



20 June 2022



Dispatch of Scheme Booklet

Vimy Resources Limited (ASX:VMY, OTCQB:VMRSF) (**Vimy** or **Company**) and Deep Yellow Limited (ASX: DYLL, OTCQX: DYLLF) (**Deep Yellow**) refer to the announcements made on 15 and 16 June 2022 in relation to:

- the proposed merger by which Deep Yellow proposes to acquire all of the shares in Vimy by way of a scheme of arrangement (**Scheme**);
- the orders made by the Supreme Court of Western Australia (**Court**) that Vimy convene a meeting of Vimy Shareholders to consider and vote on the Scheme (**Scheme Meeting**) and approving the dispatch of an explanatory statement providing information about the Scheme, together with the Notice of Scheme Meeting (together, the **Scheme Booklet**) to Vimy Shareholders; and
- the registration of the Scheme Booklet with the Australian Securities and Investments Commission (**ASIC**).

Dispatch of Scheme Booklet

Vimy is pleased to announce the dispatch of the Scheme Booklet today following approval by the Court that Vimy convene a Scheme Meeting and the registration of the Scheme Booklet with ASIC.

The Scheme Booklet will be available for viewing and downloading at: www.vimyresources.com.au/scheme.

There are two methods by which the Scheme Booklet will be distributed:

- Vimy Shareholders who have elected to receive electronic communications from Vimy will receive an email containing instructions about how to view or download a copy of the Scheme Booklet, as well as instructions on how to lodge their proxies and associated forms; and
- Vimy Shareholders who have not elected to receive communications electronically will receive a letter (sent by post) together with their personalised Proxy Form, Opt-in Notice, and Foreign Declaration Form (if applicable) and accompanying instructions about how to view or download a copy of the Scheme Booklet. A copy of the letter, Proxy Form, Opt-in Notice, and Foreign Declaration Form is attached.

Further information

Vimy Shareholders should carefully read the Scheme Booklet in its entirety, including the materials accompanying it, before deciding whether to vote in favour of the Scheme.

If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet, please contact the Vimy Shareholder Information Line on 1300 038 212 (within Australia) or +61 2 9066 4052 (outside Australia) between 7.00am and 5:00pm (AWST) Monday to Friday, excluding public holidays.

Independent Expert's Report and Directors' recommendation

The Scheme Booklet includes a copy of the independent expert's report prepared by Deloitte Corporate Finance Pty Limited (**Independent Expert**), which has concluded the Scheme is fair and reasonable and in the best interests of Vimy Shareholders.



The Directors of Vimy continue to unanimously recommend that Vimy Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal (as that term is defined in the Scheme Implementation Deed) and subject to the Independent Expert concluding in the Independent Expert's Report (and continuing to conclude) that the Scheme is in the best interests of Vimy Shareholders. Subject to those same qualifications, each member of the Vimy Board intends to vote, or procure the voting of, all Vimy Shares held or controlled by them in favour of the Scheme at the Scheme Meeting. The Scheme Booklet also discloses benefits of the Scheme to Vimy Directors.

Scheme Meeting

The Scheme Meeting, at which Vimy Shareholders will vote on the proposed Scheme, is expected to be held at 10:00am (AWST) on Wednesday, 20 July 2022*. Due to the COVID-19 pandemic, in the interests of the health and safety, the Scheme Meeting will be held electronically via an online platform.

Details of how to access the online platform and participate in the Scheme Meeting are contained in the notice of meeting included in the Scheme Booklet. Vimy Shareholders who participate in the Scheme Meeting via the online platform will be able to listen to the Scheme Meeting, cast a vote online and ask questions. All registered Vimy Shareholders as at 5:00pm (AWST) on Monday, 18 July 2022* will be eligible to vote at the Scheme Meeting.

All Vimy Shareholders are encouraged to vote either by attending and voting at the virtual Scheme Meeting or by lodging a proxy to vote at the virtual Scheme Meeting. The notice of Scheme Meeting provides information on how to lodge your proxy form (if applicable).

Steven Michael
Managing Director

Tel: +61 8 9389 2700

Released for and on behalf of the Board of Vimy Resources Limited

*All times and dates are references to the time and date in Perth, Western Australia (AWST). All dates are indicative only and, among other things, are subject to the Court approval process, ASX approval and the satisfaction or, where applicable, waiver of the conditions set out in Section 2.5 of the Scheme Booklet. Vimy reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on Vimy's website at www.vimyresources.com.au. Vimy will continue to update Vimy Shareholders as to any material developments in relation to the Scheme as the timetable progresses.



About Vimy Resources

Vimy Resources Limited (ASX: VMY, OTCQB: VMRSF) is a Perth-based resource development company. Vimy's flagship project is the Mulga Rock Project (100%), one of Australia's largest undeveloped uranium resources, which is located 290km by road ENE of Kalgoorlie in the Great Victoria Desert of Western Australia.

Vimy also owns and operates the largest granted uranium exploration package in the world-class Alligator River uranium district, located in the Northern Territory. Vimy is exploring for large high-grade uranium unconformity deposits identical to those found in the Athabasca Basin in Canada.

Vimy acknowledges the Traditional Custodians of the country on which we work and travel, throughout Australia, and respects their associated connections.

Directors and Management

The Hon. Cheryl Edwardes AM
Non-Executive Chairman

Wayne Bramwell
Non-Executive Director

Steven Michael
Managing Director & CEO

Dr Tony Chamberlain
Executive Director & COO

Paula Arthur
Manager Approvals and ESG

Shannon Coates
Company Secretary

Scott Hyman
Vice President Sales and Marketing

Xavier Moreau
General Manager, Geology and Exploration

Matthew Owen
Chief Financial Officer

Kyle Pitcher
Registered Manager, Mulga Rock Project



For a comprehensive view of information that has been lodged on the ASX online lodgement system and the Company website, please visit asx.com.au and vimyresources.com.au, respectively.

Principal Place of Business

First Floor
1209 Hay Street
West Perth WA 6005

Postal Address:
PO Box 23
West Perth WA 6872

T: +61 8 9389 2700
F: +61 8 9389 2722
E: info@vimyresources.com.au

ABN: 56 120 178 949

Share Registry

Automatic Group

T: 1300 288 664 (within Australia)
+61 2 9698 5414 (outside Australia)
W: investor.automic.com.au
E: hello@automicgroup.com.au



Towards Sustainable Mining®

Vimy has adopted an award-winning accountability framework which helps minerals companies evaluate, manage and communicate their sustainability performance.

Adopting the independently verified system will reinforce Vimy's commitment to continuous improvement in safety, environmental and social governance (ESG).

Committed to:



The amount of natural uranium produced from Mulga Rock (3.5Mlbs pa U₃O₈) if utilised in nuclear reactors which displaced coal-fired electricity would reduce carbon dioxide equivalent emissions by approximately

64 million tonnes



That is equivalent to **about 12%** of Australia's and **70%** of Western Australia's greenhouse gas emissions



20 June 2022

Letter to Shareholders regarding Scheme Booklet for Scheme of Arrangement with Deep Yellow

Dear Shareholder

On 31 March 2022, Vimy Resources Limited (ASX:VMY, OTCQB:VMRSF) ("**Vimy**" or the "**Company**") announced that Vimy had entered into a Scheme Implementation Deed ("**Scheme Implementation Deed**") with Deep Yellow Limited (ASX:DYL) ("**Deep Yellow**"), under which Deep Yellow undertakes to acquire 100% of the issued capital of Vimy in consideration for 0.294 Deep Yellow shares for every Vimy share by way of a scheme of arrangement ("**Scheme**"), via the Scheme Implementation Deed.

You have received this letter because you are:

- on the register of members of Vimy as holding Vimy shares and you have not elected to receive shareholding communications electronically; or
- although you have elected to receive shareholding communications electronically, we have been notified that our email communication was unable to be delivered to your nominated email address.

If you have recently sold all of your Vimy shares, please disregard this letter.

Scheme Booklet

In order for the Scheme to proceed, it must be approved at a meeting of Vimy shareholders (the "**Scheme Meeting**"), and then by the Court. A Scheme Booklet has been prepared which provides you with important information about the Scheme for your consideration. The Scheme Booklet includes the reasons for the Vimy Board's recommendation that Vimy shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to Deloitte Corporate Finance Pty Limited (the "**Independent Expert**") continuing to conclude that the Scheme is in the best interests of Vimy shareholders, together with a copy of the Independent Expert's Report on the Scheme. The Scheme Booklet also discloses benefits of the Scheme to Vimy Directors.

The Scheme Booklet also includes the Notice of Meeting in relation to the Scheme Meeting ("**Scheme Notice of Meeting**").

You should read the Scheme Booklet in its entirety and consider its contents carefully before deciding whether or not to vote in favour of the Scheme. If you are in any doubt about what you should do, you should consult with a financial, legal, taxation or other professional adviser.

The Scheme Booklet is available online for viewing and downloading from <https://www.vimyresources.com.au/scheme>

Given the size of the Scheme Booklet, and the current delays and uncertainties surrounding postal deliveries arising out of the COVID-19 pandemic, you will not be sent a hard copy of the Scheme Booklet unless you request one by calling the Vimy Shareholder Information Line on 1300 038 212 (within Australia) or +61 2 9066 4052 (outside Australia), Monday to Friday (excluding public holidays) between 7:00am and 5:00pm (AWST).

The Scheme Booklet contains important information in relation to the Scheme, and you are encouraged to either access it online, or to request a hard copy, as mentioned above.

Scheme Meeting

The Scheme Meeting is scheduled to be held online only at 10:00am (AWST) on 20 July 2022. There will be no physical Scheme Meeting.

Vimy shareholders and their proxies, attorneys and duly appointed corporate representatives may participate in the Scheme Meeting via the online platform. The online platform will allow Vimy shareholders and their proxies, attorneys and duly appointed corporate representatives to listen to the Scheme Meeting, cast an online vote and ask questions online (either in writing or verbally).

To virtually attend and participate in the Scheme Meeting (which will be broadcast as a live webinar), please pre-register in advance for the Scheme Meeting here:

https://us02web.zoom.us/webinar/register/WN_f_Ep7XqaSm2BxJPqPo3N7g

After registering, you will receive a confirmation containing information on how to attend the Virtual Meeting on the day of the Scheme Meeting.

To vote online, Vimy Shareholders will need to go to investor.automic.com.au and log in with their username and password, or register an account online. Shareholders are encouraged to create an account prior to the start of the Scheme Meeting to ensure there is no delay in attending the virtual meeting.

To create an account online and participate in the Scheme Meeting, Vimy shareholders (or their attorney or corporate representative, as applicable) will need their SRN or HIN, and postcode registered to that Vimy Shareholder's holding (in the case of overseas shareholders, their country code).

Details on how to attend and participate in the Scheme Meeting are also set out in Section 4 of the Scheme Booklet.

Voting and Forms

Proxy Form

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Group Pty Ltd by:

Post to: Automic
GPO Box 5193
Sydney NSW 2001

Email to: meetings@automicgroup.com.au

Fax to: +61 2 8583 3040

Proxy votes may also be lodged online using the following link: <https://investor.automic.com.au/#/loginsah>

Your proxy voting instruction must be received by 10:00am (AWST) on Monday, 18 July 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Opt-In Notice

Also enclosed with this letter is an Opt-In Notice form for completion by Vimy Shareholders who are entitled to less than a marketable parcel of New Deep Yellow Shares on completion of the Scheme. Shareholders who are likely to be entitled to less than a marketable parcel of New Deep Yellow Shares on completion of the Scheme will receive a notification informing them of their right to opt-in to receive New Deep Yellow Shares after the Scheme Meeting is held.

Instructions for completing and returning the Opt-In Notice can be found on the Opt-In Notice.

Foreign Resident Declaration Form

If you are a foreign (non-Australian) tax resident, you will also receive with this letter a Relevant Foreign Resident Declaration Form.

Instructions for completing and returning the Foreign Resident Declaration Form can be found on the Foreign Resident Declaration Form.

Second Court Hearing

If the requisite majorities of Vimy Shareholders vote in favour of the Scheme at the Scheme Meeting, and all other relevant conditions precedent to the Scheme are satisfied or waived, Vimy will apply to the Supreme Court of Western Australia for orders approving the Scheme.

Scheme Timetable

The key dates expected for the Scheme are set out below:

Key Dates	Date*
Dispatch of Scheme Booklet	Monday, 20 June 2022
Latest time and date for lodgement of completed Proxy Form for the Scheme Meeting (including Proxy Forms lodged online)	10:00am (AWST), Monday, 18 July 2022
Time and date for determining eligibility to vote at the Scheme Meeting	5.00pm (AWST), Monday, 18 July 2022
Scheme Meeting to be held online	10:00am (AWST), Wednesday, 20 July 2022
Second Court Date for approval of the Scheme	Tuesday, 26 July 2022
Effective Date	Wednesday, 27 July 2022
Scheme Record Date	5:00pm (AWST), Friday, 29 July 2022
Implementation Date	Thursday, 4 August 2022

*All times and dates in the above timetable are references to the time and date in Perth, Western Australia (**AWST**). All dates are indicative only and, among other things, are subject to the Court approval process, ASX approval and the satisfaction or, where applicable, waiver of the conditions set out in Section 2.5 of the Scheme Booklet. Vimy reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on Vimy's website at <https://www.vimyresources.com.au/index.php/investor-relations/asx-announcements>. Vimy will continue to update Vimy shareholders as to any material developments in relation to the Scheme as the timetable progresses.

General

The Scheme Booklet and Scheme Notice of Meeting are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any questions in relation to Scheme Booklet or the Scheme, please contact the Vimy Shareholder Information Line on 1300 038 212 (within Australia) or +61 2 9066 4052 (outside Australia), Monday to Friday (excluding public holidays) between 7:00am and 5:00pm (AWST).

Further updates in relation to the Scheme will be announced to the ASX and will be available under Vimy's profile on the ASX at <https://www2.asx.com.au/markets/company/vmy>.

A handwritten signature in black ink, appearing to read "S. Michael", with a stylized flourish extending to the right.

Steven Michael
Managing Director and CEO

Your Proxy Voting Forms will only be valid and accepted by Vimy if they are signed and received no later than 48 hours before the Scheme Meeting, being before 10:00am (AWST) on Monday, 18 July 2022. Any Proxy Voting Forms received after that time will not be valid for the scheduled Scheme Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company Vimy Resources Limited (**Company**).
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home>. Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted in accordance with the Chair's voting intentions as set out in the overleaf.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite the item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the item of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may vote half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with the Company's Constitution and the Corporations Act 2001 (Cth). Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

You have two options:

A: receive New Deep Yellow Shares; and

B: receive cash instead of New Deep Yellow Shares.

A: OPT IN TO RECEIVE NEW DEEP YELLOW SHARES

If you wish to receive the Scheme Consideration as New Deep Yellow Shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to receive New Deep Yellow Shares.

B: SELLING YOUR SCHEME CONSIDERATION - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your Scheme Consideration, please provide your bank details in this section. Do not complete this section if you wish to receive the Scheme Consideration as New Deep Yellow Shares. If you provide your direct credit instruction details, you are agreeing to the sale of your Scheme Consideration even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

Individual:	Where the holding is in one name, the shareholder must sign.
Joint holding:	Where the holding is in more than one name, all of the shareholders must sign.
Power of Attorney:	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
Companies:	To be signed in accordance with the Company's Constitution and the Corporations Act 2001 (Cth). Please sign in the box which indicates the office held by you.
Estates:	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR OPT-IN NOTICE



IMPORTANT! Opt-In Notices cannot be returned by fax or email.
Your Opt-In Notice must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Opt-In Notices using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Vimy Resources Limited, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your VMY shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

1. In the Company Name field, select "Vimy Resources Limited (VMY)"
2. Enter your Holder Number (SRN or HIN) as shown on the top of this form
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Vimy Resources Limited – Small Shareholders Opt-In Notice
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AWST)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR OPT-IN NOTICE MUST BE RECEIVED BY NO LATER THAN
5.00PM (AWST) ON THURSDAY, 28 JULY 2022**