

Notice of Annual General Meeting and Explanatory Statement

Date: Wednesday, 18 November 2015

Time: 10.30 am

Location: At the offices of Grant Thornton Australia
"Cottesloe Beach Room"
Level 1, 10 Kings Park Road
West Perth WA 6005

THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR ATTENTION.
IN IT YOU WILL FIND:

1. Notice of Annual General Meeting;
2. An Explanatory Statement containing information about the resolutions to be considered at the Annual General Meeting;
3. A Proxy Form (loose leaf). If you are unable to attend the Annual General Meeting, please consider completing the Proxy Form enclosed and returning it in accordance with the instructions set out on that form.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company will be held at the offices of Grant Thornton Australia "Cottesloe Beach Room" Level 1, 10 Kings Park Road, West Perth, WA 6005 on Wednesday, 18 November 2015 at 10.30am.

Business of the Meeting

ORDINARY BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the financial statements and the reports of the Directors and of the Auditor for the year ended 30 June 2015.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2015 as set out in the 2015 Annual Report be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Chairman of the meeting intends to vote all available proxies in favour of this resolution.

Voting exclusion:

The Company will disregard any vote cast on this resolution by, or on behalf of:

- (a) a member of the Key Management Personnel; and
- (b) a Closely Related Party of those persons.

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 person chairing the meeting and the appointment:
 - (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the person chairing the meeting to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2: RE-ELECTION OF MR AARON JOHN HOOD AS A DIRECTOR
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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Mr Aaron John Hood, who was appointed as a Director since the last annual general meeting to fill a casual vacancy, retires as a Director in accordance with article 13.5 of the Constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

RESOLUTION 3: RE-ELECTION OF MR DAVID LYALL CORNELL AS A DIRECTOR
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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Mr David Lyall Cornell, who retires as a Director in accordance with article 13.2 of the Constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

RESOLUTION 4: APPROVAL OF VIMY EMPLOYEE OPTION PLAN
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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, Shareholders approve the Vimy Employee Option Plan, the terms and conditions of which are summarised in the Explanatory Statement, and the issue of securities thereunder, as an exception to Listing Rule 7.1."

Voting exclusion:

The Company will disregard any vote cast on this resolution by a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) or any associate of a Director, unless it is cast by:

- (a) a person as a proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In addition, a person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of those persons; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the person chairing the meeting; and
- (b) the appointment expressly authorises the person chairing the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 5: RATIFICATION OF SHARES ISSUED PURSUANT TO A PLACEMENT

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 18,166,667 Shares at \$0.30 per Share as further detailed in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast on this resolution by any person who participated in the issue and any associates of those persons unless it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the 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: PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT
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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to that number of Shares as, when multiplied by the issue price, will raise up to A\$20 million on the terms and conditions set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of Shareholder and any associates of those persons, unless it is cast by:

- (a) a person as a proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as a proxy for a person entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

SPECIAL BUSINESS

RESOLUTION 7: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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

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

<p>Voting exclusion:</p> <p>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 their capacity as a security holder, and any associates of those persons, unless it is cast by:</p> <ul style="list-style-type: none">(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or(b) the 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.

BY ORDER OF THE BOARD



Shane McBride
Company Secretary
14 October 2015

Important Notes for Shareholders

These notes and Explanatory Statement form part of the Notice.

Shareholders should read this Notice and the Explanatory Statement carefully before deciding how to vote on the resolutions set out in the Notice.

EXPLANATORY STATEMENT

The Explanatory Statement provides additional information on matters to be considered at the AGM and, together with the Proxy Form, forms part of the Notice and should be read in conjunction with it. Terms and abbreviations used in the Notice and the Explanatory Statement are defined in the Explanatory Statement.

REQUIRED MAJORITIES

Resolutions 1 to 6 are **ordinary resolutions** and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the resolutions.

Resolution 7 is a **special resolution** and will be passed only if supported by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

ENTITLEMENT TO VOTE

The Directors have determined a 'snapshot time' pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered as Shareholders at **4pm (WST) on Monday, 16 November 2015**.

HOW TO VOTE

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out in the Notice.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting. A Shareholder entitled to cast two or more votes may appoint one or two proxies and may specify the proportion of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy may be, but need not be, a Shareholder and can be an individual or a body corporate. **YOUR PROXY FORM IS ENCLOSED (AS A LOOSELEAF) WITH THIS NOTICE.**

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice as soon as possible in accordance with the instructions provided prior to **10.30am (WST) on Monday, 16 November 2015**, being not less than 48 hours prior to the commencement of the Meeting. Proxy forms received later than this time will be invalid.

When the Proxy Form is executed under a power of attorney, the power of attorney must be lodged in the same way as the Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the AGM in person.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ENQUIRIES

*All enquiries in relation to the contents of the Notice should be directed
to Mr Shane McBride on +61 (08) 9389 2700*

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM to be held at the offices of Grant Thornton Australia "Cottesloe Beach Room", Level 1, 10 Kings Park Road, West Perth, WA 6005 on Wednesday, 18 November 2015 at 10.30am.

You should read this Explanatory Statement in full before making any decision in relation to the Resolutions. If Shareholders are in doubt about what to do in relation to the Resolutions, they should consult a financial or other professional adviser.

There are seven Resolutions to be put in the Meeting. Certain voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to the Resolutions as detailed in the accompanying Notice.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

1. ACCOUNTS AND REPORTS

The Corporations Act requires the Company to lay before the AGM the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2015.

No resolution is required for this item. This item of business is intended to provide an opportunity for Shareholders to raise questions on the reports of the Directors and the Auditor for the year ended 30 June 2015 and on the performance of the Company generally.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Company's 2015 Annual Report. The Remuneration Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives of the Company;
- (b) deals with the link between the Board's policies and the Company's performance;
- (c) sets out remuneration details for each Director and specified executive of the Company; and
- (d) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the AGM does not bind the Directors or the Company.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this resolution by marking either "For", "Against" or "Abstain" on the Proxy Form.

The Board of Directors unanimously recommends that Shareholders vote in favour of this resolution.

3. RESOLUTION 2: RE-ELECTION OF MR AARON JOHN HOOD AS A DIRECTOR

Mr Aaron John Hood was appointed as a Director on 26 May 2015 to fill a casual vacancy. Article 13.5 of the Constitution provides that a Director appointed to fill a casual vacancy must retire, and is eligible for re-election as a Director, at the next annual general meeting.

Mr Hood retires in accordance with article 13.5 of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Hood is the Chief Investment Officer for the Minderoo Group and is responsible for managing Minderoo's existing investment portfolio, comprising mining, property, agriculture and industrial assets, and also corporate development opportunities. Prior to joining Minderoo, Mr Hood spent ten years in Sydney and Perth as executive director of a private equity firm with investments in mining services, oil and gas, manufacturing and retail.

Mr Hood holds a Bachelor of Engineering (Mechanical) and a Bachelor of Commerce both from the University of Western Australia and an MBA from INSEAD and commenced his career with Macquarie Bank's industrials and property investment banking team. He is currently a director of the Scotch College Foundation (WA) and UWA Business School Ambassadorial Council and Chairman of Harvey Beef.

Each of the other Directors intends to vote in favour of Mr Hood's re-election. If approved by Shareholders, the appointment will take effect from the end of the AGM.

The Board of Directors (other than Mr Hood) unanimously recommends that Shareholders vote in favour of this resolution.

4. RESOLUTION 3: RE-ELECTION OF MR DAVID LYALL CORNELL AS A DIRECTOR

Article 13.2 of the Constitution requires that one third of all the Directors shall retire from office at the annual general meeting each year, and that a Director retiring pursuant to this article is eligible for re-election. The Directors to retire are those that have been in office longest since their last election, in this case being Mr David Lyall Cornell.

Mr Cornell retires in accordance with Article 13.2 of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Cornell is a director of Element Capital Pty Ltd and has significant experience providing strategic and corporate advice to listed companies, with a strong focus on transaction services. Mr Cornell has assisted several companies through the listing process (including Energy and Minerals Australia Limited) and has raised over a quarter of a billion dollars through debt, equity and hybrid structures for leading resource companies including Atlas Iron and CopperCo. Mr Cornell is a Chartered Accountant gaining his experience with the international accounting firms Arthur Andersen and Ernst & Young where he specialised in providing corporate and professional services to both Western Australian junior explorers and international mining companies.

Each of the other Directors intends to vote in favour of Mr Cornell's re-election. If approved by Shareholders, the appointment will take effect from the end of the AGM.

The Board of Directors (other than Mr Cornell) unanimously recommends that Shareholders vote in favour of this resolution.

5. RESOLUTION 4: APPROVAL OF VIMY EMPLOYEE OPTION PLAN

5.1 Background

Subject to Shareholders approving this resolution, the Company will adopt an employee option plan to be known as the Vimy Employee Option Plan (**Plan**), to provide ongoing incentives to the Directors and key employees of the Company.

The Plan provides a mechanism for the Company to grant options to Directors and employees (**Employee Options**) and to issue Shares to those Directors and employees, if they choose to exercise their Employee Options, as an exception to Listing Rule 7.1. A summary of the key terms of the Plan is set out below.

5.2 Regulatory issues

Listing Rules

Listing Rule 7.2 Exception 9

Listing Rule 7.1 provides that subject to certain exceptions, a listed company may not issue shares or options to subscribe for shares equal to more than 15% of that company's issued share capital in any 12 months without obtaining shareholder approval.

The Plan constitutes an "employee incentive plan" for the purposes of the Listing Rules. The Company is seeking Shareholder approval of the Plan at the Meeting for the purposes of Listing Rule 7.2 Exception 9 so that Employee Options granted under the Plan (and Shares issued as a result of the exercise of those Employee Options) will be exempt from the 15% annual limit on the issue of new securities without Shareholder approval for a period of 3 years from the date of the approval of this resolution.

Given that this is a new employee option plan, no Employee Options have been granted under the Plan.

Listing Rule 10.14

In general, if the Plan is approved, Shareholder approval will not be required to issue the Employee Options. However, there are certain limited exceptions to this, including where Employee Options are proposed to be issued to a director or a person whose relationship with the Company or a director of the Company is such that approval should be obtained under Listing Rule 10.14.

The Plan enables participation by all non-executive Directors and employees (which includes executive Directors) of the Company, as determined by the Board.

If this Resolution is approved, any person to whom Listing Rule 10.14 refers will not participate in the Plan until shareholder approval is obtained under Listing Rule 10.14.

5.3 Summary of key terms of the Plan

The key terms of the Plan are set out below:

- *Eligibility*

The Board may offer Employee Options to any full or part-time employee or director of the Company and its related bodies corporate (**Eligible Person**).

- *Administration of the Plan*

The Board is responsible for the administration of the Plan and has a broad discretion to determine which Eligible Persons will be offered Employee Options under the Plan.

- *Offer*

Subject to the Plan Rules and the Listing Rules, the Board may offer Employee Options to Eligible Persons at such times and on such terms as the Board considers appropriate. The offer will specify, amongst other things:

- > the period in which the offer may be accepted, the period or periods in which the Employee Options may be exercised and the expiry date;
- > the method of calculation of the exercise price; and
- > any other matters which the Board determines.

- *Consideration*

No consideration is payable by an Eligible Person for a grant of an Employee Option, unless the Board decides otherwise.

- *Exercise Price and Expiry Date*

The exercise price and expiry date for the Employee Options will be determined by the Board prior to the grant of the Employee Options, provided that the expiry date shall be no longer than 5 years after the issue date. Employee Options not validly exercised before the expiry date will automatically lapse.

- *Quotation on ASX*

The Company will not apply for Employee Options to be admitted to trading on ASX. An application will be made by the Company to ASX for the Shares issued upon the exercise of the Employee Options to be admitted to trading on ASX.

- *Transferability*

Employee Options are not transferable other than to the legal personal representative of any deceased holder of Employee Options or as otherwise approved by the Board.

- *Shares issued on exercise of Employee Options*

Shares issued on exercise of Employee Options will rank pari passu in all respects with the Company's then issued Shares.

- *Exercisable on change of control*

All Employee Options may be exercised in the event of a takeover bid, a scheme of arrangement or where there is a change of control of the Company.

- *Entitlement to participate in future issues*

Holders may only participate in new issues of securities to holders of Shares if an Employee Option has been exercised and Shares allotted in respect of the Employee Option before the record date for determining entitlements to the issue. As required under the Listing Rules, the Company must give notice to the holders of Employee Options of any new issues before the record date for determining entitlements to the issue.

If there is a bonus share issue to the holders of Shares, the number of Shares over which an Employee Option is exercisable will be increased by the number of Shares which the holder would have been entitled to receive if the Employee Option had been exercised before the record date for the bonus share issue.

If there is a pro rata issue (other than a bonus share issue) to the holders of Shares, the exercise price of the Employee Options will be adjusted in the manner provided for in the Listing Rules.

If there is a reorganisation of the issued capital of the Company, Employee Options will be reorganised in accordance with the Listing Rules.

- *Plan Limit*

The Company shall not offer Employee Options under the Plan, if the total number of Shares the subject of the Employee Options being offered, when aggregated with:

- > the number of Shares which would be issued were each outstanding offer with respect to Shares and options to acquire Shares under any employee incentive plan (including the Plan) of the Company and of associated bodies corporate of the Company, to be accepted or exercised; and
- > the number of Shares issued during the previous 5 years pursuant to the Plan or any other employee incentive scheme of the Company and of associated bodies corporate of the Company,

does not exceed 5% of the total number of issued Shares in the Company as at the time of the offer under the Plan (but disregarding any offers or Shares or options that did not require disclosure under the Corporations Act).

Recommendation

The Directors recommend that Shareholders vote in favour of this resolution.

Copies of the Plan Rules are available for inspection at the Company's registered office and will be provided without charge to Shareholders on request.

6. RESOLUTION 5: RATIFICATION OF ISSUE OF SHARES PURSUANT TO A PLACEMENT

As announced by the Company on 20 May 2015, the Company issued 18,166,667 Shares (**RCF Shares**) to Resource Capital Fund VI L.P (**RCF VI**), being 16,666,667 RCF Shares at \$0.30 per Share to raise approximately \$5,000,000 and 1,500,000 RCF Shares to settle the up-front fee associated with the overall \$30 million funding package provided by RCF VI.

The funds raised from the issue of the RCF Shares were used to fund the pre-feasibility study on the Company's Mulga Rock Project and general working capital purposes.

The RCF Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1. Listing Rule 7.1 provides that subject to certain exceptions, a listed company may not issue shares or options to subscribe for shares equal to more than 15% of that company's issued share capital in any 12 months without obtaining shareholder approval.

Listing Rule 7.4

Listing Rule 7.4 provides that where a company's shareholders ratify a previous issue of securities made without approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1. The Company now seeks Shareholder approval to ratify the issue of the RCF Shares. Approval of this resolution will provide the Company with the flexibility to issue further securities in the future up to the Company's 15% placement capacity without the requirement to obtain shareholder approval.

The following information is required by Listing Rule 7.5 in relation to the issue of the RCF Shares.

- (a) The number of the RCF Shares issued by the Company was 18,167,667 Shares.
- (b) The issue price for the RCF Shares was \$0.30.
- (c) The RCF Shares issued were all fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing Shares.
- (d) The RCF Shares were issued and allotted to RCF VI.
- (e) The funds raised from the issue of the RCF Shares were used by the Company to fund the pre-feasibility study on the Company's Mulga Rock Project and to settle the up-front fee associated with the overall \$30 million funding package offered by RCF VI and general working capital purposes.

Recommendation

The Directors recommend that Shareholders vote in favour of this resolution.

7. RESOLUTION 6: PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT
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The Company proposes to raise up to A\$20 million by the issue of new Shares (**Placement**).

Funds raised from the Placement will be used for exploration and development of the Company's Mulga Rock Project and general working capital purposes.

Listing Rule 7.1 provides that subject to certain exceptions, a listed company may not issue shares or options to subscribe for shares equal to more than 15% of that company's issued share capital in any 12 months without obtaining shareholder approval.

This resolution seeks Shareholder approval for the issue of up to that number of Shares as, when multiplied by the issue price, will raise up to A\$20 million.

The passing of this resolution will allow the Directors to issue the Shares to raise further funds during a period of 3 months after the Meeting without using the Company's placement capacity under Listing Rule 7.1. None of the subscribers for the shares issued pursuant to Shareholders' approval obtained under this Resolution will be related parties of the Company for the purposes of Listing Rule 10.11.

Listing Rule 7.3 - Information to be provided to Shareholders

The following information is required by Listing Rule 7.3 in relation to the Placement.

- (a) The maximum number of Shares to be issued by the Company will be an amount which is sufficient to raise up to A\$20 million based on an issue price determined by the Directors (subject to the limitations set out in the ASX Listing Rules).
- (b) It is expected that the Placement will be completed, and that the Shares will be issued, no later than 15 January 2016. In any event, the Shares will be issued no later 3 months after the date of the Meeting.
- (c) The price at which the Shares will be issued will be determined by the Directors based on market conditions at the time of issue. Because of the volatility in market conditions it is not possible for the Directors to determine the issue price as at the date of this Explanatory Statement being circulated to Shareholders. The issue price for the Shares will be at least 80% of the volume weighted average market price for Shares over the last 5 days on which sales in Shares were recorded before either:
 - (i) *the issue date of the Shares; or*
 - (ii) *if a prospectus is issued in relation the Shares, the date of the prospectus.*
- (d) The Shares will be issued to professional and sophisticated investors, or if a prospectus is issued, to successful applicants under that prospectus including members of the general public.
- (e) The Shares will be issued on the same terms as, and will rank equally in all respects with, the Company's existing Shares.

- (f) The funds raised from the issue of the Shares will be used by the Company for exploration and development of the Company's Mulga Rock Project and general working capital purposes.

Recommendation

The Board of Directors unanimously recommends that Shareholders vote in favour of this resolution.

8. RESOLUTION 7: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

8.1 Background

Listing Rule 7.1A allows eligible companies to seek Shareholder approval (by special resolution) to issue up to an additional 10% of the number of Equity Securities that it has on issue (at the time of its AGM) within 12 months from the date of the approval (**10% Placement Facility**). This 'standing approval' is in addition to the currently existing 15% placement capacity. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (which is detailed below).

8.2 Approval sought

The Company is eligible to take advantage of Listing Rule 7.1A as it currently has a market capitalisation of less than \$300 million and is not included in the S&P/ASX 300 Index. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1A to issue an additional number of Shares representing up to 10% of the Company's issued share capital. If approval is granted, this will provide the Company with additional fundraising flexibility to issue Equity Securities over the next 12 month period as required.

If the eligibility criteria are not met by the Company on the date of the Annual General Meeting, then the resolution will be withdrawn.

8.3 Description of Listing Rule 7.1A

(i) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(ii) Equity securities

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

The Company, as at the date of this Notice, has on issue one class of quoted Equity Securities, being Shares.

(iii) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A 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 Rule 7.1 or 7.4.

(iv) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice being submitted to ASX and ASIC, the Company has on issue 227,732,795 Shares. Therefore, assuming Resolution 5 is approved by Shareholders the Company will have a capacity to issue:

- (A) 34,159,919 Equity Securities under Listing Rule 7.1 (assuming Resolution 5 is approved); and
- (B) 22,773,279 Equity Securities under Listing Rule 7.1A, subject to the Shareholder approval being granted under this Resolution.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

(v) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- > the date on which the price at which the Equity Securities are to be issued is agreed; or
- > if the Equity Securities are not issued within 5 Trading Days of the date in the above paragraph, the date on which the Equity Securities are issued.

(vi) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- > the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- > 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),

or such longer period if allowed by ASX (**10% Placement Period**).

(vii) Listing Rule 7.1A

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

This resolution is a special resolution and therefore requires 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).

8.4 Regulatory information

Listing Rule 7.3A requires the following information to be provided in relation to the approval for the issue of the Equity Securities.

- (i) The issue price of each Equity Security must not be less than 75% of the VWAP of the Shares calculated over the 15 Trading Days immediately before:
 - (A) the date on which the price of each Equity Security is agreed; or
 - (B) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the Equity Securities are issued.
- (ii) If this Resolution is approved by Shareholders and the Company issues the Equity Securities under the 10% Placement Facility, there is a risk that existing Shareholders' interests in the Company will be diluted (both from a voting and an economic perspective) by the issue of the Equity Securities as not all Shareholders may be able to subscribe for Equity Securities. There is also a risk that:

- (A) the market price for the Equity Securities may be significantly lower on the date they are issued than on the date of the approval of this Resolution at the Meeting; and
- (B) the Equity Securities may be issued at a price that is at a discount (of up to a maximum of 25%) to the market price of the Shares on the date that they are issued.

The table below sets out, for illustrative purposes only, the dilutionary effect that the issue of the Equity Securities would have on the Company's existing share capital structure under three different scenarios as required by ASX Listing Rule 7.3A.2.

The table also shows:

- two examples where the issued share capital of the Company has increased, by 50% and 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Issued Share Capital	50% decrease in market price \$0.16		Market price \$0.32		100% increase in market price \$0.64	
	10% Voting Dilution	Capital raised (at 75% of market price)	10% Voting Dilution	Capital raised (at 75% of market price)	10% Voting Dilution	Capital raised (at 75% of market price)
Present share capital 227,732,795 Shares	22,773,279	\$2,732,793	22,773,279	\$5,465,586	22,773,279	\$10,931,173
50% increase in share capital 341,599,192 Shares	34,159,919	\$4,099,190	34,159,919	\$8,198,380	34,159,919	\$16,396,760
100% increase in share capital 455,465,590 Shares	45,546,559	\$5,465,587	45,546,559	\$10,931,174	45,546,559	\$21,862,348

The table has been prepared on the following assumptions:

- (A) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (B) 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%.
- (C) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

- (D) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (E) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (F) The Market price is \$0.32, being the closing price of the Shares on the ASX on 1 October 2015.
- (iii) The Company will only issue the Equity Securities during the 10% Placement Period. Any approval obtained from Shareholders under this this resolution to issue the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (being a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (being the disposal of the Company's main undertaking).
 - (iv) The Company has not yet determined whether it will issue any Equity Securities. As mentioned above, the sole purpose in seeking Shareholder approval under this resolution is to maintain maximum flexibility around the management of its capital requirements. Possible uses of funds could include for working capital purposes or to fund acquisitions either through:
 - (A) cash consideration. In such circumstances, the Company intends to use the funds raised towards exploration and development of its existing projects and general working capital; or
 - (B) non-cash consideration for the acquisition of new mineral exploration opportunities. In such circumstances the Company will provide a 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.

- (v) As stated above, as Company has not yet determined whether it will issue any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (A) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
 - (B) the effect of the issue of the Equity Securities on the control of the Company;
 - (C) the financial situation and solvency of the Company; and
 - (D) advice from corporate, financial and broking advisors (if available).

The subscribers under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resource assets or investments, it is possible that the subscribers under the 10% Placement Facility may include vendors of the new resource assets or investments.

- (vi) The Company has previously obtained approval for the additional placement capacity under Listing Rule 7.1A in its annual general meeting held on 30 November 2012. However, the Company did not obtain shareholder approval under Listing Rule 7.1A in the annual general meeting held on 27 November 2013 or the annual general meeting held on 28 November 2014.
- (vii) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder to participate in an issue of Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.
- (viii) The Board of Directors unanimously recommends that Shareholders vote in favour of this resolution.

DEFINITIONS

In this Explanatory Statement and Notice:

'10% Placement Facility' has the meaning provided in section 8.

'10% Placement Period' has the meaning provided in section 8.

'2015 Annual Report' means the annual report of the Company for the year ended 30 June 2015.

'AGM' or **'Annual General Meeting'** or **'Meeting'** mean the annual general meeting of the Shareholders of the Company convened by the Notice.

'ASIC' means Australian Securities and Investments Commission.

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

'ASX Listing Rules' or **'Listing Rules'** means the Listing Rules of the ASX.

'Auditor' means the auditor of the Company.

'Board' means the board of Directors.

'Closely Related Party' of a member of 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 dealings with the Company;
- (e) an entity the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

'Company' means Vimy Resources Limited ACN 120 178 949.

'Constitution' means the Constitution of the Company in effect immediately prior to and during the AGM.

'Corporations Act' means the Corporations Act 2001 (Cth).

'Director' means a director of the Company.

'Equity Securities' has the same meaning as in the Listing Rules.

‘Explanatory Statement’ means the explanatory statement accompanying the Notice.

‘Key Management Personnel’ means the key personnel as disclosed in the Remuneration Report.

‘Notice’ means this notice of AGM.

‘Option’ means an option in the capital of the Company.

‘Optionholder’ means a holder of an Option.

‘Proxy Form’ means the proxy form attached to the Notice.

‘Remuneration Report’ means the remuneration report of the Company for the year ended 30 June 2015 as set out in the 2015 Annual Report.

‘Resolution’ means a resolution to be considered at the Meeting as contained in 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 Shares.

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

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.

VIMY RESOURCES LIMITED

ABN: 56 120 178 949

REGISTERED OFFICE:
GROUND FLOOR
10 RICHARDSON STREET
WEST PERTH WA 6005

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd

All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«HOLDER_NAME_____»
«ADDRESS_LINE_1_____»
«ADDRESS_LINE_2_____»
«ADDRESS_LINE_3_____»
«ADDRESS_LINE_4_____»
«ADDRESS_LINE_5_____»

ASX Code: **VMY**

Holder Number:

SECTION A: Appointment of Proxy

I/We being a member(s) of Vimy Resources Limited and entitled to attend and vote hereby appoint:



OR

**The Chairperson
of the Meeting
(mark with an "X")**

Name of the person you are appointing if this person is **someone other than** the Chairperson of the Meeting

or failing attendance at the Meeting of the person/body corporate named above, or if no person/body corporate 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 directions on this Proxy (or if no directions have been given, to the extent permitted by law, as the Proxy sees fit) at the general meeting (**Meeting**) of Vimy Resources Limited to be held at the offices of Grant Thornton Australia "Cottesloe Beach Room" Level 1, 10 Kings Park Road, West Perth, WA 6005 on Wednesday, 18 November 2015 at 10.30am WST and at any adjournment of that Meeting.

Important note:

The Chairperson of the Meeting intends to vote undirected proxies in favour of each Resolution. If the Chairperson of the Meeting is your proxy (or becomes your proxy by default), by signing and returning this form you expressly authorise the Chairperson of the Meeting to exercise your proxy on **Resolutions 1 and 4** even though **Resolutions 1 and 4** are connected with the remuneration of a member of key management personnel. If you appoint the Chairperson of the Meeting as your proxy you can direct the Chairperson of the Meeting to vote for or against or abstain from voting on **Resolutions 1 and 4** by marking the appropriate box in **Section B** below.

SECTION B: Voting Directions to your Proxy

Please mark with "X" in the box to indicate your voting directions to your Proxy:

ORDINARY RESOLUTIONS

	For	Against	Abstain*
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF AARON JOHN HOOD AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RE-ELECTION OF DAVID LYALL CORNELL AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. APPROVAL OF VIMY EMPLOYEE OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RATIFICATION OF SHARES ISSUED PURSUANT TO A PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

7. APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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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: Please Sign Below

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

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

My/Our contact details in case of enquiries are:

Contact Name

Telephone Number

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Shareholders are entitled to appoint up to two (2) Proxies to attend the Meeting and vote on their behalf. Proxies do not need to be Shareholders of the Company.

If you wish to appoint two (2) Proxies, please phone Security Transfer Registrars on +61 8 9315 2333 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER

NOTES

1. Name and Address

This is the name and address on the Share Register of Vimy Resources Limited. 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 you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the first box in Section A.

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 Vimy Resources Limited.

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 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 telephoning the Company's Share Registry (08) 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form 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. Important Note: The key management personnel (KMP) of Vimy Resources Limited (which includes each of the Directors) will not be able to vote as your proxy on **Resolutions 1 and 4** unless you tell them how to vote or, if the Chairperson of the Meeting is your proxy, you expressly authorise him to vote even though **Resolutions 1 and 4** are connected with the remuneration of the KMP and you tick the box in Section A relating to **Resolutions 1 and 4**. If you intend to appoint a member of the KMP as your proxy, you can direct them to

vote for or against or to abstain from voting on **Resolutions 1 and 4** by marking the appropriate box on the Proxy Form.

6. 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 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 (Cth)) 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 a company Shareholder 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.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received by Security Transfer Registrars no later than on **Monday, 16 November 2015 at 10.30 am WST**, being 48 hours before the time for holding the Meeting. Any proxy form received after that time will not be valid for the scheduled Meeting. The contact details of Security Transfer Registrars are as follows:

By mail: **Security Transfer Registrars Pty Ltd**
PO Box 535
Applecross WA 6953

By hand: Suite 1, 770 Canning Highway
Applecross WA 6153

By fax: + 61 8 9315 2233

By email: **registrar@securitytransfer.com.au**