

Policy for Trading in Company Securities

Vimy Resources Limited ("Company")

Directors, officers and employees who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (i.e. shares or options) by a person with some connection with a company (e.g. an employee) in possession of information generally not available to the public, but may be relevant to the value of the company's securities or may influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another. Legally, insider trading is an offence which carries severe penalties, including imprisonment.

Insider Trading Prohibition

In summary, directors, officers and employees of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (i.e. shares or options) in the Company, or procure another person to do so:

1. if that director, officer or employee possesses information that a reasonable person would expect to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company if the information was generally available;
2. if the director, officer or employee knows or ought reasonably to know, that:
 - (a) the information is not generally available; and
 - (b) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company.

Further, directors, officers and employees must not either directly or indirectly pass on this kind of information to another person, if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

The Company wishes to encourage directors and officers to defer trades if an announcement of a major event or the release of price-sensitive information is likely to occur shortly after a proposed trade.

Clearance Prior to Trading

Directors, officers and employees must not trade in the Company's securities without first obtaining clearance before commencing the transaction from:

1. in the case of employees, the Managing Director / Chief Executive Officer or in his absence, the Company Secretary;

2. in the case of a director, or their associates (including spouses and de facto spouses or the director's parents or children), the Chairman or in his absence, the Managing Director / Chief Executive Officer;
3. in case of the Managing Director / Chief Executive Officer, the Chairman or, in his absence, the Chairman of the Audit and Risk Committee; or
4. in the case of the Chairman, the Chairman of the Audit and Risk Committee.

Black-Out Periods

Dealing in the Company's securities, within one month plus one day, before of the release of any quarterly report, is prohibited.

There are certain circumstances where it may be appropriate that the prohibition referred to above maybe lifted. Such circumstances may include where the dealing results in no change in beneficial ownership of the securities, where the investment decisions are made by third parties, where the restricted person has no control or influence with respect to the dealing decisions or where the dealing occurs under an offer to all or most of the security holders in the Company.

Requests for exclusion from the prohibition under such circumstances must be made in writing to the Chairman. No transaction is to proceed until the Chairman has provided his approval in writing and that written approval has been provided to the Responsible Officer.

Prohibited Transactions

Directors, officers and employees must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chair.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Notification

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the company secretary as soon as reasonably possible after the date of the change but in any event:

1. no later than 3 business days after the change; or
2. if you begin to have or cease to have a substantial shareholding or there is a change in your substantial holding, the business day after the change.

Directors are referred to the Company's *Director's Disclosure Obligations* document and *Director's Declaration of Interest Form*. The company secretary is to distribute all notifications under s205G to the ASX and each director by email.

Directors are reminded that it is their obligation under ASX Listing Rule 3.19A to notify the market operator within 5 days after any change in a director's interest.

Breaches

Breach of the insider trading prohibition could expose you to criminal and civil liability. Breach of insider trading law or this Policy will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Directors, officers and employees who wish to obtain further advice in this matter, are encouraged to contact the company secretary but ultimately they should obtain their own legal advice.

This Policy also applies to the Company's related entities.