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Viking Ashanti Limited

ACN 126 200 280

Notice of General Meeting, Explanatory Statement and Proxy Form

**General Meeting to be held
at the Celtic Club, 48 Ord Street, West Perth, Western Australia
on Friday, 2 May 2014
commencing at 11.30am (WST)**

IMPORTANT NOTE

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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Important Notices

Key dates

Set out below are the proposed key dates relating to the Takeover Offer. With the exception of the date of the Meeting, the dates are indicative only and are subject to possible change.

Event	Anticipated Date
Announcement of the Takeover Offer	Friday, 21 March 2014
The Company's Bidder's Statement for the Takeover Offer lodged with ASIC and ASX	Wednesday, 2 April 2014
The Company's Bidder's Statement and Auminco's Target's Statement sent to Auminco Shareholders	Tuesday, 8 April 2014
Takeover Offer Period commences	Tuesday, 8 April 2014
Snapshot date for eligibility to vote at the Meeting	Wednesday, 30 April 2014
General Meeting of Viking Shareholders	11.30am Friday, 2 May 2014
Takeover Offer Period closes	Friday, 9 May 2014
Issue of Viking Shares and Viking Options to Auminco Shareholders at completion of Takeover Offer	Monday, 12 May 2014
Despatch holding statements and certificates for new Viking Securities issued	Monday, 12 May 2014

All references to time in this Explanatory Statement are references to Perth time.

Voting entitlement – snapshot date

The Directors have determined that for the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to attend and vote at the Meeting are those persons who are registered as Viking Shareholders at **5.00pm (WST) on Wednesday, 30 April 2014**.

This document contains important information

Each of the Notice, the Explanatory Statement and the Proxy Form should be read in their entirety before you decide whether or not to vote in favour of the Resolutions set out in the Notice. The Explanatory Statement is incorporated into and forms part of this Notice.

The Explanatory Statement does not take into account the individual investment objectives, financial situation and particular needs of individual Viking Shareholders. If you are in doubt as to what you should do, you should consult your legal, financial or other professional advisor prior to voting.

Responsibility for information

The information concerning the Company contained in this Explanatory Statement, including financial information and information as to the views and recommendations of the Directors, is the responsibility of the Company.

The information concerning Auminco in Sections 1.1, 1.7(c), 1.7(d), 1.7(i), 1.7(j) and 1.8(b) has been prepared or provided by Auminco and its advisers. This information is the responsibility of the Company and the Auminco Directors.

Competent person's statement

The information in this Notice concerning the Exploration Resolutions and Mineral Resources of Auminco is extracted from the Company's announcement to ASX entitled "New 38.3 Mt resource for Merger Company's Mongolian coal project" dated 17 March 2014 and is available to view on the Company's website at www.vikingashanti.com. Both the Company and Auminco confirm that they are not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. Both the Company and Auminco confirm that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this Notice concerning the Exploration Results and Mineral Resources of the Company is extracted from the Company's announcement to ASX entitled "12% increase to 790,000 oz in gold resource for Ghana Project" dated 4 October 2013 and is available to view on Viking's website at www.vikingashanti.com. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Forward looking statements

Certain statements in the Explanatory Statement relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. These statements reflect views only as of the date of the Explanatory Statement. Neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Statement will actually occur and you are cautioned not to place undue reliance on such forward looking statements.

Defined terms

Capitalised terms used in the Explanatory Statement are defined in the Glossary of defined terms in Section 6 of the Explanatory Statement.

Questions from Viking Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Viking Shareholders to ask questions about matters the subject of this Notice.

To assist the Board in responding to questions, please submit any questions you may have to the Company so that they are received by close of business on Tuesday, 29 April 2014, as follows:

Post: PO Box 359, West Perth, Western Australia, 6872

Fax: +61 8 9324 2977

Email: info@vikingashanti.com

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Letter from the Chairman

Dear Shareholder,

On 21 March 2014, your Company announced an off-market, target board-recommended scrip takeover bid for 100% of Auminco Mines Limited's (**Auminco**) issued capital (**Takeover Offer**).

Viking Ashanti Limited (**Viking**) intends to acquire 100% of Auminco by the issue of:

- 81 million Viking Shares;
- 27 million unlisted options exercisable at \$0.09 each on or before 30 April 2017; and
- 3 million unlisted Viking options – exercisable at \$0.20 each on or before 15 November 2016.

A successful Takeover Offer will result in shareholders of Viking owning approximately 58% of Auminco and Auminco shareholders owning approximately 42% of Viking.

The transaction is a transformational one for Viking, which if successful, will result in the acquisition of a suite of high quality, strategically located coal projects in Mongolia. The Berkh Uul Project in Northern Mongolia will be developed through to production as rapidly as possible following our capital raising. Successful production at Berkh Uul would provide significant cash flows to develop the remainder of the combined group's portfolio as well seek out further production and near term production opportunities. By acquiring Auminco, Viking will achieve its strategic objective of owning near term production assets to drive increased shareholder value. Recent changes to the Mongolian foreign investment regulatory regime suggest this is an opportunistic time for an entry level investment in this resource rich country.

This Notice of General Meeting sets out the relevant resolutions for your consideration to give effect to the proposed Takeover Offer, namely, approval and issue of shares to relevant parties and change of the scale of the business, as well ratification of the previous issue of shares under the preliminary raising and changing the name of the Company to Viking Mines Limited.

In addition, the Board has resolved to ask Shareholders for the authority to place up to a further 140,000,000 shares, together with one free attaching option for every 4 shares issued, totalling 35,000,000 options at an issue price to be determined to ensure your Company is properly funded following completion of this transaction.

Details in respect to each of the Resolutions are set out in the Notice and the accompanying Explanatory Statement.

Your Board is very supportive of this opportunity for the Company and encourages you to attend the General Meeting in person or by proxy.

Yours faithfully



John William Gardner
Chairman

Notice of General Meeting

Notice is hereby given that a General Meeting of Viking Ashanti Limited ACN 126 200 280 (**Viking or Company**) will be held at **the Celtic Club, 48 Ord Street, West Perth, Western Australia** on **Friday, 2 May 2014** at **11.30am WST** for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes the various matters to be considered.

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary in Section 6 of the Explanatory Statement.

AGENDA

Resolution 1: Approval of change in scale of Viking's activities

To consider, and if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the scale of its activities by the acquisition of up to all of the shares in Auminco Mines Limited ACN 159 575 863 on the terms of the Takeover Offer and the Debt Agreement and in the manner described in the Explanatory Statement."

Short explanation: The Listing Rules require the Company to seek Viking Shareholder approval of a proposed significant change to the scale of its activities. The proposed acquisition of all shares in Auminco will, if successful, constitute a significant change to the scale of the Company's activities. Further information about Resolution 1, the Takeover Offer and the Debt Agreement is contained in the Explanatory Statement.

Resolution 2: Ratification of previous issue of Viking Shares under the Preliminary Raising

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Viking Shareholders ratify the prior issue of 22,537,645 Viking Shares at an issue price of \$0.035 per Viking Share by way of placement to sophisticated and professional investors (as defined under section 708 of the Corporations Act) on 31 December 2013, in accordance with the terms and conditions set out in the Explanatory Statement."

Resolution 3: Approval of issue of Viking Shares and Viking Options pursuant to Proposed Capital Raising

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"Subject to the passing of Resolution 1, that, for the purposes of Listing Rule 7.1 and for all other purposes, Viking Shareholders approve and grant the Directors the authority to issue up to:

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- (a) 140,000,000 Viking Shares at an issue price of not less than 80% of the average market price for Viking Shares on the 5 trading days prior to the Company lodging a disclosure document for the Proposed Capital Raising; and
 - (b) 35,000,000 Viking Options, being one free attaching Viking Option for every 4 Viking Shares issued under the Proposed Capital Raising, exercisable at \$0.09 each on or before 30 April 2017 and otherwise on the terms and conditions set out in Schedule 1,

in accordance with the terms and conditions set out in the Explanatory Statement.

Resolutions 4(a), 4(b) and 4(c): Approval of issue of Viking Shares and Viking Options to Directors under the Proposed Capital Raising

To consider and, if thought fit, to pass, with or without amendment, the following as separate ordinary resolutions:

- (a) *“That, subject to Resolutions 1 and 3 being approved, for the purposes of section 208 of the Corporations Act, and Listing Rule 10.11 and for all other purposes, Viking Shareholders approve the issue of up to 10,000,000 Viking Shares and 2,500,000 Viking Options to Mr John Gardner or his nominee, being a related party, under the Proposed Capital Raising, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (b) *“That, subject to Resolutions 1 and 3 being approved, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Viking Shareholders approve the issue of up to 1,000,000 Viking Shares and 250,000 Viking Options to Mr Peter McMickan or his nominee, being a related party, under the Proposed Capital Raising, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (c) *“That, subject to Resolutions 1 and 3 being approved, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Viking Shareholders approve the issue of up to 2,000,000 Viking Shares and 500,000 Viking Options to Mr Trygve Kroepelien or his nominee, being a related party, under the Proposed Capital Raising, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

Short explanation: The Corporations Act and the Listing Rules require the Company to seek Viking Shareholder approval of the issue of securities to a Director. The Company proposes to permit the Directors to participate in the Proposed Capital Raising, and accordingly issue Viking Shares and Viking Options to those parties. Further information about Resolutions 4(a), 4(b) and 4(c) is contained in the Explanatory Statement.

Resolution 5: Approval of issue of Viking Shares and Viking Options to the Auminco Lenders under the Debt Agreement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“Subject to the passing of Resolutions 1 and 3, that, for the purposes of Listing Rule 7.1 and for all other purposes, Viking Shareholders approve and grant the Directors the authority to issue up to 35,246,742 Viking Shares and 11,748,913 Viking Options to the Auminco Lenders under the terms of the Debt Agreement, in accordance with the terms and conditions set out in the Explanatory Statement.”

Resolution 6: Approval of issue of Viking Options to Corporate Advisers

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“Subject to the passing of Resolutions 1 and 3, that, for the purposes of Listing Rule 7.1 and for all other purposes, Viking Shareholders approve and grant the Directors the authority to issue up to 3,450,000 Viking Options to the Corporate Advisers for facilitating and assisting with the Takeover Offer, the Preliminary Raising and the Proposed Capital Raising, in accordance with the terms and conditions set out in the Explanatory Statement.”

Resolution 7: Approval of issue of Viking Options

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*“Subject to the passing of Resolutions 1 and 3, that, for the purposes of Listing Rule 7.1 and for all other purposes, Viking Shareholders approve and grant the Directors the authority to issue 3,000,000 Viking Options to Iarudi LLC (**Iarudi**) under the terms of the Auminco Option Deed, in accordance with the terms and conditions set out in the Explanatory Statement.”*

Resolution 8: Approval of change of company name

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

“Subject to Resolution 1 being approved, that, for the purposes of and in accordance with section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to “Viking Mines Limited”.”

Voting Exclusions

For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Party(ies)
Resolution 1	A person who might obtain a benefit, except a benefit solely in the capacity as of a holder of ordinary securities, if Resolution 1 is passed.
Resolution 2	Those parties that participated in the placement and any of their respective Associates.
Resolution 3	A person who may participate in the Proposed Capital Raising and a person who might obtain a benefit, except a benefit solely obtained in the capacity of a holder of ordinary securities, if Resolution 3 is passed, and any Associates of those persons.
Resolution 4(a)	Mr John Gardner and any of his Associates.
Resolution 4(b)	Mr Peter McMickan and any of his Associates.
Resolution 4(c)	Mr Trygve Kroepelien and any of his Associates.
Resolution 5	The Auminco Lenders and a person who might obtain a benefit, except a benefit solely obtained in the capacity of a holder of ordinary securities, if Resolution 5 is passed, and any Associates of those persons.
Resolution 6	The Corporate Advisers and a person who might obtain a benefit, except a benefit solely obtained in the capacity of a holder of ordinary securities, if Resolution 6 is passed, and any Associates of those persons.
Resolution 7	Iarudi LLC and any of its Associates.
Resolution 8	N/A

However, the Company need not disregard a vote on Resolutions 1 to 7 (inclusive) if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- 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



Michael Langoulant
Company Secretary

31 March 2014

Proxy appointment and voting instructions

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged no later than 48 hours before the time for holding the Meeting, being before **11.30am WST on Wednesday, 30 April 2014**, as follows:

By post: Viking Ashanti Limited, PO Box 359, West Perth, Western Australia, 6872
By hand: Viking Ashanti Limited, Suite 2, Level 1, 47 Havelock Street, West Perth, Western Australia 6005
By facsimile: +61 8 9324 2977
By email: info@vikingashanti.com

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Appointment of a proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Viking Shareholder of the Company.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 6313 5151 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Viking Shareholders

Corporate Viking Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolutions

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

Voting entitlement

The Company may specify a time, not more than 48 hours before the Meeting, at which a "snapshot" of Viking Shareholders will be taken for the purposes of determining Viking Shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all Viking Shares of the Company that are quoted on ASX at **5pm WST on Wednesday, 30 April 2014** shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Viking Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide Viking Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Resolution 1: Change in scale of activities of Viking

1.1 Overview of Takeover Offer

On 20 November 2013, the Company announced that it had entered into a binding heads of agreement (**Heads of Agreement**) with Auminco for the proposed acquisition of 100% of the share capital in Auminco.

As announced to ASX on 21 March 2014, the Company has determined to proceed with the acquisition of Auminco Shares by way of an off-market conditional takeover bid (**Takeover Offer**).

In addition to the Takeover Offer, Viking has entered into a Deed of Acquisition and Release (**Debt Agreement**) with Auminco and entities that have collectively advanced Auminco approximately \$1.75 million (plus accrued interest of \$215,802) (**Auminco Lenders**) as both secured loans and convertible notes (**Debt**).

Subject to Viking achieving a Relevant Interest in at least 90% of all Auminco Shares under the Takeover Offer, Viking has agreed under the Debt Agreement to acquire, or take on assignment of (as the case may be), the interest of the debt holders in the Debt in exchange for the issue of 35,246,742 Viking Shares and 11,748,913 Viking Options (**Debt Consideration**) to the Auminco Lenders in proportion to the amount of the Debt held by each of them.

For further information regarding the terms of the Debt Agreement, please refer to section 5.1 of this Explanatory Statement.

Subject to the terms of the Takeover Offer, the Company will offer each Auminco Shareholder 61.2 Viking Shares and 20.4 Viking Options for every 100 Auminco Shares held by that Auminco Shareholder. If the Takeover Offer is successful, the Company will issue up to 45,753,258 Viking Shares and 15,251,087 Viking Options.

If the Takeover Offer is completed successfully and the Debt Consideration is issued to the Auminco Lenders, a total of 81,000,000 Viking Shares and 27,000,000 Viking Options will be issued in consideration for all of the issued share capital of Auminco, which will result in a change of the scale of activities for the Company.

The Viking Options to be issued pursuant to the Takeover Offer will be exercisable at \$0.09 each on or before 30 April 2017, and will otherwise be issued on the terms and conditions set out in Schedule 1 to this Explanatory Statement.

An additional 3,000,000 Viking Options will be issued to Iarudi LLC in consideration for the cancellation of its Auminco Options in accordance the Auminco Option Deed, on the terms set out in Section 7 of this Explanatory Statement.

Based on the last traded price of Viking Shares immediately prior to the announcement of the Takeover Offer (i.e. \$0.036 on 20 March 2014), the Takeover Offer represents an implied value of approximately \$0.025 per Auminco Share.

Further, based on the closing price of Viking Shares on 20 March 2014 (i.e. the last available closing price of Viking Shares on ASX before the date of this Notice), being \$0.042, the Takeover Offer values an Auminco Share at \$0.03.

Completion of the Takeover Offer and the consequential completion of the Debt Agreement will result in:

- Auminco becoming a subsidiary of the Company, assuming:
 - 100% acceptances of the Takeover Offer; or
 - the 90% minimum acceptance condition under the Takeover Offer is satisfied and compulsory acquisition of all remaining Auminco Shares not acquired under the Takeover Offer occurs;
- an addition to the Company's business focus to include an additional:
 - 5 highly prospective coal projects and one zinc project located in strategic areas of Mongolia, two of which are at an advanced stage of development and provide the opportunity for short-term development; and
 - gold exploration project in Victoria, Australia.
- expansion of the Company's operations into Mongolia and thereby diversifying across 3 countries (i.e. Ghana, Mongolia and Australia);
- expansion of the Company's exploration capacity; and
- the appointment to the Board of Mr Andrew Whitten and Mr Matthew Morgan (currently Auminco Directors), with Mr Bayarsaikhan Tsagdaa (currently the CEO of Auminco's Mongolian operations) taking a position as General Manager (Mongolia) and as alternate Director for Mr Whitten.

The Company will continue exploration of its gold exploration interests in Ghana.

1.2 ASX Listing Rule requirements

In summary, Listing Rule 11.1 provides that a listed company that proposes to make a significant change to the nature or scale of its activities must:

- (a) if ASX requires, obtain the approval of shareholders of its ordinary securities to undertake the change; and
- (b) if ASX requires, meet the requirements in Chapters 1 and 2 of the Listing Rules for the admission of a company to the official list of ASX as if the company were applying for its initial admission.

ASX has exercised its discretion pursuant to Listing Rule 11.1 and has required that the Company seek shareholder approval for the Takeover Offer as, if successful, the Takeover Offer would result in a change of the scale of the Company's activities.

ASX has informed the Company in-principle that if Viking Shareholders approve Resolution 1, the Company will not be required to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

Information required by the Listing Rules (as set out above) is set out in this Explanatory Statement.

1.3 Capital structure on reinstatement of ASX quotation

The table below shows the pro forma capital structure of the Company assuming that:

- (a) no Viking Options are exercised into Viking Shares;
- (b) Resolutions 1 to 7 are approved;
- (c) the maximum number of Viking Shares and Viking Options are issued pursuant to the Takeover Offer;
- (d) the Debt Consideration is issued to the Auminco Lenders; and
- (e) the Proposed Capital Raising closes fully subscribed.

Viking Shares	Number
Viking Shares on issue ¹	112,688,225
Viking Shares anticipated to be issued to Auminco Shareholders on completion of the Takeover Offer ²	45,753,258
Viking Shares anticipated to be issued to the Auminco Lenders as Debt Consideration	35,246,742
Maximum Viking Shares anticipated to be issued on completion of the Proposed Capital Raising ³	140,000,000
Total Viking Shares on completion of the Takeover Offer and the Proposed Capital Raising – with 100% acceptance⁴	333,688,225
Viking Options	Number
Viking Options currently on issue ⁵	22,683,913
Viking Options anticipated to be granted to Auminco Shareholders under the Takeover Offer ²	15,251,087
Viking Options anticipated to be granted to the Auminco Lenders as Debt Consideration	11,748,913
Maximum Viking Options anticipated to be issued on completion of the Proposed Capital Raising ³	35,000,000
Viking Options to be granted to the Corporate Advisers	3,450,000
Viking Options to be granted to Auminco Optionholder outside of the Takeover Offer	3,000,000
Total Viking Options on issue on completion of the Takeover Offer – with 100% acceptance	91,133,913

Notes:

1. Includes the 22,537,645 Viking Shares issued under the Preliminary Raising.
2. Assumes either 100% acceptance of the Takeover Offer or at least 90% acceptance of the Takeover Offer and the Company proceeding to compulsorily acquire the remaining Auminco Shares.
3. Assumes that the Proposed Capital Raising closes fully subscribed.
4. Assumes that no other Viking Shares are issued prior to completion of the Takeover Offer and the Proposed Capital Raising.
5. Assumes that no existing Viking Options are exercised and no other Viking Options are issued before completion of the Takeover Offer.

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1.4 Trading in Viking Shares

As at the date of this Notice, a total of 112,688,225 Viking Shares are quoted on ASX.

Set out below is a table showing relevant trading prices of Viking Shares on ASX.

Comparative trading period price of Viking Shares	Price of Viking Shares
Highest trading price in the 4 months prior to the date this Notice was lodged with ASX	\$0.05
Lowest trading price in the 4 months prior to the date this Notice was lodged with ASX	\$0.035
Closing trading price on the last trading day before the Announcement Date	\$0.036
Last available closing price of Viking Shares on ASX prior to the date the Notice – 28 March 2014	\$0.042

1.5 Viking's current activities

Viking is an Australian incorporated company which has to date focussed on the exploration for gold in Ghana.

The Viking mineral licences are located in southern Ghana, West Africa in one of the most strongly gold endowed and tightly held geological provinces in the world, the Ashanti Gold Belt.

Further information regarding the Company and its projects is set out in the following documents, which can be found on the Viking website (www.vikingashanti.com) or on the ASX announcements webpage (ASX Code: VKA):

- (a) Recommended Takeover Bid for Auminco Mines by Viking Ashanti (as announced on 21 March 2014);
- (b) New 38.3Mt resource for Merger Company's Mongolian coal project (as announced on 17 March 2014);
- (c) Half Yearly Report for the period ended 31 December 2013 (as announced on 21 February 2014);
- (d) Quarterly Report for the period ended 31 December 2013 (as announced on 28 January 2014);
- (e) Merger Presentation (as announced on 6 December 2013);
- (f) Viking and Auminco to Merge (as announced on 20 November 2013);
- (g) Quarterly Report for the period ended 30 September 2013 (as announced on 24 October 2013);
- (h) 12% increase to 790,000 oz in gold resource (as announced on 4 October 2013); and
- (i) Annual Report for the year ended 30 June 2013 (as announced on 30 August 2013).

1.6 Directors' recommendations and key considerations for Viking Shareholders on Resolution 1

(a) Recommendation of the Directors

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 1.

Based on the information available, including that contained in this Explanatory Statement, all of the Directors consider that the Takeover Offer and the associated Debt Agreement with the Auminco Lenders are in the best interests of the Company.

The Directors declare that they do not hold any Auminco Securities.

(b) Reasons for the Directors recommendations / advantages

The following is a list of the key reasons the Directors recommend that Viking Shareholders vote in favour of the change in scale of the activities of the Company pursuant to Resolution 1, and consequently, the Takeover Offer and associated Debt Agreement:

- Auminco's advanced stage projects in Mongolia represent a significant opportunity for the Company in the near term (see Section 1.7 for further details regarding these projects).
- The Auminco Acquisition may improve share value for both Viking Shareholders and Auminco Shareholders.
- The Auminco Acquisition presents a significant opportunity for the Company to increase the scale of its activities which should increase the number and size of the investor pool that may invest in the Company and provide greater market liquidity.
- The Merged Group is likely to have improved access to the funding required to continue the exploration and possible future development of both the Viking and Auminco assets. The Company's interest in acquiring Auminco is directly related to its interest in developing Auminco's assets, particularly the Khonkhor Zag and Berkh Uul Projects. Viking will, as a matter of priority, devote its technical and financial capacities to ensuring these projects receive appropriate levels of exploration and development funding.
- The Auminco Acquisition presents an opportunity for the Company to diversify into different exploration locations and different commodities which will allow the Company to spread its potential commodity risk.
- The Merged Group Board and the executive management of the Merged Group have significant and complimentary resources experience.

(c) Potential disadvantages of the Auminco Acquisition

Potential disadvantages of the Auminco Acquisition include:

- The acquisition, if completed, will result in the issue of up to approximately 333,688,225 Viking Shares and 91,133,913 Viking Options (including Viking Shares and Viking Options issued under the Proposed Capital Raising and as Debt Consideration under the Debt

Agreement). The issue of the Viking Shares will have an immediate dilutionary effect on the ownership of existing Viking Shareholders, being approximately 42% (assuming only 112,688,225 Viking Shares remain on issue). The issue of the Viking Options will also have a dilutionary effect on existing Viking Shareholders' interests if and when they are exercised.

- The Company will be changing the scale of its activities to include exploration for coal and zinc in Mongolia. This change may not be consistent with the objectives of all Viking Shareholders.
- There are various risk factors associated with the conduct of mining exploration in Mongolia, many of which are common with the conduct of mining exploration generally. Please refer to Section 1.6(d) for an outline of the most significant of these risk factors.
- There is no guarantee that the exploration and development proposed to be conducted following the completion of the Auminco Acquisition at the Auminco Projects will result in any beneficial economic outcome.

(d) **Potential risks**

There are a number of risks associated with change in the Company's scale of the activities and the development and operation of the Auminco Projects following a successful acquisition of Auminco which may impact on the Company's future performance.

In addition, there are various risks inherent in the conduct of any mining exploration activities generally. Viking Shareholders should give careful consideration to each of the risks. The risks below identify some of the key risks specific to an investment in the Merged Group; however, these risks should not be taken as an exhaustive list of all risks which the Company could be subject to. The various risks include the following:

(i) **Licences and permits**

The Merged Group's mining exploration activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining renewals, or getting tenements granted, may depend on the Merged Group being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection with them.

In particular, there is a risk that some of Auminco's licences, including those over its Berkh Uul Project, may be subject to revocation under Mongolian law, including under Water and Forest Law as certain licences sit over Water and Forest Law Areas (see also "Application of the Mongolian Water and Forests Law" below). Further, some of Auminco's licences overlap with State Funded Areas, which may require Auminco to pay compensation to the Mongolian Government.

It is unclear whether Auminco has filed all necessary environmental reports and made necessary environmental reclamation contributions

in respect of its licences, which may result in the suspension or possible revocation of the relevant licences.

(ii) **Exploration in Mongolia and Ghana**

The Merged Group's main exploration activities will be in Mongolia and Ghana, both of which are less developed countries than Australia with associated political, economic, legal and social risks. There can be no assurance that the systems of government and the political systems in Mongolia and Ghana will remain stable, particularly in Mongolia which is undergoing rapid change with a large number of laws currently being re-written. There can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, environmental protection, the conduct of mining, taxation, restrictions on currency conversion and remittances abroad and the mining industry generally in Mongolia and Ghana will not be amended or replaced in the future to the detriment of Viking's business and/or projects.

Unlike more established jurisdictions, it is not possible to predict with any certainty how particular laws may be applied and how this may affect the Merged Group's future operations.

(iii) **Sovereign risks**

The operations of Auminco and Viking are subject to adverse changes in government policies or legislation in Australia, Ghana and Mongolia.

There is no assurance that future political and economic conditions in these countries will not result in the respective governments in those jurisdictions adopting policies precluding foreign development and ownership of mineral resources.

Any such changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both the Merged Group's ability to undertake exploration and development activities in respect of future properties in the manner currently contemplated, as well as its ability to continue to explore and develop those properties in respect of which it has obtained exploration and development rights to date. The possibility that a future government may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out. There can be no assurance that the governments of these countries or their instrumentalities, agencies or controlled entities and operations will not impose measures that could have material adverse effects on the Merged Group's operations or will renew or issue new exploration or mining licences to the Merged Group.

The Mongolian legal system shares several of the qualitative characteristics typically found in a developing country insofar as many of its laws tend to be basic and have not evolved to a point where they contemplate or recognise more sophisticated transactions and business structures involving relatively well established legal concepts. Likewise the interpretation and enforcement of Mongolian laws and regulations involve uncertainties, in particular, the government officials responsible for administering these laws may lack experience in assessing these types of transactions such that a transaction or business structure that would be likely to be regarded as appropriate

and relatively straightforward under a Western legal system may be regarded by Mongolian government officials as novel and without precedent and therefore outside the scope of Mongolian law.

Outcomes in courts in Mongolia may be less predictable than in Australia, which could affect the enforceability of contracts entered into by Auminco or its subsidiaries in Mongolia.

The Mongolian operations of the Merged Group are subject to the jurisdiction of Mongolia's courts, except where parties to a contract have chosen arbitration (local and international such as Hong Kong, Singapore or London arbitration). The legal system operating in Mongolia is developing which may result in risks such as:

- A. political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- B. a high degree of discretion on the part of governmental agencies;
- C. a lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights; or
- D. inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions.

In the case where there is a dispute about the actions of the State in Mongolia with regard to the Merged Group's Mongolian projects, it is unlikely that a claim could be raised in Australian courts for reasons of comity or the doctrine of sovereign immunity.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Merged Group.

(iv) **Legal risks associated with operating in Mongolia**

The Mongolian Parliament has previously passed laws that may restrict or limit the Merged Group's operations or make them uneconomic. These include the laws that impose the right to participate in "mineral deposits of strategic importance" (see Section 1.7(b) below). Should the Merged Group's exploration activities lead to an economically viable mineral deposit, there is a risk that the Mongolian State may seek to acquire an interest in those deposits. This interest can be up to 34% (or 50% where the deposit was identified using State funding).

The Merged Group's ability to efficiently conduct its exploration, mining and development activities is subject to changes in legislation or government regulations or shifts in political attitudes within Mongolia that are beyond its control.

Government policy may change to be less favourable to foreign investment, nationalisation of mining industries may occur or other government limitations, restrictions or requirements not currently foreseen may be implemented. There can be no assurance that the Merged Group's assets will not be subject to nationalisation, requisition

or confiscation, whether legitimate or not, by any authority or government body.

The provisions under Mongolian law for compensation and reimbursement of losses to investors under such circumstances and any negotiations with the Mongolian government with respect to such compensation and reimbursement are subject to a great degree of uncertainty and there can be no assurance that the outcome would be effective to restore the value of the Merged Group's original investment. Similarly, the Merged Group's operations may be affected to varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income and other taxes, royalties, environmental legislation, mine safety and annual fees to maintain mineral licences in good standing. There can be no assurance that Mongolian laws protecting foreign investment will not be amended or abolished or that existing laws will be enforced or interpreted to provide adequate protection against any or all of the risks described above.

In addition Mongolia may experience political instability. Political instability in Mongolia could have a material adverse effect on economic or social conditions in Mongolia which in turn could have a material adverse effect on the Merged Group's business.

(v) **Amendments to legislation and the development of new laws**

In 2006, the Mongolian Parliament enacted the 2006 Minerals Law. The 2006 Minerals Law revoked much of the security of tenure for minerals licence holders which was contained in the 1997 Minerals Law and contains provisions that could increase the potential for political interference. In particular, the 2006 Minerals Law contains provisions which potentially allow licences to be revoked for perceived non-compliance with various provisions of the law based on subjective determination by government officials. There is a risk that further actions could affect the private ownership of minerals assets in Mongolia whether through changes in law or regulation, government policy, court judgments or the actions of government officials. Certain provisions of the 2006 Minerals Law are ambiguous and it is unclear how they will be interpreted and applied in practice. As such, the impact, if any, of these provisions of the 2006 Minerals Law on the Merged Group's projects cannot be measured and any further amendments to the minerals legislation may materially and adversely affect the Merged Group's financial condition and results of operations.

Various factions within Mongolia have recently called for major changes to the current minerals law and other related laws and governmental policies. However, there is uncertainty as to what effect, if any, a new minerals law may have on issues such as state participation in the minerals sector and the Water and Forests Law.

(vi) **Application of the Mongolian Water and Forests Law**

In July 2009, the Mongolian Parliament enacted what is commonly referred to as the Water and Forests Law. This law authorises the Government of Mongolia to revoke all mineral exploration and mining licences located within the areas described in the law. These areas include:

- A. within 200 metres of the headwaters of rivers and lakes as defined in the Water Law of Mongolia dated 22 April 2004;
- B. within 200 metres of rivers and lakes as defined in the Water Law of Mongolia dated 22 April 2004; and
- C. within 100 metres of forest areas defined in the Forest Law of Mongolia 17 May 2007,

((a), (b), and (c) collectively referred to as **Restricted Areas**).

The Water and Forests Law provides that no new minerals exploration and mining licences encompassing Restricted Areas will be issued and previously granted licences that overlap Restricted Areas will be terminated.

To date, a definitive list of affected licences has not yet been published.

There is a risk that if the Water and Forests Law is enforced a portion of Auminco's licences including those over its Berkh Uul Project which sit over Water and Forests Law area will be revoked and, whilst the law contemplates that compensation would be paid to Auminco in these circumstances, due to the lack of financial resources available to the Mongolian Government, there is a risk that no compensation will be paid to the Merged Group for the termination.

(vii) **Joint venture parties, agents and contractors**

There is a risk of financial failure or default by a participant in any joint venture to which Auminco is or may become a party or the insolvency or managerial failure by any of the contractors used by the Merged Group in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Merged Group for any activity.

(viii) **Liquidity**

There is no guarantee that there will be an ongoing liquid market for Viking Shares. Accordingly, there is a risk that, should the market for Viking Shares become illiquid, Viking Shareholders will be unable to realise their investment in Viking. As the new Viking Options will be unlisted, there will be no ready public market for them, and as such, may not be easily sold.

(ix) **No production revenues**

To date neither Viking nor Auminco have recorded any revenues from its projects nor have they commenced commercial production on any of their respective projects. There can be no assurance the Merged Group will be profitable in the future, or at all.

(x) **Reliance of key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Merged Group will depend substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Merged Group if one or more of these employees cease their employment.

(xi) **Operational and technical risks**

The operations of the Merged Group may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades and/or resources in exploration and mining, operational and technical difficulties encountered in mining and extraction, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical or recovery problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals, and restriction of access to infrastructure by Russian, Chinese or Mongolian authorities.

The Merged Group's Mongolian projects will be subject to extreme climatic conditions which restrict the period within which exploration, appraisal and possibly production activities may take place and may also place the Merged Group's personnel at risk if exposed to these extreme conditions.

Mongolia has a foreign worker quota system that may make it difficult to hire qualified personal even where local manpower is unavailable.

(e) **Directors voting intentions**

Each Director, in their capacity as Viking Shareholders (where applicable), intends to vote in favour of Resolution 1.

(f) **Directors' and Proposed Directors' relevant interests**

The Directors and the Proposed Directors have the following interests in Viking Securities and Auminco Securities (either held directly or held by their Associates) as at the date of this Notice are as follows (not including any Viking Securities proposed to be issued to Directors under Resolutions 4(a) to 4(c)).

Director / Proposed Director	Viking Securities	Auminco Securities
John Gardner	9,423,604 Viking Shares 2,876,065 Viking Options	Nil
Peter McMickan	3,046,837 Viking Shares 2,805,368 Viking Options	Nil
Trygve Kroepelien	4,174,000 Viking Shares 1,300,000 Viking Options	Nil
Andrew Whitten	783,359 Viking Shares	15,368,293 Auminco Shares
Matt Morgan	Nil	2,037,797 Auminco Shares

Notes:

1. All Viking Shares and Viking Options held by Jaytu Pty Ltd ATF <JW Gardner Super Fund>, an Associate of Mr Gardner.

- For personal use only
2. 76,837 Viking Shares and 2,685,368 Viking Options are held directly by Mr McMickan. 720,000 Viking Shares and 120,000 Viking Options are held by the spouse of Mr McMickan, Mrs Carolyn McMickan. 2,250,000 Viking Shares held by Mr Peter & Mrs Carolyn McMickan ATF <McMickan Family S/Fund>.
 3. 3,874,000 Viking Shares and 1,300,000 Viking Options are held directly by Mr Kroepelien. 300,000 Viking Shares are held by a family member.
 4. Mr Whitten holds his Viking Shares through A&L Whitten Pty Ltd (ATF Andrew & Lee-Anne Super Fund), Landrew Investments Pty Ltd and Barbary Coast Investments Pty Ltd, which are all entities Associated with Mr Whitten. Barbary Coast Investments Pty Ltd and Torona Pty Ltd are Auminco Lenders and are companies Associated with Mr Andrew Whitten, the Chairman of Auminco and will receive a total of 18,908,722 Viking Shares and 6,302,907 Viking Options as Debt Consideration. Mr Whitten (or entities Associated with Mr Whitten) is also proposing to apply for up to 5,000,000 Viking Shares and 1,250,000 Viking Options under the Proposed Capital Raising.
 5. Mr Morgan holds his interest as trustee of the M Morgan/Morgan Super Fund and via Mineral X Pty Ltd, a company Associated with Mr Morgan.

The Proposed Directors, and their respective Associates, who are also Auminco Shareholders, will be entitled to accept the Takeover Offer and receive Viking Shares and Viking Options under the terms of the Takeover Offer.

(g) **Consequences if Resolution 1 is not approved**

In the event Resolution 1 is not approved by Viking Shareholders at the Meeting:

- (i) the scale of the Company's activities will not change and the Takeover Offer will not proceed;
- (ii) if the Takeover Offer does not proceed, the Debt Agreement will not complete and Viking will not issue the Debt Consideration to the Auminco Lenders;
- (iii) the Company will need to cover the expenses incurred in negotiating the Takeover Offer, which may severely impact on the Company's future; and
- (iv) the Board will continue to review the Viking Projects and other potential new project acquisitions both in Ghana and other locations with the financial resources available after payment of expenses in relation to the Takeover Offer.

1.7 Information about Auminco and the Auminco Projects

(a) **Overview of Auminco and its activities**

Auminco is an unlisted public company incorporated in Australia with approximately 139 shareholders, as at the date of this Notice.

Auminco's principal assets comprise:

- (i) coal mining and mining exploration interests in Mongolia; and
- (ii) the Reedy Creek Gold Project, being a gold mining exploration project in Victoria, Australia.

(b) **Mining regime in Mongolia**

Classification of deposits – Government Ownership

The Mineral Resources Authority of Mongolia (**MRAM**) is an agency of the Government of Mongolia which is responsible for the mining and mineral industry of Mongolia.

Under the Minerals Law of Mongolia, the State is the owner of all mineral deposits and has the right to grant exploration and mining rights. Mineral deposits are grouped into one of three classifications:

- (i) *Minerals of strategic importance* – A strategic deposit is one which may have a potential impact on national security, economic and social development of the country at the national and regional levels or that is producing or has the potential of producing more than 5% of total gross domestic product in a given year. Examples include copper and coal.
- (ii) *Common minerals* – These are abundant sediments and rock concentration that might be used as construction material. Iron ore is an example.
- (iii) *Conventional minerals* – These are minerals that are neither of strategic importance nor common minerals.

Where the State has funded the exploration work to determine there are proven reserves at a deposit of strategic importance, the State may participate jointly up to 50% in a venture with a private legal person, to exploit the mineral deposit. Where proven reserves in a strategic deposit have been determined through funding sources other than the State, the State may own up to 34% of the shares of an investment to be made by the licence holder.

Where the State has funded exploration work in respect of licence areas which are not strategic deposits, the mining licence holder must reimburse exploration expenses that were funded from the state budget. The amount payable is determined by MRAM and the mining licence holder is required to enter into a repayment agreement with MRAM regarding the timing of those reimbursements.

Strategic deposits

The Mongolian government has identified a number of the largest deposits that have strategic importance for the country where development of the mining industry should be focused. There are 15 strategic deposits consisting of coal, uranium, iron ore, copper, phosphate, gold, zinc and silver located throughout Mongolia. Not less than 10% of the shares of a company that holds a licence for a strategic deposit must be sold on the Mongolian Stock Exchange.

Licences

MRAM has indicated that currently, Mongolia has approximately 1,300 mining licences and an additional 1,625 exploration licences. Mineral exploration and mining licences are only granted to legal persons and tax payers in Mongolia, duly formed and operating under the laws of Mongolia. This requirement has to be met for the entire duration of a valid licence.

Licence fees are due annually, in advance of the date the first licence was issued. One month before an exploration licence is due to expire, the licence holder may apply for an extension of the licence by submitting an application to the State administrative agency.

Failure to pay licence fees on time results in MRAM having the right to revoke the licence. Failure to submit work, safety and environmental plans and reports may ultimately result in suspension or revocation of the licence.

Exploration licences

Licences have an initial term of 3 years and can be renewed two times for a period of 3 years and are granted for areas of land between 25 and 400,000 hectares (although there is no limit placed on the number of individual exploration licences any one business entity can hold). Application requires the submission of various types of information e.g. an area map of the exploration site, information about the qualifications of the staff conducting the exploration work and a preliminary plan that includes the type, scope and cost of the exploration work, amongst others. There is a current moratorium on the issue of new Exploration Licences, yet it is anticipated that this may be reviewed during 2014.

Mining licences

Only exploration licence holders are entitled to apply for a mining licence in the exploration area. In circumstances where an exploration licence has expired and the holder has failed to apply for a mining licence, the mining licence is granted by way of a tender. Similar to an exploration licence application, the applicant for a mining licence must submit the approved form and associated documentation to the Government agency. The mining licence is valid for 30 years. Two years before the mining licence is due to expire (and no earlier) the licence holder may apply for an extension to the term of the mining licence. Mining licences may be extended twice for terms of 20 years each.

Environmental expenditure

Under the Minerals Law of Mongolia, a licence holder (exploration or mining) has obligations with regards to environmental protection. To ensure adherence to its environmental responsibilities, the licence holder must deposit 50% of its environmental protection budget (which is derived from the environmental plan which must be prepared by the licence holder and approved by the Governor of the relevant district where the exploration site is located) for the year into a 'special' bank account opened by the relevant Governor. Failure to do so is a breach of the Minerals Law which may result in revocation of the licence.

The Corporate Income Tax Law allows a deduction for these funds that have been accumulated for the purposes of environmental rehabilitation. The deduction can be claimed when the funds are paid. Excess escrow funds not utilised are returned to the company and treated as taxable income.

Water and forest areas

If a license area fully or partially overlaps with a Restricted Area under the Law on Prohibition of the Exploration and Mining Minerals from Water Sources, Protection Area of Water Reservoir Land and Wood reservoir Area of Mongolia (2009), the Government has the right to revoke the affected

licence or, arguably, the part of the licence that is partially overlapped with a Restricted Area, with compensation being paid.

Amendments to the Minerals Law

It is anticipated that the Minerals Law will be amended this year. The proposed amendments are proposed in the context of State policy in respect of the minerals sector which was approved by the Mongolian Parliament in January 2014. The most positive impact of the proposed amendments are that they will end the three and half year moratorium on the issue and transfer of exploration licences, as the law prohibiting the new granting of exploration licences currently provides that exploration licences may not be granted or transferred until the Minerals Law is amended. It is, however, not possible to anticipate what changes will be made to the exploration and mining regimes with these amendments.

Royalties

The primary 'tax' that applies to mining companies is in the form of a royalty imposed on off take under the Minerals Law of Mongolia. The holder of a mining licence must pay a royalty that is calculated based on the total sales value of the minerals extracted. The sales value is determined differently depending on the product:

- *Exported products* – the sales value is the average monthly price of the product or a similar product, based on regularly published international market prices or on recognized principles of international trade;
- *Products sold or used on the domestic market* – the sales value is the domestic market price for that product or a similar product; and
- *Products sold in international or domestic markets where it is impossible to determine market prices* – the sales value is based on the revenue derived from the sale of the product as declared by the licence holder.

The standard royalty rates are 2.5% for coal sold in Mongolia and for other common mineral resources sold in Mongolia. A 5% royalty is levied on all other minerals that are sold, shipped for sale or used other than gold sold to the Bank of Mongolia and other banks authorised by the Bank of Mongolia in respect of which a 2.5% royalty is levied. Mineral royalties are deductible for tax purposes. Royalties are generally applied to a benchmark tax base which references spot prices; however, there is often discussion and negotiation with the Mongolian Tax Authority or "MTA" as to what is the appropriate base to use for royalties.

Corporate income tax (CIT)

Mongolia operates a system of worldwide taxation both on corporations and individuals who are tax resident in Mongolia. The General Tax Law (2008) contains general provisions relating to the framework for taxation (including tax administration and the rights of the tax payers and the tax authorities) but the Corporate Income Tax Law (2006) that legislates which income and expenses are taxable. There are various other specific tax laws which apply to corporations, including the Value Added Tax Law (2006), mining tax (royalties) imposed under the Minerals Law of Mongolia, and various others. The General Tax Law does, however, have certain operative provisions which must be read in conjunction with the specific Corporate Tax Law; such as arms length pricing rules for transactions between related parties, and a

provision which states that double tax agreements override domestic tax law to the extent of inconsistencies.

Corporate income tax rate

The corporate tax system is progressive with annual taxable income of up to MNT 3 billion subject to tax at a rate of 10% and taxable profits in excess of this amount taxed at a rate of 25%. There is no separate tax regime for mining entities, other than royalties (tax) imposed under the Mineral Laws of Mongolia. Certain income of corporations, however, is taxed at prescribed rates: such as dividends 10%, royalties 10%, interest 10%, sale of immovable property 2% of gross price and sale of rights 30% of gross price.

(c) Auminco's Projects

(i) Mongolia

Berkh Uul Project

The Berkh Uul bituminous coal project is located in the Orkhon-Selenge coal district in Selenge Province, Northern Mongolia, approximately 40km from the Russian border (Figure 1). The licence was granted in February 2009 for 6 years, with the option to extend for an additional three years. Auminco has a 100% interest in the licence.

The project occurs in the Upper Jurassic - Lower Cretaceous age Shariin Gol Formation within the Orkhon-Selenge Coal Basin, which also hosts a number of large hard coal deposits including the Mongoin Gol, Sharin Gol and Ulaan Ovoot deposits.

The two main seams typically average greater than 1.5m in thickness, however average seam thicknesses are typically variable, ranging from 0.6m to 4.5m, with splitting common. The deposit is a multi-seam deposit lying on the flanks of a broad synclinal structure with NE-SW axis trend. Current exploration has been carried out on the eastern flank of the syncline and coal of exploitable thickness has been identified. Seams dip gently at up to 11 degrees.

A 38.3Mt Inferred and Indicated JORC (2012) classified Mineral Resource of high quality bituminous thermal coal resource has been estimated by internationally recognised consultants Runge Pincock Minarco.

The Coal Resources by seam group are summarised in the following table.

Berkh Uul Indicated and Inferred Resource Estimate (February 2014)

Berkh Uul JORC (2012) Coal Resource (million tonnes in situ)					
Resource type	Seam	Measured	Indicated	Inferred	Total
Open Cut	1	–	4.4	3.5	7.9
	2	–	2.6	0.3	3.0
	OC subtotal	–	7.0	3.9	10.9
Underground	1	–	8.2	8.3	16.5
	2	–	6.2	4.8	10.9
	UG subtotal	–	14.4	13.1	27.4
Grand Total		–	21.4	16.9	38.3

Sum of columns may not equal the total due to rounding

Berkh Uul JORC (2012) Coal Resource Quality										
Resource type	category	Seam	TM (%)	IM (%)	Ash (% adb)	VM (% adb)	FC (% adb)	TS (% adb)	CV (kcal/kg adb)	Rdis
Open Cut	Ind	1	20.8	13.5	14.4	32.6	39.5	0.34	5373	1.35
		2	21.0	13.7	9.8	34.9	41.6	0.35	5693	1.31
		subtotal	20.9	13.6	12.7	33.4	40.3	0.34	5493	1.33
	Inf	1	18.9	12.0	20.1	30.9	37.1	0.37	5011	1.39
		2	20.9	13.8	10.0	34.5	41.7	0.37	5684	1.32
		subtotal	19.1	12.1	19.2	31.2	37.5	0.37	5066	1.38
OC subtotal		20.3	13.1	15.0	32.6	39.3	0.35	5342	1.35	
Underground	Ind	1	18.9	12.2	18.8	31.3	37.8	0.34	5110	1.38
		2	20.9	13.7	10.3	33.9	42.0	0.42	5681	1.32
		subtotal	19.7	12.8	15.2	32.4	39.6	0.37	5355	1.35
	Inf	1	18.7	12.0	19.6	31.0	37.4	0.35	5050	1.39
		2	21	13.8	10.6	33.8	41.8	0.43	5657	1.32
		subtotal	19.6	12.6	16.3	32.0	39.0	0.38	5272	1.36
UG subtotal		19.6	12.7	15.7	32.2	39.3	0.38	5313	1.36	
Grand Total			19.8	12.8	15.5	32.3	39.3	0.37	5323	1.35

Sum of columns may not equal the total due to rounding

Note: Air Dried Basis(adb); TM- total Moisture; IM-Inherent Moisture; VM-Volatile Matter; FC – Fixed Carbon; TS- Total Sulphur; CV- Calorific Value; Rdis- in situ Relative Density.

The Berkh Uul resource information has been extracted from Viking's announcement to ASX entitled "New 38.3 Mt resource for Merger Company's Mongolian coal project" dated 17 March 2014 and is available to view on the Company's website at www.vikingashanti.com. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The coal is of sales quality without washing. There is potential to further value add to the resource by washing and producing a high quality, high energy thermal coal suitable for export markets.

The project is strategically located; approximately 40km to rail facilities with access to China and Russia, plus a strong local domestic demand.

There is potential for rapid development of the project, with its shallow, flat lying coal seams amenable to open cut mining. Mining studies are planned for early 2014 to accompany a Mining Licence Application in the first half of 2014.

Khonkhor Zag Project

The Khonkhor Zag anthracitic coal project is located in the Trans-Altai Coal Basin in Govi-Altai Province, South West Mongolia (Figure 1).

Auminco holds a 100% interest in a mining licence granted in April 2013 for a period of 30 years.

Russian and Mongolian technical work has previously been completed on this exploration site, with high quality anthracite coal (metallurgical coal) delineated by previous drilling, and verified by the internationally recognised engineering consultancy Runge Pincock Minarco.

The coal deposit outcrops at surface and is exposed in a small historical open pit. Significant upside potential is considered to exist as only 30% of the licence has been explored, with 1 strike km of a potential 4km strike length of the coal deposit tested to date. Further potential exists for value adding by washing, and producing a premium, low ash anthracitic metallurgical coal.

The project is strategically located 40km by road from the Chinese export border port of Burgastai-Laoemyo, providing proximity to markets in rapidly developing western China.

Anthracite constitutes less than 1% of the world's total coal supply. It is a scarce, premium priced product, very high in fixed carbon and low in volatiles. Anthracite is particularly sought after for Pulverised Coal Injection, partially replacing coke, in steel making.

Further exploration and mining studies are planned for 2014, initially focussed on increasing the resource potential of the project.

Buduun Project (Buduun 1 & 2)

Buduun is an early stage exploration project located in a proven hard coal region in Khovd Province, of western Mongolia (Figure 1). It is 16km from the Olon Bulag coking coal deposit and 20km from the Chinese border port, Baitag-Uliastai, with access to western China.

The project is held under two exploration licences granted in January 2010 for 6 years, with the option to extend for an additional three years. Auminco holds a 100% interest in the licences.

Exploration studies, field work, and drill target generation are planned for 2014.

Dalt Project

Dalt is an early stage exploration project located in Dundgovi Province in central Mongolia (Figure 1). The exploration licence covering the Dalt project was granted in October 2008 for 6 years, with an option to extend for a further three years. Auminco holds a 100% interest in the licence.

The project area covers the coal-bearing Manlai Permian Formation, and has coking coal potential with numerous other coal projects in the region.

Exploration studies, field work, and drill target generation is planned for 2014.

Budargana Project

Budargana is an early stage exploration project located in the Dundgovi Province of central Mongolia (Figure 1). The project is held under exploration licence granted in November 2008 for 6 years, with the option to extend for a further three years. Auminco has a 100% interest in the licence.

The project is located approximately 30km north west of the Tsagaan-Ovoo hard coal deposit. Coal bearing sediments of the Mogoit Formation and the Manlai Formation are developed across the North West section of the licence. Field work in 2013 discovered two out cropping coal seams up to 10m thick on the surface and measuring approximately 14km in length.

The project has coking coal potential with exploration studies, field work, bulk sampling and drill target generation is planned for 2014.

Tsairt Zinc Project

The project is located in Sukhbaatar province in eastern Mongolia (Figure 1). The project is held under an exploration licence which expires on 24 December 2016. Auminco can earn an 80% interest in the licence under a farm-in agreement. See Section 1.7(f) for further details.

The project lies one kilometre north of, and on strike from, the current operating Tumurtiin Ovoo zinc mine, a skarn hosted iron-zinc deposit.

The exploration target at Tsairt is skarn hosted iron-zinc mineralisation. During 2013, a field sampling program targeting outcropping magnetic anomalies returned 56.8% Fe and 0.21% Zn from surface grab samples. Induced Polarisation (**IP**) surveys have identified several low, medium, and high rank drill ready targets that correlate with anomalous surface grab samples.

Auminco is currently in discussion with several groups in regards to acquiring the project or joint venturing into the project.

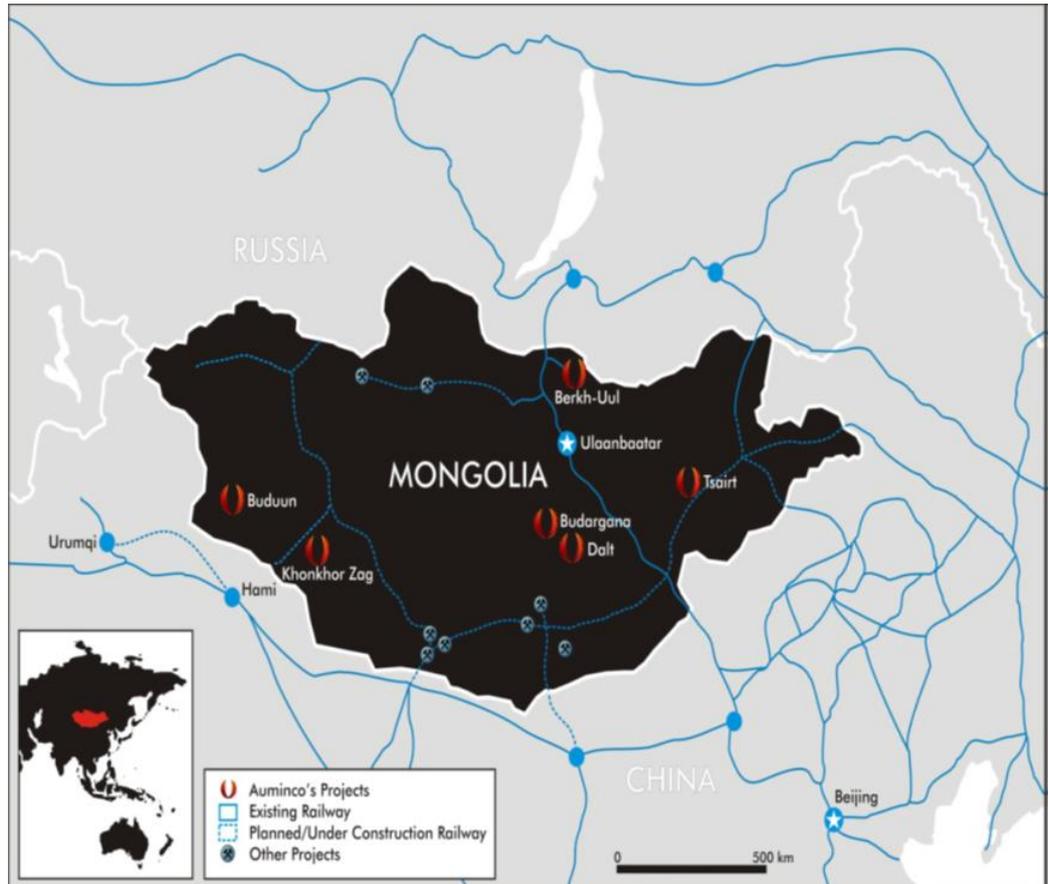


Figure 1: Auminco Project Locations, Mongolia

(ii) **Australia**

Reedy Creek Gold Project (Victoria)

The Reedy Creek Gold Project is located 60km north of Melbourne in the state of Victoria (Figure 2). The Company has a 100% interest in the exploration project.

The project is located within the historic mining area of Reedy Creek, where gold is associated within Silurian to Devonian aged sediments in a Bendigo saddle reef style, or in northeast trending diorite dykes. Up to thirty kilometres of strike length remains unexplored, which presents further possibilities for a major new goldfield.

Auminco is currently in discussion with several groups in regards to realising the project.



Figure 2: Locality Map of the Auminco Reedy Creek Gold Project - Australia

(d) **Tenure of Auminco's projects**

Licence name	Location	License	Auminco ownership	Commodity	Licence Area	Inception date
Berkh Uul	Selenge province Mongolia	14753X (Exploration)	100%	coal	4547.26 ha	2009-02-24
Dalt	Dundgovi province, Mongolia	14266X (Exploration)	100%	coal	8677 ha	2008-10-08
Budargana	Dundgovi province, Mongolia	14410X (Exploration)	100%	coal	15558 ha	2008-11-06
Buduun 1	Khovd province, Mongolia	15441X (Exploration)	100%	coal	21481.89	2010-01-27
Buduun 2	Khovd province, Mongolia	17421X (Exploration)	100%	coal	3757.52	2010-01-27
Khonkhor Zag	Govi Altai province, Mongolia	MV-17292 (Mining)	100%	coal	1623.8 ha	2013-04-08
Tsairt	Sukhbaatar province, Mongolia	13086X (Exploration)	80%	base metals	5287.27 ha	2007-12-24
Reedy Creek	Victoria, Australia	EL 4460 (Exploration)	100%	gold	36.0 km ²	2003-06-25
Reedy Creek	Victoria, Australia	EL 4987 (Exploration)	100%	gold	187.5 km ²	2007-11-08

(e) **Agreement with Buyantogtokh Dashdeleg**

On 17 July 2013, Auminco completed an agreement with Mr Buyantogtokh Dashdeleg (**Buyantogtokh Agreement**) to acquire Auminco's interest in the Khonkhor Zag Project.

Pursuant to the Buyantogtokh Agreement, Auminco may be obliged to issue up to 7,500,000 Auminco Shares to Mr Dashdeleg based on the Khonkhor Zag Project achieving a Mineral Resource.

Auminco and Viking have agreed under the Heads of Agreement to use their best commercial endeavours to negotiate and agree a variation to the Buyantogtokh Agreement such that Mr Dashdeleg will no longer be entitled to be issued Auminco Shares but will instead be issued Viking Shares, the quantum and terms of which are to be agreed.

(f) **Tsairt Joint Venture Agreement**

In June 2011, Auminco Coal LLC (**AUM Subsidiary**), a 100% owned Mongolian incorporated subsidiary of Auminco, entered into a joint venture agreement with Boshigtkhairhan LLC (a company incorporated in Mongolia) (**BTK**) and B Khatanmagsar (a citizen of Mongolia) (**Tsairt JV Agreement**) in respect of a project to explore, develop and exploit potential zinc and base metal deposits in Mongolia in relation to Mineral Exploration Licence 13086X (**Licence**).

BTK is the 100% owner and holder of the Licence. B Khatanmagsar was entitled to be (at the time of entering the Tsairt JV Agreement) the sole shareholder of BTK.

The key terms of the Tsairt JV Agreement are as follows:

- (i) *Ownership*: AUM Subsidiary to own 80% of Tsairt Zinc Project, with the remaining 20% to be owned by B Khatanmagsar, with BTK as the joint venture vehicle. AUM Subsidiary to hold 80% of the issued shares in BTK.
- (ii) *Finance and management of joint venture and project*: AUM Subsidiary to finance and manage development of the Licence. Finance is on a non-refundable basis, but is to be repaid from the cash flow of the Tsairt Zinc Project (based on a minimum cut-off grade of 3% Zinc or equivalent) and continues until either:
 - A. a 100,000 tonnes resource milestone is reached (referred to as the “100K Milestone” in the table below); or
 - B. a feasibility study establishes to AUM Subsidiary’s satisfaction that a commercially viable mine can be developed; or
 - C. the Tsairt JV Agreement is terminated.

Should a decision to mine be made, any loan made from AUM Subsidiary to BTK shall be on commercial interest rates and on normal commercial terms secured by the project assets.

- (iii) *Profits and payouts*: AUM Subsidiary is entitled to 80% of net profits of the Tsairt Zinc Project and the joint venture (in its own right and as shareholder of BTK), while Khatanmagsar is entitled to 20% of such net profits (in his own right and as a shareholder of BTK). B Khatanmagsar is entitled to bonus payouts on achieving the following milestones:

Amount of zinc or other valuable ore established in accordance with the JORC Code (based on minimum cut-off grade of 3% zinc or equivalent quantity and quality of other economic minerals)	Cash payout to Khatanmagsar	Auminco Shares issued to Khatanmagsar (Auminco Shares expressed in terms of cash value)
100,000 tonnes (100K Milestone)	US\$250,000 (within 1 month of reaching milestone)	US\$250,000 (within 1 month of reaching milestone)
200,000 tonnes	Additional US\$250,000 (within 1 month of reaching milestone)	Additional US\$250,000 (within 1 month of reaching milestone)
500,000 tonnes	NIL	Further US\$500,000 (within 1 month of reaching milestone)
Total (if 800,000 tonnes established)	US\$500,000	US\$1,000,000

- (iv) *Minimum JORC resource:* if the 100K Milestone is not reached, no cash or Auminco Shares are payable to B Khatanmagsar, the Tsairt JV Agreement is terminated and BTK is to be wound up.
- (v) *Pre-emption, tag-along and sale of shares:* Each of AUM Subsidiary and B Khatanmagsar has a 14 day right of first-refusal in respect of any offer received by the other for their respective interests in the joint venture. However, if AUM Subsidiary gives notice of its intention to sell its 80% of BTK to a public company that is listed or to be listed on the ASX (**Purchaser Company**) B Khatanmagsar has a 21 day tag-along right to sell his 20% of BTK to AUM Subsidiary (or its nominee) in return for shares in the Purchaser Company.
- (vi) *Dividend:* Unless agreed otherwise BTK shall distribute a dividend to the shareholders (AUM Subsidiary and B Khatanmagsar) at least once during each quarter in each financial year of least a sum equal to the after tax net profit of BTK.

(g) **Deed of Covenant**

On 21 March 2014, Viking entered into a Deed of Covenant with the major shareholders of Auminco, pursuant to which those parties have provided various warranties, guarantees and indemnities in favour of Viking.

The warranties provided by those Auminco parties relate in large part to the tenure and good standing of Auminco's projects in Mongolia as well as other standard warranties, including as to Auminco's business and capital structure.

The Auminco parties have also provided several guarantees and indemnities in relation to amounts that may become payable under the Buyantogtokh Agreement in excess of \$795,000 for a period of one year.

(h) **Directors of Auminco**

Auminco's Directors are:

- (i) Mr Andrew Whitten – Chairman;

- (ii) Mr Matthew Morgan – Director and Chief Executive Officer; and
- (iii) Mr Bayarsaikhan Tsagdaa – Executive Director and Chief Executive Officer of Mongolian operations for Auminco.

(i) **Auminco Securities**

As at the date of the Notice, Auminco has 74,760,226 Auminco Shares on issue.

Auminco also has 3,000,000 Auminco Options exercisable at \$0.20 each on or before 8 July 2016.

The Auminco Options are held by Iarudi LLC who has agreed under the Auminco Option Deed for these Auminco Options to be cancelled on the basis that the Company will issue Iarudi with 3,000,000 replacement Viking Options exercisable at \$0.20 each on or before 15 November 2016 and otherwise on the terms set out in Schedule 1.

(j) **Auminco Security Holders**

As at the date of the Notice, there are approximately 139 Auminco Shareholders and 1 Auminco Option Holder.

The top 10 Auminco Shareholders as at the date of the Notice were as follows:

Auminco Shareholder	Auminco Shares	
	Number	Percentage
Gilt Nominees Pty Ltd	9,033,242	12.1%
Buyantogtokh Dashdeleg	8,178,086	10.9%
Gleaneagle Advisors Pty Ltd	6,666,692	8.9%
Rodby Holdings Pty Ltd	5,927,119	7.9%
Barbary Coast Investments Pty Ltd ¹	4,833,447	6.5%
Bestvale Resources Consultants Pty Ltd	2,419,000	3.2%
Tushig Pty Ltd ²	2,066,949	2.8%
M Morgan/Morgan Super Fund ³	1,834,464	2.5%
Torona Pty Ltd ¹	1,652,084	2.2%
A&L Whitten Pty Ltd ATF A&L Whitten Super Fund	1,549,895	2.1%
Total	44,160,978	59.1%

Notes:

1. Barbary Coast Investments Pty Ltd, Torona Pty Ltd and A&L Whitten Pty Ltd ATF A&L Whitten Super Fund are all entities Associated with the parents of Mr Andrew Whitten, a Proposed Director and the Chairman of Auminco, or Mr Whitten in his own right.
2. Tushig Pty Ltd is a company Associated with Mr Bayarsaikhan Tsagdaa, an Executive Director of Auminco.
3. M Morgan/Morgan Super Fund is Associated with Mr Matt Morgan, the Chief Executive Officer and a Director of Auminco.

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1.8 Profile of the Merged Group and effect of the Takeover Offer

(a) Board of the Merged Group

It is proposed that, subject to successful completion of the Takeover Offer, the Board of Merged Group will comprise:

- (i) Mr John Gardner – Non-Executive Chairman;
- (ii) Mr Andrew Whitten – Deputy Chairman;
- (iii) Mr Matthew Morgan – Managing Director; and
- (iv) Mr Peter McMickan – Executive Director.

Mr Bayarsaikhan Tsagdaa will be appointed as alternate Director for Mr Whitten.

Profiles of the Proposed Directors are set out below.

(b) Biographies of the Proposed Directors and new management

Set out below are biographies of the Proposed Directors and new management who will be appointed to the Merged Group Board if the Company acquires at least 90% of the Auminco Shares pursuant to the Takeover Offer:

(i) Mr Andrew Whitten – Deputy Chairman (Proposed Director)

Andrew Whitten is an admitted solicitor with a specialty in Corporate Finance and Securities Law. He is a Solicitor, Director of Whittens Lawyers and Consultants and is currently company secretary of a number of publicly listed companies. He is a responsible officer of a Nominated Adviser to the National Stock Exchange of Australia Limited, and has been involved in a number of corporate and investment transactions including Initial Public Offerings on ASX and NSX, corporate reconstructions, reverse mergers and takeovers. He has practiced extensively in corporate and commercial law and undertaken major transactions in the mining industry. Andrew's mining and exploration transaction experience includes acting on transactions involving, Itochu, Noble Group, Whitehaven Coal, and China Metallurgical and Geological Bureau (a State Owned Enterprise of the People's Republic of China). He has also advised and managed numerous initial public offerings and transactions in the mergers and acquisitions field.

(ii) Mr Matthew Morgan – Managing Director (Proposed Director)

Matthew Morgan has 19 years' experience in coal, gold, antimony, and iron ore mining and exploration, both Open Cut and Underground. He has a diverse set of skills covering mine geology, quality control, mining engineering, and mine management roles.

Matthew's previous management experience includes Open Cut roles with BHP Billiton, Rio Tinto, Theiss, and was Underground Mine Manager for Mandalay Resources. Matthew was also former Coalworks Exploration Manager where he was instrumental in acquiring and developing its major Coal assets until its approximately

\$200M takeover by Whitehaven Coal Limited (ASX:WHC) in June 2012.

(iii) **Mr Bayarsaikhan Tsagdaa – General Manager Mongolia and alternate director for Mr Whitten**

Mr Tsagdaa will be appointed as General Manager, Mongolia. Mr Tsagdaa is a Mongolian Geologist who presently resides between Australia and Mongolia. He is also a consultant to the mining industry in Australia with respect to Mongolian coal and minerals projects.

Bayarsaikhan is also active in Mongolian government relations with mine developers and maintains a useful business network in Ulaanbaatar. He has facilitated trade between Australia and Mongolia and is prominent in Mongolian – Australian community affairs.

(c) **Material terms of executive service agreements**

If the Takeover Offer is successful, Viking proposes the following in relation to the employment of executives in the Merged Group:

- (i) Mr Matt Morgan will be either employed directly by Viking or contracted by Viking under a consultancy arrangement to act as Managing Director of the Merged Group. It is proposed that Mr Morgan will be entitled to a total remuneration of \$200,000 per annum for his services as an executive. Other terms of his engagement with the Merged Group will be in line with industry standards, including with respect to warranties and termination rights.
- (ii) Mr Peter McMickan, the current Managing Director of Viking, will be appointed as an Executive Director of the Merged Group and will be retained on the same terms of employment as he is currently, with a reduced total remuneration of \$180,000 per annum.
- (iii) Mr Bayarsaikhan Tsagdaa will be retained by the Merged Group under his existing consultancy agreement with Auminco, pursuant to which he is entitled to receive \$150,000 per annum in consultancy fees.

(d) **Financial information about the Merged Group**

This Section contains an unaudited statement of financial position for Viking and Auminco, with the relevant information extracted from Viking's management accounts as at 31 December 2013 and Auminco's internal management accounts as at 31 December 2013.

The unaudited pro forma statement of financial position of the Merged Group presents the Viking Group's financial position as at 31 December 2013 as if Viking had acquired 100% of Auminco on that date. Acquisition accounting entries have been based on the terms of the Takeover Offer and the assumptions set out at the end of the statement of financial position in order to arrive at an unaudited pro-forma consolidated statement of financial position for the Merged Group as at 31 December 2013.

Viking will undertake a comprehensive assessment of the fair value of the assets and liabilities acquired after completion of the Takeover Offer.

The unaudited pro forma statement of financial position is indicative only. Viking has drawn its own conclusions based on the known facts and other publicly available information. If the factors, circumstances, assumptions or

other information should prove to be different to that described, the conclusions may change accordingly.

	Pro forma Consolidated 31 December 2013 \$
Current Assets	
Cash and cash equivalents	5,472,126
Trade and other receivables	117,189
Total Current Assets	5,589,315
Non-Current Assets	
Plant and equipment	33,887
Exploration project acquisition costs	5,774,892
Other financial asset	3,480
Total Non-Current Assets	5,812,259
Total Assets	11,401,574
Current Liabilities	
Trade and other payables	734,583
Borrowings	200,000
Provisions	21,474
Total Current Liabilities	956,057
Total Liabilities	956,057
Net Assets	10,445,517
Equity	
Issued capital	23,872,732
Reserves	350,270
Accumulated losses	(13,040,180)
Outside equity interest	(737,305)
Total Equity	10,445,517

Notes:

This table is prepared on the basis of the following assumptions:

1. Viking acquires 100% of Auminco Shares.
2. Viking is assumed to be the acquirer for the purposes of Australian Accounting Standards and is required to consolidate Auminco. Australian Accounting Standard AASB 3 requires that all business combinations are accounted for using the purchase method. This involves assigning fair values at the settlement date to identifiable assets, liabilities and contingent liabilities, including intangible assets assumed.
3. A formal analysis of the fair values of the net assets acquired will be performed post completion of the transaction.
4. Purchase consideration under the Takeover Offer consists of 61.2 new Viking Shares and 20.4 new Viking Options for each Auminco Share resulting in the issue of 45,753,258 new Viking Shares and 15,251,087 new Viking Options. The purchase consideration has been assessed at approximately \$1,920,000 (based on the last available closing price market price of Viking Shares on the 28 March 2014 of \$0.042).
5. Viking acquires or takes on assignment of the Debt from the Auminco Lenders by the issue of 35,246,742 Viking Shares and 11,748,913 Viking Options.
6. The difference between the purchase consideration to the net assets and liabilities acquired has been offset against exploration expenditure.

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7. There are approximate expenses incurred as a result of completing the transaction of \$700,000, of which \$250,000 will be satisfied by way of the issue of Viking Shares.
8. Viking completing the Proposed Capital Raising to raise up to a further \$5,600,000 in working capital less issue costs estimated to be 8% of the gross funds raised. The actual amount to be raised under the Proposed Capital Raising will depend on the issue price of the Viking Shares offered, which is still to be determined.

The effect of the Takeover and the Proposed Capital Raising (if fully subscribed) will be to:

- (i) increase total assets by an amount of 294%, compared to the Company's total assets as at 31 December 2013; and
- (ii) increase net assets by an amount of 305%, compared to the Company's net assets as at 31 December 2013.

(e) **Effect of Takeover Offer and Proposed Capital Raising on expenditure**

12 month exploration and administration budgets for the Merged Group are set out below. These budgets are prepared on the basis that the Merged Group will raise between a minimum of \$3,000,000 and a maximum of approximately \$5,600,000 under the Proposed Capital Raising (see Section 3 for further details regarding the Proposed Capital Raising). The actual amount to be raised under the Proposed Capital Raising will depend on the issue price of the Viking Shares offered, which is still to be determined by reference to the average market price for Viking Shares on the 5 trading days prior to the issue of the Company lodging a disclosure document for the Proposed Capital Raising.

The table below is a summary of the expenditure budgets for the Merged Group over the next 12 months. These budgets are subject to possible change depending on the outcome of exploration results and other factors beyond the Company's control.

Use of funds (12 months)	Budget assuming minimum capital raising of \$3,000,000	Budget assuming \$5,600,000 capital raising
Administration	\$500,000	\$800,000
Viking Project exploration	\$800,000	\$1,700,000
Auminco Project exploration	\$1,700,000	\$2,800,000
General working capital	Nil	\$300,000
Total cash outflows	\$3,000,00	\$5,600,000

Notes:

- The Company expects that, assuming maximum subscriptions are received under the Proposed Capital Raising to raise a maximum of \$5,600,000, it will have sufficient funds to conduct its exploration and development activities for the next 24 months.
- Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programmes. Actual expenditure may differ from the above estimates due to a change in market conditions, the development of new opportunities, the results obtained from exploration and other factors (including the risk factors outlined in Section 1.6(d) above).
- The above table represents statements of the intended use of the funds raised by the Company as at the date of this document. It must be recognised that all exploration budgets may change as the conducted programmes provide encouragement or disappointment and new opportunities may be identified elsewhere.

4. The minimum amount to be raised under the Proposed Capital Raising is \$3,000,000 and the maximum amount to be raised under the Proposed Capital Raising is approximately \$5,600,000 (see note 1 above). As at the date of this Notice, the number of Viking Shares to be issued and price at which those Viking Shares has not yet been determined; however, the maximum number of Viking Shares to be issued will not exceed 140,000,000.
5. It is anticipated that the funds available as unallocated working capital may be applied towards any contingency resulting in unforeseen expense associated with the Viking Projects or the Auminco Projects, and also towards expenses incurred in identifying and generating new mineral exploration projects. Such expenses may include the cost of purchasing exploration data, commission expert reports/studies, acquiring exploration rights and due diligence costs of reviewing potentially suitable projects, including associated travel, legal and other professional expenses.

(f) **Future capital requirements**

The Company completed the Preliminary Raising on 31 December 2013 by way of a placement to sophisticated and professional investors (as defined in section 708 of the Corporations Act) of 22,537,645 Viking Shares at an issue price of \$0.035 each, raising \$788,818 (before costs). These funds will largely be used to fund the Takeover.

The Company also intends to complete the Proposed Capital Raising by way of a public offering of a maximum of 140,000,000 new Viking Shares and 35,000,000 free attaching Viking Options to raise a maximum of approximately \$5,600,000 before expenses. The actual amount to be raised under the Proposed Capital Raising will depend on the issue price of the Viking Shares offered, which is still to be determined.

On completion of the Takeover Offer and assuming the Proposed Capital Raising closes fully subscribed, the Company presently anticipates that it will (as the Merged Group) have sufficient funds to conduct its proposed exploration and development activities at least for the next 24 months without the need to conduct any further capital raising.

(g) **Financial outlook for the Merged Group**

This Explanatory Statement does not include any financial forecasts or projections for revenue or profit in relation to the Company, Auminco or the Merged Group.

The Company considers that the inclusion of financial forecasts would be speculative and potentially misleading for Viking Shareholders given:

- (i) the assets of the Company and Auminco are for the most part presently not of sufficient development to provide reasonable forecast information;
- (ii) development is subject to inherent risks associated with material grades and quantities, mining equipment availability, the granting of production licenses, extraction and logistics costs; and
- (iii) the future market prices for gold and coal are inherently uncertain.

(h) **Costs of the Auminco Acquisition**

The Company estimates it will incur fees for services provided in connection with the Auminco Acquisition, including for legal, taxation and corporate advisers, in the amount of approximately \$700,000 (not including GST) of which it is envisaged that \$250,000 will be paid to the Corporate Advisers by way of subscriptions to the Proposed Capital Raising.

The total amount of cash that the Company may become obliged to pay to satisfy all expenses incurred by it and relating to the Auminco Acquisition will be provided from the Company's existing cash balance and funds to be raised under the Preliminary Raising.

(i) **Effect of the Auminco Acquisition on capital structure**

The anticipated capital structure of Merged Group assuming successful completion of the Takeover Offer and the acquisition of 100% of the Auminco Shares on issue is set out in Section 1.3.

The actual number of Viking Shares that the Company will issue under the Auminco Acquisition will depend upon the number of acceptances under the Takeover Offer.

The Takeover Offer, if successful, will not result in a change of control of the Company, as the composition of Auminco's Shareholders is such that no one person will acquire a relevant interest in the Company's Shares in excess of 20% of the total Viking Shares on issue on completion of the Takeover Offer. In addition, no one person would attain an interest in excess of 20% on exercise of any Viking Options issued to them under the transaction.

(j) **Effect of the Takeover Offer on shareholding interests and voting power**

The Takeover Offer, if successful, together with the issue of the Debt Consideration, will dilute the shareholding interests of existing Viking Shareholders.

If 100% of Auminco Shareholders (as at the date of this Notice) accept the Takeover Offer, Auminco Shareholders will become entitled to approximately 41.82% of the total issued share capital of the Company, on an undiluted basis and before factoring in the Viking Shares to be issued under the Proposed Capital Raising.

The Takeover Offer, if successful, will affect the substantial holding interests in the Company. In summary, a person will have a substantial holding in the Company if they (together with their Associates) hold a relevant interest in 5% or more of the Viking Shares on issue.

Based on current shareholding interests known to the Company, the table below provides a summary of those parties expected to have a substantial holding in the Company on completion of the Takeover Offer:

- (i) assuming that no Viking Options are exercised;
- (ii) assuming that 100% acceptance of the Takeover Offer;
- (iii) the Debt Consideration is issued; and
- (iv) excluding the 140,000,000 Viking Shares which may be issued under the Proposed Capital Raising if fully subscribed.

Name	Current Viking Shares Held	Current Relevant Interest (%)	Viking Shares Held Post Takeover	Relevant Interest Post Takeover (%)
Resolute Mining Ltd	31,607,143	28.05%	31,607,143	9.47%

(k) **Effect of the Takeover Offer on the Company's financial position**

The Takeover Offer will affect the Company's financial position.

An outline of the manner in which the Company's financial position may change is set out in Section 1.8(d).

(l) **Effect of the Takeover Offer on accounting and dividend policies**

On successful completion of the Takeover Offer, the Company's accounting policies will not change.

(m) **Dividends**

As the Company and Auminco are exploration companies, dividends will not be available from operating profits for the foreseeable future.

1.9 Terms of the Takeover Offer

(a) **Key features of the Takeover Offer**

The Company has determined that it intends to acquire 100% of the Auminco Shares by way of an off-market takeover bid for Auminco.

The Company will lodge a Bidder's Statement for the Takeover Offer in accordance with the indicative timetable set out in "Important Notices" Section on page 2 of this Notice. A copy of the Bidder's Statement will be available on the Company's website at www.vikingashanti.com and the ASX website at www.asx.com.au (ASX code 'VKA').

The key features of the Takeover Offer are:

- (i) the Company will offer to acquire 100% of the Auminco Shares, together with all Rights attached to them, on the terms and conditions set out in the Bidder's Statement;
- (ii) the consideration being offered by the Company for the acquisition of all Auminco Shares is 61.2 Viking Shares and 20.4 Viking Options for every 100 Auminco Shares, totalling 45,753,258 Viking Shares and 15,251,087 Viking Options, subject to the terms and conditions set out in the Bidder's Statement;
- (iii) the Viking Shares to be issued pursuant to the Takeover Offer and on exercise of a Viking Option will, from their date of issue, rank equally in all respects with existing Viking Shares currently on issue; and
- (iv) the Viking Options to be issued pursuant to the Takeover Offer will be exercisable at \$0.09 each on or before 30 April 2017, and will otherwise be issued on the terms and conditions set out in Schedule 1 to the Explanatory Statement.

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(b) **Conditions to the Takeover Offer**

Completion of the Takeover Offer is subject to a number of conditions being satisfied or waived including, but not limited to, the following:

- (i) shareholder approval: Viking Shareholder approval being obtained for:
 - A. the acquisition of all Auminco Shares under the Takeover Offer, pursuant to Listing Rule 11.1.2 and all other purposes;
 - B. the issue of the Debt Consideration to the Auminco Lenders for the purposes of and in accordance with ASX Listing Rule 7.1 and for all other purposes; and
 - C. the issue of Viking Shares under the Proposed Capital Raising for the purposes of and in accordance with ASX Listing Rule 7.1 and for all other purposes.
- (ii) Proposed Capital Raising: the Company receiving valid applications under the Proposed Capital Raising for a minimum of \$3,000,000 and up to a maximum of approximately \$5,600,000, by issuing a maximum of 140,000,000 new Viking Shares and 35,000,000 free attaching Viking Options; the actual amount to be raised under the Proposed Capital Raising will depend on the issue price of the Viking Shares offered, which is still to be determined;
- (iii) acquisition threshold: at or before the end of the Takeover Offer Period, the Company having a Relevant Interest in at least 90% of all the Auminco Shares;
- (iv) prescribed occurrences: no prescribed occurrence (as set out in section 652C of the Corporations Act) in respect of Auminco occurring during the Takeover Offer Period;
- (v) no action: no action by Public Authority which adversely affects the Takeover Offer being taken;
- (vi) other approvals: all necessary approvals for the Takeover Offer being obtained, including all approvals which are required by law or any Public Authority to permit the Takeover Offer to be made and accepted by Auminco Shareholders;
- (vii) no material adverse change: no change occurring, being discovered or becoming public which has or could reasonably be expected to have a materially adverse effect on Auminco's assets, liabilities, financial position, performance, profitability or prospects or the status of any approvals, licenses or permits from any Public Authority, taken as a whole, applicable to any licence or permit held by Auminco or which Auminco has agreed to acquire from a third party; and
- (viii) quotation: permission for admission to Official Quotation of the Viking Shares to be issued to Auminco Shareholders accepting the Takeover Offer being granted by ASX within 7 days after the end of the Takeover Offer Period.

Full details of the terms and conditions of the Takeover Offer will be contained in the Bidder's Statement.

2. Resolution 2 – Ratification of prior issue of Viking Shares under the Preliminary Raising

2.1 Background

Resolution 2 seeks Viking Shareholder approval and ratification under Listing Rule 7.4 for the prior issue by the Company of 22,537,645 Viking Shares by way of placement to various sophisticated and professional investors (as defined under section 708 of the Corporations Act) on 31 December 2013 under the Preliminary Raising.

The Company undertook the Preliminary Raising to raise funds necessary to pay costs associated with the Takeover Offer.

2.2 Listing Rule information requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of Equity Securities if the Equity Securities will, when aggregated with the ordinary securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue of Equity Securities by a company made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it. Accordingly, if Resolution 2 is approved, the Viking Shares issued under the Preliminary Raising will not be included in calculating the Company's 15% issuing capacity for the purposes of Listing Rule 7.1.

Resolution 2 is not dependent on the approval of Resolution 1.

In accordance with Listing Rule 7.5, the following information is provided in to enable Viking Shareholders to assess the merits of Resolution 2 for the purposes of Listing Rule 7.4:

- (a) the Company raised approximately \$788,818 by the issue of 22,537,645 Viking Shares at an issue price of \$0.035 per Viking Share under the Preliminary Raising;
- (b) the Viking Shares were issued on 31 December 2013;
- (c) the Viking Shares were issued to various sophisticated and professional investors (as defined under section 708 of the Corporations Act) as arranged by the Company's corporate advisors, Emerald Partners Limited and Inteq Limited, none of whom are related parties of the Company;
- (d) the Viking Shares were issued to raise funds necessary to pay costs and expenses incurred by the Company in undertaking the Takeover Offer;
- (e) the Viking Shares issued were fully paid ordinary shares in the capital of the Company and have been issued on the same terms and conditions as all other existing Viking Shares on issue; the Viking Shares have been admitted to quotation on ASX; and
- (f) an appropriate voting exclusion statement is included in the Notice.

2.3 Directors' recommendation

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 2.

3. Resolution 3 – Approval of issue of Viking Shares pursuant to Proposed Capital Raising

3.1 Background

Resolution 3 seeks Viking Shareholder approval under Listing Rule 7.1 for the issue of up to a maximum of:

- (a) 140,000,000 Viking Shares at an issue price of not less than 80% of the market price for Viking Shares calculated over the last 5 days on which sales in Viking Shares are recorded before the day on which the Company lodges a disclosure document under Chapter 6D of the Corporations Act for the Proposed Capital Raising; and
- (b) 35,000,000 Viking Options, being one free attaching Viking Option for every 4 Viking Shares issued, each exercisable at \$0.09 on or before 30 April 2017.

Resolution 3 is subject to Resolution 1 being approved by Viking Shareholders. Further, the Takeover is subject to successful completion of the Proposed Capital Raising as contemplated by this Resolution.

The purpose of Resolution 3 is to provide the Company with the ability to conduct the Proposed Capital Raising by means of a placement of Viking Shares and Viking Options, thereby raising funds necessary:

- (a) to conduct further exploration and development of the Viking Projects in Ghana;
- (b) to conduct exploration and development of the Auminco Projects and, in particular, to take Auminco's Berkh Uul thermal coal project from a trial mine bulk sample through to completion of feasibility and mine design;
- (c) to pay any additional expenses and costs incurred in conducting the Takeover Offer; and
- (d) fund the Company's ongoing general working capital requirements which will increase if the Takeover is successful and the Company's operations increase in size and scale.

At this stage the Company does not know how much capital will be raised as the issue price under the Proposed Capital Raising is still to be determined; however, the Company considers that at this stage it requires a minimum of \$3,000,000 and a maximum of approximately \$5,600,000 under the Proposed Capital Raising to conduct its further exploration activities over the next 24 months at the Viking Projects and the Auminco Projects.

The issue price of Viking Shares and the quantum of capital to be raised under the Proposed Capital Raising is yet to be determined and will depend on investor interest and the market price of the Company's Shares traded on ASX at the relevant time. However, the maximum number of Viking Securities that may be issued under the Proposed Capital Raising is 140,000,000 Viking Shares and 35,000,000 Viking Options.

Resolution 3, if approved, will provide the Company with the ability to conduct the Proposed Capital Raising within 3 months of the Meeting (or such later date as may be otherwise approved by ASX waiver).

If Resolution 3 is not approved or the capital raised pursuant to the Proposed Capital Raising is not considered sufficient by the Board of the Merged Group to satisfy its proposed exploration and development activities, the Board may consider further capital raising options over the next 12 months.

None of the investors pursuant to the Proposed Capital Raising will be related parties of the Company other than those to be approved under Resolutions 4(a), 4(b) and 4(c).

3.2 Listing Rule information requirements

As outlined above, Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of Equity Securities if the Equity Securities will, when aggregated with the ordinary securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

If approval is obtained for Resolution 3, the issue of Viking Shares and Viking Options under the Proposed Capital Raising will not be included in calculating the Company's 15% issuing capacity for the purposes of Listing Rule 7.1.

In accordance with Listing Rule 7.3, the following information is provided to enable Viking Shareholders to assess the merits of Resolution 3 for the purposes of Listing Rule 7.1:

- (a) the maximum number of Viking Shares proposed to be issued is 140,000,000;
- (b) it is proposed that one free attaching Viking Option exercisable at \$0.09 on or before 30 April 2017 will be granted for every 4 Viking Shares issued under the Proposed Capital Raising; the maximum number of Viking Options the Company proposes to grant under the Proposed Capital Raising is therefore 35,000,000 Viking Options;
- (c) the Viking Shares and Viking Options proposed to be issued pursuant to Resolution 3 will be issued within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the issue price of the Viking Shares will not be less than 80% of the average market price for Viking Shares calculated over 5 days on which the sales in Viking Shares are recorded before the day on which the Company lodges a disclosure document under Chapter 6D of the Corporations Act for the Proposed Capital Raising;
- (e) no funds will be raised on the issue of the Viking Options under the Proposed Capital Raising; however, a total of \$3,150,000 will be raised if all of these Viking Options are exercised at \$0.09 each;
- (f) the Directors will determine to whom the Viking Shares and Viking Options will be issued, but these persons will not be related parties of the Company (other than those to be approved under Resolutions 4(a), (b) and (c));
- (g) the Viking Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue; Viking will apply for quotation of the Viking Shares on ASX;

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- (h) any Viking Shares issued on exercise of the Viking Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue;
 - (i) the full terms of the Viking Options are set out in Schedule 1 to this Explanatory Statement;
 - (j) the Company intends to use the funds raised from the Proposed Capital Raising to provide funds for the Merged Group's exploration programmes, administration expenses and general working capital in the manner described in Sections 1.8(e) and 3.1 of this Explanatory Statement; and
 - (k) an appropriate voting exclusion statement is included in the Notice.

3.3 Directors' recommendation

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 3.

4. Resolutions 4(a), 4(b) and 4(c): Approval for the issue of Viking Shares and Viking Options to Directors under the Proposed Capital Raising

4.1 Background

Resolutions 4(a), 4(b) and 4(c) seek Viking Shareholder approval under section 208 of the Corporations Act and Listing Rule 10.11 for the issue of up to 13,000,000 Viking Shares and 3,250,000 Viking Options to Directors (or their respective nominees) who elect to participate in the Proposed Capital Raising (as outlined in Section 3 above).

Resolutions 4(a), 4(b) and 4(c) are subject to Resolutions 1 and 3 being approved by Viking Shareholders, and each is a separate and distinct resolution.

If Resolutions 4(a), 4(b) and 4(c) are approved, the Directors and/or their respective nominees may participate in the Proposed Capital Raising on the same terms as the general public and all other participants.

4.2 Corporations Act information requirements

Section 208 of the Corporations Act states that a public company cannot give a "financial benefit" (including an issue of Securities) to a "related party" of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply or the holders of ordinary securities have approved the giving of the financial benefit to the related party at a general meeting.

The issue of Viking Securities to any of the Directors or their nominees constitutes the giving of a financial benefit to related parties of the Company for the purposes of section 208 of the Corporations Act.

The following information is provided in accordance with section 219 of the Corporations Act to enable Viking Shareholders to assess the merits of Resolutions 4(a), 4(b) and 4(c).

(a) Related parties

Each of the following (or their nominees) is a related party of the Company within the meaning of that term in section 228 of the Corporations Act:

- (i) Mr John Gardner – Non-Executive Chairman of the Company;
- (ii) Mr Peter McMickan – Managing Director of the Company and proposed Executive Director of the Merged Group; and
- (iii) Mr Trygve Kroepelien – Non-Executive Director of the Company.

(b) **Nature of the financial benefit**

The nature of the financial benefit to be provided is the proposed issue of Viking Securities under the Proposed Capital Raising of up to:

- (i) 10,000,000 Viking Shares and 2,500,000 Viking Options to Mr Gardner or his nominee;
- (ii) 1,000,000 Viking Shares and 250,000 Viking Options to Mr McMickan or his nominee; and
- (iii) 2,000,000 Viking Shares and 500,000 Viking Options to Mr Kroepelien or his nominee.

None of the Directors that participate in the Proposed Capital Raising will be afforded any priority in their subscriptions for Viking Shares and Viking Options over other applicants.

(c) **Value of financial benefit**

Applying the closing price of Viking Shares traded on ASX on the day immediately prior to the date of this Notice, being \$0.04, the value of the Viking Shares to be issued under Resolutions 4(a), 4(b) and 4(c) is \$520,000.

Assuming that all Directors apply for the full amount of Viking Shares available to them under the Proposed Capital Raising, and adopting the above market price immediately prior to this Notice, the total value of the Viking Shares proposed to be issued to the Directors is \$520,000.

Up to 7,450,000 Viking Shares of the maximum 10,000,000 Viking Shares proposed to be applied for by Mr Gardner under the Proposed Capital Raising, are to be issued in full satisfaction of amounts owing to him under the terms of an existing loan facility between Mr Gardner and Viking (**Gardner Facility**). Under the Gardner Facility, Mr Gardner has advanced Viking a total amount of \$250,000 on which Viking pays Mr Gardner interest of 10% per annum. As at the date of this Notice, Viking owes Mr Gardner \$260,384 under the Gardner Facility (**Outstanding Amount**). The issue of between 6,500,000 and 7,450,000 Viking Shares to Mr Gardner under the Proposed Capital Raising will satisfy all of Viking's obligations under the Gardner Facility to repay the Outstanding Amount to Mr Gardner.

(d) **Current and proposed remuneration**

The table below sets out each Director's remuneration by the Company over the past two financial years and the financial year to date (including amounts by way of salary, fees, superannuation benefits and equity).

Director	FY 2012	FY 2013	FY to date
John Gardner	\$72,667	\$85,567	\$28,613
Peter McMickan	\$357,613	\$266,546	\$81,413
Trygve Kroepelien	\$25,235	\$53,220	\$17,500

(e) **Security holdings**

The table in Section 1.6(f) of this Notice sets out the current relevant interests in the Company's Securities held by each Director at the date of this Notice.

(f) **Dilution**

If Resolutions 4(a), 4(b) and 4(c) are approved, a maximum total of 13,000,000 Viking Shares and 3,250,000 Viking Options will be issued. The dilutionary effect on existing Viking Shareholders of issuing the Viking Shares (assuming completion of the Auminco Acquisition and assuming no Viking Options are exercised) is set out in the table below.

Director	Maximum number of Viking Shares to be issued	Dilution (approximate) assuming completion of the Auminco Acquisition and maximum subscription under the Proposed Capital Raising
Mr John Gardner	10,000,000	3.0%
Mr Peter McMickan	1,000,000	0.3%
Mr Trygve Kroepelien	2,000,000	0.6%
TOTAL	13,000,000	3.9%

Notes:

1. The figures in the above table are based upon the current issued capital of the Company assuming completion of the Auminco Acquisition and the Proposed Capital Raising and assume that the Company does not issue any further Viking Shares between the date of this Notice and the date on which the Viking Shares the subject of Resolutions 4(a), 4(b) and 4(c) are issued.
2. The figures assume that no Viking Options are exercised, including those Viking Options proposed to be issued to Directors under the Proposed Capital Raising.
3. The figures in the table above assume that each Director subscribes for the full amount of Viking Shares that they are permitted to apply for under the Proposed Capital Raising.

(g) **Trading history**

The most recent available data concerning the price of the Viking Shares traded on ASX over the 12 months prior to the date of this Notice is set out in the table below.

	High	Low	Last
Price	\$0.05	\$0.035	\$0.042
Date	31 December 2013	12 March 2014	28 March 2014

(h) **Funds raised**

The issue price of Viking Shares under the Proposed Capital Raising is yet to be determined and therefore the funds raised through the issue of Viking Shares to Directors who participate in the Proposed Capital Raising cannot be determined as at the date of this Notice.

The funds raised will be applied by the Company towards the same matters as the funds raised from the general public under the Proposed Capital Raising, as set out in Section 3.1.

(i) **Directors interests in the proposed resolutions**

Mr John Gardner has a material personal interest in the outcome of Resolution 4(a).

Mr Peter McMickan has a material personal interest in the outcome of Resolution 4(b).

Mr Trygve Kroepelien has a material personal interest in the outcome of Resolution 4(c).

(j) **Any other information**

Other than as set out in this Explanatory Statement, the Directors do not consider there is any further information which the Viking Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to approve Resolutions 4(a), 4(b) and 4(c).

4.3 Listing Rules requirements

Listing Rule 10.11 provides that a company must not issue or agree to issue any Equity Securities, or other Securities with rights to conversion to equity, to a related party of that company without first obtaining shareholder approval. If Resolutions 4(a), 4(b) and 4(c) are approved for the purposes of Listing Rule 10.11, then approval is not required under Listing Rule 7.1.

In accordance with Listing Rule 10.13, the following information is provided in to enable Viking Shareholders to assess the merits of Resolutions 4(a), 4(b) and 4(c) for the purposes of Listing Rule 10.11:

- (a) the related parties of the Company to which Viking Shares and Viking Options may be issued are:
 - (i) Mr John Gardner or his nominee;
 - (ii) Mr Peter McMickan or his nominee; and
 - (iii) Mr Trygve Kroepelien or his nominee;
- (b) the maximum number of Viking Shares that may be issued to the Directors is 13,000,000;
- (c) it is proposed that one free attaching Viking Option exercisable at \$0.09 on or before 30 April 2017 will be granted for every 4 Viking Shares issued to Directors under the Proposed Capital Raising; the maximum number of Viking Options the Company proposes to grant is therefore 3,250,000 Viking Options;

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- (d) the Viking Shares and Viking Options will be issued on the same date and terms as those to be issued to non-related parties under the Proposed Capital Raising, but in any event within 1 month of the date of the Meeting (or such later date as may be permitted by ASX waiver);
 - (e) the issue price of the Viking Shares will not be less than 80% of the average market price for Viking Shares calculated over 5 days on which the sales in Viking Shares are recorded before the day on which the Company lodges a disclosure document under Chapter 6D of the Corporations Act for the Proposed Capital Raising;
 - (f) no funds will be raised on the issue of the Viking Options; however, a total of \$292,500 will be raised if all of these Viking Options are exercised at \$0.09 each;
 - (g) the Viking Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the existing Viking Shares then on issue; Viking will apply for quotation of the Viking Shares on ASX;
 - (h) any Viking Shares issued on exercise of the Viking Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue;
 - (i) the full terms of the Viking Options are set out in Schedule 1 to this Explanatory Statement;
 - (j) the Company intends to use the funds raised from the Proposed Capital Raising (including those issued to Directors) to provide funds for the Company's exploration programmes, administration expenses and general working capital in the manner described in Sections 1.8(e) and 3.1 of this Explanatory Statement; and
 - (k) an appropriate voting exclusion statement is included in the Notice.

4.4 Directors' recommendation

Mr John Gardner has a material personal interest in the outcome of Resolution 4(a) and therefore declines to make a recommendation as to how Viking Shareholders should vote on that Resolution. The Directors (other than Mr Gardner) recommend Viking Shareholders vote in favour of Resolution 4(a).

Mr Peter McMickan has a material personal interest in the outcome of Resolution 4(b) and therefore declines to make a recommendation as to how Viking Shareholders should vote on that Resolution. The Directors (other than Mr McMickan) recommend Viking Shareholders vote in favour of Resolution 4(b).

Mr Trygve Kroepelien has a material personal interest in the outcome of Resolution 4(c) and therefore declines to make a recommendation as to how Viking Shareholders should vote on that Resolution. The Directors (other than Mr Kroepelien) recommend Viking Shareholders vote in favour of Resolution 4(c).

5. Resolution 5: Approval of issue of Viking Shares and Viking Options to the Auminco Lenders under the Debt Agreement

5.1 Background

On 21 March 2014, Viking entered into a Deed of Acquisition and Release (**Debt Agreement**) with Auminco and the Auminco Lenders that have collectively advanced Auminco approximately \$1.75 million (plus accrued interest of \$215,802) as both secured loans and convertible notes (**Debt**).

Subject to Viking achieving a Relevant Interest in at least 90% of all Auminco Shares under the Takeover, Viking has agreed to acquire or take an assignment of (as the case may be) the interest of the Auminco Lenders in the Debt in exchange for the issue of 35,246,742 Viking Shares and 11,748,913 Viking Options (**Debt Consideration**) to the Auminco Lenders in proportion to the amount of the Debt held by each of them.

The purpose of the Debt Agreement is to ensure Auminco does not have any outstanding debts owing to third parties following completion of the Takeover Offer, other than pre-determined specific amounts owed by Auminco to certain trade creditors.

Each party has provided standard warranties for an agreement of this nature.

Some of the Auminco Lenders are “related parties” of the Company within the meaning of that term set out in section 228 of the Corporations Act and Listing Rule 19.12 by reason of their associations with Mr Andrew Whitten, who is a Proposed Director. Barbary Coast Investments Pty Ltd and Torona Pty Ltd are lenders associated with Mr Andrew Whitten, a Proposed Director.

5.2 Corporations Act exemption

Section 208 of the Corporations Act states that a public company cannot give a “financial benefit” (including an issue of shares and options) to a “related party” of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary Securities have approved the giving of the financial benefit to the related party at a general meeting.

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm’s length; or
- (b) are less favourable to the related party than arm’s length terms.

As the Debt Agreement has been negotiated with non-related parties and their advisors who are ‘arm’s length’ third parties, the Directors consider that the Debt Agreement is reasonable in the circumstances as if the Company and the Auminco Lenders associated with Mr Andrew Whitten were dealing at arm’s length. Accordingly, the Directors have resolved that Shareholder approval is not required for the purposes of section 208 of the Corporations Act as the exemption under section 210 of the Corporations Act applies.

5.3 Listing Rule information requirements

Resolution 5 seeks Viking Shareholder approval under Listing Rule 7.1 for the issue of the Debt Consideration to the Auminco Lenders.

Resolution 5 is subject to Resolution 1 being approved by Viking Shareholders. Further, the Takeover is subject to the passing of this Resolution 5.

In accordance with Listing Rule 7.3, the following information is provided to enable Viking Shareholders to assess the merits of Resolution 5 for the purposes of Listing Rule 7.1:

- (a) the maximum number of Viking Shares proposed to be issued is 35,246,742;
- (b) the maximum number of Viking Options proposed to be issued is 11,748,913, each with an exercise price of \$0.09 and expiring on 30 April 2017;
- (c) the Viking Shares and Viking Options issued pursuant to Resolution 5 will be issued within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Viking Shares and Viking Options will be issued in consideration for the Debt and accordingly no funds will be raised through the issue of those securities; if the Viking Options are exercised, the Company will receive \$1,057,402;
- (e) the Viking Shares and Viking Options will be issued and allotted to the Auminco Lenders, being Barbary Coast Investments Pty Ltd, Rodby Holdings Pty Ltd, Bestvale Resource Consultants Pty Ltd, Torona Pty Limited, Gilt Nominees Pty Limited, Porter & Co Nominees ATF Porter & Co Pty Limited Super Fund, Keith Thornton ATF Thornton Superannuation Fund, AE.COM Pty Ltd and Landrew Investments Pty Ltd;
- (f) the Viking Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue; Viking will apply for quotation of the Viking Shares on ASX;
- (g) any Viking Shares issued on exercise of the Viking Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue;
- (h) the Viking Options will be issued on the terms set out in Schedule 1 to this Explanatory Statement; and
- (i) an appropriate voting exclusion statement is included in the Notice.

5.4 Directors' recommendation

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 5.

6. Resolution 6: Approval of issue of Viking Options to Corporate Advisers

6.1 Background

Under the Heads of Agreement and a subsequent letter from Viking to Inteq Limited and Emerald Partners Limited (**Corporate Advisers**) dated 20 March 2014, the Corporate Advisers are entitled to compensation for their respective corporate advisory and brokerage services to both Viking and Auminco in relation to the Takeover Offer, the Preliminary Raising and the Proposed Capital Raising as follows:

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- (a) a combined total fee payable to Inteq Limited and Emerald Partners equal to 7% of the combined value of the Merged Group of which 50% (excluding GST) is to be satisfied by the issue of Viking Shares at the same price as the Proposed Capital Raising, with the remaining 50% to be paid in cash plus GST calculated on the total amount; and
 - (b) an issue of Viking Options to Inteq Limited and Emerald Partners Limited (or their nominee) equal to 2% of the Viking Shares on issue in the Merged Group following completion of the Takeover Offer.

6.2 Listing Rule information requirements

Resolution 6 seeks Viking Shareholder approval under Listing Rule 7.1 for the issue of the Viking Options to the Corporate Advisers.

Resolution 6 is subject to Resolutions 1 and 3 being approved by Viking Shareholders.

In accordance with Listing Rule 7.3, the following information is provided to enable Viking Shareholders to assess the merits of Resolution 6 for the purposes of Listing Rule 7.1:

- (a) the maximum number of Viking Options to be issued to the Corporate Advisers under the Heads of Agreement is 3,450,000 Viking Options, each with an exercise price of \$0.09 and with an expiry date of 30 April 2017;
- (b) the Viking Options proposed to be issued pursuant to Resolution 6 will be issued within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Viking Options will be issued in consideration for corporate services rendered by the Corporate Advisers in relation to the Preliminary Raising, Proposed Capital Raising and the Takeover Offer and accordingly no funds will be raised through the issue of those securities; if the Viking Options are exercised, the Company will receive \$310,500;
- (d) the Viking Options will be issued to the Corporate Advisers or their nominees;
- (e) any Viking Shares issued on exercise of the Viking Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue;
- (f) the Viking Options will be issued on the terms set out in Schedule 1 to this Explanatory Statement; and
- (g) an appropriate voting exclusion statement is included in the Notice.

6.3 Directors' recommendation

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 6.

7. Resolution 7: Approval of issue of Viking Options

7.1 Background

Resolution 7 seeks Viking Shareholder approval under Listing Rule 7.1 for the issue by the Company of 3,000,000 Viking Options to Iarudi LLC (**Iarudi**), under the terms

of a private agreement between Iarudi, Viking and Auminco dated 18 March 2014 (**Auminco Option Deed**).

Under the terms of the Auminco Option Deed, Iarudi has agreed to cancel its 3,000,000 Auminco Options exercisable at \$0.20 on or before 8 July 2016 (**AUM 20c Options**) in exchange for 3,000,000 Viking Options exercisable at \$0.20 on or before 15 November 2016 and otherwise on the terms set out in Schedule 1.

The Auminco Option Deed is conditional on Viking attaining a Relevant Interest in at least 90% of Auminco Shares or the Takeover Offer otherwise becoming unconditional.

Resolution 7 is subject to Resolutions 1 and 3 being approved by Viking Shareholders.

7.2 Listing Rule information requirements

In accordance with Listing Rule 7.3, the following information is provided to enable Viking Shareholders to assess the merits of Resolution 7 for the purposes of Listing Rule 7.1:

- (a) the maximum number of Viking Option proposed to be issued is 3,000,000 Viking Options to Iarudi LLC, each exercisable at \$0.20 on or before 15 November 2016;
- (b) subject to successful completion of the Takeover Offer, the Viking Options proposed to be issued pursuant to Resolution 7 will be issued within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Viking Options are to be issued to Iarudi in consideration for the cancellation of the AUM 20c Options under the Auminco Option Deed and accordingly no funds were raised through the issue of those securities; if the Viking Options are exercised, the Company will receive \$600,000;
- (d) any Viking Shares to be issued on exercise of the Viking Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Viking Shares on issue;
- (e) the Viking Options will be issued on the terms set out in Schedule 1 to this Explanatory Statement; and
- (f) an appropriate voting exclusion statement is included in the Notice.

7.3 Directors' recommendation

The Directors unanimously recommend that Viking Shareholders vote in favour of Resolution 7.

8. Resolution 8: Approval of change of company name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adoption a new name.

Resolution 8 seeks approval of Viking Shareholders to change its name from "Viking Ashanti Limited" to "Viking Mines Limited" to reflect the Company's changed nature of business.

Resolution 8 is subject to Resolution 1 being approved by Viking Shareholders.

If Resolutions 1 and 8 are approved, the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 8 is passed, the Company will lodge a copy of the special resolution with ASIC as soon as practicable in order to effect the change.

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9. Glossary of defined terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Announcement Date	The date the Takeover Offer was announced, being 21 March 2014.
ASIC	The Australian Securities and Investments Commission.
Associate	Has the meaning given in Division 2 of Part 1.2 of the Corporations Act.
ASX	ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
Au	Gold
Auminco	Auminco Mines Limited ACN 159 575 863.
Auminco Acquisition	The acquisition of all Auminco Shares under the Takeover Offer and associated Debt Agreement.
Auminco Board	The Board of Directors of Auminco.
Auminco Director	A director of Auminco.
Auminco Lenders	Barbary Coast Investments Pty Ltd, Rodby Holdings Pty Ltd, Bestvale Resource Consultants Pty Ltd, Torona Pty Limited, Gilt Nominees Pty Limited, Porter & Co Nominees ATF Porter & Co Pty Limited Super Fund, Keith Thornton ATF Thornton Superannuation Fund, AE.COM Pty Ltd and Landrew Investments Pty Ltd.
Auminco Option	An option to be issued an Auminco Share.
Auminco Option Deed	The Deed of Agreement between Iarudi LLC, Viking and Auminco dated 18 March 2014, in relation to the cancellation of Auminco Options held by, and the issue of new Viking Options to, Iarudi LLC.
Auminco Option Holder	A holder of Auminco Options.
Auminco Projects	The mineral exploration and development projects of Auminco at the date of the Notice, as described in Section 1.7(c).
Auminco Security	An Auminco Share or Auminco Option.
Auminco Share	A fully paid ordinary share in Auminco.
Auminco Shareholder	A holder of Auminco Shares.
Bidder's Statement	The bidder's statement to be sent by the Company to Auminco Shareholders in respect of the Takeover Offer.

Board or Viking Board	The Board of Directors of the Company.
Business Day	A day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in Western Australia.
Corporate Advisers	Emerald Partners Limited and Inteq Limited.
Corporations Act	The <i>Corporation Act 2001</i> (Cth).
Debt	Has the meaning given to that term in Section 1.1.
Debt Agreement	The Deed of Acquisition and Release between Viking, Auminco and the Auminco Lenders dated 21 March 2014.
Debt Consideration	The Viking Shares and Viking Options to be issued to the Auminco Lenders in accordance with the Debt Agreement.
Director or Viking Director	A director of the Company.
Equity Security	Has the meaning given to it in Listing Rule 19.12, being: <ul style="list-style-type: none"> (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security; (e) a convertible security; or (f) any security that ASX decides to classify as an equity security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of General Meeting.
Fe	Iron
General Meeting or Meeting	The General Meeting of Viking Shareholders of the Company or any adjournment thereof, convened by this Notice of General Meeting.
g/t	Grams per tonne.
Heads of Agreement	The binding Heads of Agreement between the Company and Auminco dated 15 November 2013, as amended.

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JORC Code	'The Australian Code for Reporting of Mineral Resources and Ore Reserves' prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia, as amended or replaced from time to time.
JORC Compliant	Compliant with the JORC Code.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Km	Kilometres
Km²	Square kilometres.
Listing Rules	The listing rules of ASX, as amended from time to time.
m	Metre
Merged Group	Viking following the Auminco Acquisition.
Merged Group Board	The Board of the Merged Group, comprising: <ul style="list-style-type: none"> (a) Mr John Gardner - Chairman; (b) Mr Andrew Whitten – Deputy Chairman; (c) Mr Matthew Morgan – Managing Director; and (d) Mr Peter McMickan – Executive Director.
Mineral Resource	A concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction. Mineral Resources are subdivided, in order of increasing geological and confidence, into "Inferred", "Indicated" and "Measured" categories, as defined in the JORC Code.
MNT	Mongolian Tughrik, being the currency of Mongolia.
Mt	Million tonnes.
Notice or Notice of General Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Official Quotation	Official quotation on ASX.
oz	Troy ounce.

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Preliminary Raising	The placement by the Company to sophisticated and professional investors (as defined in section 708 of the Corporations Act) of 22,537,645 Viking Shares at an issue price of \$0.035 each to raise \$788,818.
Proposed Capital Raising	The proposed offer by the Company to the general public (amongst others) of up to 140,000,000 Viking Shares at an issue price to be determined by reference to the average market price for Viking Shares on the 5 trading days prior to the issue of the Company lodging a disclosure document for the Proposed Capital Raising, together with one free attaching Viking Option for every 4 Viking Shares issued (being a maximum of 35,000,000 Viking Options).
Proposed Directors	Mr Andrew Whitten and Mr Matthew Morgan.
Proxy Form	The proxy form accompanying the Notice.
Public Authority	Any government or any governmental, semi-governmental, administrative, statutory or judicial entity or authority, or any minister, department, office or delegate of any government, whether in Australia or elsewhere. It also includes any self-regulatory organisation established under statute and any stock exchange.
Relevant Interest	Has the meaning given in section 9 of the Corporations Act.
Resolution	A resolution set out in the Notice.
Rights	All accretions to and rights attaching to the relevant Auminco Shares at or after the date of this Notice (including, but not limited to, all dividends and all rights to receive dividends and to receive or subscribe for Shares, stock units, notes or options declared, paid, or issued by Auminco).
Section	A section of this Explanatory Statement.
Security	Has the meaning ascribed to that term in section 92(3) of the Corporations Act.
Subsidiary	A subsidiary within the meaning given to that term in section 9 of the Corporations Act.
Takeover	The Company's off-market conditional takeover bid for Auminco to be made pursuant to the Takeover Offer.
Takeover Offer	The off-market conditional offer made by the Company to acquire 100% of the Auminco Shares on the terms to be set out in the Bidder's Statement.
Takeover Offer Period	The period during which the Takeover Offer by the Company to acquire Auminco Shares remains open.

t	Tonne
Target's Statement	The target's statement sent by Auminco to Auminco Shareholders in respect of the Takeover Offer.
tpy	Tonnes per year.
Viking or Company	Viking Ashanti Limited ACN 126 200 280.
Viking Option	An option to be issued a Viking Share.
Viking Projects	The mineral exploration and development projects operated by the Company at the date of this Notice, as described in Section 1.5.
Viking Security	A Viking Share or Viking Option.
Viking Share	A fully paid ordinary share in the Company.
Viking Shareholder	A holder of a Viking Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australian.
Zn	Zinc
\$	Australian dollars.

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Schedule 1 – Terms and Conditions of Viking Options

The terms and conditions of the Viking Options are regulated by the Constitution, the Corporations Act, the Listing Rules and general law.

Capitalised terms in this Schedule 1 have the meanings ascribed to them in Section 9 of the Explanatory Statement unless expressly stated otherwise.

The terms and conditions of the Viking Options are as follows:

1. Each Viking Option entitles the holder to acquire one Viking Share.
2. Each Viking Option may be exercised at any time prior to their expiry date by forwarding to the Company at its principal office an exercise notice, duly completed together with payment of exercise price per Viking Option exercised.
3. A Viking Option may be transferred by an instrument (duly duties endorsed where necessary) in the form commonly used for transfer of Viking Options at any time until the expiry date of the Viking Options. This right is subject to any restrictions on the transfer of an Viking Option that may be imposed by ASX in circumstances where the Company is listed on ASX or the Corporations Act.
4. The Company may apply to ASX for quotation of the Viking Options subject to the satisfaction of all application requirements under the Corporations Act and Listing Rules.
5. Viking Option holders shall be permitted to participate in new issues of securities on the prior exercise of Viking Options, in which case the Viking Option holders shall be afforded the period of at least nine (9) Business Days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Viking Option.
6. Viking Shares issued on the exercise of Viking Options will be issued not more than ten (10) Business Days after receipt of a properly executed exercise notice and application moneys. Viking Shares allotted pursuant to the exercise of an Viking Option will rank equally with the then issued Viking Shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Viking Option, apply to ASX for quotation of the Viking Shares issued as a result of the exercise, in accordance with, but subject to, the Corporations Act and the Listing Rules.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Viking Option holder will be changed to the extent necessary to comply with the relevant Listing Rules.
8. If there is a bonus issue of Viking Shares to Viking Shareholders, the number of Shares over which the Viking Option is exercisable may be increased by the number of Viking Shares which the holder of the Viking Option would have received if the Viking Option had been exercised before the record date for the bonus issue.
9. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities of the Company, the exercise price of the Viking Options may be reduced in accordance with Listing Rule 6.22.

**VIKING ASHANTI LIMITED
ACN 126 200 280**

PROXY FORM

I/We (name of Shareholder)

of (address)

being a member/members of Viking Ashanti Limited (**Company**) HEREBY APPOINT:

(name).....

of (address)

and/or failing him/her (name)

of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the General Meeting of the Company to be held at **11.30am (WST) on Friday, 2 May 2014 at the Celtic Club, 48 Ord Street, West Perth, Western Australia (Meeting)** and at any adjournment of the Meeting.

<input type="checkbox"/>	<p>Important: If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Resolutions 1 to 8 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy in respect of a Resolution even if he or she has an interest in the outcome of that Resolution, and that the votes cast by him or her, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes and your votes will not be counted in calculating the required majority if a poll is called on a Resolution.</p> <p>The Chairman intends to vote all undirected proxies in favour of the Resolutions.</p>
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Should you so desire to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Approval of change in scale of Viking's activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of previous issue of Viking Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Viking Shares and Viking Options pursuant to Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(a)	Approval of issue of Viking Shares and Viking Options to Directors under Proposed Capital Raising – Mr John Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(b)	Approval of issue of Viking Shares and Viking Options to Directors under Proposed Capital Raising – Mr Peter McMickan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(c)	Approval of issue of Viking Shares and Viking Options to Directors under Proposed Capital Raising – Mr Trygve Kroepelien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Viking Shares and Viking Options to the Auminco Lenders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Viking Options to the Corporate Advisers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Viking Options to Iarudi LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of change of company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

<p><i>This Proxy is appointed to represent _____% of my voting rights, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.</i></p> <p><i>My/our total voting rights is _____ Shares.</i></p>

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By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director

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