

Notice of Extraordinary General Meeting and Explanatory Statement

Date: Tuesday 13 August 2019

Time: 11.00 am (WST)

Location: CWA Meeting Room
1176 Hay Street
West Perth WA 6005

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

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

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of the Company will be held at the CWA Boardroom, 1176 Hay Street, West Perth, WA 6005 on Tuesday, 13 August 2019 at 11.00 am (WST).

Business of the Meeting

ORDINARY BUSINESS

RESOLUTION 1: APPROVAL OF 2019 VIMY EMPLOYEE OPTION PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the 2019 Vimy Employee Option Plan and the issue of securities under that plan on the terms and conditions which are summarised in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast in favour of Resolution 1 by or on behalf of any Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those 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.

Voting prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 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 Resolution 1.

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 though Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 2: APPROVAL OF 2019 VIMY SALARY SACRIFICE SHARE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the 2019 Vimy Salary Sacrifice Share Plan and the issue of securities under that plan on the terms and conditions which are summarised in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast in favour of Resolution 2 by or on behalf of any Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those 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.

Voting prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 2 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 Resolution 2.

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 though Resolution 2 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 3: RATIFICATION OF SHARES ISSUED TO EMPLOYEES IN LIEU OF CASH BONUS ENTITLEMENT

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 the issue of 773,501 Shares on 5 October 2018 to employees of the Company in lieu of cash bonus entitlement as further detailed in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast in favour of this Resolution by or on behalf of 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 4: 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 the issue of 61,927,210 Shares at \$0.045 per Share on 20 December 2018 to sophisticated investors arranged by Euroz Securities Limited and Morgans Corporate Limited, as further detailed in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast in favour of this Resolution by or on behalf of 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.

BY ORDER OF THE BOARD

Marcel Hilmer
Company Secretary
10 July 2019

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 EGM 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

All Resolutions 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.

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 EGM are those who are registered as Shareholders at **4.00 pm (WST) on 11 August 2019**.

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 at the time, date and 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 **11.00 am (WST) on Sunday, 11 August 2019**, 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 EGM 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 Marcel Hilmer 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 EGM to be held at the CWA Boardroom, 1176 Hay Street, West Perth, WA 6005 on Tuesday, 13 August 2019 at 11.00 am (WST).

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 four Resolutions to be put to Shareholders at 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 Chair of the Meeting intends to vote all undirected proxies in favour of each Resolution.

RESOLUTION 1: APPROVAL OF 2019 VIMY EMPLOYEE OPTION PLAN

Background

Subject to Shareholders approving Resolution 1, the Company will adopt an option plan to be known as the 2019 Vimy Employee Option Plan (**Plan**), pursuant to which certain employees, Directors and contractors of the Company will be invited to subscribe for Options.

On 29 May 2019, the Board resolved to adopt the Plan in order to:

- (a) recognise and reward employees and Directors of the Company for their contribution to the Company's success;
- (b) assist in the retention and motivation of employees of the Company; and
- (c) provide an incentive to employees and Directors of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

To enable the Company to secure and retain employees and Directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain securities in the Company.

Under the current circumstances the Directors consider that the Plan is a cost effective and efficient incentive for the Company to offer to employees, Directors and contractors as opposed to cash based remuneration.

Related parties, including Directors, of the Company may participate under the Plan. However, additional Shareholder approval under Listing Rule 10.14 will be required before any related party of the Company (or any person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained) can be issued Options under the Plan.

Regulatory Requirements

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Listing Rule 7.2 (Exception 9(b)) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Options have previously been issued under the Plan.

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 9(b):

- (a) Schedule 1 contains a summary of the key terms of the Plan.
- (b) A voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Statement.

Board Recommendation

Each of the Directors has an interest in the outcome of Resolution 1 and accordingly do not make a voting recommendation to Shareholders.

RESOLUTION 2: APPROVAL OF 2019 VIMY SALARY SACRIFICE SHARE PLAN
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Background

Subject to Shareholders approving Resolution 2, the Company will adopt a salary sacrifice share plan to be known as the 2019 Vimy Salary Sacrifice Share Plan (**SSSP**), pursuant to which certain employees, Directors and contractors of the Company will be invited to apply for Shares in accordance with the SSSP. The employees, Directors and contractors, upon accepting an offer under the SSSP, will reduce their annual remuneration by the amount of the sacrifice they make pursuant to the SSSP.

On 29 May 2019, the Board resolved to adopt the SSSP in order to:

- (a) support employees and Directors to build their shareholdings in the Company;
- (b) to reduce Company cash outlays and preserve cash reserves; and
- (c) enhance the alignment of interests between employees and Directors and Shareholders generally.

Related parties, including Directors, of the Company may participate under the SSSP. However, additional Shareholder approval under Listing Rule 10.14 will be required before any related party of the Company (or any person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained) can be issued Shares under the SSSP.

Regulatory Requirements

A summary of Listing Rules 7.1 and 7.2 (Exception 9(b)) is set out at Section 1 above.

If Resolution 2 is passed, the Company will be able to issue Shares under the SSSP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Shares have previously been issued or transferred under the SSSP.

Board Recommendation

Each of the Directors has an interest in the outcome of Resolution 2 and accordingly do not make a voting recommendation to Shareholders.

SSSP Key Terms

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 9(b):

- (a) Schedule 2 contains a summary of the key terms of the SSSP.
- (b) A voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Statement.

The number of Shares issued at or shortly after 1 July in each year the SSSP operates will be the whole number of Shares that may be acquired with contributions made as calculated using the following formula:

Quarter number	Quarter Closing Date	Calculation of Entitlement Shares
1	30 September	Salary Sacrifice contributions for Quarter 1 / 15 Day VWAP Share price at 30 September / 0.85*
2	31 December	Salary Sacrifice contributions for Quarter 2 / 15 Day VWAP Share price at 31 December / 0.85*
3	31 March	Salary Sacrifice contributions for Quarter 3 / 15 Day VWAP Share price at 31 March / 0.85*
4	30 June	Salary Sacrifice contributions for Quarter 4 / 15 Day VWAP Share price at 30 June / 0.85*

* or, if no trading on this date, last trading day prior

RESOLUTION 3: RATIFICATION OF SHARES ISSUED TO EMPLOYEES IN LIEU OF CASH BONUS ENTITLEMENT

As announced by the Company on 5 October 2018, the Company issued 773,501 Shares at a deemed issue price of \$0.0936 per Share to employees of the Company in lieu of a cash bonus entitlement payable to these employees under a 2018 short term incentive award (**Employee Issue**).

The Company was able to preserve its cash reserves by undertaking the Employee Issue in lieu of paying cash to these employees.

The Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that subject to certain exceptions, a listed company must not issue or agree to issue Equity Securities equal to more than 15% of that company's issued share capital in any 12 month period without obtaining shareholder approval.

Listing Rule 7.4 provides that where a company's shareholders ratify a previous issue of securities made without shareholder 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 .

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the Employee Issue.

Approval of this Resolution will provide the Company with the flexibility to issue further Equity Securities in the future up to the Company's 15% placement capacity without the requirement to obtain prior shareholder approval.

Technical Information

The following information is required by Listing Rule 7.5 in relation to the ratification of the Employee Issue:

- (a) The total number of Shares issued by the Company was 773,501 Shares.
- (b) The deemed issue price for the Shares was \$0.0936. The Shares were issued for nil cash in lieu of a cash bonus entitlement payable to these employees under a 2018 short term incentive award.
- (c) The 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 Shares were issued and allotted to employees of the Company. These employees are not related parties of the Company.
- (e) No funds were raised from this issue as the Shares were issued in satisfaction of a cash bonus entitlement payable to these employees under a 2018 short term incentive award.

Recommendation

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

RESOLUTION 4: RATIFICATION OF SHARES ISSUED PURSUANT TO A PLACEMENT
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On 20 December 2018 the Company issued 66,666,668 Shares to existing and new institutional and sophisticated investors arranged by Euroz Securities Limited and Morgans Corporate Limited at \$0.045 per Share (**Placement Shares**), to raise \$3.0m before the expenses of the issue.

The Placement Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1 in the amount of 61,927,210 Shares (**7.1 Placement Shares**) and under the Company's 10% placement capacity pursuant to Listing Rule 7.1A in the amount of 4,739,458 Shares.

Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that subject to certain exceptions, a listed company must not issue or agree to issue Equity Securities equal to more than 15% of that company's issued share capital in any 12 month period without obtaining shareholder approval.

Listing Rule 7.4 provides that where a company's shareholders ratify a previous issue of securities made without shareholder 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 .

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 7.1 Placement Shares.

Approval of this Resolution will provide the Company with the flexibility to issue further Equity Securities in the future up to the Company's 15% placement capacity without the requirement to obtain prior shareholder approval.

Technical Information

The following information is required by Listing Rule 7.5 in relation to the ratification of the 7.1 Placement Shares:

- (a) The total number of 7.1 Placement Shares issued by the Company was 61,927,210 Shares.
- (b) The issue price for the 7.1 Placement Shares was \$0.045.
- (c) The 7.1 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 7.1 Placement Shares were issued and allotted to existing and new institutional and sophisticated investors arranged by Euroz Securities Limited and Morgans Corporate Limited. None of these subscribers are related parties of the Company.
- (e) The funds raised from this issue were used to pursue offtake contracts for the Mulga Rock Project and continue exploration at the Alligator River Project.

Recommendation

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

DEFINITIONS

In this Explanatory Statement and Notice:

'\$' means Australian dollars.

'**Associated Body Corporate**' means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

'**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.

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

'**Chair**' means the chair of the Meeting.

'**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.

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

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

'**EGM**' or '**Extraordinary General Meeting**' or '**Meeting**' mean the extraordinary general meeting of the Shareholders of the Company convened by the Notice.

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

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

'**Key Management Personnel**' has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

'**Option**' means an option to acquire a Share.

'**Plan**' means the 2019 Vimy Employee Option Plan the subject of Resolution 1 as summarised in Schedule 1.

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

'**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.

'**SSSP**' means the 2019 Vimy Salary Sacrifice Share Plan the subject of Resolution 2 as summarised in Schedule 2.

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

'**WST**' means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1

2019 VIMY EMPLOYEE OPTION PLAN - SUMMARY

1. Subject to paragraph 3, the Board may offer to issue Options to eligible employees in accordance with ASIC Class Order [CO 14/1000], the Plan and in such manner and on such terms and conditions as the Board may determine at its absolute discretion.
2. The eligible employees to participate in the Plan shall be as the Board in its absolute discretion determines and shall take into account skills, experience, length of service with the Company, remuneration level and such other criteria as the Board considers appropriate in the circumstances.
3. Options may not be offered under the Plan without the issue of a prospectus in accordance with Chapter 6D of the Corporations Act, if at the time of making the offer the Company has reasonable grounds to believe that the number of Options to be issued when aggregated with:
 - (a) the number of Shares which would be issued if all the current Options issued under the Plan were exercised;
 - (b) the number of Shares which have been issued as a result of the exercise of Options issued under any employee incentive plan, where the Options were issued during the preceding three years; and
 - (c) all other Shares issued pursuant to any employee incentive plan during the preceding three years;
 but disregarding any offer made, Options or Shares issued by way of or as a result of:
 - (a) an offer to a person situated at the time of receipt of the offer outside Australia;
 - (b) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (c) an offer under a disclosure document,
 would exceed 5% of the then current number of Shares on issue.
4. The Board may, in its absolute discretion, offer to eligible employees, Options under the Plan, notwithstanding that it has previously issued more than the 5% limit in paragraph 3, up to a maximum of 10%, provided that the issue is made in accordance with the requirements of Chapter 6D of the Corporations Act.
5. Options will be issued free of charge to eligible employees. The exercise price of the Options shall be as the Board in its absolute discretion determines, provided that it shall not be less than that amount which is equal to 150% of the average market price of the Shares in the 5 days in which sales in the Shares were recorded immediately preceding the day on which the Board resolve to offer the Options.
6. The Board may limit the total number of Options which may be exercised under the Plan in any year.
7. The Board, in its absolute discretion, having regard to skills, experience, length of service with the Company, remuneration level and such other criteria as the Board considers appropriate in the circumstances, shall determine criteria to establish the periods during which the Options may be exercised.
8. All Options with a common expiry date shall have the same exercise price and rights to participate in issues of securities by the Company.

9. Unless the Board in its absolute discretion determine otherwise, Options shall lapse upon the earlier of:
 - (a) the expiry of the exercise date;
 - (b) the resignation of the eligible employee;
 - (c) the Option holder ceasing to be an eligible employee by reason of dismissal, termination of employment, office or services as a result of breach of terms of appointment; and
 - (d) a determination by the Board that the Option holder has acted fraudulently, dishonestly or in breach of his or her obligations to the Company or an Associated Body Corporate.
10. If an eligible employee accepts an offer from the Company to participate in the Plan, then the Company will evidence the issue of an Option to an eligible employee by issuing that eligible employee a certificate for that Option.
11. Each Option entitles the holder to subscribe for and be issued with one Share.
12. Shares issued pursuant to the exercise of Options will in all respects, including bonus issues and new issues, rank equally and carry the same rights and entitlements as other Shares on issue.
13. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
14. The Options will not be quoted on the ASX. However, an application will be made to the ASX for official quotation of the Shares issued on the exercise of the Options if the Shares are listed on the ASX at that time.
15. An application to be issued Options may be made by eligible employees invited to participate in the Plan in such form and on such terms and conditions concerning the closing date for applications as the Board in its absolute discretion determines.
16. If at any time the issued capital of the Company is reconstructed, all rights of Option holders are to be changed in a manner consistent with the Listing Rules.
17. Subject to and in accordance with the Listing Rules (including any waiver issued under such Listings Rules), the Board (without the necessity of obtaining the prior or subsequent consent of Shareholders of the Company in a general meeting) may from time to time amend (including the power to revoke, add to or vary) all or any provisions of the terms and conditions in any respect whatsoever, by an instrument in writing, provided that rights or entitlements in respect of any Option issued before the date of amendment shall not be reduced or adversely affected unless prior written approval from the affected holder(s) is obtained.
18. At the absolute discretion of the Board, the terms upon which Options will be issued may incorporate performance related factors. Such factors may reflect, inter alia, profitability levels, increases in production or decreases in production costs and may, subject to paragraphs 16 and 17 above, be amended from time to time in a manner favourable to the Option holder. However, such performance related factors, if included in the Option terms or so amended shall not act in any way to constitute a breach of the terms and conditions.
19. Notwithstanding the terms and conditions, upon the occurrence of a relevant trigger event the Board may determine:

- (a) that the Options may be exercised at any time from the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit the Option holder to participate in any change of control arising from that relevant trigger event provided that the Board will forthwith advise in writing each holder of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or
 - (b) to use its reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the relevant trigger event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately become exercisable and if not exercised within 10 days, shall lapse.
20. The Plan shall be administered by the Board who shall have power to:
- (a) determine appropriate procedures for administration of the Plan consistent with the terms and conditions;
 - (b) resolve conclusively all questions of fact or interpretation or dispute in connection with the Plan and settle as the Board in its absolute discretion determines expedient any difficulties or anomalies howsoever arising with or by reason of the operation of the Plan;
 - (c) delegate to any one or more persons for such period and on such conditions as it may determine the exercise of any of the Board's powers or discretions arising under the Plan; and
 - (d) subject to the Listing Rules, waive strict compliance with, amend or add to the terms and conditions of the Plan in accordance with clause 17, and where such actions are taken such actions shall be conclusive, final and binding on Option holders.

SCHEDULE 2

2019 VIMY SALARY SACRIFICE SHARE PLAN – SUMMARY

1. Introduction

1.1 Purpose

The purpose of the SSSP is to:

- (a) align the interests of eligible persons and Shareholders;
- (b) provide competitive remuneration for the retention of key eligible persons;
- (c) support a culture of share ownership by eligible persons;
- (d) provide the Company with the ability to attract employees of a high calibre; and
- (e) assist with remuneration planning for eligible persons.

1.2 Commencement

The SSSP commences on the date that the Company determines.

1.3 Rules are binding

The Company, each subsidiary of the Company (**Group Company**) and each participant are bound by the SSSP.

2. Invitation, application and acceptance

2.1 Eligibility

The Board may determine the eligible persons who are eligible to participate in the SSSP from time to time.

2.2 Invitation may be made

From time to time the Board may make an invitation to participate in the SSSP to an eligible person.

2.3 Invitation to acquire securities under the SSSP

An invitation to an eligible person to acquire securities under the SSSP may be on such terms and conditions as the Board decides from time to time, including as to:

- (a) the number of securities (or the method by which the number will be calculated) for which that eligible person may acquire;
- (b) the market value payable for the acquisition of a security or how that market value is to be calculated;
- (c) the terms and conditions of the salary sacrifice arrangement;
- (d) the manner in which the eligible person must apply for the securities;
- (e) the amount (if any) that will be payable for the grant of the securities;
- (f) how securities may be treated on a change of control event or the likely occurrence of a change of control event, and any discretions retained by the Board;
- (g) how securities may be treated in the event that the eligible person becomes a leaver under the SSSP, and any discretions retained by the Board;
- (h) any restrictions (including the period of restriction) on dealings attaching to a Share;
- (i) any other supplementary terms and conditions, including those contained within any ancillary documents.

2.4 Salary Sacrifice

- (a) The Board may determine the terms and conditions of the salary sacrifice arrangement for which securities under the SSSP are offered in lieu of that remuneration.
- (b) In respect of an offer to participate under the SSSP through a salary sacrifice arrangement:
 - (i) the Board may determine the amount of the remuneration which may be salary sacrificed by each eligible person;
 - (ii) the number of securities granted, issued, transferred or allocated (as applicable) to a participant will be indicated in the invitation; and
 - (iii) such offer will be conditional on the Company and the participant entering into an agreement setting out the terms and conditions of the salary sacrifice arrangement.
- (c) The Board may determine in its sole and absolute discretion that any salary sacrifice arrangement agreed to by a participant is to be continued until the participant ceases to participate in the SSSP.

2.5 Invitations non-transferable

An invitation is not transferable or capable of being acted upon by a person other than the eligible person to whom it is addressed.

2.6 Acceptance of Application

- (a) An eligible person must only accept an invitation in accordance with the instructions that accompany the invitation, unless the Board determines otherwise.
- (b) The Board may, at its discretion:
 - (i) refuse to allow the participation of an eligible person where that eligible person:
 - A. ceases to be an eligible person;
 - B. has provided notice to the Company or been provided with notice by the Company that will result in the eligible person ceasing to be an eligible person;
 - C. has not complied with the instructions relating to acceptance in the invitation, including a failure to enter into and/or provide any specific ancillary documentation;
 - D. ceases to satisfy any other conditions imposed by the Board, before the grant is made; and
 - (ii) treat the conduct of an eligible person in respect of an invitation (including the failure to lodge an election not to participate within the specified period in the instructions accompanying the invitation) as valid acceptance of that invitation under the terms of the SSSP.

2.7 Participant agrees to be bound

Upon acceptance of an invitation, each participant is deemed to have agreed to be bound by:

- (a) the terms of the invitation;
- (b) the ancillary documentation (if any);

- (c) the provisions of the SSSP, as amended from time to time; and
- (d) all applicable laws.

2.8 Terms and conditions of invitation prevail

To the extent of any inconsistency, the terms and conditions advised to an eligible person by the Board in an invitation will prevail over any other provision of the SSSP.

2.9 Cessation of membership

A person ceases to be a participant when all other property or moneys to which the participant is entitled under the SSSP have been transferred or paid in accordance with the SSSP.

3. Salary Sacrifice contributions

3.1 Frequency

Each participant must elect in accordance with the instructions that accompany the invitation to make their salary sacrifice contributions by way of:

- (a) regular deductions from the participant's remuneration during the relevant year; or
- (b) a lump sum deduction from the participant's remuneration in the first payroll period during the relevant year.

3.2 Tax treatment

- (a) Each participant's salary sacrifice contribution will be made from the participant's remuneration prior to the deduction of any applicable income tax from that remuneration.
- (b) This SSSP is a scheme to which Subdivision 83A-C of the ITAA 1997 applies (subject to the conditions in the ITAA 1997).

3.3 Payroll deductions prior to delivery of securities under the SSSP

Salary sacrifice contributions deducted from a participant's remuneration will be held for the relevant participant until those salary sacrifice contributions have been used to or applied toward the grant, issue, transfer or allocation of securities under the SSSP to a participant.

3.4 Vimy Superannuation Contributions

salary sacrifice contributions will be eligible for employer paid superannuation contributions. The prevailing superannuation guarantee contribution rate will be applied to the salary sacrifice amount in accordance with the deduction amount as elected.

4. Participant Shares

4.1 Issue, transfer or allocation

- (a) Upon acceptance of an invitation and the deduction of any salary sacrifice contribution, the Board must, subject to its discretion, either issue, transfer or allocate the prescribed number of Shares to the eligible person in accordance with the invitation.
- (b) Unless the Board determines otherwise, Shares issued, transferred or allocated under the SSSP:
 - (i) will be granted in consideration for the participant's salary sacrifice contribution in accordance with the terms of the invitation; and
 - (ii) may not be registered in any name other than that of the eligible person.

5. Restrictions on dealing with securities

- (a) The Board may, at its discretion, impose restrictions on dealing in respect of any Shares allocated under the SSSP and may implement any procedure it considers appropriate to enforce such restrictions.
- (b) A participant may, in writing to the Board, request to remove any restrictions on dealing, but only on the basis of exceptional circumstances (which may include severe financial hardship), which the Board may accept or decline the request in its sole and absolute discretion.

6. Withholding and other taxes

- (a) Unless otherwise required by law, no Group Company is responsible for any tax that may become payable by a participant as a consequence of or in connection with the grant of any right, the issue, transfer or allocation of any Shares or any dealing with any securities or any Shares under the SSSP.
- (b) If a Group Company is obliged, or reasonably believes it may have an obligation, as a result of or in connection with any securities granted or Shares issued, transferred or allocated under the SSSP, to account for:
 - (i) income tax or employment taxes under any wage, withholding or other arrangements; or
 - (ii) any other tax, social security contributions or levy or charge of a similar nature, that is a liability of the participant, then the relevant Group Company is entitled to be reimbursed by the participant for the amount or amounts so paid or payable.
- (c) Where the above applies, the relevant Group Company is not obliged to grant any securities or issue, transfer or allocate Shares unless the Company is satisfied that arrangements for payment or reimbursement of the amounts have been made. Those arrangements may include, without limitation:
 - (i) the provision by the participant of sufficient funds to reimburse the relevant Group Company for the amount (by salary deduction, reduction of any amount owed by the Group Company to the participant or otherwise);
 - (ii) the sale on behalf of the participant of Shares issued, transferred or allocated pursuant to the SSSP for payment or reimbursement of these amounts, as well as the costs of any such sale; or
 - (iii) a reduction in any amount payable to the participant in lieu of an issue, transfer or allocation of Shares under the SSSP.



ABN 56 120 178 949

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

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

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Vote 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 11:00am (WST) Sunday, 11 August 2019

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

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 Extraordinary General Meeting of Vimy Resources Limited to be held at the CWA Meeting Room, 1176 Hay Street, West Perth, Western Australia on Tuesday, 13 August 2019 at 11:00am (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 Resolutions 1 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 are 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 Resolutions 1 and 2 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	Approval of 2019 Vimy Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of 2019 Vimy Salary Sacrifice Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Shares issued to Employees in lieu of cash bonus entitlement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Shares issued pursuant to a Placement	<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

2 5 3 6 4 5 A

Computershare +