



ABN 99 107 541 453

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Thursday, 30 November 2017

Time of Meeting

1.00 pm (WST)

Place of Meeting

Ground Floor, London House
216 St Georges Terrace
Perth WA 6000

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Vector Resources Limited (**Vector** or the **Company**) will be held on Thursday, 30 November 2017, commencing at 1.00pm (WST) at Ground Floor, 216 St Georges Terrace, Perth, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2017, together with the reports by directors and auditors thereon.

To consider and, if thought fit, pass the following resolutions as **ordinary resolutions**:

Resolution 1: Adoption of Remuneration Report

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2017 Annual Report for the financial year ended 30 June 2017 be adopted.

Note: The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2: Re-election of Director (Mr M Hendriks)

That, Mr Michael Hendriks, being a Director of the Company who retires by rotation in accordance with Clause 6.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 3: Re-election of Director (Mr J Brewer)

That, for the purpose of clause 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Jason Brewer, a Director, having been appointed on 16 January 2017 and holding office until this annual general meeting, and being eligible, is re-elected as a Director.

SPECIAL BUSINESS

Resolution 4: Ratification of Prior Issue of Shares

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 157,472,151 Shares at an issue price of \$0.005 each on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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 5: Approval for Future Issue of 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 for all other purposes, approval is given for the Directors to issue up to 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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 6: Issue of Equity Awards to Directors under the Vector Employee Incentive Plan (EIP)

To consider and, if thought fit, to pass each of the following resolutions as a separate **ordinary resolution**:

6.1 Non-Executive Chairman – Gary Castledine

That for the purposes of ASX listing rule 10.14, approval be given to the grant of 6,000,000 Performance Rights to the Non-Executive Chairman, Mr Gary Castledine or his nominee, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.

6.2 Non-Executive Director – Michael Hendriks

That for the purposes of ASX listing rule 10.14, approval be given to the grant of 6,000,000 Performance Rights to the Executive Director, Mr Michael Hendriks or his nominee, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.

6.3 Non-Executive Director – Jason Brewer

That for the purposes of ASX listing rule 10.14, approval be given to the grant of 6,000,000 Performance Rights to the Non-Executive Director, Mr Jason Brewer or his nominee, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.

6.4 Non-Executive Director – Neville Bassett

That for the purposes of ASX listing rule 10.14, approval be given to the grant of 6,000,000 Performance Rights to the Non-Executive Director, Mr Neville Bassett or his nominee, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.

ASX Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by:

- (i) Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett being the current directors of the Company, and eligible to participate in the EIP; and
- (ii) an associate of those persons.

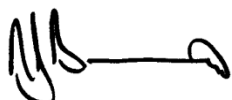
However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) 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.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 28 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'N J Bassett', followed by a horizontal line and a small flourish at the end.

N J Bassett
Company Secretary
16 October 2017

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the annual general meeting of Shareholders to be held at Ground Floor, 216 St Georges Terrace, Perth, Western Australia on Thursday, 30 November 2017 at 1.00pm (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. 2017 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Annual Report will be tabled at the Meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Annual Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Grant Thornton Audit Pty Ltd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at www.vectorres.com.au

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

3.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2017 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Voting consequences

If at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3.3 Voting prohibition

Under sections 250R(4) and (5) of the Corporations Act, Key Management Personnel and their Closely Related Parties may not vote on Resolution 1 and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy.

The Chairperson will use any such proxies to vote in favour of Resolution 1.

3.4 Directors' recommendation

The Directors decline to make a recommendation on how Shareholders should vote in respect of Resolution 1 as they each hold a material personal interest in the outcome of the Resolution.

4. RE-ELECTION OF DIRECTOR – Resolution 2

Resolution 2 relates to the re-election of Mr Michael Hendriks as a Director.

In accordance with the requirements of clause 6.3 of the Constitution and the Corporations Act, one-third of the Directors of the Company retire from office at this Meeting. Mr Michael Hendriks retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Hendriks is provided in the Annual Report.

All the Directors, except for Mr Hendriks, recommend that Shareholders vote in favour of Resolution 2.

5. RE-ELECTION OF DIRECTOR – Resolution 3

Resolution 3 relates to the re-election of Mr Jason Brewer as a Director.

Pursuant to clause 6.3 of the Constitution, the Directors may appoint any person as a Director either to fill a casual vacancy or as an additional Director. However, under clause 6.3 of the Constitution, any such appointment concludes at the next general meeting of the Company following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

The Board appointed Mr Brewer as non-executive Director of the Company on 16 January 2017.

A summary of the qualifications and experience of Mr Brewer is provided in the Annual Report.

All the Directors, except for Mr Brewer, recommend that Shareholders vote in favour of Resolution 3.

6. RATIFICATION OF PRIOR ISSUE OF SHARES – Resolution 4

6.1 General

On 13 July 2017, the Company announced the completion of a capital raising of \$787,360 through the issue of 157,472,151 Shares at an issue price of \$0.005 per Share.

The Company issued the Shares without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 157,472,151 Shares were issued;
- (b) the issue price per Share was \$0.005;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors pursuant to section 708 of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) Funds raised will be used to accelerate the drilling program at the Maniema Gold Project, due diligence costs on potential resource project acquisitions and general working capital.

7. APPROVAL FOR FUTURE ISSUE OF SHARES – Resolution 5

7.1 General

Resolution 5 seeks Shareholder approval for the issue of up to 100,000,000 Shares. The capital raising will be undertaken via the issue of Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act.

The Company intends to use the funds from the capital raising towards progressing the Company's Maniema Gold Project (including resource definition drilling, assaying and test work), the identification of new project opportunities in the resource sector, costs of the offer and for additional working capital. The level and nature of work undertaken on the Maniema Gold Project will be dependent on the results of first pass drilling.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Directors to issue the Shares comprising the capital raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the placement:

- (a) the maximum number of Shares to be issued is 100,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur progressively;
- (c) the Shares will be issued at a price of at least 80% of the average market price of the Company's shares as traded on ASX over the 5 day period on which sales in the Company's

shares are recorded preceding the date of issue of the Shares or, if the Shares are offered pursuant to a prospectus, at least 80% of the volume weighted average market price of the Company's shares as traded on the ASX over the 5 day period on which sales in the Company's shares are recorded preceding the date of issue of the prospectus;

- (d) the placement will be made at the discretion of the Directors. It is intended that the allottees will be sophisticated and professional investors pursuant to section 708 of the Corporations Act. No related party of the Company will be permitted to participate in the capital raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the capital raising towards progressing the Company's Maniema Gold Project (including resource definition drilling, assaying and test work), the identification of new project opportunities in the resource sector, costs of the offer and for additional working capital.

8. ISSUE OF EQUITY AWARDS TO DIRECTORS (Resolution 6)

8.1 Introduction

Resolution 6 seeks Shareholder approval for the granting of:

- a) 6,000,000 Performance Rights to the Non-Executive Chairman, Mr Gary Castledine or his nominee, under the EIP;
- b) 6,000 000 Performance Rights to the Non-Executive Director, Mr Michael Hendriks or his nominee, under the EIP;
- c) 6,000,000 Performance Rights to the Non-Executive Director, Mr Jason Brewer or his nominee, under the EIP; and
- d) 6,000,000 Performance Rights to the Non-Executive Director, Mr Neville Bassett or his nominee, under the EIP.

8.2 Why Shareholder approval is being sought

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolutions 6.1 to 6.4 is to have Shareholders approve the proposed grant of Performance Rights to the Company's Directors, Mr Gary Castledine, Mr Michael Hendriks, Mr Jason Brewer and Mr Neville Bassett or their nominees pursuant to the Company's employee share scheme, the Vector Employee Incentive Plan (the **EIP**), which was approved by Shareholders in general meeting on 29 March 2017.

8.3 Grant of EIP Interests to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett

The role and responsibilities of these Directors is material to the success of the Company.

The Board is aware that the ASX Corporate Governance Guidelines discourage participation in equity incentive schemes by Non-executive Directors.

The Board has determined that the anticipated time commitment, contacts and skills of the Non-executive Directors cannot be adequately remunerated by a conventional fee for service basis and believe that an equity incentive linked to pre-determined performance criteria will provide the best possible alignment of Board and shareholder interests, all things considered.

As outlined previously, Shareholder approval must be sought, in accordance with ASX Listing Rule 10.14, for the grant of EIP Interests to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett.

The Board has concluded that the remuneration for Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett (including the proposed grants of EIP Interests) are reasonable and appropriate having regard to the circumstances of the Company and Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett's duties and responsibilities.

8.4 Resolutions 6.1 to 6.4 – Issue of Performance Rights to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett

Maximum number of Performance Rights to be issued

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted is 24,000,000 as follows:

Mr Castledine or his nominee – 6,000,000
Mr Hendriks or his nominee – 6,000,000
Mr Brewer or his nominee – 6,000,000
Mr Bassett or his nominee – 6,000,000

Subject to satisfaction of vesting criteria, each Performance Right converts to one Share.

Value of Performance Rights

The average value of these Performance Rights determined applying a conventional binomial approximation pricing model is \$0.013 per Performance Right, based on the following inputs as at 16 October 2017:

Risk-free rate: 2.08% (Derived from the 3 year Commonwealth Treasury Bond Rate)
Historical Volatility: 128% (based on the Vector closing share price for the previous 12 months)
Closing Share Price: \$0.013 (closing ASX price on 16 March 2017)
Exercise Price: \$0.00
Dividend Yield: 0.00% (based on actual dividends paid in the previous 12 months)

Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett. Once the Vesting Conditions are met (or waived), the Performance Rights will be automatically exercised for nil consideration. Each Performance Right will convert to one Share.

Importantly, no value will be received by Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett if the Performance Rights lapse prior to the vesting date.

Vesting Dates and Conditions

The Vesting Date for the Performance Rights granted to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett will be one month after the performance conditions attaching to the Performance Rights has been fulfilled.

All Performance Rights will lapse 12 months after the relevant Vesting Date, unless lapsed earlier.

The Vesting Conditions for the Performance Rights is satisfaction of the following Performance Conditions and Service Condition:

Performance Conditions:

A Performance Right is a right to be issued a Share upon satisfaction of specified performance conditions and the expiry of a vesting period. The performance conditions that are required to be satisfied for the Performance Rights to vest and convert into Shares is as follows:

- (a) upon certification by an independent competent person on or before 31 December 2018 of a JORC Reported resource or reserve on the Maniema Project of at least 1,000,000 ounces of gold of which at least 25% is in the Indicated or better classification; or
- (b) upon certification by an independent competent person on or before 31 December 2018 of a JORC Reported resource or reserve on any project acquired and managed by Vector of at least 3,000,000 ounces of gold of which at least 25% is in the Indicated or better classification.

Service Condition:

Continuous employment, as defined in the EIP, from the grant date of the Performance Rights until the relevant Vesting Date, unless determined otherwise by the Directors.

Any Performance Rights which fail to meet the Vesting Conditions before the relevant Vesting Date shall immediately lapse.

8.5 Number of equity incentives issued under the EIP, persons entitled to participate in the EIP, the date that the Company will grant these equity securities and loans

The EIP, under which securities are proposed to be issued to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett, was adopted by shareholders on 29 March 2017. The Company has not previously issued or granted any securities under the EIP.

Subject to shareholder approval, it is anticipated that the EIP Interests will be granted to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett or their nominee shortly after the Meeting. Irrespective of these intentions, grants of EIP Interests approved by shareholders under this resolution will be issued within 12 months of the date of this Meeting.

In addition to Messrs Castledine, Hendriks, Brewer and Bassett, persons entitled to participate under the EIP includes any full time or permanent part time employee or officer or director of the Company or consultant of the Company or any related body corporate of the Company. At the date of this Notice, the Chief Executive Officer Mr Simon Youds, Senior Consulting Geologist Mr Peter Stockman and Chief Financial Officer Mr Andrew Steers are entitled to participate in the EIP.

Finally, no loan will be provided by the Company in relation to the grant or exercise of the EIP Interests proposed to be issued to Mr Castledine, Mr Hendriks, Mr Brewer and Mr Bassett.

8.6 Other Conditions

Unvested EIP Interests may, in certain circumstances, vest early in accordance with the terms of the EIP Rules, and any Leaver's Policy that may apply from time to time, as approved by the Board.

EIP Interests cannot be transferred, disposed of, or have a security interest imposed over them without Board consent.

Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of their EIP Interests during the vesting period.

If, in the Board's opinion Mr Castledine, Mr Hendriks, Mr Brewer or Mr Bassett have acted fraudulently or dishonestly or are in breach of their material obligations to the Company, the Board may determine that any or all of their EIP Interests which have not yet vested, lapse.

8.7 Directors' Recommendation

The Directors have a vested interest in the proposed issue of Performance Rights and therefore make no recommendation, however they note that the benefit, if any, from the grant of the Performance Rights will only flow if the performance milestone vesting conditions are met triggering the conversion of the Performance Rights, which would be value accretive to all Shareholders. The Directors also consider the quantum of Performance Rights to be reasonable in the circumstances.

As stated in the Notice of Meeting, any vote cast in respect of this resolution by a member of the Board or KMP or any person who participates in the issue of EIP Interests, and their respective associates, will be disregarded, except as stated in the Notice of Meeting.

9. DEFINITIONS

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual Report means the 2017 Annual Report of the Company for the financial year ending 30 June 2017.

ASX means ASX Limited ABN 98 008 624 691.

Board means the board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors' Report means the Directors' report in the Annual Report.

EIP means the Vector Employee Incentive Plan approved by shareholders on 29 March 2017.

Explanatory Statement means this Explanatory Statement.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the official listing rules of ASX.

Meeting means the meeting convened by the Notice of Meeting.

Notice or **Notice of Meeting** means the notice of annual general meeting which forms part of this Explanatory Statement.

Related Party has the meaning given to it in the Listing Rules.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Proxy Form means the proxy form accompanying the Notice.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Vector or the **Company** means Vector Resources Limited ABN 99 107 541 453.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

\$ means Australian dollars unless expressly stated otherwise.

PROXY FORM

The Secretary
Vector Resources Limited
PO Box 7315
Perth WA 6850

I/We (full name)

of _____
being a member(s) of Vector Resources Limited, hereby appoint as my/our proxy

of _____
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 1.00pm on Thursday, 30 November 2017 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – M Hendriks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – J Brewer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for Future Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 Issue of Equity Awards – G Castledine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Issue of Equity Awards – M Hendriks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Issue of Equity Awards – J Brewer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4 Issue of Equity Awards – N Bassett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairperson intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of

Usual Signature

2017.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2017.

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited or forwarded to the address provided below or sent by facsimile to that office on Fax: 08 6268 2699 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

Individual: where the holding is one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

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.

6. Important for Resolution 1:

If the Chairperson of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chairperson, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 1.00pm (WST) on 28 November 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Vector Resources Limited
Level 4, 216 St Georges Terrace,
Perth, WA 6000

By mail: Vector Resources Limited
PO Box 7315
Perth WA 6850

By fax: (08) 6268 2699

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