



2016

Share Purchase Plan Offer

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult your financial or other professional adviser.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Company's Share Registry, Security Transfer Australia Pty Ltd +61 3 9628 2200 or Ron Chamberlain – Company Secretary on +61 8 9389 2700.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

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Important Dates

Record Date (5.00pm WST)	Thursday, 22 September 2016
Announcement of Share Purchase Plan	Monday, 10 October 2016
Offer documents mailed to Eligible Shareholders	Monday, 10 October 2016
Opening date for acceptances	Tuesday, 11 October 2016
Closing date for acceptances (5:00pm WST)	Monday, 31 October 2016
Allotment and issue of new Shares under the Plan	Monday, 7 November 2016
Quotation of new Shares on ASX	Tuesday, 8 November 2016
Dispatch of Shareholder statements	Tuesday, 8 November 2016

These dates are indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and the Corporations Act.

Important Notices

The Offer contained in this document is not a recommendation to purchase Vimy Resources Limited (**Vimy**) shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY®¹ payment or completing and returning the Application Form with a cheque or bank draft, you are accepting the risk that the market price of Shares may change between the date of the Offer and the allotment date. This means it is possible that, up to or after the allotment date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Vimy recommends that you monitor its announcements, which can be found on its website at <http://www.vimyresources.com.au> and on the ASX website at www.asx.com.au (ASX: VMY), as well as the Company's Share price. The Share price can also be found on the ASX website at www.asx.com.au or in the financial pages of major Australian metropolitan newspapers.

¹ ® Registered to BPAY Pty Limited ABN 69 079 137 518 - New Zealand based Shareholders cannot apply using BPAY® unless they have an Australian bank account.

Key Steps

Step 1:	<p>Read the terms and conditions of the Share Purchase Plan in full.</p> <ul style="list-style-type: none"> There is no requirement to participate in the Share Purchase Plan. Participation in the Share Purchase Plan is entirely voluntary.
Step 2:	<p>Are you an Eligible Shareholder? (see section 3)</p> <p>You are eligible to apply for New Shares if:</p> <p>(a) your registered address in the Company's register of members is in Australia or New Zealand; and</p> <p>(b) you were registered as a holder of Shares in the Company as at 5:00pm WST on Thursday, 22 September 2016 (Record Date).</p> <p>The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.</p> <p>Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).</p>
Step 3:	<p>If you choose to participate in the Share Purchase Plan you must choose to purchase a parcel of New Shares for one of the following amounts (see section 6):</p> <ul style="list-style-type: none"> \$1,500; \$3,000; \$6,000; \$9,000; \$12,000; or \$15,000. <p>You may not subscribe for more than \$15,000 of New Shares in total even if you have several Share holdings.</p>
Step 4:	<p>To apply for New Shares under the Share Purchase Plan, Eligible Shareholders must (see section 11):</p> <ul style="list-style-type: none"> complete the Share Purchase Plan Application Form attached to these terms and conditions; or make a BPAY® payment by using the personalised reference number shown on your Application Form, which is required to identify your holding.

Questions

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Company's Share Registry, Security Transfer Australia Pty Ltd on +61 3 9628 2200 or Ron Chamberlain – Company Secretary on +61 8 9389 2700 or email info@vimyresources.com.au , or consult your financial or other professional adviser.

Letter from the Chairman

10 October 2016

Dear Fellow Shareholder,

Opportunity to participate in the Vimy Resources Share Purchase Plan

On behalf of the Directors of Vimy Resources Limited (**Vimy or Company**), I am pleased to provide you with the opportunity to participate in Vimy's Share Purchase Plan (**SPP**).

If you've been keeping up with our announcements, you'll know that the news from Vimy just keeps getting better. The Vimy team has had a very busy year and has made considerable progress with the Mulga Rock Project.

We have recently announced a capital raising of \$6.6 million via a placement to new and existing institutions and other sophisticated investors (details below). The Vimy Board has decided to offer all shareholders an opportunity to acquire additional shares in Vimy on the same terms as the placement through the SPP.

The closing date for the SPP (i.e. the last date by which time you need to have applied for New Shares and the date by which the Company must have received your cleared monies) is **Monday, 31 October 2016**. Therefore, to participate in this Offer you should act in a timely manner.

When deciding whether to participate in the SPP, please take time to read the enclosed SPP Terms and Conditions. If needed, please seek your own investment or taxation advice.

Under the SPP, Eligible Shareholders are invited to invest up to A\$15,000 for fully paid ordinary shares in the Company, free of brokerage and other transaction costs, for Vimy to raise between \$0.5 million and \$1 million with the ability to accept oversubscriptions. The issue price under the SPP is \$0.26 per New Share, with no brokerage or other transaction cost. This price represents a discount of 9% to the volume weighted average price of Vimy's shares traded on the ASX over the 10 trading days prior to the announcement of the SPP on 23 September 2016. Please note that the closing ASX share price on Wednesday 5 October 2016 was \$0.25 per share.

Funds raised from the SPP will be used for additional working capital to progress the Mulga Rock Project. Recent progress from Vimy has included:

- Continued delivery of key milestones of the Definitive Feasibility Study for the Mulga Rock Project, which is on track for completion in Q1 2017. These include:
 - The Office of the EPA recommended Ministerial approval for the Mulga Rock Project
 - A Resource upgrade to 66.6Mt at 520ppm U₃O₈ for 76.2Mlbs contained U₃O₈
 - The completion of test pits at Ambassador with bulk samples taken from the pits demonstrating a 53% higher contained U₃O₈ when compared to the Resource model
 - Metallurgical test work results which have to date confirmed the nature of the mineralisation and suitability of the flow-sheet design
 - Nomination for the Golden Gecko Award for Vimy's innovative camera trapping protocol
 - Consent from The Office of the EPA to allow preliminary work to be undertaken in support of the Mulga Rock Project
- A capital raising of \$6.6 million via a placement to new and existing institutions and other sophisticated investors, in part subject to FIRB approval. This was followed by an announcement of early settlement of the placement with \$6.3 million raised, and the balance of \$0.3 million to be received later in the month of October 2016 from institutional and sophisticated investors (refer ASX Announcement dated 30 September 2016).

- Full conversion of the \$15 million Resource Capital Fund VI L.P. unsecured bridging loan into equity, subject to shareholder approval.

Participation in the SPP is open to Eligible Shareholders who were recorded on Vimy's share register as a holder of Shares at 5:00pm (Perth time) on 22 September 2016 (see Section 3 of the Offer Booklet). Participation is entirely voluntary and the Offer is non-renounceable.

Directors and employees of Vimy holding shares in the Company may participate in this Offer.

To participate in the SPP, you must complete the enclosed Application Form and return it, together with your cheque made payable to "Vimy Resources Limited". Alternatively, you can make a BPAY® payment in accordance with the instructions in the Application Form using the personalised reference number shown on the Application Form (which is required to identify your holding). By electing to subscribe for New Shares under the SPP, including by making a BPAY® payment, you agree to be bound by the SPP Terms and Conditions.

Completed Application Forms with appropriate payment (either by cheque or BPAY) must be received by Vimy's registry by no later than 5:00pm (Perth time) on Monday, 31 October 2016.

If you have any questions regarding the operation of the SPP, please call the Company's Share Registry, Security Transfer Australia Pty Ltd on +61 3 9628 2200 or Ron Chamberlain – Company Secretary on +61 8 9389 2700 or email info@vimyresources.com.au, or consult your financial or other professional adviser.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Vimy and thank you for your continuing support.

The Hon. Cheryl Edwardes, AM
Non-Executive Chairman

Vimy Resources Limited
ABN 56 120 178 949

SHARE PURCHASE PLAN – TERMS AND CONDITIONS

These terms and conditions are the terms and conditions of the Vimy Resources Limited (**Vimy or Company**) Share Purchase Plan, and are binding on any Shareholder completing a Share Purchase Plan Application Form attached to these terms and conditions.

1. THE OFFER

1.1 The Offer

The Offer is an invitation to all Eligible Shareholders to subscribe for New Shares at a subscription price of \$0.26 per New Share, up to a maximum subscription of 57,692 New Shares for \$15,000. Participation in the Offer is entirely optional (subject to eligibility criteria). You may choose not to accept the Offer.

The Offer to each Eligible Shareholder is made on the same terms and conditions and irrespective of the number of Shares a Shareholder currently holds. The Offer is non-renounceable (i.e. you may not transfer your right to acquire a New Share under the Offer to anyone else).

The number of New Shares you receive will depend on the value of the parcel of New Shares you apply for (see **section 6** below) and on the total number of New Shares applied for by all Eligible Shareholders. The Company reserves the right to scale back Applications where the total value of New Shares applied for by all Eligible Shareholders exceeds \$1 million (or such increased amount at the Company's absolute discretion) (see **section 7** below).

The Offer Price is fixed, regardless of any changes in the market price of Shares during the Offer period.

1.2 Offer not taken up

If you are an Eligible Shareholder and do not wish to subscribe for New Shares, you are not obliged to do anything. You will not receive any benefits or New Shares.

The number of existing Shares you hold as at the Record Date and the rights attached to those existing Shares will not be affected if you choose not to accept any of your entitlement under this Share Purchase Plan.

2. OPENING AND CLOSING DATES

The Opening Date of the Offer will be Tuesday, 11 October 2016 and the Closing Date will be Monday, 31 October 2016. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered appropriate.

3. ELIGIBILITY

3.1 Eligibility

You are eligible to apply for the New Shares if:

- (a) your registered address in the Company's register of members is in Australia or New Zealand; and

- (b) you were registered as a holder of Shares in the Company as at 5.00pm (WST) on 22 September 2016 (**Record Date**).

3.2 Individual Shareholders

If you are the sole registered holder of Shares, but you receive more than one Offer under the Share Purchase Plan (for example, because you hold Shares in more than one capacity), you may only apply for one parcel of New Shares with a value of up to \$15,000.

The Company reserves the right to reject any Application where it believes there has not been compliance with this term.

3.3 Joint Shareholders

If you are recorded with one or more other persons as the joint holder of Shares, that joint Shareholding is considered to be a single registered Shareholding for the purpose of the Share Purchase Plan, and the joint Shareholders are entitled to participate in the Share Purchase Plan in respect of that single holding only. If the same joint Shareholders receive more than one invitation under the Share Purchase Plan due to multiple registered holdings, the joint Shareholders may only apply for one parcel of New Shares with a value of up to \$15,000.

The Company reserves the right to reject any Application where it believes there has not been compliance with this term.

3.4 Custodians

If you are a Custodian within the definition set out in **section 16** and hold Shares on behalf of one or more persons resident in Australia or New Zealand (each a **Participating Beneficiary**), you may be entitled to apply for up to \$15,000 worth of New Shares for each Participating Beneficiary, subject to you providing a certificate to the Company containing the information prescribed by ASIC Class Order 09/425 as modified by ASIC Class Orders 10/105, 10/789 and 11/162 (**Custodian Certificate**).

If you are a Custodian and would like a Custodian Certificate or further information on how to apply, you should contact the share registry, Security Transfer Australia Pty Ltd on +61 3 9628 2200.

3.5 Trustee or nominee

If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in **section 3.4** unless the Company otherwise agrees. In this case, the rules for multiple single holdings set out in **sections 3.2 and 0** apply.

3.6 Directors and employees

Directors and employees of Vimy who are Eligible Shareholders may participate in the Offer in accordance with its terms.

3.7 Treatment of overseas Shareholders

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.

No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand.

Recipients may not send or otherwise distribute this document or the Application Form to any person outside Australia (other than to Eligible Shareholders).

(a) New Zealand

The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who were not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

(b) United States

Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to in this document have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of New Shares is being made in the United States.

(c) Representation by Applicants

Returning a completed Application Form or paying the Offer Price for New Shares by BPAY®, will be taken to constitute a representation, warranty and agreement by the Applicant that:

- (i) they are an Eligible Shareholder, are eligible to participate in the Share Purchase Plan for the amount of their Application, have read and understood these terms and conditions and subscribe for New Shares in accordance with these terms and conditions;
- (ii) they agree to be bound by the terms and conditions of the Offer set out in this document and the Application Form, and the Company's constitution;
- (iii) their Application is irrevocable and unconditional;
- (iv) all details and statements in their Application Form are true and complete and not misleading;
- (v) they authorise Vimy and its officers and agents to correct minor errors in their Application Form if required, and to complete the Application Form by inserting any minor missing details and to otherwise do anything on their behalf which is necessary for New Shares to be issued to them in accordance with these terms and conditions;
- (vi) the aggregate Application price for the following does not exceed \$15,000:
 - (a) the New Shares the subject of their Application Form or BPAY® payment;
 - (b) any other New Shares applied for by them under the Offer; and
 - (c) any other New Shares which they have instructed a custodian to acquire on their behalf under the Offer,

even though they may have received more than one invitation under the Offer or received invitations in more than one capacity under the Offer;

- (vii) they acknowledge that the market price of Shares may rise or fall between the date of this Offer and the allotment date of the New Shares and that the Offer

Price paid for the New Shares may exceed the market price of the New Shares on the allotment date;

- (viii) the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the US, or in any other jurisdiction outside Australia or New Zealand, and may not be offered, sold, transferred or otherwise disposed of except in accordance with an available exemption form, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (ix) they are eligible under all applicable securities laws to receive an Offer under the Share Purchase Plan;
- (x) they are not in the United States, are not US Persons and are not acting for the account or benefit of US Persons;
- (xi) they have not and will not send this document or the Application Form to any person in the United States or that is, or is acting for the account or benefit of, a US Person; and
- (xii) if in the future they decide to sell or otherwise transfer their New Shares, they will only do so in transactions conducted in the ordinary course on ASX where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is in the United States or is a US Person.

4. OFFER PRICE

The Company is inviting Eligible Shareholders to apply for up to a total of 3,846,154 New Shares at the Offer Price to raise up to \$1 million (or such increased amount at the Company's absolute discretion) before costs.

The Offer Price of \$0.26 represents an approximately 9% discount to the volume weighted average closing price of Vimy Shares traded on ASX in the ten trading days prior to announcement of the Share Purchase Plan.

5. RIGHTS

The rights and obligations of the New Shares are contained in the constitution of the Company, which is available for inspection at the registered office of the Company during the Offer period. The New Shares will be issued on the same terms as, and rank equally in all respects with, all existing Shares and the Company will apply for the New Shares to be quoted on ASX.

If the New Shares are not quoted on ASX in accordance with the timetable under the Offer (as may be varied by the Directors at their discretion), the New Shares will not be issued and all funds received will be refunded to Applicants.

6. NUMBER OF NEW SHARES

Each Eligible Shareholder has the right to apply for up to a maximum of 57,692 New Shares for a consideration of \$15,000, which is the maximum amount permitted by ASIC for this type of offer. Eligible Shareholders may select one of the following alternatives:

Offer A	5,769 New Shares	\$1,500
Offer B	11,538 New Shares	\$3,000
Offer C	23,076 New Shares	\$6,000
Offer D	34,615 New Shares	\$9,000
Offer E	46,153 New Shares	\$12,000
Offer F	57,692 New Shares	\$15,000

The total cost of New Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding which they have a beneficial interest) under this Share Purchase Plan and/or any similar plan in any 12 month period must not exceed \$15,000. The Directors reserve the right to issue to an Eligible Shareholder less New Shares than the number specified in the Application Form for whatever reason including the possible subscription of over \$15,000 worth of New Shares by a Shareholder through multiple Applications or joint holdings, or where an Eligible Shareholder subscribes for a number of New Shares other than as designated in Offers A to F above (see **section 11.1**).

No fractions of New Shares will be issued.

Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

7. SCALE BACK AND OVERSUBSCRIPTION

Should the Company receive Valid Applications in excess of the \$1 million sought, the Company may, in its absolute discretion, increase the Offer.

If the Company receives Valid Applications for more than \$1 million (or such increased amount at the Company's absolute discretion) of New Shares under the Share Purchase Plan, it may in its absolute discretion undertake a scale-back to the extent and in the manner it sees fit.

There is no assurance that Applicants will be allocated all of the New Shares applied for.

If there is a scale back you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to your Application, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.

Where the number of New Shares allotted to an Applicant is less than the number applied for, surplus moneys will be refunded to the Applicant by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

In the event that the Offer is oversubscribed, the Directors reserve the right to close the Offer early.

8. UNDERSUBSCRIPTION

The Share Purchase Plan is not underwritten.

In the event that the Offer is not fully subscribed, the Directors reserve their rights to issue Shares equal to the difference in the total amount of New Shares applied for by Eligible Shareholders, and the maximum number of New Shares available under the Offer specified in **section 6 (Additional Issue)**, to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:

- (a) satisfies section 708 of the Corporations Act; and
- (b) any approval of Shareholders to the Additional Issue which is required under the ASX Listing Rules or the Corporations Act is obtained.

9. PARTICIPATION COSTS

You must pay the Offer Price and any fees or charges incurred by you in completing the Application Form (for example, bank fees or fees of professional advisers). The Company will pay any brokerage or stamp duty.

10. APPLICATION MONEY AND ALLOTMENT OF NEW SHARES

10.1 Application money

All Application money received before the New Shares are issued will be held in a special purpose account. After any Application money is refunded to Applicants (if required) and New Shares are issued to Applicants, the balance of funds in the account plus accrued interest will be available to the Company.

10.2 Allotment of New Shares

Subject to ASX granting the New Shares official quotation, it is expected that the New Shares will be quoted on the ASX by Tuesday, 8 November 2016 and the Company expects to dispatch a holding statement in respect of the New Shares allotted to you under the Offer on this same day. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the Offer. If you trade any New Shares before you receive your Share statement, then you do so at your own risk.

11. PAYMENT FOR THE SHARES

11.1 Application options

If you would like to apply for New Shares under the Share Purchase Plan, you have two payment options which are set out below. Cash payments will not be accepted. Receipts for payment will not be issued.

If you apply for:

- (a) less than \$1,500 of New Shares, the Company will not allot any New Shares to you and will refund your Application monies to you;
- (b) between \$1,500 and \$15,000 of New Shares that is not one of the designated amounts set out in **section 6**, the Company will (subject to any scale back in the event of oversubscriptions) allot to you the number of New Shares that would have been allotted

had you applied for the highest designated amount that is less than the amount of cheque or BPAY® payment and will refund the excess Application monies to you; or

- (c) more than \$15,000 of New Shares, the Company will (subject to any scale back in the event of oversubscriptions) allocate to you a parcel of \$15,000 of New Shares and your excess Application monies will be refunded to you.

The Company will refund Application monies received from ineligible Shareholders, subject to compliance with its legal obligations.

11.2 To pay by cheque or bank draft

Complete the accompanying Application Form in accordance with the instructions set out in that form and return it together with your cheque or bank draft made payable to “Vimy Resources Limited – SPP Account” and crossed “Not Negotiable” for the appropriate Application money in Australian dollars.

The completed Application Form and your cheque or bank draft must be received by the Company’s Share Registry at the following address by no later than 5:00pm (WST) on Monday, 31 October 2016. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

Share Registry
Security Transfer Australia Pty Ltd PO BOX A2020 South Sydney, NSW, 1235

You will be required to certify to the Company that the total value of your investment under the Share Purchase Plan, when calculated in accordance with **sections 3.2 to 3.5 (inclusive)**, does not exceed \$15,000.

Custodians must apply by cheque or bank draft.

You cannot withdraw, alter or revoke your application once you have sent in an Application Form, even if the market price of Shares is less than the Offer Price. If your Application Form is incomplete, contains errors or is otherwise invalid or defective, the Company may in its sole discretion accept, reject, correct or amend your application, allocate such number of New Shares to you as it considers appropriate, refund your Application monies, or take any combination of these actions.

11.3 To pay by BPAY®

If you are not a Custodian you may make a BPAY® payment by using the personalised reference number shown on your Application Form which is required to identify your holding.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through BPAY® with sufficient time for it to be processed by their financial institution and received by the Company no later than 2:00pm (WST) on Monday, 31 October 2016.

If you make your payment using BPAY®, you do not need to return your Application Form. However, you will be taken to have represented to the Company that your investment under the Share Purchase Plan, when calculated in accordance with **sections 3.2 to 3.5 (inclusive)**,

does not exceed \$15,000 and taken to have made the other representations, warranties and agreements described in **section 3.7(c)**.

Custodians may not apply using BPAY® and must complete and return a Custodian Certificate (see **section 3.4**).

You cannot withdraw your application once you have paid via BPAY®.

12. OFFERS UNDER THE SHARE PURCHASE PLAN

The invitation for New Shares under the Offer is in accordance with the requirements of ASIC Class Order 09/425.

The Company may make more than one invitation to acquire Shares under the Share Purchase Plan in any 12 month period. Shareholders will not be able to acquire Shares to a value exceeding \$15,000 pursuant to the Share Purchase Plan, or any similar plan, in any 12 month period. An exception to this rule is that the Offer enables Eligible Shareholders who are Custodians to acquire Shares under the Share Purchase Plan on behalf of beneficiaries on whose behalf the Custodian is holding Shares, provided that the Custodian can certify particular requirements.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of the Share Purchase Plan and to amend or vary these terms and conditions (including vary the timetable for the Share Purchase Plan including the Closing Date) or provide for different terms to apply to different invitations at any time. The Company may suspend or terminate the Share Purchase Plan at any time. Any amendment, variation, suspension or termination of the Share Purchase Plan will be binding on all Eligible Shareholders even where the Company does not notify you of that event. Notice of invitations, the terms of invitations and any amendment, variation, suspension or termination of the Share Purchase Plan will be provided to ASX. The omission to give such notice to ASX or the non-receipt of notice will not invalidate any amendment, variation, suspension or termination.

13. APPLICATION OF THE SHARE PURCHASE PLAN

The Company may act or omit to act in relation to the Share Purchase Plan (including applying the terms of the Share Purchase Plan) in its absolute discretion. The Company may settle any question of fact or interpretation in relation to the Share Purchase Plan in any matter it thinks fit, whether generally or in relation to any participant, Application or New Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Share Purchase Plan. The Directors of the Company or any authorised delegate may exercise the powers of the Company under the terms of the Share Purchase Plan.

14. RISK CONSIDERATIONS

While the Offer Price represents an approximately 9% discount to the volume weighted average closing price of Vimy Shares traded on ASX in the ten trading days prior to announcement of the Share Purchase Plan, a subscription under the Share Purchase Plan is a speculative investment. The closing ASX share price on Wednesday 5 October 2016 was \$0.25 per share. The market price may change between the dates you apply for the New Shares and the issue of the New Shares to you. Accordingly, the value of the New Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX and, if necessary, consult your professional adviser when deciding whether or not to accept the Offer and participate in the Share Purchase Plan.

15. PRIVACY

By completing the Application Form, you will be providing personal information to Vimy. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each Applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the Applicant's security holding in Vimy. If Vimy is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for Vimy's records, Vimy will destroy or de-identify it.

By submitting an Application Form, each Applicant agrees that Vimy may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry (Security Transfer Australia Pty Ltd) Vimy's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, Vimy may not be able to process your Application.

An Applicant has a right to gain access to the information that Vimy holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Vimy's registered office.

16. GOVERNING LAW

The law in force in Western Australia governs this document. The parties submit to the non-exclusive jurisdiction of the courts of that place.

17. GLOSSARY

Applicant means an Eligible Shareholder who lodges an Application.

Application means an application for New Shares pursuant to the Application Form.

Application Form means the Application form attached to or accompanying these terms and conditions.

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

ASIC means the Australian Securities and Investment Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Closing Date means Monday, 31 October 2016 or such other date as may be determined by the Directors.

Company or **Vimy** means Vimy Resources Limited (ABN 56 120 178 949).

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Custodian has the meaning given in ASIC Class Order 09/425.

Director means a director of the Company.

Eligible Shareholder means a Shareholder as at the Record Date other than a Non-Qualifying Foreign Shareholder.

New Share means a Share to be issued under the Share Purchase Plan.

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer means the offer of New Shares pursuant to the Share Purchase Plan.

Offer Price means \$0.26 per New Share.

Opening Date means Tuesday, 11 October 2016.

Record Date means 22 September 2016.

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

Share Purchase Plan means the issue of up to 3,846,154 New Shares (or such increased amount as the Directors determine, in their absolute discretion) to Eligible Shareholders, each of which is entitled to apply for a parcel of New Shares valued at up to \$15,000 in accordance with these terms and conditions.

Shareholder means the holder of a Share.

US Person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933 as amended.

Valid Application means an Application:

- (a) that is made:
 - (i) in conjunction with an Application Form accompanying the Offer, that is properly completed in accordance with the instructions in the Application Form and in the Offer, and accompanied by any supporting documents required by the Offer to accompany the Application Form; or
 - (ii) by making a BPAY® payment in accordance with **section 11.3**;
- (b) that is received by the Company on or before 5:00pm on the Closing Date at the address set out in **section 11.2**, or is otherwise duly received in accordance with the provisions of the Offer for electronic lodgement of Applications as set out in **section 11.3**;
- (c) that is not withdrawn before it ceases to be capable of being withdrawn; and
- (d) in respect of which payment of the Offer Price for the relevant number of New Shares is received and is cleared (either before or after the Closing Date) when presented (either before or after the Closing Date) for payment by the relevant financial institution on which the payment is drawn.

WST means Australian Western Standard Time.