



27 July 2022



## Scheme of Arrangement Becomes Effective

Further to its announcement on Tuesday, 26 July 2022, Vimy Resources Limited (ASX:VMY, OTCQB:VMRSF) (**Vimy** or **Company**) is pleased to announce that it has today lodged with the Australian Securities and Investments Commission (**ASIC**) a copy of the orders of the Supreme Court of Western Australia (**Orders**) approving the scheme of arrangement, pursuant to which Deep Yellow Limited (ASX:DYL, OTCQX: DYLLF) (**Deep Yellow**) will acquire all of the shares in Vimy (**Vimy Shares**) (**Scheme**). As a result, the Scheme is now legally effective.

A copy of the Orders lodged with ASIC are included as Annexure A to this announcement.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the scheme booklet registered by ASIC on 16 June 2022.

### Suspension of Trading & Scheme Consideration

It is expected that Vimy Shares will be suspended from trading on ASX at close of trading today, Wednesday, 27 July 2022.

Eligible Vimy shareholders who hold Vimy Shares at the Scheme record date (being 5.00 pm (AWST) on Friday, 29 July 2022) (**Scheme Record Date**) will receive 0.294 New Deep Yellow Shares for each Vimy Share held at the Scheme Record Date (**Scheme Consideration**), in accordance with the terms of the Scheme. It is expected that the Scheme will be implemented, and the Scheme Consideration will be issued to Vimy Shareholders, on Thursday, 4 August 2022.

### Scheme Timeline

Key Dates	Date*
New Deep Yellow Shares commence trading on ASX on a deferred settlement basis	10.00am (AWST), Thursday, 28 July 2022
Scheme Record Date	5:00pm (AWST), Friday, 29 July 2022
Implementation Date	Thursday, 4 August 2022
New Deep Yellow Shares commence trading on ASX on a normal settlement basis	Friday, 5 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. 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](http://www.vimyresources.com.au).

**ENDS**

**Steven Michael**  
Managing Director

Tel: +61 8 9389 2700

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

**Vimy Resources Limited**  
First Floor, 1209 Hay Street  
West Perth Western Australia 6005

**Telephone:** +61 8 9389 2700  
**Website:** [vimyresources.com.au](http://vimyresources.com.au)



## 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*



Towards Sustainable Mining

### 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:

ESG

The amount of natural uranium produced from Mulga Rock (3.5Mlbs pa U<sub>3</sub>O<sub>8</sub>) 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

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](http://asx.com.au) and [vimyresources.com.au](http://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](mailto:info@vimyresources.com.au)

ABN: 56 120 178 949

#### Share Registry

Automic Group

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



**Annexure A: Orders**

[See over page.]





IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/93/2022

EX PARTE:

**VIMY RESOURCES LIMITED**

Plaintiff

AND

**DEEP YELLOW LIMITED (ACN 006 391 948)**

Interested Party

---

**ORDERS OF THE HONOURABLE JUSTICE STRK  
MADE ON 26 JULY 2022**

---

**UPON THE APPLICATION made by the plaintiff by originating process filed on 31 May 2022, AND AFTER HEARING Mr A J Papamatheos and Mr V N Ghosh of counsel for the plaintiff and Mr P Tydde for Deep Yellow Limited, an interested party, IT IS ORDERED THAT:**

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth), the scheme of arrangement between the plaintiff and holders of fully paid ordinary shares in the capital of the plaintiff, in the form set out in attachment SGM-20 (pages 552-567) to the affidavit of Steven George Michael sworn on 31 May 2022 (Scheme), is approved subject to the following alterations, made pursuant to section 411(6) of the Corporations Act 2001(Cth):
  - (a) to clause 1.1 [definition of "Deed Poll"] to replace "[o]" with "about 7 June 2022";
  - (b) to clause 2.1(b) to replace "[o]" with "1 April 2022";
  - (c) to clause 2.2(b) to replace "[o]" with "30 March 2022"; and
  - (d) to clause 6.2(f) of the Scheme to replace the word "before" with the word "after".
2. Pursuant to section 1322(4)(d) of the Corporations Act 2001 (Cth), the time for compliance with order 5(b) of the orders of 15 June 2022 be extended to 22 June 2022.
3. Order 6 of the orders of 15 June 2022 be amended by replacing "Monday, 20 June 2022", with "Wednesday, 22 June 2022".
4. Pursuant to section 411(12) of the Corporations Act 2001 (Cth), the plaintiff is exempted from

compliance with section 411(11) of the Corporations Act 2001 (Cth) in relation to the Scheme.

5. These orders be entered immediately on being made.
6. The plaintiff lodge a copy of these orders with the Australian Securities and Investments Commission as soon as practicable after the orders are made, and in any event by 27 July 2022.

**THE COURT NOTES THAT:**

7. The plaintiff and Deep Yellow Limited will rely on the Court's approval of the Scheme for the purpose of qualifying for exemption from the registration requirements of the US Securities Act of 1933, provided for by section 3(a)(10) of that Act, in connection with the implementation of, and provision of consideration under, the Scheme.
8. The Court was informed that shares are to be offered as Scheme consideration and an independent expert report has concluded that the Scheme is in the best interests of members.
9. The Court has held a hearing to determine whether the terms of the proposed Scheme are fair to the plaintiff's members so as to determine whether to approve the terms of the Scheme. As to this, for approval under section 411(4)(b) of the Corporations Act 2001 (Cth), it is necessary for the Court to consider the fairness and reasonableness of the proposed Scheme. The Court has determined that the proposed Scheme is fair and reasonable.
10. The hearing for approval of the proposed Scheme was heard in open court on 26 July 2022. It was open to all members of the plaintiff to attend. Notice of the hearing was provided to all members in accordance with the orders of the Court made on 15 June 2022 and 26 July 2022. The date of the hearing was advertised in both "The Australian" and "The West Australian" newspapers on 18 July 2022. The date of the "approval court hearing" was also referred to in the Scheme Booklet.
11. No member of the plaintiff, nor the Australian Securities and Investments Commission, gave notice of any intention to appear at the approval court hearing and no member sought leave to appear at the approval court hearing to oppose the approval of the Scheme.

BY THE COURT

THE HONOURABLE JUSTICE L STRK