

Notice of Annual General Meeting and Explanatory Statement

Date: Friday, 18 November 2016

Time: 11.00 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; and
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 Friday, 18 November 2016 at 11.00am.

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 2016.

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 2016 as set out in the 2016 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 MALCOLM JAMES AS A DIRECTOR

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

“That Mr Malcolm James, 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 ANDREW HASLAM AS A DIRECTOR

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

“That Mr Andrew Haslam, 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 4: RE-ELECTION OF THE HON. CHERYL EDWARDES AM AS A DIRECTOR

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

“That the Hon. Cheryl Edwardes AM, who retires as a Director in accordance with article 13.2 of the Constitution, and being eligible, offers herself for re-election, be and is hereby re-elected as a Director.”

RESOLUTION 5: RE-ELECTION OF MR JULIAN TAPP AS A DIRECTOR

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

“That Mr Julian Tapp, 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 6: APPROVAL OF 2016 VIMY EMPLOYEE SHARE PLAN

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

“That, for the purposes of Parts 2J.1, 2J.2 and 2J.3 of the Corporations Act, ASX Listing Rule 7.2 (Exception 9) and for all other purposes, Shareholders approve the 2016 Vimy Employee Share Plan, the terms and conditions of which are summarised in the Explanatory Statement.”

Voting exclusion:

The Company will disregard any vote cast on Resolution 6 by a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and 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 Resolution 6 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 Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 7: RATIFICATION OF SHARES ISSUED TO RESOURCE CAPITAL FUND VI L.P.

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 to Resource Capital Fund VI L.P. of:

(a) 213,937 Shares at \$0.3381 per Share on 5 July 2016; and

(b) 417,253 Shares at \$0.2738 per Share on 4 October 2016,

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 8: RATIFICATION OF SHARES ISSUED TO GR ENGINEERING SERVICES LIMITED

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 to GR Engineering Services Limited of:

- (a) 281,776 Shares at \$0.3320 per Share on 29 August 2016; and
- (b) 284,315 Shares at \$0.2609 per Share on 3 October 2016,
- 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 9: ISSUE OF SHARES TO MR MICHAEL YOUNG OR HIS NOMINEE

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

"Subject to Resolution 6 being passed, that for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the Company issuing 1,666,667 Shares, and granting a non-recourse loan, to Mr Michael Young, a Director of the Company, or his nominee, under the 2016 Vimy Employee Share Plan."

Voting exclusion:

The Company will disregard any vote cast on Resolution 9 by Mr Young and any of his associates, and all other Directors, 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 Resolution 9 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 Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 10: 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 24,093,845 Shares at \$0.26 per Share on 30 September 2016 to Resource Capital Fund VI L.P. and to sophisticated investors arranged by Canaccord Genuity, 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.

SPECIAL BUSINESS

RESOLUTION 11: 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."

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 their capacity as a security holder, 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 12: RENEWAL OF THE COMPANY'S PROPORTIONAL TAKEOVER PROVISIONS

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

"That the existing proportional takeover provisions in the form set out in Article 31 of the Company's constitution, a copy of which is tabled at the Annual General Meeting, are renewed for a period of three years commencing on the date of the Annual General Meeting pursuant to section 648G of the Corporations Act."

BY ORDER OF THE BOARD



Ron Chamberlain
Company Secretary
17 October 2016

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 10 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.

Resolutions 11 and 12 are **special resolutions** 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 Wednesday, 16 November 2016**.

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 **11.00am (WST) on Wednesday, 16 November 2016**, 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 Ron Chamberlain 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 Friday, 18 November 2016 at 11.00am.

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 eleven 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 2016.

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 2016 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 2016 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 MALCOLM JAMES AS A DIRECTOR

Mr Malcolm James was appointed as a Director on 1 April 2016 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. Article 13.5 further stipulates that directors appointed to fill a casual vacancy are not to be taken into account in determining the directors who are to retire by rotation at that annual general meeting.

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

Mr James has an extensive background in finance, accounting and resources with a wealth of experience as a company director in the mining sector. This includes a focus in uranium, developed over ten years at Peninsula Energy where he served as Executive Director responsible for the daily operations through to finance. He is currently the Non-Executive Chairman of Anova Minerals Ltd and Algae.Tec Ltd.

Mr James holds a Bachelor of Business (Accounting) from RMIT University in Melbourne, he is a Fellow of the Australian Institute of Company Directors (FAICD) and Member Australasian Institute of Mining and Metallurgy (AusIMM).

Mr James is a representative of Forrest Family Investments Pty Ltd (Peepingee Trust), which holds 25% of the Company's shares.

Each of the other Directors intends to vote in favour of Mr James'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 James) unanimously recommends that Shareholders vote in favour of this resolution.

4. RESOLUTION 3: RE-ELECTION OF MR ANDREW HASLAM AS A DIRECTOR

Mr Andrew Haslam was appointed as a Director on 1 April 2016 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. Article 13.5 further stipulates that directors appointed to fill a casual vacancy are not to be taken into account in determining the directors who are to retire by rotation at that annual general meeting.

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

Mr Haslam is a highly experienced mining executive and has been working as a consultant to the Mulga Rock Project since February 2016. He currently serves as a Non-Executive Director of BC Iron Ltd. He is also an industry representative on the WA Quarry Managers' Board of Examiners, a Member of Australian Institute of Company Directors and a consultant to private company Genmin's Baniaca Iron Ore Project in Gabon, Africa.

Mr Haslam holds a Graduate Diploma of Mining from the University of Ballarat, Victoria, a Graduate Diploma from the Australian Institute of Company Directors, Diploma of Extractive Industries Management from SEM College WA and WA Quarry Manager's Certificate of Competency.

Each of the other Directors intends to vote in favour of Mr Haslam'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 Haslam) unanimously recommends that Shareholders vote in favour of this resolution.

5. RESOLUTION 4: RE-ELECTION OF THE HON. CHERYL EDWARDES AM 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 the Hon. Cheryl Edwards AM.

The Hon. Cheryl Edwardes AM retires in accordance with Article 13.2 of the Constitution, and being eligible, offers herself for re-election as a Director.

Mrs Edwardes is a lawyer by training and a former Minister in the Western Australian Legislative Assembly with extensive experience and knowledge of WA's legal and regulatory framework relating to mining projects, environmental, native title, and heritage and land access. Mrs Edwardes is currently a Non-Executive Director of Atlas Iron Limited and AusCann Group Holdings Limited. Mrs Edwardes assists the clients of FTI Consulting with a range of complex statutory approvals required for resources and infrastructure projects. She was the Executive General Manager for External Affairs for Hancock Prospecting and Special Counsel at Minter Ellison in Perth where she practised in government relations, climate change and environmental regulation and compliance.

During her political career, Mrs Edwardes held positions including WA Attorney General, Minister for the Environment and Minister for Labour Relations. She also has broad experience and networks within China's business community.

Each of the other Directors intends to vote in favour of the Hon. Cheryl Edwards AM re-election. If approved by Shareholders, the appointment will take effect from the end of the AGM.

The Board of Directors (other than the Hon. Cheryl Edwards AM) unanimously recommends that Shareholders vote in favour of this resolution.

6. RESOLUTION 5: RE-ELECTION OF MR JULIAN TAPP 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 Julian Tapp.

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

Mr Tapp brings a wealth of experience in regulatory approvals. In his previous role as Head of Government Relations for Fortescue Metals Group, Mr Tapp was instrumental in overseeing and expediting the approvals process for Fortescue's world-class Pilbara iron ore project from conception through to operation.

Mr Tapp trained as an economist before holding a number of high-level roles in companies around the globe, including as Director of New Business Development for the Middle East for BAeSystems. He is also currently a non-executive director with the Pilbara Port Authority.

Each of the other Directors intends to vote in favour of Mr Julian Tapp'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 Julian Tapp) unanimously recommends that Shareholders vote in favour of this resolution.

7. RESOLUTION 6: APPROVAL OF 2016 VIMY EMPLOYEE SHARE PLAN

7.1 Background

Subject to Shareholders approving Resolution 6, the Company will adopt a share plan to be known as the 2016 Vimy Employee Share Plan (**Plan**), pursuant to which certain employees, directors and contractors of the Company will be invited to subscribe for Shares using financial assistance provided by the Company.

Vimy's previous employee share plan adopted by Shareholder on 14 June 2013 has expired. The new Plan incorporates substantially equivalent terms to Vimy's former plan, updated to take account of some aspects of the relief available under ASIC Class Order [CO 14/1000], which came into effect on 31 October 2014.

The Plan provides a mechanism for the Company to invite employees, Directors and contractors to subscribe for Shares in the Company and to apply for a loan from the Company to pay the subscription price for those Shares (**Plan Shares**). The Company takes security over the Shares acquired under the Plan until the limited recourse loan provided for the subscription price for those shares is repaid in full (**Limited Recourse Loan**). A summary of the key terms of the Plan is contained in section 7.3 of this Explanatory Statement.

7.2 Regulatory issues

Corporations Act

Section 260A, section 259B(1) and section 257A

Section 260A of the Corporations Act prevents a company from giving financial assistance to a person to acquire shares in the company subject to certain exceptions. One such exception is provided for under section 260C(4) of the Corporations Act with a company being exempted from section 260A in respect of financial assistance given under an employee share scheme that has been approved by shareholders of the company at a general meeting.

Section 259B(1) provides that a company must not take security over shares in itself unless one of the exceptions applies. Section 259B(2) provides an exception where the company takes security over its

own shares under an employee share scheme that has been approved by shareholders of the company at a general meeting.

The Plan constitutes an "employee share scheme" for the purposes of the Corporations Act as it provides for the acquisition of Shares in the Company by the Company's employees. The Company is seeking Shareholder approval of the Plan at the Meeting for the purposes of sections 260C(4) and 259B(2) of the Corporations Act so that it can provide financial assistance, and take security over Shares in itself, under the Plan.

As a result of taking security it is possible that the Company may exercise its rights under the security and buy back the Shares which are the subject of the plan. In such circumstances the buy back would constitute an employee share scheme buy back (as permitted under section 257A of the Corporations Act) and would not require a further Shareholder approval at the time the buy back is implemented (providing less than 10% within 12 months).

Listing Rules

Listing Rule 7.2 Exception 9

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 Shares issued under the Plan 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 Resolution 6.

Given that this is a new employee incentive plan, no Plan Shares have been issued and no Limited Recourse Loans granted under the Plan.

Listing Rule 10.14

In general, Shareholder approval is not required to issue the Plan Shares. However, there are certain limited exceptions to this, including where Plan Shares 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 Directors, employees and contractors of the Company, who reside in Australia, as determined by the Board.

The Company's remuneration committee determines the number of Plan Shares to be issued to the Directors from time to time. However, the applicable ASIC Class Order limits the maximum number of securities which may be issued under incentive plans (including the Plan and the Employee Option Plan) in a 3 year period to 5% of the issued share capital of the Company (calculated as at the date of the offer under the Plan) subject to a range of exclusions including securities issued under a disclosure document, securities issued to sophisticated investors and to certain senior executives and issue of securities outside Australia.

If any person to whom Listing Rule 10.14 refers becomes entitled to participate in the Plan if and after this Resolution is approved, such person will not participate in the Plan until Shareholder approval is obtained under Listing Rule 10.14.

A summary of the terms of the Plan is set out below.

7.3 Summary of key terms of the Plan

The key terms of the Plan are set out below.

Invitation to participate

It is proposed that from time to time, and in its absolute discretion, the Board will invite eligible employees and contractors of the Company (including the Directors) to subscribe for or take a transfer of Plan Shares and, if the Board considers appropriate, to receive a Limited Recourse Loan for all or part of the subscription price for those Plan Shares. The subscription price for the Plan Shares will be at 0.01% discount to the market price of the Shares as determined by the Directors.

Loan terms

The key terms of each Limited Recourse Loan provided under the Plan are as follows:

- (a) the Limited Recourse Loan may only be applied towards the subscription price for the Plan Shares;
- (b) the Limited Recourse Loan will be interest free, provided that if the Limited Recourse Loan is not repaid by the repayment date set by the Board, the Limited Recourse Loan will incur interest at 9% per annum after that date (which will accrue on a daily basis and compound annually on the then outstanding loan balance);
- (c) by signing and returning an application for a Limited Recourse Loan, the participants of the Plan (each a Participant):
 - (i) acknowledges and agrees that the Plan Shares will not be transferred, encumbered, otherwise disposed of, or have a security interest granted over it, by or on behalf of the Participant until the Limited Recourse Loan is repaid in full to the Company; and
 - (ii) authorises the Company (at its election) either to take such action in the Participant's name or direct that Participant take such action in relation to the Plan Shares as the Company considers appropriate which may include but is not limited to the Company undertaking buy-back of the Plan Shares or selling the Plan Shares;
- (d) the Limited Recourse Loan becomes repayable on the earliest of:
 - (i) the date which is 5 years after the grant date of the Limited Recourse Loan (Repayment Date);
 - (ii) one month after the Participant ceases for any reason to be employed by the Company; and
 - (ii) (by the legal personal representative of the Participant) six months after the Participant ceases to be an employee of the Company due to their death;
- (e) notwithstanding paragraph (d) above, the Participant may repay all or part of the loan at any time before the Repayment Date; and
- (f) the Limited Recourse Loan will be limited recourse such that on the repayment date the repayment obligation under the Limited Recourse Loan will be limited to the lesser of:

- (i) the outstanding balance of the Limited Recourse Loan; and
- (ii) the market value of the Plan Shares on that date.

In addition, where the Participant has elected for the Plan Shares to be provided to the Company in full satisfaction of the Limited Recourse Loan, the Company must accept the Plan Shares as full settlement of the repayment obligation under the Limited Recourse Loan.

Rights attaching to Plan Shares

The Plan Shares will rank equally with all other Shares on issue in the capital of the Company. Holders of Plan Shares issued under the Plan will be entitled to exercise all voting rights attaching to the Shares in accordance with the Constitution. In addition, holders of Plan Shares issued under the Plan will be entitled to participate in dividends declared and paid by the Company in accordance with the Constitution.

Sale of Plan Shares

The Plan Shares may only be sold by a Participant where the Participant has been granted a Limited Recourse Loan and the Limited Recourse Loan has been repaid in full (otherwise any dealing by the Participant in the Plan Shares is prohibited without the prior written consent of the Company).

If the Limited Recourse Loan becomes due and payable and the Participant has not repaid the amount of the Limited Recourse Loan in full within 21 days of the due date, then the Participant will forfeit their interest in the Plan Shares as full consideration for the repayment of the outstanding loan balance. The Company may either (at its election) take such action in the Participant's name or direct that Participant take such action in relation to the Plan Shares as the Company considers appropriate, which may include but is not limited to the Company undertaking buy-back of the Plan Shares or selling the Plan Shares.

Recommendation

The Board abstains from making a recommendation in relation to Resolution 6.

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.

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

8. RESOLUTION 7: RATIFICATION OF ISSUE OF SHARES TO RESOURCE CAPITAL FUND VI L.P.
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As announced by the Company on 5 July 2016 and 4 October 2016, the Company issued 213,937 Shares at \$0.3381 and 417,253 Shares at \$0.2738 to Resource Capital Fund VI L.P. (RCF), in lieu of cash interest payments on the RCF unsecured bridging loan (RCF Shares).

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 total number of the RCF Shares issued by the Company was 631,190 Shares.
- (b) The issue price for the RCF Shares was \$0.3381 for the Shares issued on 5 July 2016, and \$0.2738 for the Shares issued on 4 October 2016.
- (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.
- (e) The RCF Shares were issued in lieu of cash interest payments that were due on the RCF unsecured bridging loan.

Recommendation

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

9. RESOLUTION 8: RATIFICATION OF ISSUE OF SHARES TO GR ENGINEERING SERVICES LIMITED

As announced by the Company on 29 August 2016 and 3 October 2016, the Company issued 281,776 Shares at \$0.3320 and 284,315 Shares at \$0.2609 to GR Engineering Services Limited (**GRES**), in lieu of cash payments for Mulga Rock Project definitive feasibility study work programs (**GRES Shares**).

The GRES 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 GRES 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 GRES Shares.

- (a) The total number of the GRES Shares issued by the Company was 566,091 Shares.
- (b) The issue price for the GRES Shares was \$0.3320 for the Shares issued on 5 July 2016, and \$0.2609 for the GRES Shares issued on 3 October 2016.
- (c) The GRES 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 GRES Shares were issued and allotted to GRES.
- (e) The GRES Shares were issued in lieu of cash payments for Mulga Rock Project definitive feasibility study work programs.

Recommendation

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

10. RESOLUTION 9: ISSUE OF SHARES TO MR MICHAEL YOUNG OR HIS NOMINEE

(a) Background

Mr Michael Young has been Managing Director and CEO of the Company since 13 February 2014.

Resolution 9 seeks the approval of Shareholders for the issue of 1,666,667 shares (**CEO Shares**) to Mr Michael Young or his nominee(s) under the 2016 Vimy Employee Share Plan (**Plan**). The Company will grant a non-recourse loan to Mr Young for the subscription of the CEO Shares (**CEO Limited Recourse Loan**). The Company will take security over the CEO Shares issued to Mr Young until the CEO Limited Recourse Loan provided for the subscription price for those CEO Shares is repaid in full.

Mr Young and his nominee (if any) will enter into a voluntary escrow agreement under which the CEO Shares will be escrowed for up to 3 years from the date of issue. The vesting conditions applicable to the CEO Shares are the satisfaction of KPIs relating to project approvals, finance, decision to mine, production and a portion at the board's discretion taking into account HSE, governance and continuity, as further detailed in the table in section (c) below. If Mr Young is no longer employed by the Company during the escrow period, the Company will buy back the CEO Shares in accordance with the terms of the CEO Limited Recourse Loan. Upon issue of the CEO Shares to Mr Young (and/or his nominee, if any), he/they become entitled to all rights which accrue to Shares in accordance with the Constitution and Plan, including exercising all voting rights attaching to the CEO Shares and participating in dividends declared and paid by the Company.

The grant of the CEO Shares is also a key component of Mr Young's remuneration package and will provide Mr Young with an added incentive in carrying out his duties as Managing Director and CEO of the Company.

The use of the CEO Shares as an employment incentive is important for the Company given the size of the Company, where the preservation of the Company's cash resources is paramount and the ability to recruit and retain high quality and well-credential executives is important to the ongoing development of the Company and the Company's Mulga Rock Project.

The Board (excluding Mr Young) is of the view that the remuneration for Mr Young, including the proposed issue of the CEO Shares and the grant of the CEO Limited Recourse Loan, the subject of

Resolution 9, is reasonable, having regard to the position of the Company and his duties and responsibilities as the Managing Director and CEO of the Company. These CEO Shares are intended to provide a long-term incentive and align Mr Young's interests with those of Shareholders in seeking to maximise the value of the Company.

(b) Regulatory information - Requirement for Shareholder Approval

(i) Listing Rule 10.14

Listing Rule 10.14 requires the Company to seek Shareholder approval before issuing Shares to Directors under the Plan.

Once Shareholder approval is obtained under Listing Rule 10.14 for the CEO Shares, the Company is entitled to rely on Listing Rule 10.12 Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, Shareholder approval is not required under Listing Rule 7.1 for the CEO Shares.

(ii) Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to related parties (which includes Directors) without Shareholder approval. The CEO Shares to be issued to Mr Young (or his nominee) and the grant of the CEO Limited Recourse Loan will constitute financial benefits for the purposes of Chapter 2E of the Corporations Act. The issue of the CEO Shares and the grant of the CEO Limited Recourse Loan do not fall within any of the exceptions from shareholder approval under the Corporations Act. Accordingly, Resolution 9 seeks Shareholder approval for the issue of the CEO Shares and the grant of the CEO Limited Recourse Loan to Mr Young or his nominee under Chapter 2E of the Corporations Act.

(c) Terms of issue of CEO Shares and grant of CEO Limited Recourse Loan

The Company provides the following information under Listing Rule 10.15:

Eligible Recipient for whom approval under LR 10.14 is being sought	Mr Michael Young or his nominee
Names of all persons referred to in LR 10.14 entitled to participate in the 2016 Vimy Employee Share Plan	All Directors of the Company and all directors of each related body corporate of the Company, or their nominees.
Number of CEO Shares to be issued	1,666,667
Key terms of the Loan	The Company will be making a limited non-recourse loan under the Plan to Mr Young or his nominee in the amount required to acquire the CEO Shares. The terms of the CEO Limited Recourse Loan made under the Plan are set out in Section 7.3 above
Price for each CEO Share	The subscription price for each CEO Share will be 99.9% of the closing share price of a Share on the issue date of the CEO Shares

Timing of issue of CEO Shares and granting of CEO Limited Recourse Loan	<p>The issue of the CEO Shares and the grant of the CEO Limited Recourse Loan to Mr Young are contingent upon this approval. The issue and grant will be made as soon as possible following Shareholder approval but in any event no later than 12 months after the date of the Meeting</p>
Vesting Conditions	<ul style="list-style-type: none"> • Tranche 1 comprising 10% of the CEO Shares will vest upon the Company obtaining the following approvals provided prior to March 2017: primary approvals include environmental (both state and federal government), mining (below ground) and works (above ground) • Tranche 2 comprising 10% of the CEO Shares will vest upon the Company achieving First Shovel In Ground • Tranche 3 comprising 10% of the CEO Shares will vest upon the Company obtaining Project finance including working capital measured against maximum negative cash flow • Tranche 4 comprising 10% of the CEO Shares will vest upon the Company paying down the RCF debt • Tranche 5 comprising 20% of the CEO Shares will vest upon the Company having NPV 10 times greater than Capex at the decision to mine (DTM), where DTM constitutes Board approval to proceed with development • Tranche 6 comprising 10% of the CEO Shares will vest upon first production, being the point in time at which uranium is produced, within the required product specifications for sale to customers, to the quantum of 1 full container of drums ready for road transport from the Mulga Rock Project site • Tranche 7 comprising 10% of the CEO Shares will vest upon name plate, being the point in time at which plant operating and cost performance are all within the expected name plate range for a period of 3 months consecutively • Final 3 tranches of equal size together comprising 20% of the CEO Shares will vest in 12-month intervals at the board's discretion taking into account HSE, governance and continuity factors
Rights attaching to CEO Shares	<p>The CEO Shares will be issued with the same rights as the Plan Shares issued under the Plan. As indicated in Section 7.3 above, the CEO Shares will rank equally with all other Shares on issue in the capital of the Company. Holders of CEO Shares issued under the Plan will be entitled to exercise all voting rights attaching to the Shares in accordance with the Constitution. In addition, holders of CEO Shares issued under the Plan will be entitled to participate in dividends declared and paid by the Company in accordance with the Constitution</p>
Other information required under the Listing Rule	<p>As the Plan is the subject to Shareholders' approval under Resolution 6, no Directors have received any securities under the Plan</p> <p>Mr Young is a person to whom Listing Rule 10.14.1 applies</p>

(d) Chapter 2E of the Corporations Act

In accordance with the requirements of Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to enable them to

assess the proposed issue of CEO Shares and the grant of the CEO Limited Recourse Loan to Mr Young or his nominee:

- (i) Mr Young is a related party of the Company to whom approval of proposed Resolution 9 would permit financial benefits to be given to Mr Young.
- (ii) The nature of the financial benefit to be given to Mr Young (or his nominee) is:
 - (A) the issue of a maximum number of 1,666,667 Shares; and
 - (B) the grant of the CEO Limited Recourse Loan on the terms set out in this Explanatory Statement; and
- (iii) In respect of the proposed issue price of the CEO Shares, the last price which Shares in the Company traded on ASX on 3 October 2016 was \$0.245 (being the last practicable date prior to the date of finalising this Explanatory Statement for submission to ASX and ASIC).
- (iv) As at 3 October 2016 (being the last practicable date prior to the date of finalising this Explanatory Statement for submission to ASX and ASIC), Mr Young is holding 3,571,427 Shares and 2,142,856 Options, consisting of 1,428,571 Options having an exercise price of \$0.35 and expiring on 14 June 2018, and 714,285 Options having an exercise price of \$0.80 and expiring on 16 December 2019. With the acquisition of all the CEO Shares, he would hold approximately 2.06% of the Shares in the Company (assuming that Mr Young does not exercise any of his Options) and the shareholding of Shareholders would be diluted by 0.65% (based on the number of Shares currently on issue).
- (v) Mr Young' current remuneration package, before taking into account the proposed issue of the CEO Shares is \$450,000 including statutory superannuation.
- (vi) The primary purpose of the issue of the CEO Shares to Mr Young is not to raise capital but to form part of his remuneration package. As the Company will be granting the CEO Limited Recourse Loan for the subscription of the CEO Shares, no funds will be raised from the issue of the CEO Shares. The Company will receive funds with the repayment of the CEO Limited Recourse Loan unless the CEO Limited Recourse Loan is satisfied by the Company buying back the CEO Shares in accordance with the terms of the CEO Limited Recourse Loan. Any funds received will be made available for general working capital purposes.
- (vii) The vesting conditions applicable to the CEO Shares are the satisfaction of KPIs relating to project approvals, finance, decision to mine, production and a portion at the board's discretion taking into account HSE, governance and continuity, as further detailed in the table in section (c) above.
- (viii) There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the CEO Shares upon the proposed terms. As the CEO Limited Recourse Loan will be used to fund the subscription of the CEO Shares, there will be no reduction in the cash reserves of the Company.

(e) Fair value of the CEO Shares

Under the Corporations Act, the Company is required to give a value to the CEO Shares for the purposes of obtaining shareholder approval.

The indicative fair value of the CEO Shares is as follows:

Number of CEO Shares	Indicative Fair Value of CEO Shares
1,666,667	\$500,000

The indicative fair value of \$0.30 for CEO Share was calculated in a manner consistent with the principles described by AASB 2 (Share-based Payments). The valuation date was 3 October 2016 (being the last practicable date prior to the date of finalising this Explanatory Statement for submission to ASX and ASIC). The last price which Shares in the Company traded on ASX on 3 October 2016 was \$0.245 per share. The share price fluctuated between a high of \$0.40 and a low of \$0.245 in the 12 months preceding the valuation date. It should be noted that the actual valuation can only be finalised once the CEO Shares have been issued.

Recommendation

The Board of Directors (other than Mr Young who has a material personal interest in this resolution) unanimously recommends that Shareholders vote in favour of this resolution.

11. RESOLUTION 10: RATIFICATION OF ISSUE OF SHARES PURSUANT TO A PLACEMENT

On 30 September 2016 the Company issued 15,384,615 Shares to Resource Capital Fund VI L.P. and 8,709,230 Shares to sophisticated investors arranged by Canaccord Genuity at \$0.26 per Share (**Placement Shares**), to raise \$6.3m before the expenses of the issue.

The Placement 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 Placement 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 Placement Shares.

- (a) The total number of the Placement Shares issued by the Company was 24,093,845 Shares.
- (b) The issue price for the Placement Shares was \$0.26.

- (c) The Placement 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 Placement Shares were issued and allotted to RCF (as to 15,384,615 Shares) and to sophisticated investors arranged by Canaccord Genuity (as to 8,709,230 Shares).

Recommendation

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

12. RESOLUTION 11: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

12.1 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 Company's existing 15% placement capacity under Listing Rule 7.1. 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).

12.2 Approval sought

The Company is an eligible entity for the purposes 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, by way of a special resolution, under Listing Rule 7.1A to issue an additional number of Shares representing up to 10% of the Company's issued share capital without the need for further Shareholder approval. 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.

12.3 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 254,952,493 Shares. Therefore, assuming Resolutions 7, 8 and 10 are approved by Shareholders the Company will have a capacity to issue:

- (A) 38,242,874 Equity Securities under Listing Rule 7.1; and
- (B) 25,495,249 Equity Securities under Listing Rule 7.1A, subject to the Shareholder approval being granted under this Resolution.

(v) 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). Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A will not be 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

If Shareholders approve this Resolution, the approval to issue Shares under the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting, 18 November 2016, and expires on the earlier to occur of:

- > 18 November 2017, being the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- > the date (if any) 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).

12.4 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 on which trades in that class were recorded 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 \$0.1225		Market price \$0.245		100% increase in market price \$0.49	
	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 254,952,493 Shares	25,495,249	\$2,342,376	25,495,249	\$4,684,752	25,495,249	\$9,369,504
50% increase in share capital 382,428,740 Shares	38,242,874	\$3,513,564	38,242,874	\$7,027,128	38,242,874	\$14,054,256
100% increase in share capital 509,904,986 Shares	50,990,499	\$4,684,752	50,990,499	\$9,369,504	50,990,499	\$18,739,008

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 \$0.245, being the closing price of the Shares on the ASX on 3 October 2016.

(iii) The Company will only issue the Equity Securities during the 10% Placement Period. Any approval obtained from Shareholders under 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 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 obtained approval for the additional placement capacity under Listing Rule 7.1A in its annual general meeting held on 30 November 2012. The Company did not obtain

shareholder approval under Listing Rule 7.1A in the annual general meeting held on 27 November 2013, nor the annual general meeting held on 28 November 2014, nor the annual general meeting held on 18 November 2015. The Company discloses the following information contemplated by Listing Rule 7.3A.6:

- a. A total number of 27,591,126 shares were issued in the 12 months preceding the date of this Meeting representing 12.1% of the total number of shares on issue at the commencement of the 12-month period. No options were issued in the 12 months preceding the date of this Meeting; and
- b. Details of each issue of shares during the 12 months preceding the date of this Meeting are as follows:

Date	Number	Class	Recipients (or basis on which they were determined)	Issue price and discount to market price (if any)	Form and value of consideration	Amount and use of cash consideration spent (if any)
20/11/15	1,000,000	Shares	Employee	\$0.3411 per share	Nil funds raised as shares issued under a employee non-recourse loan share plan	N/A
03/06/16	1,300,000	Shares	Employee	\$0.3172 per share	Nil funds raised as shares issued under a employee non-recourse loan share plan	N/A
05/07/16	213,937	Shares	Debt provider	\$0.3381 per share	Nil funds raised as shares issued in lieu of \$73,836 owing in interest	N/A
29/08/16	281,776	Shares	Creditor	\$0.332 per share	Nil funds raised as shares issued in lieu of \$93,550 owing to DFS creditor	N/A
30/09/16	24,093,845	Shares	Sophisticated and professional investors	\$0.26 per share	Gross cash proceeds of \$6,264,399.44	Cash to be used to optimise the key technical inputs of the Mulga Rock Project DFS, and to fast-track the bankability of the project
03/10/16	284,315	Shares	Creditor	\$0.2609 per share	Nil funds raised as	N/A

Date	Number	Class	Recipients (or basis on which they were determined)	Issue price and discount to market price (if any)	Form and value of consideration	Amount and use of cash consideration spent (if any)
					shares issued in lieu of \$74,178 owing to DFS creditor	
04/10/16	417,253	Shares	Debt provider	\$0.2738 per share	Nil funds raised as shares issued in lieu of \$114,244 owing in interest	N/A

Note:

The intended use of all remaining cash consideration not spent is for general working capital purposes and the development of the Company's Mulga Rock Project.

- (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.

13. RESOLUTION 12: RENEWAL OF THE COMPANY'S PROPORTIONAL TAKEOVER PROVISIONS

13.1 Background

The Constitution currently contains provisions dealing with proportional takeover bids for Vimy Resources Limited shares in accordance with the Corporations Act. The provisions, which are contained in Article 31 of the Constitution, are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three year period commencing on 18 November 2016.

The Board seeks approval by special resolution of Shareholders to renew Article 31 of the Constitution for a further 3 years in accordance with Part 6.5 Division 5 of the Corporations Act.

The Corporations Act requires that the following information be provided to shareholders for the purpose of considering the inclusion of proportional takeover provisions in a constitution.

13.2 Effect of the provisions to be included

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares.

If the proportional takeover provisions in Article 31 of the Constitution are renewed and a proportional takeover bid is made after 18 November 2016, the Directors must convene a meeting of the holders of the class of shares being bid for, to consider whether or not to approve the bid.

The Directors must ensure that a resolution to approve the bid is voted on at least 14 days before the last day of the bid period. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval.

The bidder and its associates are not allowed to vote on the resolution.

If no such resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed.

If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved or taken to have been approved, the transfers of shares in the Company resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

The proportional takeover provisions in Article 31 of the Constitution do not apply to full takeover bids and will only apply until 18 November 2019, unless again renewed by Shareholders.

13.3 Reasons for proposing Resolution 12

The Directors consider that Shareholders should have the opportunity to vote on any proportional takeover bid for the Company. Without the proportional takeover provisions being included in the Constitution, a proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority position and without Shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be at risk of passing control to the bidder without payment of an adequate control premium for all their shares and leaving themselves as part of a minority interest in the Company. This could place Shareholders under pressure to accept the bid.

The proportional takeover approval provisions lessen these risks because they allow Shareholders in general meeting to decide whether or not a proportional takeover bid is acceptable and should be permitted to proceed.

The benefit of the provision is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

13.4 No knowledge of present acquisition proposals

As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company, other than the proposal contemplated in the Company's announcement of 23 September 2016 pursuant to which Resource Capital Fund VI L.P. will convert the bridge facility loan into Shares at \$0.26 per Share, delivering RCF a shareholding of interest of approximately 29.9%.

13.5 Review of the advantages and disadvantages of the proportional takeover provisions during the period they were previously in effect

The potential advantages and disadvantages of the proportional takeover provisions for the Directors and Shareholders are set out below. There has not been any proportional takeover bid during the period that the provisions were in effect previously.

13.6 Potential advantages and disadvantages for the Directors and Shareholders of the Company

For Directors

The renewal of the proportional takeover provisions will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be approved.

For Shareholders

The potential advantages of the proportional takeover provisions for Shareholders are:

- (i) Shareholders have the right to consider a proportional takeover bid and determine by majority vote whether a proportional takeover bid should proceed;
- (ii) enables Shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid;
- (iii) the provisions may assist Shareholders to avoid being locked in as a minority;
- (iv) increase in Shareholders' bargaining power which may assist in ensuring that any proportional takeover bid is adequately priced and otherwise structured so as to be attractive to a majority of Shareholders; and
- (v) knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to accept or reject an offer under the bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) the likelihood of a proportional takeover bid being successful may be reduced and the provisions may discourage the making of a proportional takeover bid in respect of the Company;
- (ii) the provisions may reduce any 'takeover speculation' element in the Company's share price or reduce the opportunities which Shareholders may have to sell all or some of their shares at a premium to persons seeking control of the Company; and
- (iii) the provisions may be considered an additional restriction on the ability of individual Shareholders to deal freely in their shares.

However, on balance, the Directors do not perceive those or any other possible disadvantages justify not renewing the proportional takeover provisions for a further three years.

13.7 Review of advantages and disadvantages of the proportional takeover approval provisions

While proportional takeover provisions have been in effect under the Constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which the advantages or disadvantages of the existing proportional takeover provisions (that is, Article 31 of the Constitution) could be reviewed for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by Article 31.

13.8 Director's recommendation

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 12.1.

'10% Placement Period' has the meaning provided in section 12.3(vi).

'2016 Annual Report' means the annual report of the Company for the year ended 30 June 2016.

'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.

'CEO Shares' and **'CEO Limited Recourse Loan'** have the meanings provided in section 10.

'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.



'Employee Option Plan' means the option plan known as the Vimy Employee Option Plan approved by shareholders at the annual general meeting of the Company held on 18 November 2015.

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

'Explanatory Statement' means the explanatory statement accompanying the Notice.

'GRES' and **'GRES Shares'** have the meanings provided in section 9.

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

'Limited Recourse Loan' has the meaning provided in section 7.1.

'Notice' means this notice of AGM.

'Plan' and **'Plan Shares'** have the meanings provided in section 7.1.

'Proxy Form' means the proxy form attached to the Notice.

'RCF' and **'RCF Shares'** have the meanings provided in section 8.

'Remuneration Report' means the remuneration report of the Company for the year ended 30 June 2016 as set out in the 2016 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.

'VWAP' has the meaning provided in section 12.3(v).

+
«EFT_REFERENCE_NUMBER»

VIMY RESOURCES LIMITED

ACN: 120 178 949

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

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX A2020
South Sydney NSW 1235
Suite 511, The Trust Building
155 King Street
Sydney NSW 2000 AUSTRALIA
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

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

Sample Only

Code:

Holder Number:

PROXY FORM

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

VOTE ONLINE	Lodge your proxy vote securely at www.securitytransfer.com.au	<input type="text" value="«ONLINE»"/>
	1. Log into the Investor Centre using your holding details. 2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.	

SECTION A: Appointment of Proxy

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

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am WST on Friday 18 November 2016 at Grant Thornton Australia, "Cottesloe Beach Room", Level 1, 10 Kings Park Road, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Ratification of Shares issued to Resource Capital Fund VI L.P.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Malcolm James as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Ratification of Shares issued to GR Engineering Services Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr Andrew Haslam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Issue of Shares to Mr Michael Young or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of the HON. Cheryl Edwardes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Ratification of Shares issued pursuant to a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr Julian Tapp as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of 2016 VIMY Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Renewal of the Company's Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder <input type="text"/> Sole Director & Sole Company Secretary	Security Holder 2 <input type="text"/> Director	Security Holder 3 <input type="text"/> Director/Company Secretary
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Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Wednesday 16 November 2016.

Sample Only

My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

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

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

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

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX A2020 South Sydney NSW 1235
Street Address	Suite 511, The Trust Building 155 King Street Sydney NSW 2000 AUSTRALIA
Telephone	+61 3 9628 2200
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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