

ASX Announcement

29 October 2014



ASX Code: VKA

Board Changes

Viking Mines Limited (“Viking” or “Company”) advises that following the completion of the takeover of Auminco Mines Limited Mr Raymond Whitten has been appointed as a non-executive director, and Deputy Chairman.

Mr Whitten, through his various family interests, was the largest shareholder of Auminco Mines Limited.

Mr Whitten is an admitted solicitor with over 40 years’ experience having previously acted as President of the City of Sydney Law Society and has served as a Director of many private and public companies. In 2005 as Chairman of the National Stock Exchange of Australia Limited (NSX) he was responsible for its successful IPO on the ASX in 2005.

His current roles include serving as Chairman of Whittens & McKeough, a boutique Sydney law firm specialising in mergers and acquisitions and corporate law and as Deputy Chairman of the Safety, Return to Work and Support Board (a board formed under statute responsible for determining the general policies and direction for the following agencies: Workcover NSW, Motor Accidents Authority NSW and Lifetime Care and Support Authority NSW). The Board is also responsible for determining the investment policies of a number of funds, which include those of the Workers’ Compensation (Dust Diseases) Fund.

Mr Whitten holds a Bachelor of Arts and Bachelor of Laws from the University of Sydney, a Masters of Laws from the University of Technology, Sydney, is an accredited specialist in business law and is a Notary Public.

An Appendix 3X and Form 603 for Mr Whitten are attached.

As noted in the Company’s Bidders Statement Mr Trygve Kroepelien, a founding director has resigned as a director of the Company forthwith. The Board thanks Mr Kroepelien for his contribution to the Company since its inception. Mr Kroepelien’s Appendix 3Z is attached.

Michael Langoulant
Company Secretary

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Viking Mines Limited
ACN	126 200 280

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	RAYMOND LAURENCE WHITTEN
Date of appointment	28 OCTOBER 2014

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
Note: Provide details of the circumstances giving rise to the relevant interest. Barbary Coast Investments Pty Ltd Newton Holdings Pty Ltd Gleneagles Advisors Pty Ltd Torona Pty Ltd	23,187,060 ordinary shares 5,941,596 April 2017 Options

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Lenders Agreement
Nature of interest	Subject to shareholder approval conversion of Auminco debt into Viking shares
Name of registered holder (if issued securities)	Barbary Coast Investments Pty Ltd Torona Pty Ltd
No. and class of securities to which interest relates	18,908,722 ordinary shares 6,302,907 April 2017 options

+ See chapter 19 for defined terms.

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **VIKING MINES LIMITED**ACN/ARSN **126 200 280****1. Details of substantial holder (1)**Name **RAYMOND LAURENCE WHITTEN**

ACN/ARSN (if applicable)

The holder became a substantial holder on 24/10/2014**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	23,187,060	23,187,060	10.85%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Ltd	Direct	23,187,060 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Raymond Laurence Whitten	Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Ltd	Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Ltd	23,187,060 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities

		Cash	Non-cash	
Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Ltd	24 October 2014		Auminco Mines Ltd takeover consideration	6,981,958 ordinary shares
Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, & Newton Holdings Pty Ltd	Between 1 November 2014 and 24 October 2014	Various prices on market between \$0.035 and \$0.039 and \$0.038 per share under capital raising		16,205,102 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Barbary Coast Investments Pty Ltd; Gleneagles Advisors Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Ltd	Director and shareholder

7. Addresses

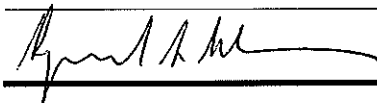
The addresses of persons named in this form are as follows:

Name	Address
Raymond Laurence Whitten	L5/137 BATHURST ST, SYDNEY NSW 2000
Barbary Coast Investments Pty Ltd; Gleneagles Pty Ltd, Torona Pty Ltd & Newton Holdings Pty Lt	L5/137 BATHURST ST, SYDNEY NSW 2000

Signature

print name Raymond Laurence Whitten capacity

sign here



date 29/10/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

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- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity Viking Mines Limited
ABN 38 126 200 280

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Trygve Kroepelien
Date of last notice	13 December 2013
Date that director ceased to be director	28 October 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

3,874,000 ordinary fully paid shares

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest	

Part 3 – Director's interests in contracts

Detail of contract	Nil
Nature of interest	Nil
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.