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ABN 33 122 131 622

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**NOTICE OF ANNUAL GENERAL MEETING**  
**and**  
**EXPLANATORY MEMORANDUM**

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Date: Thursday 23 November 2017

Time: 11.00 am (Melbourne time)

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

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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

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### 1. Annual Report

To consider the Annual Report for the year ended 30 June 2017, which includes the Directors' Report, the Financial Statements and Auditor's Report.

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### 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 year ended 30 June 2017 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 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.

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### 3. Resolution 2 – Election of Director J A Conroy

Jason A Conroy was appointed as a Director by the Board on 7 August 2017 in accordance with rule 3.3 of the Company's constitution. He is retiring as a Director in accordance with rule 3.3 of the Company's constitution and, being eligible, offers himself for election.

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

"That Jason A Conroy, who retires in accordance with the Company's constitution, is elected as a Director."

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**4. Resolution 3 – Approval of Grant of Options to Director - J A Conroy**

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

“Contingent upon his election as a Director at this meeting, that, for the purpose of ASX Listing Rule 10.14, the grant to Jason A Conroy of 2,500,000 Options under the Company’s Employee Share Option Plan as described in the Explanatory Notes accompanying the Notice of Meeting, is approved.”

**Voting Exclusion**

The Company will disregard any votes cast on Resolution 3 by any of the Directors of the Company and by any of their respective associates. In addition, other members of the key management personnel (and their closely related parties) must not cast a vote as a proxy for another shareholder.

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.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 3.

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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.”

In is acknowledged that this capacity was not and is not expected to be utilised in the period to the Annual General Meeting on 23 November 2017. It is however considered important and appropriate to maintain the capacity to raise 10% capacity under ASX Listing Rule 7.1A in support of the Company’s activities if needed and therefore seek shareholder approval to achieve this.

**Voting Exclusion**

The Company will disregard any votes cast 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.

**BY ORDER OF THE BOARD**



**Bruce Arnold**  
**Company Secretary**  
12 October 2017

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## **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 21 November 2017.

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](http://www.investorvote.com.au) using the details printed on the personalised proxy form.

For Custodian Voting (subscribers only): [www.intermediaryonline.com](http://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 21 November 2017.

## **EXPLANATORY MEMORANDUM**

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

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### **1. Annual Report**

A copy of the Company's 2017 Annual Report, including the Directors' Report, the Financial Report and the Auditor's Report for the financial year ended 30 June 2017 can be found on the Company's website at [www.verdantminerals.com.au](http://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.

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### **2. Resolution 1 – Adoption of Remuneration Report**

The Remuneration Report for the year ended 30 June 2017 is set out on pages 40 to 45 of the Company's 2017 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.

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### **3. Resolution 2 – Election of Director J A Conroy**

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

Mr Conroy was appointed as a Director on 7 August 2017 by the Board.

Mr Conroy was Chief Financial Officer of DUET Group, a member of the ASX100, for 9 years. DUET owned and operated five energy infrastructure businesses and was acquired in May 2017 for \$7.4 billion by a consortium of global infrastructure investors. Prior to DUET, Mr Conroy had gained experience in restructuring, advisory, venture capital, corporate development and corporate finance roles in Australia and overseas.

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

**4. Resolutions 3 – Approval of Grant of Options to Director – J A Conroy**

It is proposed that Options be granted, subject to shareholder approval, to Mr Jason Conroy a Director of the Company.

On 1 July 2015, the Board reduced Directors' fees and the Managing Director's salary by 20%. The reduction was undertaken to reflect the downturn in the mining industry, and to preserve cash during the pre-development phase of the Company's projects. The grant of Options is intended to provide an appropriate level of incentive to the Directors to increase the value of the Company and its share price and to enable the Company to attract individuals with the skills required to execute the Company's strategy.

ASX Listing Rule 10.14 precludes the grant of options to a director under an employee incentive scheme without the approval of the holders of ordinary shares. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 for the issue of those securities.

Subject to the relevant Resolution being passed, the Options will be granted pursuant to the Company's Employee Share Option Plan (the **Plan**). The Plan was approved at the Annual General Meeting of the Company held on 27 November 2014. Copies of the Plan are available from the Company Secretary.

An Option entitles a holder, upon exercise, to be issued one Share subject to adjustment in accordance with the Rules of the Plan (the **Rules**). The Options will vest in three tranches provided the Company's share price has achieved predetermined trigger prices and will have an exercise price of 3.2 cents. The Company's share price closed at 2.6 cents on 12 October 2017 and the 5 day VWAP including 12 October 2017 was \$0.0266.

**Option Exercise Price and Vesting Conditions for Directors**

	<b>Tranche 1</b>	<b>Tranche 2</b>	<b>Tranche 3</b>
<b>Number of Options</b>	750,000 (Non-executive Director)	1,000,000 (Non-executive Director)	750,000 (Non-executive Director)
<b>Exercise Price</b>	\$0.032	\$0.032	\$0.032
<b>Vesting Date</b>	Any time on or before the Tranche Expiry Date provided the Tranche Vesting Trigger Price has been satisfied		
<b>Vesting Trigger</b>	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		
<b>Tranche Vesting Trigger Price</b>	\$0.05 per VRM share	\$0.08 per VRM share	\$0.12 per VRM share
<b>Tranche Expiry Date</b>	30 June 2018	30 June 2019	31 December 2019

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## Notice of 2017 Annual General Meeting and Explanatory Memorandum

There is no loan proposed in relation to the proposed grant of the Options.

The number of Options proposed to be granted to Jason Conroy is 2,500,000.

Since the approval of the Plan at the Company's 2014 Annual General Meeting on 27 November 2014, and with shareholder approval, the following Directors and former Director have received the following Options:

Robert Cooper	2,500,000
Jeffrey Landels	2,500,000
James Whiteside	5,000,000
Christopher Tziolis	17,000,000

No amount was payable for the grant of these Options. Since the 2014 Annual General Meeting, except for the Directors and former Director listed above, no other person referred to in ASX Listing Rule 10.14 has received securities under the Company's Employee Share Option Plan.

The Rules permit Options to be granted to a participating Director or a related party or an associate of a participating Director. James Whiteside, Robert Cooper, James Conroy, and Christopher Tziolis are the only persons referred to in ASX Listing Rule 10.14 that are entitled to participate in the Plan as at the date of this Notice of Meeting.

The exercise price of each Option and the number of Shares to be issued on exercise may be adjusted for any capital reorganisations during the term of the Option in accordance with the Rules and the ASX Listing Rules.

If approval is given, the Options will be granted shortly after the Meeting and, in any event, no later than two months after the date of the Meeting.

The Board (with Mr Conroy abstaining) **recommends** that shareholders **vote in favour** of Resolution 3 to issue 2,500,000 options to Mr Conroy.

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## 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 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 23 November 2017 until the earlier of:

- a) 23 November 2018; 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 x 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 Rules 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.

**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 12 October 2017. 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 \$0.026 (being the closing price of the Company's shares on ASX on 12 October 2017). 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 \$0.026.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.013 50% decrease in Issue Price	\$0.026 Issue Price (being the closing price of the Company's shares on ASX on 12 October 2017)	\$0.052 100% increase in Issue Price
Current Variable 'A' 963,761,492 shares	10% voting dilution	96,376,149 shares	96,376,149 shares	96,376,149 shares
	Funds raised	\$1,252,890	\$2,505,780	\$5,011,560
50% increase in Current Variable 'A' 1,445,642,238 shares	10% voting dilution	144,564,223 shares	144,564,223 shares	144,564,223 shares
	Funds raised	\$1,879,335	\$3,758,670	\$7,517,340
100% increase in Current Variable 'A' 1,927,522,984 shares	10% voting dilution	192,752,298 shares	192,752,298 shares	192,752,298 shares
	Funds raised	\$2,505,780	\$5,011,560	\$10,023,119

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.

***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 24 November 2016.

As the Company has previously sought and obtained shareholder approval under ASX Listing Rule 7.1A at the Company's 2016 Annual General Meeting, the Company provides the following additional information in accordance with ASX Listing Rule 7.3A.6.

In the period from 23 November 2016 (being 12 months before the date of the 2017 Meeting) to the date of this Notice of Meeting, the Company has issued the following equity securities:

**Shares**

No ordinary shares have been issued in this period.

**Options**

27,000,000 Options have been issued to Directors and former Directors (with shareholder approval) and employees in this period. These Options represent 2.78% of the total number of equity securities on issue at the start of this period.

The terms of these Options are summarised in the following tables.

**Director's Options issued on 14 December 2016**

	<b>Tranche 1</b>	<b>Tranche 2</b>	<b>Tranche 3</b>
<b>Number of Options</b>	1,500,000 (Chairman) 750,000 (Non-executive Directors) 3,500,000 (Managing Director)	2,000,000 (Chairman) 1,000,000 (Non-executive Directors) 5,000,000 (Managing Director)	1,500,000 (Chairman) 750,000 (Non-executive Directors) 3,500,000 (Managing Director)
<b>Exercise Price</b>	\$0.025	\$0.025	\$0.025
<b>Vesting Date</b>	Any time on or before the Tranche Expiry Date provided the Tranche Vesting Trigger Price has been satisfied		
<b>Vesting Trigger</b>	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		
<b>Tranche Vesting Trigger Price</b>	\$0.05 per VRM share	\$0.08 per VRM share	\$0.12 per VRM share
<b>Tranche Expiry Date</b>	30 June 2018	30 June 2019	31 December 2019

The grant of these Options was approved by shareholders on 24 November 2016 at the Company's 2016 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 year ended 30 June 2017 at \$193,200.

The number of Options granted to each Director or former Director was:

Jeffrey Landels	2,500,000
Robert Cooper	2,500,000
James Whiteside	5,000,000
Christopher Tziolis	12,000,000

The total number of Options that were acquired by the Directors and former Directors for whom shareholder approval was obtained was 22,000,000.

At the date of this Notice of Meeting, none of these Options have vested as the Vesting Triggers have not been achieved.

**Employee Options issued on 31 March 2017**

	<b>Tranche 1</b>	<b>Tranche 2</b>	<b>Tranche 3</b>
<b>Number of Options</b>	1,250,000 to employees	2,500,000 to employees	1,250,000 to employees
<b>Exercise Price</b>	\$0.035	\$0.035	\$0.035
<b>Vesting Date</b>	Any time on or before the Tranche Expiry Date provided the Tranche Vesting Trigger Price has been satisfied		
<b>Vesting Trigger</b>	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		
<b>Tranche Vesting Trigger Price</b>	\$0.05 per VRM share	\$0.08 per VRM share	\$0.12 per VRM share
<b>Tranche Expiry Date</b>	30 June 2018	30 June 2019	31 December 2019

The grant of these Options was made by the Board to employees eligible under the Plan.

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 an employee for non-cash consideration. These options were valued and recorded in the financial statements for the year ended 30 June 2017 at \$70,625.

The total number of Options that were acquired by the employees was 5,000,000.

At the date of this Notice of Meeting, none of these Options have vested as the Vesting Triggers have not been achieved.

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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](http://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](http://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](http://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: I9999999999 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 21 November 2017**

**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](http://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 →**

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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

IND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Ashurt, Level 26, 181 William Street (Cnr Bourke Street), Melbourne, Vic 3000 on Thursday 23 November 2017 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 Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are 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 Resolutions 1 and 3 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 - J A Conroy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Grant of Options to Director - J A Conroy	<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

\_\_\_\_/\_\_\_\_/\_\_\_\_

VRM

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Computershare +