

23 April 2024

Dear Shareholder

VIRIDIS MINING AND MINERALS LIMITED – PERFORMANCE SHARES

On 16 April 2024, Viridis Mining and Minerals Limited (ACN 121 969 819) (**Company**) announced that, at the General Meeting of the Company held that day (**Meeting**), the shareholders of the Company resolved to, amongst other things, create a new class of securities in the Company, being Performance Shares (as defined in the Notice of Meeting dated 15 March 2024 in relation to the Meeting (**Notice**)) (**Performance Shares**). The terms of the Performance Shares are set out in Schedule 1 of this letter.

As stated in sections 6.1 and 6.2 of the Explanatory Statement of the Notice, the issue of the Performance Shares will be taken to vary the rights attached to ordinary shares in the capital of the Company already issued.

For the purposes of section 246B(3) of the *Corporations Act 2001* (Cth) and for all other purposes, the Company hereby gives written notice of the above variation to the holders of ordinary shares in the capital of the Company already issued.

Please contact Carly Terzanidis if you have any queries.

Yours faithfully

Carly Terzanidis
Company Secretary
Viridis Mining and Minerals Limited

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE SHARES

The terms and conditions of the Performance Shares are as follows:

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

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

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

18.	After Conversion	Within five (5) Business Days after the conversion of the Performance Shares, or such other period required by the ASX Listing Rules, Viridis will issue to the Holder the number of Shares into which the relevant Performance Shares convert. Shares issued on conversion of Performance Shares will, upon and from their issue, rank equally with and confer rights identical with all other Shares then on issue and application will be made by Viridis to ASX for official quotation of Shares issued upon conversion (subject to complying with any restriction periods required by the ASX).
19.	Conversion Procedure	Viridis will issue the Holder with a new holding statement for Shares as soon as practicable following the conversion of Performance Shares into Shares.