



ABN 33 122 131 622

NOTICE OF ANNUAL GENERAL MEETING
and
EXPLANATORY MEMORANDUM

Date: Thursday 29 November 2018

Time: 11.00 am (Melbourne time)

Meeting: Ashurst
Level 26
181 William Street (Cnr Bourke Street)
Melbourne Vic 3000

The Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders are encouraged to attend the Annual General Meeting. Shareholders who are unable to attend the Meeting are encouraged to appoint a proxy to vote on their behalf, using the form enclosed with the Notice of Meeting or electronically using InvestorVote, Computershare's online voting facility.

AGENDA

1. Annual Report

To consider the Annual Report for the financial year ended 30 June 2018, which includes the Directors' Report, the Financial Statements and Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and put to a non-binding vote, the following **Resolution**:

"That the Remuneration Report as contained in the Directors' Report for the financial year ended 30 June 2018 is adopted."

Voting Exclusion

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), a vote must not be cast on Resolution 1 (in any capacity, e.g., as a shareholder, proxy, attorney or corporate representative) by or on behalf of a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

However, these restrictions do not apply to a vote cast by such person on behalf of a person who is not themselves subject to the restrictions, and:

- a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the person is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman of the Meeting to vote undirected proxies as the Chairman decides, even if the Resolution is connected directly or indirectly with the remuneration of the Company's key management personnel.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 1.

3. Resolution 2 – Election of Director R J Cooper

In accordance with rule 3.6(a) of the Company's constitution, Mr Robert J Cooper is retiring as a Director at the Meeting and being eligible, offers himself for re-election as a Director.

To consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Robert J Cooper, who retires in accordance with the Company's constitution, is elected as a Director."

4. Resolution 3 – Ratification of Share Placement and issue of Options

To consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1A, the issue of 100,000,000 fully paid ordinary shares by the Company on 14 June 2018 and in conjunction the issue of 146,666,634 Options issued under ASX Listing Rule 7.4, as described in the Explanatory Memorandum accompanying this Notice of Meeting, is approved."

Voting Exclusion

The Company will disregard any votes cast in favour on Resolution 3 by a person who participated in the issue of ordinary shares or any of their associates.

However, the Company will not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - b) the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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5. Resolution 4 – Approval of 10% Placement Capacity

To consider and if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A, the issue of fully paid ordinary shares of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum accompanying this Notice of Meeting, is approved.”

Voting Exclusion

The Company will disregard any votes cast in favour on Resolution 4 by a person who may participate in the proposed issue and a person who might obtain a benefit if Resolution 4 is passed, except a benefit solely in the capacity of a holder of shares, and any of their respective associates.

However, the Company will not disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - b) the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'B W Arnold', with a horizontal line drawn underneath the signature.

Bruce Arnold
Company Secretary
18 October 2018

Notice of 2018 Annual General Meeting and Explanatory Memorandum

IMPORTANT INFORMATION

Voting by Proxy

Please note that:

- a) a shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a shareholder; and
- c) a shareholder 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 **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms.

Lodgement of Proxy Documents

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least **48 hours** before the scheduled commencement of the Meeting, that is no later than 11.00am (Melbourne time) on 27 November 2018.

The following methods are specified for the purpose of lodging proxy appointments (and any authorities under which appointments are signed):

By mail: Computershare Investor Services Pty Ltd
 GPO Box 242
 Melbourne, Victoria 3001, Australia

By fax: 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia).

Electronically: www.investorvote.com.au using the details printed on the personalised proxy form.

For Custodian Voting (subscribers only): www.intermediaryonline.com

Voting by Corporate Representative

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint any person as its representative to exercise any of the powers the body may exercise 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 the appointment is signed, unless it has previously been given to the Company.

Voting Entitlements

The Company has determined that, for the purposes of the Meeting, shares in the Company will be taken as being held by the persons who are registered as holding them as at 7.00pm (Melbourne time) on 27 November 2018.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Annual General Meeting.

1. Annual Report

A copy of the Company's 2018 Annual Report, including the Directors' Report, the Financial Report and the Auditor's Report for the financial year ended 30 June 2018 can be found on the Company's website at www.verdantminerals.com.au.

There is no requirement for shareholders to approve the Annual Report. However, shareholders will have the opportunity to:

- a) discuss the Annual Report;
- b) ask questions about or make comments on the management of the Company; and
- c) ask the auditor questions about, among other things, the conduct of the audit and the preparation and content of the Auditor's Report.

A representative of the Company's auditor, KPMG, will attend the meeting.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 is set out on pages 31 to 36 of the Company's 2018 Annual Report. It sets out a range of matters relating to the remuneration of Directors, executives and senior managers of the Company.

Under the Corporations Act, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board unanimously **recommends** that shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report.

3. Resolution 2 – Election of Director R J Cooper

In accordance with the ASX Listing Rules and the Company's Constitution, Mr Robert Cooper retires and, being eligible, offers himself for election as a Director.

Mr Cooper was appointed as a Director to the Company's Board in 2016.

Mr Cooper is a mining engineer with 27 years' industry experience, having held leadership roles across a range of commodities, both in Australia and overseas. He has operating and technical experience in operations and project development. He has held leadership positions with BHP Billiton as General Manager of Leinster Nickel Operations in Nickel West, Project Manager of a BHP Billiton-wide project, and as Asset President of Ekati Diamonds in Canada. More recently he has held positions with Discovery Metals as General Manager - Operations in Botswana and as General Manager - Development in their Brisbane office. Mr Cooper is currently the CEO of Round Oak Minerals Pty Limited (formerly CopperChem Pty Limited) which is a 100% owned subsidiary of the Washington H Soul Pattinson Group.

Mr Cooper was first nominated to the Board by the Company's major shareholder Washington H Soul Pattinson and Company Limited, which holds 33.43% of the share capital in the Company.

The Board (with Mr Cooper abstaining) **recommends** that shareholders **vote in favour** of Resolution 2 to re-elect Mr Cooper as a Director.

4. Resolution 3 – Ratification of Share Placement and issue of Options

On 14 June 2018, the Company made a share placement of 100,000,000 fully paid ordinary shares to institutional and sophisticated investors (**Share Placement**) under ASX Listing Rule 7.1A. The shares issued rank equally with the Company's other ordinary shares. The funds raised in the Share Placement were to enable the Company to continue evaluation and approvals for the Ammaroo Phosphate project in the Northern Territory. The shares were issued at a price of \$0.02 per share, raising \$2.0 million (before costs) for the Company. In conjunction with the Share Placement the Company issued 80,000,000 Options exercisable at a price of \$0.025 at any time that expire 1 July 2019 which would raise \$2.0 million together with 66,666,634 options exercisable at a price of \$0.03 at any time that expire 1 July 2020 which would raise a further \$2.0 million.

Under ASX Listing Rule 7.1, shareholder approval is required for an issue of shares if the shares, when aggregated with the equity securities issued by the Company during the previous 12 months, will exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

The issue of Options in conjunction with the Share Placement did not require shareholder approval under ASX Listing Rule 7.1. Shareholder approval is now sought under ASX Listing Rule 7.4 in respect of the 100,000,000 Shares issued under the Share Placement and the 146,666,634 Options that may be exercised for ordinary shares to be issued. The effect of this Resolution will be that the Company's capacity to issue further shares before the anniversary of the Share Placement will not be limited by the Share Placement and issue of Options.

The Board **recommends** that shareholders **vote in favour** of this Resolution approving the Share Placement and issue of Options.

5. Resolution 4 – Approval of 10% Placement Capacity

5.1 General

ASX Listing Rule 7.1A enables an "eligible entity", that has obtained shareholder approval by special resolution at an annual general meeting, to issue up to an additional 10% of its issued share capital by way of placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purpose of ASX Listing Rule 7.1A and is seeking shareholder approval, by way of a special resolution, to have the ability to issue additional shares under the 10% Placement Facility, without the need for further shareholder approval.

The ability to issue shares under the 10% Placement Facility will be in addition to the Company's ability to issue shares, without shareholder approval, under ASX Listing Rule 7.1.

The Company may use the 10% Placement Facility to raise capital to advance its exploration assets in the Northern Territory, to acquire new resource projects/tenements, to progress project studies and/or for general corporate purposes. This 10% Placement Facility will provide flexibility and opportunity for the Company to raise capital.

The Directors believe that Resolution 4 is in the best interests of the Company and **recommend** that shareholders **vote in favour** of this Resolution to approve the 10% Placement Facility.

5.2 Further information about the 10% Placement Facility

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

Minimum issue price

The issue price of ordinary shares issued under the 10% Placement Facility will not be less than 75% of the volume weighted average price of the Company's ordinary shares calculated over the 15 trading days immediately before:

- a) the date on which the price at which the ordinary shares are to be issued is agreed; or
- b) if the ordinary shares are not issued within 5 trading days of the date in paragraph a) above, the date on which the ordinary shares are issued.

Period of the approval

If shareholders approve Resolution 4 at the Meeting, the approval to issue ordinary shares under the 10% Placement Facility will operate from 29 November 2018 until the earlier of:

- a) 29 November 2019; and
- b) the date (if any) that shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

Formula for calculating the 10% Placement Facility

Under the 10% Placement Facility, the Company may issue or agree to issue, during the 10% Placement Period, the number of ordinary shares calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- b) plus the number of partly paid shares (that became fully paid in the 12 months);
- c) plus the number of fully paid ordinary shares issued in the 12 months with shareholder approval under ASX Listing Rule 7.1 or 7.4; and
- d) less the number of shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under the 10% Placement Facility in the 12 months before the date of the issue or agreement to issue that are *not* issued with shareholder approval under ASX Listing Rule 7.1 or 7.4.

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Potential placement capacity under ASX Listing Rules 7.1 and 7.1A

The ability of the Company to issue shares under ASX Listing Rule 7.1A is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Assuming Resolution 4 is passed at the Meeting; the Company has a capacity to issue:

- a) the number of equity securities under ASX Listing Rule 7.1, calculated at the date of issue of the equity securities (or the agreement to issue) in accordance with the formula in ASX Listing Rule 7.1; and
- b) equity securities under the 10% Placement Facility under ASX Listing Rule 7.1A, before the end of the 10% Placement Period without further Shareholder approval.

The actual number of equity securities that the Company will have capacity to issue under the 10% Placement Facility will be calculated at the date of issue of the equity securities (or the agreement to issue) in accordance with the formula in ASX Listing Rule 7.1A.2 (described above).

Risk of economic and voting dilution of existing shareholders

If Resolution 4 is approved by shareholders and the Company issues further shares under the 10% Placement Facility, there is a risk of economic and voting dilution for existing shareholders. In addition, there is a risk that:

- a) the market price for the Company's ordinary shares may be significantly lower on the date of the issue of the ordinary shares than on the date of the Meeting; and
- b) the ordinary shares may be issued at a price that is at a discount to the market price for the Company's ordinary shares on the issue date,

each of which may have an effect on the amount of funds raised by the issue of the ordinary shares.

The potential dilution of existing shareholders as a result of the 10% Placement Facility can be illustrated in the table below. The table has been prepared to show:

- a) the dilution impact assuming different numbers of shares issued. For this purpose, Variable 'A' is the number of ordinary shares the Company has on issue.

"Current Variable 'A'" is the number of shares on issue at 15 October 2018. The two further examples show the impact where variable 'A' has increased by 50% and 100%. This number may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlement offer, share purchase plan or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved by shareholders.

- b) the funds raised assuming the different issue prices.

The table shows the funds that would be raised at an issue price of \$0.018 (being the closing price of the Company's shares on ASX on 15 October 2018). The two further examples show the funds raised assuming the issue price has decreased by 50% and increased by 100% as against the first issue price of \$0.018.

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Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.009 50% decrease in Issue Price	\$0.018 Issue Price (being the closing price of the Company's shares on ASX on 15 October 2018)	\$0.036 100% increase in Issue Price
Current Variable 'A' 1,103,761,492 shares	10% voting dilution	110,376,149 shares	110,376,149 shares	110,376,149 shares
	Funds raised	\$993,385	\$1,986,771	\$3,973,541
50% increase in Current Variable 'A' 1,655,642,238 shares	10% voting dilution	165,564,223 shares	165,564,223 shares	165,564,223 shares
	Funds raised	\$1,490,078	\$2,980,156	\$5,960,312
100% increase in Current Variable 'A' 2,207,522,984 shares	10% voting dilution	220,752,298 shares	220,752,298 shares	220,752,298 shares
	Funds raised	\$1,986,771	\$3,973,541	\$7,947,083

The following points are noted:

- The table assumes that the Company issues the maximum number of ordinary shares available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility.
- The table shows only the effect of issues of ordinary shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

Purposes of any issue

The Company may seek to issue the ordinary shares under the 10% Placement Facility for the following purposes:

- to obtain cash funds. Funds raised could be applied towards continued exploration and feasibility study expenditure on the Company's current assets, an acquisition of new assets or investments (including expenses associated with such acquisition), and/or general corporate purposes; and/or
- as consideration for the acquisition of the new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

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Allocation policy for the 10% Placement Facility

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of ordinary shares will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- a) the methods of raising funds that are available to the Company, including, but not limited to, pro-rata entitlement offers, share purchase plans or other issues in which existing shareholders can participate;
- b) the effect of the issue of the ordinary shares on the control of the Company;
- c) the financial situation of the Company; and
- d) advice from corporate, financial and broking advisers (if applicable).

No allottees for any issues under the 10% Placement Facility have been determined as at the date of this Notice of Meeting. Allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any ordinary shares under the 10% Placement Facility.

Previous approvals under ASX Listing Rule 7.1A

The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting on 23 November 2017.

As the Company has previously sought and obtained shareholder approval under ASX Listing Rule 7.1A at the Company's 2017 Annual General Meeting, the Company provides the following additional information in accordance with ASX Listing Rule 7.3A.6.

In the period from 29 November 2017 (being 12 months before the date of the 2018 Meeting) to the date of this Notice of Meeting, the Company has issued the following equity securities:

Shares

40,000,000 ordinary shares were issued on 13 December 2017 under an Option Deed (Termination of a Royalty) approved by shareholders on 24 November 2016.

100,000,000 ordinary shares at \$0.02 were issued in a placement under Listing Rule 7.1A on 14 June 2018 in this period.

Options

2,500,000 Options have been issued to a Director (with shareholder approval) in this period. The terms of the Director Options are summarised in the following table.

146,666,634 Options were issued in conjunction with the share placement on 14 June 2018:

- 80,000,000 Options exercise price \$0.025 that expire 1 July 2019; and
- 66,666,634 Options exercise price \$0.03 that expire 1 July 2020.

These Options represent 14.93% of the total number of equity securities on issue at the start of this period.

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Director's Options issued on 15 December 2017

	Tranche 1	Tranche 2	Tranche 3
Number of Options	750,000 (Non-executive Director))	1,000,000 (Non-executive Director)	750,000 (Non-executive Director)
Exercise Price	\$0.032	\$0.032	\$0.032
Vesting Date	Any time on or before the Tranche Expiry Date provided the Tranche Vesting Trigger Price has been satisfied		
Vesting Trigger	The Options will become exercisable following a change of control or if the volume weighted average price (VWAP) of VRM shares traded on the ASX over any ten consecutive trading day period meets or exceeds the Tranche Vesting Trigger Price at any time on or before the Tranche Expiry Date		
Tranche Vesting Trigger Price	\$0.05 per VRM share	\$0.08 per VRM share	\$0.12 per VRM share
Tranche Expiry Date	30 June 2018	30 June 2019	31 December 2019

The grant of these Options was approved by shareholders on 23 November 2017 at the Company's 2017 Annual General Meeting. The Options were issued for no cash consideration and there are no loans proposed in relation to the grant of Options. The Options were issued under the terms of the Employee Share Option Plan in relation to services, including future services, as a Director for non-cash consideration. These options were valued and recorded in the financial statements for the financial year ended 30 June 2018 at \$18,275.

The number of Options granted to the Director:

Jason Conroy	2,500,000
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At the date of this Notice of Meeting, 750,000 Options have expired and none of these Options have vested as the Vesting Triggers have not been achieved.



Verdant Minerals Ltd
ACN 122 131 622

VRM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11.00 am (Melbourne time) on Tuesday 27 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Verdant Minerals Ltd hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Verdant Minerals Ltd to be held at Ashurst, Level 26, 181 William Street (Cnr Bourke Street), Melbourne, Vic 3000 on Thursday 29 November 2018 at 11.00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Verdant Minerals Ltd Annual General Meeting

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director - R J Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Share Placement and issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /