesday, 9 June 2026.

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

Agenda

1 Resolutions

Resolution 1 – Ratification of Prior Issue of March 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 1,572,958 March 2026 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.’

Resolution 2 – Ratification of Prior Issue of March 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 11,584,937 March 2026 Placement Shares issued under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval of issue of Director Performance Rights – Marcus Silberman

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 10.11 and for all other purposes, Shareholders approve, the issue of up to 100,000 Director Performance Rights to Mr Marcus Silberman (or his nominee), on the terms set out in the Explanatory Statement.'

Resolution 4 – Approval of issue of Director Performance Rights – Geoffrey Bedford

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 10.11 and for all other purposes, Shareholders approve, the issue of up to 150,000 Director Performance Rights to Mr Geoffrey Bedford (or his nominee), on the terms set out in the Explanatory Statement.'

Resolution 5 – Approval to Issue Shares to Cornerstone Investors

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 28,527,028 Shares to ORE Investments Ltda. and Régia Capital Ltda. on the terms and conditions set out in the Explanatory Statement.'

Voting prohibitions

Resolution 3 and 4

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, because 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.

However, the above prohibition does not apply if:

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

Further, in accordance with section 224 of the Corporations Act, a vote on Resolution 3 and 4 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.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

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 1 and 2:

- (a) the participants in the March 2026 Placement, or any other person who participated in the issue or an associate of that person or those persons; and
- (b) Citicorp Nominees Pty Limited, or any of its respective associates or nominees.

Resolution 3: 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 holder or ordinary securities in the entity), or any of their respective associates.

Resolution 4: 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 holder or ordinary securities in the entity), or any of their respective associates.

Resolution 5: 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).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides;
or

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

BY ORDER OF THE BOARD

Agha Shahzad Pervez
Executive Chairman
Viridis Mining and Minerals Limited
Dated: 6 May 2026

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 Thursday, 11 June 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
Section 3	Resolutions 1 and 2 – Ratification of Prior Issue of March 2026 Placement Shares under Listing Rules 7.1 and 7.1A
Section 4	Resolutions 3 and 4 – Approval of Issue of Director Performance Rights
Section 5	Resolution 5 – Approval to Issue Shares to Cornerstone Investors
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Director Performance Rights
Schedule 3	Valuation of Director Performance Rights

A Proxy Form is made available with the Notice.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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

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

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

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

The Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10.0am (AWST) on Tuesday, 9 June 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, unless the Shareholder has expressly indicated a different voting intention.

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 3 and 4, even though this Resolution is connected directly or indirectly with the remuneration of one 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 Thursday, 28 May 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).

3. Resolutions 1 and 2 – Ratification of Prior Issue of March 2026 Placement Shares under Listing Rules 7.1 and 7.1A

3.1 Background Information

On 18 March 2026, the Company announced that it had received firm commitments for a placement to raise approximately \$25 million (before costs) through the issue of 13,157,895 Shares at an issue price of \$1.90 per March 2026 Placement Share (**March 2026 Placement**).

3.2 Listing Rule 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Listing Rule 7.1 limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 24 November 2025.

The issue of 13,157,895 March 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.

3.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the March 2026 Placement Shares.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the issue of the March 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 March 2026 Placement Shares.

If Resolution 1 is not passed, the March 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 March 2026 Placement Shares.

If Resolution 2 is passed, the issue of the March 2026 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the March 2026 Placement Shares.

If Resolution 2 is not passed, the March 2026 Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the March 2026 Placement Shares.

3.5 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 1 and 2:

- (a) The Company confirms that 1,922,931 March 2026 Placement Shares were issued to Citicorp Nominees Pty Ltd (**Citicorp**) under the March 2026 Placement, which comprised more than 1% of the Company's issued capital at the time of issue. As at the date of this Notice, Citicorp does not have a Relevant Interest (as that term is defined in the Corporations Act) in any Shares. Citicorp is therefore considered to be a Material Investor in accordance with paragraph 7.4 of ASX Guidance Note 21.

Remaining March 2026 Placement Shares were issued to participants who were unrelated professional and sophisticated investors, identified through a bookbuild process managed by the Joint Lead Managers to the March 2026 Placement, being Euroz Hartleys Limited, Canaccord Genuity (Australia) Limited and Bell Potter Securities Limited.

- (b) the 13,157,895 March 2026 Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (c) 1,572,958 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1) and 11,584,937 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the March 2026 Placement Shares were issued on 26 March 2026;
- (e) the March 2026 Placement Shares were issued at an issue price of \$1.90 per March 2026 Placement Share;
- (f) the purpose of the issue of the March 2026 Placement Shares was to raise capital to be used for the placement of purchase orders for long lead items; award of an engineering, procurement and construction management contract for the Colossus Project in Brazil; operating the mixed rare earth carbonate Demonstration Plant at the Colossus Project in Brazil; completion of the definitive feasibility study for the Colossus Project; further exploration and drilling in areas adjacent to the Colossus Project to test for additional mineralised zones; advancement of Environmental Approvals/ and general working capital.
- (g) the March 2026 Placement Shares were not issued under an agreement;
- (h) voting exclusion statements apply to Resolutions 1 and 2; and
- (i) this issue of the March 2026 Placement Shares did not breach Listing Rules 7.1 and 7.1A.

4. Resolution 3 and 4 – Approval of issue of Director Performance Rights to Directors – Marcus Silberman and Geoffrey Bedford

4.1 Background Information

The Company has agreed, subject to obtaining shareholder approval, to issue an aggregate of 250,000 Performance Rights to Messrs Marcus Silberman and Geoffrey Bedford under the Plan, in the following proportions (**Director Performance Rights**).

Director	Performance Rights		TOTAL
	Class U	Class V	
Marcus Silberman	50,000	50,000	100,000
Geoffrey Bedford	75,000	75,000	150,000
TOTAL	125,000	125,000	250,000

The Director Performance Rights are to be issued on the terms and conditions in Schedule 2. Resolutions 3 and 4 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue up to an aggregate of 250,000 Director Performance Rights to the Directors (or their nominees).

The Board believes that the issue of these Director Performance Rights will align the interests of Messrs Silberman and Bedford with those of the Company and its Shareholders. In addition, the Board believes that incentivising with performance rights is a prudent means of conserving

the Company's available cash reserves. The Board believes it is important to offer these Director Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

4.2 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 proposed issue of Director Performance Rights to Mr Silberman and Mr Bedford (or their respective nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. This therefore requires the approval of Shareholders under Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Performance Rights to Mr Silberman and Mr Bedford (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolutions 3 and 4 will be to allow the Company to issue the Director Performance Rights to Mr Silberman and Mr Bedford (or their respective nominees).

If Resolutions 3 and 4 are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Mr Silberman and Mr Bedford (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

4.3 Technical Information Required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Director Performance Rights to Mr Silberman (or his nominee) 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Mr Silberman (or his nominee) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Director Performance Rights to Mr Bedford (or his nominee) 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 Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights Mr Bedford (or his nominee) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

4.4 Technical information required by Listing Rule 10.13

- (a) The Director Performance Rights will be issued to Mr Marcus Silberman and Mr Bedford or their nominees.
- (b) Mr Silberman and Mr Bedford fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. In the event the Director Performance Rights are issued to a nominee of Mr Silberman or Mr Bedford, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) The maximum number of Director Performance Rights to be issued to Mr Silberman and Mr Bedford (or their nominees) are 100,000 and 150,000 respectively, in the proportions set out in Section 4.1 above.
- (d) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 2.
- (e) The Director Performance Rights will be issued to Mr Silberman and Mr Bedford (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) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to Mr Silberman and Mr Bedford's remuneration package. Accordingly, no funds will be raised via the issue of the Director Performance Rights.
- (g) 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 Mr Silberman and Mr Bedford with those of Shareholders, to motivate and reward the performance of Messrs Silberman and Bedford in his role as Director and to provide a cost effective way for the Company to remunerate Mr Silberman and Mr Bedford, 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 recipient.
- (h) 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 Mr Silberman and Mr Bedford will align his interests 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 Mr Silberman and Mr Bedford; and
 - (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) 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 Mr Silberman and Mr Bedford; and
 - (iii) incentives to attract and retain the service of Mr Silberman and Mr Bedford, who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- (j) The current total remuneration package for Mr Silberman and Mr Bedford as at the date of this Notice is set out below:

Director	Marcus Silberman (Non-Executive Director)
Salary and fees	\$54,000
Bonus	Nil
Non-monetary benefit	Nil
Superannuation	Nil
Share-based payments ¹	Nil
Total	\$54,000

Director	Geoffrey Bedford (Non-Executive Director)
Salary and fees	\$54,000
Bonus	Nil
Non-monetary benefit	Nil
Superannuation	Nil
Share-based payments ¹	Nil
Total	\$54,000

Notes:

1. *These figures do not include the proposed issue of the Director Performance Rights, the subject of Resolutions 3 and 4.*

- (k) There are no other material terms for the agreement to issue the Director Performance Rights.
- (l) Voting exclusion and voting prohibition statements apply to Resolution 3.

4.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

The proposed issue of the Director Performance Rights constitutes giving a financial benefit and both Mr Silberman and Mr Bedford are a related party of the Company by virtue of being Directors.

The Board (other than Mr Silberman and Mr Bedford) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Performance Rights because the Director Performance Rights is reasonable given the circumstances of the Company giving the remuneration and the related party’s circumstances (including responsibilities involved in the office or employment).

5. Resolution 5 – Approval to Issue Shares to Cornerstone Investors

5.1 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. (**Cornerstone Investors**) for US\$30 million (AU\$46 million) in private share placement funding. Under the MOU the Cornerstone Investors have the right, subject to Shareholder approval, to be issued Shares in the Company in four staged tranches (**Tranches**). Whilst the shares in Tranche 1 have been issued at an issue price of \$0.91 per Share, the Cornerstone Investors have the option to subscribe for shares under the remaining Tranches at their discretion.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 28,527,028 Shares to ORE Investments Ltda. and Régia Capital Ltda, under Tranches 2, 3 and 4 of the MOU to raise up to US\$25 million. The Shares will be issued at the following prices:

- (a) **Tranche 2:** the issue of the lesser of US\$5 million of shares and such amount of shares which results in the Cornerstone Investors holding no more than 19.9% of the issued capital of the Company, to be issued 12 months from the closing of the definitive agreements. The Tranche 2 shares will be priced at the issue price per share of any additional fundraising that the Cornerstone Investors provide to the Company (if applicable) or otherwise the higher of, (i) the 30-Day VWAP per Share prior to the date of exercise of the Tranche 2 option less a 5% discount and (ii) the exact price of the capital raise linked to Tranche 1.
- (b) **Tranche 3:** the issue of up to the lesser of US\$10 million and such amount which would result in the Cornerstone Investors holding no more than 19.9% of the issued capital of the Company, to be issued 24 months from closing of the definitive agreements. The Tranche 3 Shares will be priced at the issue price per share of any additional fundraising that the Cornerstone Investors provide to the Company (if applicable) or otherwise the higher of: (i) the 30-Day VWAP per Share prior to the date of exercise of the Tranche 3 option less a 5% discount and (ii) AU\$1.50.
- (c) **Tranche 4:** the issue of up to the lesser of US\$10 million and such amount which would result in the Cornerstone Investors holding no more than 19.9% of the issued capital of the Company, to be issued 36 months from closing of the definitive agreements. The Tranche 3 Shares will be priced at the issue price per share of any additional fundraising that the Cornerstone Investors provide to the Company (if applicable) or otherwise the higher of: (i) the 30-Day VWAP per Share prior to the date of exercise of the Tranche 3 option less a 5% discount and (ii) AU\$1.50.

Although Tranches 2, 3 and 4 may not be issued within three months of the Meeting, the MOU allows the Tranches to be accelerated should the parties agree, Accordingly, the Company considers it prudent to obtain Shareholder approval to allow for flexibility in issuing the Shares and obtaining funding.

For the avoidance of doubt, Shareholder approval may have to be re-sought for the issue of the Shares, as the Shares are unlikely to be issued within three months of the Meeting.

5.2 Listing Rule 7.1

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

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

5.3 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. The Company may elect to re-seek shareholder approval for the issue of Tranches 2, 3 and 4 of the MOU at a future meeting of Shareholders.

5.4 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 5:

- (a) The Shares will be issued to ORE Investments Ltda. and Régia Capital Ltda;
- (b) The maximum number of Shares to be issued is that number of Shares which, when multiplied by the issue price (outlined below) equals US\$25 million, being up to 28,527,028 Shares;
- (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 5.1 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 MOU at a subsequent meeting of Shareholders;
- (e) the Shares will be issued at the price set out in Section 5.1;
- (f) the purpose of the issue of Shares under the MOU is to raise funds to support the Colossus Project through final investment decision and into the initial phase of project execution, as well as general working capital;
- (g) the Shares are being issued under the MOU, which is summarised in Section 5.1;

a voting exclusion statement applies to this Resolution.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Bell Potter Securities Limited	means Bell Potter Securities Limited (ACN 006 390 772)
Board	means the board of Directors.
Canaccord Genuity (Australia) Limited	means Canaccord Genuity (Australia) Limited (ACN 075 071 466)
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Viridis Mining and Minerals Limited (ACN 121 969 819).
Constitution	means the constitution of the Company, as amended.
Cornerstone Investor	has the meaning in Section 5.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Director Performance Rights	has the meaning in Section 4.1.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Euroz Hartleys Limited	Euroz Hartleys Limited (ACN 104 195 057)
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
March 2026 Placement	has the meaning in Section 3.1

March 2026 Placement Shares	has the meaning in Section 3.1.
Material Investor	means in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, 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 5.1.
Notice	means this notice of annual general meeting.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
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.
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.
VWAP	means the volume weighted average price of trading in Shares on the ASX market and CBoe market over the relevant period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Schedule 2 Terms and Conditions of 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:

Class	U	V
Vesting Condition	Upon Final Investment Decision (FID) by the 31 December 2026	Upon the Company’s share price achieving a 20-day VWAP of \$3.00 by 31 December 2026
Expiry Date	3 years from the date of issue	3 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 will expire and lapse at 5.00pm AWST on the date which is three years after the date of issue of the Performance Rights, (**Expiry Date**).
- 6. **(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.
- 7. **(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 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (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.
- 8. **(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.

9. **(Ranking)**: All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(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.
11. **(Dividend rights)**: A Performance Right does not entitle the holder to any dividends.
12. **(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.
13. **(Quotation of the Performance Rights)**: The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(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.
15. **(Entitlements and bonus issues)**: Subject to the rights under clause 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(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.
17. **(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.
18. **(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.
19. **(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.
20. **(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.
21. **(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.
22. **(Constitution)**: Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

23. **(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).

Schedule 3 Valuation of Director Performance Rights

The terms of the Performance Rights to be issued to Mr Silberman and Mr Bedford pursuant to Resolutions 3 and 4 respectively have been independently valued.

The Class V Performance Rights were valued using the Hoadley’s Parisian Barrier1 Model, whilst the Class U Performance Rights with non-market vesting conditions were valued on a ‘per security’ value.

The valuation is set out below:

ASSUMPTIONS	CLASS U	CLASS V
Valuation date	23 April 2026	23 April 2026
Share price at valuation date	\$2.54	\$2.54
Vesting period	252 days	252 days
Vesting date	31 December 2026	31 December 2026
Expiry date (length of time from issue)	1096 days	1096 days
Risk free interest rate	4.60%	4.60%
Volatility (discount)	111%	111%
Indicative value per Performance Right	\$2.5400	\$1.8032
Total Value of Performance Rights	\$317,500	\$225,400

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

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Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 09 June 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.



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