



Oro Verde Limited
ABN 84 083 646 477
Notice of Annual General Meeting
and Explanatory Memorandum

Date of Meeting

30 November 2018

Time of Meeting

12.30pm (WST)

Place of Meeting

The Celtic Club
48 Ord Street
West Perth WA 6005

A Proxy Form is enclosed

Please read this Notice of Annual General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Oro Verde Limited

ABN 84 083 646 477

Notice of Annual General Meeting

NOTICE IS GIVEN that an Annual General Meeting of Shareholders of Oro Verde Limited ABN 84 083 646 477 (**Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 30 November 2018 at 12.30pm (WST) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Financial Reports

To receive and consider the financial report of the Company, together with the Directors' Report and the Auditor's Report for the year ended 30 June 2018, as set out in the Annual Report.

Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2018 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting exclusion statement: A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

However, a person described above may cast a vote on Resolution 1 if:

- (a) it is cast by the person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution, or the proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. However, in exceptional circumstances, the Chairman of the Meeting may change his voting intention on Resolution 1, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

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.

Resolution 2 – Re-election of Mr Brett Dickson as a Director

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

"That, Mr Brett Dickson, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director."

Resolution 3 – Re-election of Dr Bradford Farrell as a Director

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

"That, Dr Bradford Farrell, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director."

Resolution 4 – Approval to issue shares to Dr Martinick under Directors' Share Plan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to \$40,000 worth of Shares to Dr Wolf Martinick (or his nominee(s)) in lieu of Director's fees on the terms and conditions set out in the Explanatory Memorandum."

Resolution 5 – Approval to issue shares to Dr Farrell under Directors' Share Plan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to \$30,000 worth of Shares to Dr Bradford Farrell (or his nominee(s)) in lieu of Director's fees on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6 – Approval to issue shares to Mr Rovira under Directors' Share Plan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to \$30,000 worth of Shares to Mr Anthony Rovira (or his nominee(s)) in lieu of Director's fees on the terms and conditions set out in the Explanatory Memorandum."

Resolution 7 – Approval to issue shares to Mr Dickson under Directors' Share Plan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to \$30,000 worth of Shares to Mr Brett Dickson (or his nominee(s)) in lieu of Director's fees on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement for Resolutions 4 to 7: The Company will disregard any votes cast in favour of Resolutions 4, 5, 6 and 7 by any Director of the Company who is eligible to participate in the Directors' Share Plan and any person who is an Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing 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.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 4, 5, 6 or 7 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 4, 5, 6 or 7; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolutions 4, 5, 6 and 7. However, in exceptional circumstances, the Chairman of the Meeting may change his voting intention on Resolution 4, 5, 6 and/or 7, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chairman to vote against Resolution 4, 5, 6 and/or 7 or to abstain from voting.

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.

Resolution 8 – Approval of Additional 10% Placement Capacity

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

"That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: : The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities), if the resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing 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.

Resolution 9 – Approval to issue Shares

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

"That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 200,000,000 Shares at an issue price of not less than 80% of the volume weighted average market price of the Company's Shares on the ASX, calculated over the last five days on which sales of the Shares are recorded before the date on which the issue is made (or if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last five days on which sales in the Shares are recorded before the date of the prospectus, product disclosure statement or offer information statement is signed) as is more particularly described in the Explanatory Memorandum".

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 9 by a 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 entity) or an Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing 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.

Resolution 10 – Ratification of issue of Performance Rights to 1620 Capital Pty Limited

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 50,000,000 Performance Rights to 1620 Capital Pty Limited on 13 August 2018 on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of 1620 Capital Pty Limited or an Associate of 1620 Capital Pty Limited. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing 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.

Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

A handwritten signature in black ink, appearing to read 'B. Dickson', written in a cursive style.

Brett Dickson

Finance Director and Company Secretary

Dated: 16 October 2018

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, in person, by post, by email or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

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. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1 and 4 to 7 if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
 - A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chairman of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chairman of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
 - Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chairman of the Meeting may change his voting intention, in which case an ASX announcement will be made.
 - Proxies must be received by **12.30pm (WST) on 28 November 2018**. Proxies received after this time will be invalid. Proxies may be lodged using any of the following methods:
 - **Online:** www.securitytransfer.com.au
 - **By mail:**
Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007
Australia
 - **In person:**
Security Transfer Australia Pty Ltd
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000, Australia
 - **By email:**
registrar@securitytransfer.com.au
 - **By facsimile:** +61 8 9315 2233
- For all enquiries call 1300 992 916 (inside Australia) or +61 3 9628 2200 (outside Australia)

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (WST) on 28 November 2018.

Oro Verde Limited

ABN 84 083 646 477

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The Board is required to lay before the Meeting the consolidated annual financial report of the Company for the financial year ended 30 June 2018, together with the Directors' report (including the Remuneration Report) and the Auditor's Report on the financial report. No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions, and to make comments on the reports and on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to: the conduct of the audit; the preparation and content of the independent audit report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

A copy of the Company's 2018 Annual Report is available on the ASX website or at <http://oroverde.com.au/index.php/annual-reports/>.

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2018 Annual Report be adopted.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

Shareholders are entitled to vote on the question as to whether the Remuneration Report is to be adopted. However, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Meeting.

Under the Corporations Act, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2017 did not receive a vote of more than 25% against its adoption at the Company's 2017 annual general meeting held on 22 November 2017. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Resolution 2 – Re-election of Mr Brett Dickson as a Director

Pursuant to Clause 13.2 of the Company's Constitution, Brett Dickson, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Dickson has a successful corporate career focusing on the start-up, restructuring, management, growth and financing of emerging publicly listed exploration and mining companies. This experience ranges through a spectrum of activities; from capital and debt raisings, corporate restructuring and stock exchange listings. He has been a director of, and involved in the executive management of, a number of publicly listed resource companies with operations in Australia, Finland, the Ukraine, Laos, Papua New Guinea, South Africa, Chile and Mexico. Mr Dickson is also a director and company secretary of ASX listed company, Rox Resources Limited, and Chief Financial Officer and Company Secretary of Azure Minerals Limited.

Mr Dickson has a Bachelor's degree in Economics and Finance and is a Fellow of the Australian Society of Certified Practising Accountants and the Australian Governance Institute.

Mr Dickson was first appointed to the Board as a Director on 21 November 2014.

The Board considers that Mr Dickson, if re-elected, will continue to be classified as a non-independent director, due to his executive position with the Company as its Company Secretary and Finance Director.

The members of the Board (other than Mr Dickson) support the re-election of Mr Dickson and recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Re-election of Dr Bradford Farrell as a Director

Pursuant to Clause 13.2 of the Company's Constitution, Bradford Farrell, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Dr Farrell has over 40 years' experience in resource exploration and senior project management and evaluation. During this time, he has managed numerous and extensive exploration programs within Australia and overseas for a variety of mineral commodities for both major and junior exploration companies. Some of these programs have resulted in significant discoveries, which are currently in production or will see future production. Dr Farrell was a founding director and the chairman of ASX listed companies, Sun Resources Limited and Basin Minerals Limited.

Dr Farrell has a Bachelor of Science (Honour Economic Geology), Masters of Science and a Ph.D. He is a Fellow of the Australian Institute of Mining and Metallurgy, a Chartered Professional Geologist of that body, Member of Mineral Industry Consultants Association, a Member of the Institution of Mining and Metallurgy and a Chartered Engineer of that body.

Dr Farrell was first appointed to the Board as a Director on 8 August 2011. The Board considers that Dr Farrell, if re-elected, will continue to be classified as a non-independent director, due to his executive position as Technical Director of the Company during the period 2011 to 2014.

The members of the Board (other than Dr Farrell) support the re-election of Dr Farrell and recommend that Shareholders vote in favour of Resolution 3.

Resolutions 4 to 7 – Approval to issue Shares to Directors under Directors' Share Plan

In 2015, the Board established the Directors' Share Plan, to enable to the Company to issue Shares to Directors in lieu of Directors' fees, in order to retain cash reserves.

Resolutions 4 to 7 inclusive seek Shareholder approval for the Company to issue an aggregate of up to \$130,000 worth of Shares to Directors (or their nominee(s)), in lieu of Directors' fees for the period 1 July 2018 to 30 June 2019 (**Director Shares**). The Director Shares will be issued within 12-months of the date of the Meeting, for each of the quarters ended 30 September 2018, 31 December 2018, 31 March 2019 and 30 June 2019 subject to the relevant Director agreeing to be paid all or part of his fees by way of the issue of Director Shares, rather than cash consideration.

The Director Shares will be issued for nil cash consideration, but will be issued at a deemed issue price that will be not less than volume weighted average sale price of Shares on ASX during the 90 days prior to the expiration of the

relevant quarter in which the fees were incurred.

The actual number of Director Shares issued will depend on the deemed issue price at the time the Director Shares are issued and who the Director Shares are issued to (that is, which Directors agree to all or part of their Director fees being satisfied by the issue of Director Shares, rather than in cash). However, the maximum number of Director Shares that may be issued under Resolutions 4 to 7 is 26,000,000, with the maximum number for each Director set out in the table below.

Listing Rule 10.14 requires Shareholder approval by ordinary resolution for any issue of securities by a listed company to a related party under an employee incentive scheme. Accordingly, Shareholders are required to approve the proposed issue of Director Shares under the Directors' Share Plan to the Directors.

The following information in relation to the Director Shares it is proposed be issued to the Directors the subject of Resolutions 4 to 7 inclusive is provided to Shareholders for the purposes of Listing Rule 10.15:

	Resolution 4	Resolution 5	Resolution 6	Resolution 7								
Identity of person to be issued Director Shares	Wolf Martinick, a Director, or his nominee(s).	Bradford Farrell, a Director, or his nominee(s).	Anthony Rovira, a Director, or his nominee(s).	Brett Dickson, a Director, or his nominee(s).								
Maximum number of securities that may be acquired, including the formula for calculating the number of securities to be issued	<p>The maximum number of Director Shares that may be issued to each Director under each of Resolutions 4 to 7 is set out below.</p> <p>The number of Director Shares issued under each of Resolutions 4 to 78 will be determined by dividing the Director fee that the Company has agreed to pay each Director (as set out below) by the deemed issue price which will be calculated in accordance with the formula set out under the heading "Price" in this table below.</p> <table border="1"> <tr> <td>Maximum number of Director Shares that may be issued: 8,000,000</td> <td>Maximum number of Director Shares that may be issued: 6,000,000</td> <td>Maximum number of Director Shares that may be issued: 6,000,000</td> <td>Maximum number of Director Shares that may be issued: 6,000,000</td> </tr> <tr> <td>Value of Director fees: \$40,000</td> <td>Value of Director fees: \$30,000</td> <td>Value of Director fees: \$30,000</td> <td>Value of Director fees: \$30,000</td> </tr> </table>				Maximum number of Director Shares that may be issued: 8,000,000	Maximum number of Director Shares that may be issued: 6,000,000	Maximum number of Director Shares that may be issued: 6,000,000	Maximum number of Director Shares that may be issued: 6,000,000	Value of Director fees: \$40,000	Value of Director fees: \$30,000	Value of Director fees: \$30,000	Value of Director fees: \$30,000
Maximum number of Director Shares that may be issued: 8,000,000	Maximum number of Director Shares that may be issued: 6,000,000	Maximum number of Director Shares that may be issued: 6,000,000	Maximum number of Director Shares that may be issued: 6,000,000									
Value of Director fees: \$40,000	Value of Director fees: \$30,000	Value of Director fees: \$30,000	Value of Director fees: \$30,000									
Price	<p>The Director Shares will be issued for nil cash consideration, as they will be issued in lieu of fees for the period 1 July 2018 to 30 June 2019.</p> <p>The Director Shares will have a deemed issue price that is not less than the volume weighted average sale price of Shares on ASX during the 90 days before the expiration of the corresponding calendar quarter in which the Directors' fees were incurred.</p>											
Names of all persons who received securities under the Director Share Plan since last approval, and acquisition price	<p>The following persons referred to in Listing Rule 10.14 have received securities under the Director Share Plan since approval was last received at the Company's 2017 annual general meeting held on 22 November 2017:</p> <p>Wolf Martinick 1,613,760 Director Shares</p> <p>Inkjar Pty Ltd(a company controlled by Bradford Farrell) 1,768,868 Director Shares</p>											
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the Directors' Share Plan	<p>The persons referred to in Listing Rule 10.14 entitled to participate in the Director Share Plan are each of the Directors of the Company, Wolf Martinick, Bradford Farrell, Anthony Rovira and Brett Dickson (or when determined by the Board, their nominee(s)).</p>											
Voting exclusion statement.	<p>A voting exclusion statement in relation to Resolutions 4 to 7 is included in the Notice.</p>											
Terms of any loan in relation to the acquisition.	<p>No loan has been provided to any of the Directors in relation to the issue of the Director Shares.</p>											
Date by which the securities will be issued.	<p>The Director Shares the subject of each of Resolutions 4 to 7 will be issued no later than 12-months after the date of the Meeting (or such later date as permitted by any ASX waiver of the Listing Rules).</p>											

	The Director Shares will be issued after each of the quarters ended 30 September 2018, 31 December 2018, 31 March 2019 and 30 June 2019, according to the fees owing to each of the Directors at that time, and subject to the Director agreeing to be paid all or part of their fees by way of the issue of Director Shares, rather than cash consideration. However, in relation to the fees incurred for the quarter ended 30 September 2018, those Director Shares will be issued as soon as practicable after the Meeting to those Directors who agree to be paid all or part of their fees for that quarter by way of the issue of Director Shares, rather than cash consideration.
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If approval is given for the issue of the Director Shares under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act 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 benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Directors is a related party of the Company.

One of the nominated exceptions referred to in paragraph (a) above is where the financial benefit is remuneration to a related party as an officer or employee of the company, and to give the remuneration would be reasonable given the circumstances of the public company, and the related party's circumstances (including the responsibilities involved in the office or employment). As the proposed issue of Director Shares to each of the Directors replaces the payment of fees in cash to each Director for a twelve-month period, the Board considers that the issue of the Director Shares is a benefit that constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act. Accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act.

Resolution 8 – Approval of Additional 10% Placement Capacity

Background

In addition to a company's 15% placement capacity under Listing Rule 7.1, an "eligible entity" which has obtained Shareholder approval for the purposes of Listing Rule 7.1A via a special resolution may issue, or agree to issue, Equity Securities up to 10% of its issued share capital over a 12-month period after the annual general meeting at which the approval is sought (**Additional 10% Placement Capacity**).

An entity will be an "eligible entity" able to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity is not included in the S&P ASX 300 Index.

The Company has a market capitalisation of approximately \$6.22 million as at 15 October 2018 and is an eligible entity for the purposes of Listing Rule 7.1A.

Resolution 8 seeks Shareholders' approval to issue, or agree to issue, additional Equity Securities under the Additional 10% Placement Capacity. The approval of the Additional 10% Placement Capacity provides greater flexibility for the Board to issue, or agree to issue, Shares in the 12-month period following the Meeting. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company's exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

If passed, Resolution 8 will allow the Company to issue, or agree to issue, Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.1A

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has quoted Shares on issue. As at the date of this Notice, the Company has 1,555,678,533 Shares on issue and therefore, subject to Shareholders

approving Resolution 8, 155,567,853 Equity Securities may be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

(A x D) – E

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in 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 Shares issued in the 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the Company's 15% placement capacity without Shareholder approval; and
 - (d) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

Shareholders will be kept fully informed of any issue of Equity Securities under the Additional 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.5A (such as details of dilution of existing Shareholders) in addition to information required by Listing Rule 7.1A.4, Appendix 3B and any other applicable listing rules. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		Issue Price at half the current market price \$0.002	Issue Price at current market price \$0.004	Issue Price at double the current market price \$0.008
Current Variable 'A' 1,555,678,533 Shares	Shares issued	155,567,853	155,567,853	155,567,853
	Funds raised	\$311,136	\$622,271	\$1,244,543
	Dilution	10%	10%	10%
50% increase in current Variable 'A' 2,333,517,799 Shares	Shares issued	233,351,779	233,351,779	233,351,779
	Funds raised	\$466,704	\$933,407	\$1,866,814
	Dilution	10%	10%	10%
100% increase in current variable 'A' 3,111,357,066 Shares	Shares issued	311,135,706	311,135,706	311,135,706
	Funds raised	\$622,271	\$1,244,543	\$2,489,086
	Dilution	10%	10%	10%

Note: The table above assumes:

- (a) No Options are exercised before the date of the issue of the Equity Securities.
- (b) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in

order to be passed.

Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

<p>Minimum price</p>	<p>The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed; or (b) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
<p>Potential risk of economic and voting dilution</p>	<p>If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, Shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such issue, will have their existing interest and voting power in the Company diluted. There is also a risk that:</p> <ul style="list-style-type: none"> (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or (c) the Equity Securities may be issued for non-cash consideration, which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity. <p>The table above on page 5 shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.</p> <p>The table shows:</p> <ul style="list-style-type: none"> (a) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%; (b) examples of where the issue price of ordinary securities is the current market price as at close of trade on 15 October 2018, being \$0.004, (current market price), where the issue price is halved, and where it is doubled; and (c) that the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
<p>Timing of potential issues</p>	<p>Approval of the Additional 10% Placement Capacity will be valid during the period (Additional Placement Period) from the date of the Meeting and will expire on the earlier of:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the Meeting; and (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
<p>Purpose of potential issues</p>	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> (a) If Equity Securities are issued for cash consideration, the Company intends to use the funds for exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital; and (b) If Equity Securities are issued for non-cash consideration to acquire access to strategic tenements or assets identified by the Company to further existing projects and future growth. If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation

	<p>under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.</p> <p>The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:</p> <ul style="list-style-type: none"> (a) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer; (b) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities; (c) the financial situation and solvency of the Company; and (d) advice from its professional advisers, including corporate, financial and broking advisers (if applicable). <p>The persons to whom Shares will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.</p>
Previous approvals under Listing Rule 7.1A	<p>The Company previously obtained Shareholder approval under Listing Rule 7.1A on 22 November 2017. In the 12 months preceding the date of the Meeting, the Company has issued 1,120,382,628 Equity Securities which represents 112% of the total number of Equity Securities on issue at the commencement of that 12-month period. Annexure A sets out information in relation to each issue of Equity Securities in the 12 months preceding the date of the Meeting.</p>
Voting exclusion statement	<p>A voting exclusion statement is included in the Notice in relation to Resolution 8. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, therefore no existing security holders' votes would be excluded under the voting exclusion statement included in this Notice.</p>

Resolution 9 – Approval to issue Shares

Resolution 9 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of a maximum of 200,000,000 Shares at an issue price of not less than 80% of the volume weighted average market price of the closing sale price of the Company's Shares on the ASX, calculated over the last five days on which sales of the Shares are recorded immediately preceding the date of issue (or, if there is a prospectus, product disclosure statement or offer information statement relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus, product disclosure statement or offer information statement is signed).

ASX Listing Rule 7.1 broadly provides that a company must not, subject to certain exceptions, issue during any 12-month period any equity securities or other securities with rights of conversion to equity if the number of those securities exceeds 15% of the total ordinary securities on issue at the commencement of that 12-month period. However, where shareholders have previously approved the issue, those shares are not taken into account in the calculation of the 15% threshold. The Company seeks approval for the purposes of Listing Rule 7.1 to give it the flexibility to issue these Shares to further advance the Company's exploration programs in Nicaragua.

The effect (on an undiluted basis) on the capital structure of the Company if all 200,000,000 Shares are issued can be summarised as follows (there will be no change to the number of Options or Performance Rights on issue):

Shares	Number	Percentage of Shares based on total Shares upon completion of Share issue being 100%
Shares currently on issue	1,555,678,533	88.6%
Shares that may be issued under Resolution 9	200,000,000	11.4%
Total Shares if all Shares the subject of Resolution 9 are issued	1,755,678,533	100.00%

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

Maximum number of securities	The maximum number of Shares the Company can issue is 200,000,000.
The date by which the Company will issue the securities	The Company will issue the Shares no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
The issue price of the securities	The Shares will be issued at a price not less than 80% of the volume weighted average market price of the closing sale price of Shares on the ASX, calculated over the last five days on which sales of the Shares are recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus).
The names of the persons to whom the Company will issue the securities (if known) or the basis upon which those persons will be identified or selected	The Shares will be issued to applicants to be determined by the Directors. No decision has, as yet, been made by the Directors in respect of determining the identity of the persons to whom Shares will be issued, other than that none of the persons will be related parties of the Company (which would require separate Shareholder approval).
The terms of the securities	The Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue.
The intended use of the funds raised	The funds raised by the issue will be used to further advance the Company's exploration programs in Nicaragua and the acquisition of new projects (should suitable assets be found).
The issue date	The Shares may be issued on one date or progressively as required.
Voting exclusion statement	A voting exclusion statement is included in the Notice in relation to Resolution 9.

Resolution 10 – Ratification of issue of Performance Rights to 1620 Capital Pty Limited

Background

As announced to ASX on 2 August 2018, 1620 Capital Pty Limited ACN 615 639 891 (**1620 Capital**) was appointed as a Corporate Adviser to the Company.

1620 Capital is a boutique corporate advisory firm with an extensive network of contacts throughout Africa in the mining sector. As the Company's Corporate Adviser, 1620 will, amongst other activities, assist the Company in the identification of mining and exploration projects and provide ongoing understanding and analyses of project opportunities, as well as identification of strategic options for the Company.

As consideration for the appointment of 1620 Capital, the Company issued 50,000,000 Performance Rights to 1620 Capital on 13 August 2018 as follows:

- 15,000,000 Performance Rights, which vest if the Company's Share price is equal to or higher than \$0.01 per Share for a minimum of 10 consecutive Trading Days (Class A Performance Rights);
- 15,000,000 Performance Rights, which vest if the Company's Share price is equal to or higher than \$0.015 per Share for a minimum of 10 consecutive Trading Days (Class B Performance Rights); and
- 20,000,000 Performance Rights, which vest if the Company's Share price is equal to or higher than \$0.02 per Share for a minimum of 10 consecutive Trading Days (Class C Performance Rights).

Upon satisfaction of the vesting condition, each Performance Right will automatically vest and be converted to one Share. The Performance Rights will lapse if they have not converted to Shares by 13 August 2020 or in the circumstances outlined in paragraphs (f) and (g) of the terms and conditions set out in Annexure B.

Listing Rules 7.4 and 7.5

As noted above, Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further securities up to 15% of the issued capital of the Company without requiring Shareholder approval.

Resolution 10 seeks ratification under Listing Rule 7.4 of the issue of the 50,000,000 Performance Rights to 1620 Capital.

The following information is provided to Shareholders in relation to Resolution 10 for the purposes of Listing Rule 7.5:

The number of securities issued	50,000,000 Performance Rights were issued.
The price at which the securities were issued	The Performance Rights were issued for nil cash consideration, but in consideration for securing the services of 1620 Capital as the Company's Corporate Adviser.
The terms of the securities	The terms and conditions of the Performance Rights are set out in Annexure B.
The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	1620 Capital Pty Ltd
The use (or intended use) of the funds raised	No funds were raised by the issue of the Performance Rights as they were issued in consideration for securing the services of 1620 Capital as the Company's Corporate Adviser. The services that will be provided by 1620 Capital to the Company are described above under the heading 'Background'.
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 10.

Glossary

\$ means Australian dollars.

1620 Capital means 1620 Capital Pty Limited ACN 615 639 891.

Accounting Standards has the meaning given to that term in the Corporations Act.

Additional 10% Placement Capacity has the meaning set out on page 4 of the Explanatory Memorandum.

Additional Placement Period has the meaning set out on 6 of the Explanatory Memorandum.

Annexure A means the annexure to the Explanatory Memorandum marked A.

Annexure B means the annexure to the Explanatory Memorandum marked B.

Annual Report means the annual report of the Company for the year ended 30 June 2018.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time.

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2018.

Board means the Directors.

Chairman means the individual elected to chair any meeting of the Company from time to time.

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Oro Verde Limited ABN 84 083 646 477.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means the directors' report set out in the Annual Report for the year ended 30 June 2018.

Director Shares means Shares issued under the Directors' Share Plan.

Directors' Share Plan means the Oro Verde Directors' Share Plan.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Option means an option to acquire a Share.

Performance Right means a conditional right to acquire a Share on the terms and conditions set out in Annexure B.

Remuneration Report means the remuneration report set out in the Annual Report for the financial year ended 30 June 2018.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page 1 of the Explanatory Memorandum.

Spill Resolution the meaning set out on page 1 of the Explanatory Memorandum.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Australian Western Standard Time.

Annexure A – Equity Securities issued by the Company during the 12 months preceding the Meeting

Date of issue	Type of Equity Securities	No. issued	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Issue price	Discount to market price at time of issue (if any)	Amount of cash consideration, amount of cash spent, use of cash and intended use for remaining amount of cash (if any)	Non-cash consideration and current market value of non-cash consideration
15/12/2017	Options	47,000,000	The options are exercisable at \$0.013 and expire on 30 November 2020.	The options were issued to Directors (or their nominees) and employees of the Company. The options issued to Directors were issued to: Anthony Rovira (10,000,000) Inkjar Pty Ltd (a company controlled by Bradford Farrell) (10,000,000) Brett Dickson (5,000,000) Georgina Dickson (B Dickson nominee) (5,000,000) Wolf Martinick (10,000,000)	Nil	N/A	N/A	The options were issued as incentive options to Directors and employees. The current value of the options based on a Binomial valuation conducted on 5/10/2018 is \$0.0011 per option (\$51,700 in total).
08/02/2018	Shares	410,930	The Shares rank equally with all other fully paid ordinary shares on issue	The Shares were issued to Wolf Martinick	\$0.0086 (deemed)	4.44%	N/A	The Shares were issued in lieu of cash remuneration to Directors for the period ended 31 December 2017 under the Directors' Share Plan. The current value of the Shares is \$1,644 based the closing market price of Shares on 15 October 2018.
31/05/2018	Shares	110,000,000	The Shares rank equally with all other fully paid ordinary shares on issue	The Shares were issued to sophisticated investors who participated in Tranche 1 of the placement announced on 28 May 2018.	\$0.0025	16.67%	Amount of cash consideration: \$275,000 Amount of cash spent: \$275,000 Use of cash: Administrative expenses	N/A
25/07/2018	Shares	570,000,000	The Shares rank equally with all other fully paid ordinary shares on issue	The Shares were issued to sophisticated investors who participated in Tranche 2 of the placement announced on 28 May 2018.	\$0.0025		Amount of cash consideration: \$1,425,000	N/A

							<p>Amount of cash spent: \$325,000</p> <p>Use of cash: Loan Repayment, expenses of the issue and exploration expenses.</p> <p>Intended use of remaining cash: The remaining \$1,100,000 is intended to be used for exploration expenses and acquisition of new projects.</p>	
25/07/2018	Options	340,000,000	The options are exercisable at \$0.0075 and expire on 31 July 2021	The options were issued to sophisticated investors who participated in Tranche 1 and Tranche 2 of the placement announced on 28 May 2018.	Nil	N/A	N/A	<p>The options were issued as free attaching options to participants in the placement announced on 28 May 2018 on the basis of one option for every two Shares subscribed for.</p> <p>The current value of the options based on a Binomial valuation conducted on 5/10/2018 is \$0.0019 per option (\$646,000 in total).</p>
13/08/2018	Performance Rights	50,000,000	<p>15,000,000 performance rights vest if the Company's Share price is equal to or higher than \$0.01 per Share for a minimum of 10 consecutive Trading Days (Class A Performance Rights).</p> <p>15,000,000 performance rights vest if the Company's Share price is equal to or higher than \$0.015 per Share for a minimum of 10 consecutive Trading Days (Class B Performance Rights).</p> <p>20,000,000 performance rights vest if the</p>	1620 Capital Pty Ltd	Nil	N/A	N/A	<p>The performance rights were issued in consideration for the appointment of 1620 Capital Pty Ltd as the Company's Corporate Adviser.</p> <p>The current value of the performance rights based on a Binomial valuation conducted on 5/10/2018 is \$0.009 per right (\$450,000 in total).</p>

			<p>Company's Share price is equal to or higher than \$0.02 per Share for a minimum of 10 consecutive Trading Days (Class C Performance Rights).</p> <p>Upon satisfaction of the vesting condition, each performance right will automatically vest and convert to one Share.</p> <p>The Performance Rights will lapse if not converted before 13 August 2020 or in the circumstances outlined in paragraphs (f) and (g) of the terms and conditions set out in Annexure B.</p>					
27/08/2018	Shares	2,971,698	The Shares rank equally with all other fully paid ordinary shares on issue	The Shares were issued to: Wolf Martinick - 1,202,830 Bradford Farrell (Inkjar Pty Ltd) – 1,768,888	\$0.00424 (deemed)	15.2%	N/A	The Shares were issued in lieu of cash remuneration to Directors for the period ended 30 June 2018 under the Directors' Share Plan. The current value of the Shares is \$11,887 based on the closing market price of Shares on 15 October 2018.

Annexure B – Terms and Conditions of Performance Rights

- (a) (Vesting Condition): the Vesting Condition for the Performance Rights are as follows:
- (i) Class A Performance Rights: in the event that the Oro Verde Limited (“OVL” or “the **Company**”) share price is equal to or higher than 1 cent per share for a minimum of 10 consecutive trading days, the Vesting Condition of 15,000,000 Performance Rights shall be deemed satisfied;
 - (ii) Class B Performance Rights: in the event that the Company share price is equal to or higher than 1.5 cents per share for a minimum of 10 consecutive trading days, the Vesting Condition of 15,000,000 Performance Rights shall be deemed satisfied;
 - (iii) Class C Performance Rights: in the event that the Company share price is equal to or higher than 2 cents per share for a minimum of 10 consecutive trading days, the Vesting Condition of 20,000,000 Performance Rights shall be deemed satisfied;
- (b) (Vesting): Upon the Vesting Condition being satisfied, the Company shall notify the holder in writing that the relevant Performance Rights have vested (**Vested Performance Rights**).
- (c) (Consideration): The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights.
- (d) (Automatic Vesting): Upon satisfaction of the Vesting Condition, each Performance Right will automatically vest into one (1) fully paid ordinary share of the Company (“**Share**” or “**Shares**”).
- (e) (Lapse of a Performance Right): A Performance Right will lapse upon the earlier to occur of:
- (i) two (2) years from the date that the Performance Right is granted to the holder;
 - (ii) the Performance Right lapsing in accordance with rule (f); or
 - (iii) the Performance Right lapsing in accordance with a provision of rule (g).
- (f) (Fraudulent or dishonest action): If a holder ceases to be Corporate Advisor to the Company in circumstances where the cessation or termination is specifically referenced to the holder having been found to have acted fraudulently or dishonestly in the performance of their duties, then:
- (i) the board of directors of the Company (the “**Board**”) must deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
 - (ii) any Performance Rights that have vested will continue in existence in accordance with their terms of issue and any Shares issued on vesting will remain the property of the holder.
- (g) (Ceasing to be an Eligible Person): If a holder ceases to be Corporate Advisor to the Company in circumstances where the cessation or termination arises because:
- (i) the holder terminates the appointment;
 - (ii) the holder willfully breaches the terms of the appointment of the holder; or
 - (iii) the directors of the holder are convicted of a criminal offence which, in the reasonable opinion of the Company, might tend to injure the reputation or the business of the Company,
- then:
- (i) the Board must deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
 - (ii) any Performance Rights that have vested will continue in existence in accordance with their terms of issue and any Shares issued on vesting will remain the property of the holder.
- (h) (Share ranking): All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares of the same class.
- (i) (Listing of Shares on ASX): The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (j) (Transfer of Performance Rights): A Performance Right is not transferable.
- (k) (Participation in new issues): There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (l) (Adjustment for bonus issue): If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.

- (m) (Adjustment for reconstruction): If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the Vesting Condition) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) (Dividend and Voting Rights): A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.



ORO VERDE LIMITED

ACN: 083 646 477

REGISTERED OFFICE:

LEVEL 1
34 COLIN STREET
WEST PERTH WA 6005



«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:

Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

OVL

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 12.30pm WST on Friday 30 November 2018 at The Celtic Club, 48 Ord Street, West Perth WA 6005 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, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6 and 7 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, 4, 5, 6 and/or 7 by marking the appropriate box in Section B below.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. Non Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval to issue shares to Mr Dickson under Directors' Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Brett Dickson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Dr Bradford Farrell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval to issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to issue shares to Dr Martinick under Directors' Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Ratification of issue of Performance Rights to 1620 Capital Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to issue shares to Dr Farrell under Directors' Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval to issue shares to Mr Rovira under Directors' Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 12.30pm WST on Wednesday 28 November 2018.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. 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 of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

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530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

