

## Notice of Annual General Meeting and Explanatory Statement

Date: Friday, 17 November 2017

Time: 11.00 am

Location: Hyatt Regency Hotel Perth  
“Mosman Bay Room”  
99 Adelaide Terrace  
PERTH, WA 6000

**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 Hyatt Regency Hotel Perth "Mosman Bay Room" 99 Adelaide Terrace, Perth, WA 6000 on Friday, 17 November 2017 at 11.00am.

## Business of the Meeting

### ORDINARY BUSINESS

#### ACCOUNTS AND REPORTS

To receive and consider the financial statements and the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

#### 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 2017 as set out in the 2017 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 DAVID CORNELL AS A DIRECTOR**

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

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

**RESOLUTION 3: 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 4: RE-ELECTION OF DR VANESSA GUTHRIE AS A DIRECTOR**

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

*"That Dr Vanessa Guthrie, having been appointed as a Director by the Board on 6 October 2017 and who retires as a Director in accordance with article 13.5 of the Constitution, and being eligible, offers herself for re-election, be and is hereby re-elected as a Director."*

**RESOLUTION 5: RATIFICATION OF SHARES ISSUED PURSUANT TO A PLACEMENT**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 200,000 Shares at \$0.26 per Share on 2 February 2017 to new institutional and 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.

**RESOLUTION 6: 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 43,000,000 Shares at \$0.14 per Share on 4 August 2017 to new institutional and sophisticated investors arranged by Morgans Corporate Limited, 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 7: APPOINTMENT OF AUDITOR**

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

*"That, subject to ASIC granting its consent to the resignation of the Company's current auditor, Grant Thornton (Audit) Pty Ltd, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, KPMG having consented in writing and been duly nominated, be appointed as auditor of the Company."*

**SPECIAL BUSINESS**

**RESOLUTION 8: 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.

**BY ORDER OF THE BOARD**



**Ron Chamberlain**  
Company Secretary  
6 October 2017

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

Resolution 8 is a **special resolution** and will be passed only if supported by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

### ENTITLEMENT TO VOTE

The Directors have determined a 'snapshot time' pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those who are registered as Shareholders at **4pm (WST) on Wednesday, 15 November 2017**.

### 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, 15 November 2017**, 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 Hyatt Regency Hotel Perth “Mosman Bay Room” 99 Adelaide Terrace, Perth, WA 6000 on Friday, 17 November 2017 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 eight Resolutions to be put at the AGM. 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 and the Auditor’s Report for the financial year ended 30 June 2017.

No resolution is required for this item. This item of business is intended to provide an opportunity for Shareholders to raise questions on the Directors’ Report and the Auditor’s Report for the year ended 30 June 2017 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 2017 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 DAVID CORNELL AS A DIRECTOR**

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

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

Mr Cornell is a director of Element Capital Pty Ltd and has significant experience providing strategic and corporate advice to listed companies, with a strong focus on transaction services.

Mr Cornell has assisted several companies through the listing process and has raised over a quarter of a billion dollars through debt, equity and hybrid structures for leading resource companies including Atlas Iron and CopperCo.

Mr Cornell is a Chartered Accountant, gaining his experience with the international accounting firms Arthur Andersen and Ernst & Young where he specialised in providing corporate and professional services to both Western Australian junior explorers and international mining companies.

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

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

**4. RESOLUTION 3: 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.

**5. RESOLUTION 4: RE-ELECTION OF DR VANESSA GUTHRIE AS A DIRECTOR**

The Board of Directors appointed Dr Vanessa Guthrie as a Director on 6 October 2017 as an addition to the existing Directors, in accordance with Article 13.5 of the Constitution and pursuant to the contractual right of Resource Capital Fund VI L.P. (RCF) to nominate a Director for so long as it holds voting power of 10% or more in the Company. Article 13.5 of the Constitution provides that any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Dr Vanessa Guthrie retires in accordance with Article 13.5 of the Constitution, and being eligible, offers herself for re-election as a Director.

Dr Guthrie has more than 30 years' experience in the resources sector in diverse roles such as operations, environment, community and indigenous affairs, corporate development and sustainability. She has qualifications in geology, environment, law and business management including a PhD in Geology. She was awarded an Honorary Doctor of Science from Curtin University in 2017 for her contribution to sustainability, innovation and policy leadership in the resources industry.

Dr Guthrie is the former managing director and CEO of uranium developer Toro Energy Limited and VP Sustainable Development at Woodside Energy, and is currently Chair of the Minerals Council of Australia, Deputy Chair of the Western Australian Cricket Association, a non-executive director of the Australian Broadcasting Corporation and Santos Limited, and a Council member of Curtin University and the Association of Mining and Exploration Companies.

She is an active member of the Australian Institute of Company Directors and Chief Executive Women, and a Fellow of the Australian Academy of Technological Sciences and Engineering.

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

The Board of Directors (other than Dr Vanessa Guthrie) unanimously recommends that Shareholders vote in favour of this Resolution.

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

On 2 February 2017, the Company issued 200,000 Shares pursuant to a deferred placement to new institutional and sophisticated investors arranged by Canaccord Genuity at \$0.26 per Share (**Deferred Placement Shares**), to raise \$52,000 before the expenses of the issue.

The Deferred 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 Deferred 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 Deferred Placement Shares:

- (a) The total number of the Deferred Placement Shares issued by the Company was 200,000 Shares.
- (b) The issue price for the Deferred Placement Shares was \$0.26.
- (c) The Deferred 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 Deferred Placement Shares were issued and allotted to new institutional and sophisticated investors arranged by Canaccord Genuity, none of whom were related parties of the Company.
- (e) The funds raised by the issue of the Deferred Placement Shares will be used to optimise the key technical inputs of the Company's Mulga Rock Project prior to completion of the definitive feasibility study, and to fast-track the bankability of the project, including offtake and project finance arrangements.

#### **Recommendation**

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

<b>7. RESOLUTION 6: RATIFICATION OF ISSUE OF SHARES PURSUANT TO A PLACEMENT</b>
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On 4 August 2017, the Company issued 43,000,000 Shares to new institutional and sophisticated investors arranged by Morgans Corporate Limited at \$0.14 per Share (**Placement Shares**), to raise \$6.02m 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 43,000,000 Shares.
- (b) The issue price for the Placement Shares was \$0.14.
- (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 new institutional and sophisticated investors arranged by Morgans Corporate Limited, none of whom were related parties of the Company.
- (e) The funds raised by the issue of the Placement Shares have not been used as at the date of this Notice. The Company intends to use the proceeds of issue to complete the definitive feasibility study work programs that are underway and to fund the advancement of offtake and funding discussions.

### **Recommendation**

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

<b>8. RESOLUTION 7: APPOINTMENT OF AUDITOR</b>
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Grant Thornton has been the auditor of the Company since 2007. The Board has been satisfied with the services of Grant Thornton and notes its appreciation for the provision by Grant Thornton of their services. However, given the period of time that Grant Thornton has acted as the Company's auditor, the progress of the Company towards development of the Mulga Rock Project and the global nature of the nuclear energy industry, the audit committee of the Board reviewed the role of the auditor and considered that, in accordance with good governance practice, it was appropriate that the Company's auditor be changed. Accordingly, the Company requested that Grant Thornton apply to ASIC under section 329(5) of the Corporations Act for consent to resign as auditor of the Company.

If ASIC notifies Grant Thornton and the Company that it consents to Grant Thornton's resignation, Grant Thornton will give its notice of resignation to the Company with effect from the later of the end of the Meeting and the date on which ASIC gives its consent.

Following a competitive tender of external audit services, the Board selected KPMG as the proposed new auditor of the Company. The Board notes that KPMG is a well-established firm with the necessary expertise and resources to meet the Company's requirements.

In accordance with section 328B of the Corporations Act, the Company has received a notice from a Shareholder nominating KPMG as the Company's new auditor. A copy of the notice of nomination is set out in Annexure A.

KPMG has consented in writing to act as auditor of the Company and has not withdrawn that consent.

The Corporations Act requires the Company to obtain the approval of shareholders for the appointment of KPMG as the new auditor of the Company.

If Resolution 7 is passed, subject to the consent of ASIC being received, the appointment of KPMG as auditor of the Company will take effect from the later of the end of the Meeting and the date on which ASIC gives its consent. If ASIC refuses to grant its consent to Grant Thornton's resignation as the Company's auditor, then Grant Thornton will continue as the Company's auditor.

### **Recommendation**

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

<b>9. RESOLUTION 8: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY</b>
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#### **9.1 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 that may 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).

#### **9.2 Approval sought**

The Company is an eligible entity for the purposes of Listing Rule 7.1A as it currently has a market capitalisation of approximately \$37.8 million as at 21 September 2017 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 this Resolution will be withdrawn.

Listing Rule 7.1A approval was granted by Shareholders at the Company's 2016 annual general meeting to allow the Company the flexibility to raise additional funds in the 12 months following that meeting. Such additional placement capacity was not used, as all share placements since the 2016 annual general meeting were conducted under Listing Rule 7.1 and either separately approved by shareholders, or for which shareholder approval is being sought at the Annual General Meeting (in Resolutions 5 and 6). Nevertheless, the Company wishes to maintain maximum flexibility around the management of its capital requirements for the next 12 months and accordingly is seeking shareholder approval under Listing Rule 7.1A again this year.

### 9.3 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:

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

Where:

- 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, the Company has on issue 359,885,800 Shares. Therefore, assuming Resolutions 5 and 6 are approved by Shareholders, as well as this Resolution 8, the Company will have capacity to issue:

- (A) 53,982,870 Equity Securities under Listing Rule 7.1; and
- (B) 35,988,580 Equity Securities under Listing Rule 7.1A, subject to the Shareholder approval being granted under this Resolution,

in the 12-month period following the Meeting.

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

*(v) Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A 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 on which trades in that class were recorded 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, 17 November 2017, and expires on the earlier to occur of:

- > 17 November 2018, 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).

#### **9.4 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 will be a price not 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 \$0.052		Market price \$0.105		100% increase in market price \$0.21	
	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 359,885,800 Shares	35,988,580	\$1,889,400	35,988,580	\$2,834,101	35,988,580	\$5,668,201
50% increase in share capital 539,828,700 Shares	53,982,870	\$2,834,101	53,982,870	\$4,251,151	53,982,870	\$8,502,302
100% increase in share capital 719,771,600 Shares	71,977,160	\$3,778,801	71,977,160	\$5,668,201	71,977,160	\$11,336,403

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 \$0.105, being the closing price of the Shares on the ASX on 21 September 2017.
- (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 and in its annual general meeting held on 18 November 2016. 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 104,151,843 shares were issued in the 12 months preceding the date of this Meeting representing 40.7% 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 128,570 options expired on 31 January 2017; 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)
22/11/16	1,666,667	Shares	Employee	\$0.2447 per share	Nil funds raised as shares issued under an employee limited recourse loan share plan	N/A
23/11/16	19,230,769	Shares	Debt provider	\$0.26 per share	Nil funds raised as shares issued in lieu of debt repayment of \$5,000,000	N/A
01/12/16	955,464	Shares	Creditor	\$0.2452 per share	Nil funds raised as shares issued in lieu of \$234,279.77 owing to DFS creditor	N/A
03/01/17	532,072	Shares	Debt provider	\$0.2451 per share	Nil funds raised as shares issued in lieu of \$130,410.85 owing in interest	N/A
24/01/17	38,461,539	Shares	Debt provider	\$0.26 per share	Nil funds raised as shares issued in lieu of debt repayment of \$10,000,000	N/A
30/01/17	105,332	Shares	Debt provider	\$0.2497 per share	Nil funds raised as shares issued in lieu of \$26,301.40 owing in interest	N/A
02/02/17	200,000	Shares	New institutional and sophisticated investors	\$0.26 per share	Gross cash proceeds of \$52,000	All funds raised by the issue have been used to fund the optimisation of key technical inputs of the Mulga Rock Project prior to completion of the DFS to and fast-track project bankability
04/08/17	43,000,000	Shares	New institutional and sophisticated investors	\$0.14 per share	Gross cash proceeds of \$6,020,000	No funds raised by the issue have been used at the date of this notice, but cash proceeds are intended to be used to complete the DFS work programs underway and to advance offtake and funding discussions

**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.

## DEFINITIONS

In this Explanatory Statement and Notice:

**'10% Placement Facility'** has the meaning provided in section 9.1.

**'10% Placement Period'** has the meaning provided in section 9.3(vi).

**'2017 Annual Report'** means the annual report of the Company for the year ended 30 June 2017.

**'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's Report'** means the auditor's report of Grant Thornton dated 21 September 2017 included in the 2017 Annual Report.

**'Board'** means the board of Directors.

**'Closely Related Party'** of a member of Key Management Personnel means:

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

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

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

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

**'Deferred Placement Shares'** has the meaning provided in section 5.

**'Director'** means a director of the Company.

**'Directors' Report'** means the report of the Directors as set out in the 2017 Annual Report.

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

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

**'Grant Thornton'** means Grant Thornton Audit Pty Ltd.

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

**'Notice'** means this notice of AGM.

**'Placement Shares'** has the meaning provided in section 7.

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

**'Remuneration Report'** means the remuneration report of the Company for the year ended 30 June 2017 as set out in the 2017 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 9.3(v).

ANNEXURE A

6 October 2017

Attention: The Chairman of the Board  
The Hon. Cheryl Edwardes, AM

Vimy Resources Limited  
Ground Floor  
10 Richardson Street  
WEST PERTH WA 6005

Dear Madam

**Nomination of auditor**

In accordance with section 328B of the *Corporations Act 2001* (Cth), I, Ronald Patrick Chamberlain, being a member of Vimy Resources Limited ACN 120 178 949 (the "**Company**"), hereby nominate KPMG for appointment as the auditor of the Company at the Annual General Meeting of the Company convened for 11.00am on Friday, 17 November 2017.

Yours sincerely



.....  
Ronald Patrick Chamberlain



ABN 56 120 178 949

VMY

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Sample Only

Lodge your vote:

Online:  
www.investorvote.com.au

By Mail:  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

For all enquiries call:  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11:00 am (WST) Wednesday, 15 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE,  
or turn over to complete the form →



MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Sample Only

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Vimy Resources Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vimy Resources Limited to be held at the Hyatt Regency Hotel Perth, "Mosman Bay Room", 99 Adelaide Terrace, Perth, Western Australia on Friday, 17 November 2017 at 11:00 am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr David Cornell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Julian Tapp as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Dr Vanessa Guthrie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Shares Issued Pursuant to a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Shares Issued Pursuant to a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_

VMY

999999A

Computershare