



ABN 99 107 541 453

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Friday, 30 November 2018

Time of Meeting

8.00 am (WST)

Place of Meeting

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

This page has been left blank intentionally.

NOTICE OF 2018 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 Friday, 30 November 2018, commencing at 8.00am (WST) at Ground Floor, 216 St Georges Terrace, Perth, Western Australia.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered at the Annual General Meeting.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements of the Company for the financial year ended 30 June 2018 together with the Director's Report and Audit Report and to provide Shareholders with the opportunity to raise any issues or ask any questions of the Directors.

RESOLUTION 1: ADOPTION OF THE REMUNERATION REPORT

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

"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 2018 be adopted."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – GARY CASTLEDINE

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

"That, for the purpose of clause 6.3 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Gary Castledine, a director who retires by rotation and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 3: APPROVAL OF ADDITIONAL PLACEMENT UNDER ASX LISTING RULE 7.1A:

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

"That in accordance with ASX Listing Rule 7.1A, and for all other purposes, approval be given for the Company to issue Equity Securities up to 10% of the issues capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by any 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 in the capacity as a holder of ordinary securities in the Company), or any associates of that person (or 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.

IMPORTANT INFORMATION

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

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 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person

To vote in person, attend the Annual General Meeting on the date and the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's vote, the in accordance with section 249X(3) of the Corporation Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directors.

BY ORDER OF THE BOARD

A Steers
Company Secretary
30 October 2018

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, London House, 216 St Georges Terrace, Perth, Western Australia on Friday, 30 November 2018 at 8.00am (WST).

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

2. 2018 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, Ernst & Young (Perth), 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. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 2018 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. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Resolution 2 relates to the re-election of Mr Gary Castledine 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 Gary Castledine retires by rotation and, being eligible, offers himself for re-election.

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

The Board supports the re-election of Mr Castledine and recommend that Shareholders vote in favour of this Resolution.

5. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using the company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting;

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of this Notice, the Company is not an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issued, being the Shares (ASX Code: VEC). As at the date of this Notice, the company has 1,409,386,491 Shares on issue and quoted on the ASX.

There are also 60,000,000 unlisted Performance Rights which expire on 31 December 2018 that were issued under the EIP.

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and set out below:

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

A	<p>The number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> • plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2; • plus, the number of partly paid shares that became fully paid in the 12 months; • plus, the number of fully paid shares issued in the 12 months with the approval of shareholders under Listing Rules 7.1 or 7.4; • less, the number of fully paid shares cancelled in the 12 months.
D	10%
E	The number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date above the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; or
- (ii) The date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) and 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of Voting Dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interest of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 22 October 2018.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' in Listing Rule 7.1A.2	Dilution			
		\$0.01 50% decrease in Issue Price	\$0.02 Issue Price	\$0.03 50% increase in Issue Price
1,409,386,491 (Current Variable A)	10% voting dilution	140,938,649 Shares	140,938,649 Shares	140,938,649 Shares
	Funds Raised	\$1,409,386	\$2,818,773	\$4,228,159
2,114,079,736 (50% increase in Variable A)	10% voting dilution	211,407,974 Shares	211,407,974 Shares	211,407,974 Shares
	Funds Raised	\$2,114,080	\$4,228,159	\$6,342,239
2,818,772,982 (100% increase in Variable A)	10% voting dilution	281,877,298 Shares	281,877,298 Shares	281,877,298 Shares
	Funds Raised	\$2,818,773	\$5,637,546	\$8,456,319

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issue under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- (i) There are currently 1,409,386,491 Shares on issue. Shares that may be issued pursuant to the Placement have not been included in the Variable A as these figures are not yet known by the Company.
- (ii) The issue price set out above (\$0.02) is the closing price of the Shares on the ASX on 22 October 2018.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.1 or with approval under ASX Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Performance Rights exercise into Shares before the date of issue of the Equity Securities.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

- (viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the meeting.

Shareholders should note that there is risk that:

- (i) The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) The Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issued under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use the funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments including previously announced acquisitions and in such circumstances the Company will provide valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities

(e) Allocation Policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company did not seek approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its previous annual general meeting held on 30 November 2017. As such no Shares were issued pursuant to ASX Listing Rule 7.1A in the prior 12 months.

In the period 12 months prior to the meeting, the Company otherwise issued a total of 202,100,000 Shares and 60,000,000 Performance Rights (subject to EIP) which together represent approximately 21.7% of the total diluted number of Equity Securities on issue in the Company, which was 1,207,296,491 12 months prior to the meeting.

Further details of the issues of Equity Securities by the Company during the period preceding the date of this Notice of Meeting are set out in Schedule 1.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give the ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(h) **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

DEFINITIONS

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

10% Placement Capacity has the meaning given in Section 5.1.

10% Placement Capacity Period has the meaning given in Section 5.2(a).

\$ means Australian dollars.

Annual Report means the 2018 Annual Report of the Company for the financial year ending 30 June 2018.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

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

- (c) a spouse or child of the member;
- (d) a child of the member's spouse;
- (e) a dependent of the member or the member's spouse;
- (f) 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;
- (g) a company the member controls; or
- (h) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Vector** means Vector Resources Limited (ACN 107 541 453)

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.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that the ASX decides to classify as an Equity Security.

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 or **ASX 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 ACN 107 541 453.

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

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 30 NOVEMBER 2017

Date	Quantity	Class	Recipients	Issue Price, Discount to Market (if applicable) ¹	Form of Consideration
Issue, 13 December 2017 Appendix 3B, 14 December 2018	180,000,000	Shares ²	Eligible Shareholders who participated in the Company's Share Placement	\$0.018 (representing a 20% discount to Market Price)	Cash Amount Raised = \$3.24m Amount Spent = \$3.24m Use of funds = exploration, operations and project acquisition costs Amount Remaining = \$0
Issue, 11 October 2018 Appendix 3B, 11 October 2018	8,250,000	Shares ²	Mr Bin Liu	\$0.02, full conversion of existing loan facility as approved by shareholders	Non-Cash Consideration: issued as conversion of loan facility, as approved by shareholders a general meeting on 21 September 2018 Current value ³ = \$165,000
Issue, 11 October 2018 Appendix 3B, 11 October 2018	8,250,000	Shares ²	Mr John Boardman	\$0.02, full conversion of existing loan facility as approved by shareholders	Non-Cash Consideration: issued as full conversion of loan facility, as approved by shareholders a general meeting on 21 September 2018 Current value ³ = \$165,000
Issue, 11 October 2018 Appendix 3B, 11 October 2018	5,600,000	Shares ²	Cuart Investments	\$0.025, part conversion of existing loan facility as approved by shareholders	Non-Cash Consideration: issued as part conversion of loan facility, as approved by shareholders a general meeting on 21 September 2018 Current value ³ = \$112,000

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnights sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities
2. Fully paid ordinary shares in the capital of the Company, ASX Code: VEC
3. In respect of quoted Equity Securities, the value is based on the closing price of the Shares (\$0.02) as the context requires on the ASX on 22 October 2018.

This page has been left blank intentionally.

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 8.00am on Friday, 30 November 2018 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 – G Castledine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Capacity	<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
2018.

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 _____ 2018.

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 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 8.00am (WST) on 28 November 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Vector Resources Limited
Suite 16
Level 3, 83 Mill Point Road,
South Perth WA 6151

By mail: Vector Resources Limited
Suite 16
83 Mill Point Road
South Perth WA 6151