

# ASX Announcement

27 October 2014



ASX Code: VKA

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## New Issue of Securities

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Viking Mines Limited (“Viking” or “Company”) advises that it has completed the issue of:

- (a) 45,753,330 shares and 15,251,168 options under its off-market takeover bid for all of the fully paid ordinary shares in Auminco Mines Limited (“Auminco”); and
- (b) 55,285,849 shares and 13,821,471 options under its capital raising prospectus offer to raise approximately \$2.1 million (“Prospectus Securities”). Subscriptions to issue 2,000,000 shares and 500,000 options on the same terms as the Prospectus Securities to raise a further \$76,000 require shareholder approval which will be sought at the forthcoming AGM.

Viking’s Appendix 3B notice in respect of these security issues accompanies this announcement.

The Prospectus Securities include 11,000,000 shares and 2,750,000 options that have been issued under the offer made in the prospectus to entities associated with directors of the Company, Mr Jack Gardner and Mr Peter McMickan (“Director Securities”). These securities were issued on the same terms and at the same price as all other Prospectus Securities.

### Breach of listing rules

At the Company’s general meeting held on 2 May 2014 (“General Meeting”), shareholders approved the issue of the Prospectus Securities and the Director Securities.

In accordance with the requirements of the Listing Rules, the shareholder approvals of the issue of these securities were subject to requirements that the Prospectus Securities (other than the Director Securities) be issued within 3 months of the General Meeting and the Director Securities be issued within one month of the General Meeting.

Unfortunately in issuing the Prospectus Securities and the Director Securities the Company overlooked these time limits under the mistaken belief that the time limits did not apply to securities issued under a prospectus. As a consequence the Company understands it has inadvertently breached:

- (a) Listing Rule 7.1 in respect of the issue of 15,675,426 shares and 13,821,471 options issued under the prospectus in excess of the 15% and 10% limits permitted under Listing Rules 7.1 and 7.1A for the issue of securities without shareholder approval; and
- (b) Listing Rule 10.11 in issuing the Director Securities later than the one time period permitted by the Listing Rules and the previous shareholder approvals.

The Company has notified ASX of the breaches and is presently consulting with ASX as to the action the Company will be required take with respect to the breaches. The Company will inform the market of ASX's determination.

The Company anticipates that it may be precluded from issuing securities without shareholder approval for a period of time, and that the issue of the Director Securities will be required to be re-approved by shareholders in general meeting if the relevant Director entities are to continue holding the Director Securities.

The Director Securities are presently the subject of a holding lock preventing their sale or transfer.

The inadvertent breach of the Listing Rules does not affect the validity of the securities issued under the prospectus or the issue of the securities to former Auminco shareholders under the Company's takeover bid for Auminco.

The other securities approved for issue to lenders and advisers at the Company's general meeting held on 2 May 2014 have not been issued and the Company will seek shareholder approval for the issue of these securities at its forthcoming annual general meeting.

#### Appendix 3Y notices

The Company has separately released Appendix 3Y notices of change in Directors' interests in respect of the issue of the Directors Securities.

10,280,000 shares and 2,570,000 options issued under the prospectus to entities associated with Mr Jack Gardner and Mr Peter McMickan were issued on 24 September 2014 and accordingly the Appendix 3Y notice given in respect of these securities has been given later than the 5 business day time period required for giving a notice under Listing Rule 3.19A.

The inadvertent failure to give notice within the requisite time has arisen because the securities issued under the prospectus have been issued progressively and Company had mistakenly misunderstood that the relevant notification could be given on completion of all security issues under the prospectus.

The Company's officers, including Mr Gardner, are cognisant of the requirement to give notice of a change in their security holding interests within 5 business days of a change occurring.

The Company has reviewed its procedures to ensure directors' future compliance with the requirements of the Listing Rules and Corporations Act for giving notice of a change in a director's interests following the issue of securities by the Company to the director.

Michael Langoulant  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

VIKING MINES LIMITED

ABN

38 126 200 280

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | a) Fully paid ordinary shares<br>b) 30 April 2017 options<br>c) Fully paid ordinary shares<br>d) 30 April 2017 options<br>e) Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 45,753,330<br>b) 15,251,168<br>c) 55,285,849<br>d) 13,821,471<br>e) 139  |

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+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>a) Pari-pasu ranking fully paid ordinary shares.  b) Exercisable at \$0.09 on or before 30 April 2017  c) Pari-pasu ranking fully paid ordinary shares.  d) Exercisable at \$0.09 on or before 30 April 2017  e) Pari-pasu ranking fully paid ordinary shares.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>a) Yes  b) N/a – new class  c) Yes  d) N/a – new class  e) Yes</p>
<p>5 Issue price or consideration</p>	<p>a) \$0.028  b) Free  c) \$0.028  d) Free  e) \$0.18</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) &amp; b) Takeover of Auminco Mines Ltd share and option issue.  c) &amp; d) Prospectus issue to raise funds to advance exploration and development projects and for general working capital  e) Exercise of \$0.18 options on 31 August 2014</p>

<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>22 October 2013</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>a) Nil b) Nil c) 15,675,426 d) 13,821,471 e) Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>a) Nil b) Nil c) 15,844,169 d) Nil e) Nil</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval</p>	<p>N/a</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>a) 45,753,330 b) 15,251,168 c) Nil d) Nil e) 139</p>
<p>6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>a) N/a b) N/a c) 24 October 2014; 15 day VWAP \$0.039 d) N/a e) N/a</p>

+ See chapter 19 for defined terms.

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/a
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6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

LR 7.1 – Nil LR 7.1A – Nil
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7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

a) 24 October 2014 b) 24 October 2014 c) 24 Sept & 24 Oct 2014 d) 24 Sept & 24 Oct 2014 e) 24 Sept 2014
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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	213,727,543 28,802,639	Ordinary shares 30 April 2017 options

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/a
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## Part 2 - Pro rata issue

11 Is security holder approval required?

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12 Is the issue renounceable or non-renounceable?

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13 Ratio in which the +securities will be offered

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- |    |  |  |
|----|--|--|
| 14 | +Class of +securities to which the offer relates   |  |
| 15 | +Record date to determine entitlements   |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |

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+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

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+ See chapter 19 for defined terms.



32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities – 30 April 2017 Options

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .  
Company secretary

Date: 27 October 2014

Print name: Michael Langoulant.....  
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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	90,150,580
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 45,753,330 shares 139 shares</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 22,537,645 shares</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	158,441,694

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	23,766,254
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	23,766,254 ordinary shares
“C”	<b>23,766,254</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	23,766,254
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	23,766,254
<b>Total</b> [“A” x 0.15] – “C”	Nil  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	158,441,694
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	15,844,169
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	15,844,169 shares
<b>“E”</b>	15,844,169

+ See chapter 19 for defined terms.

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10  <i>Note: number must be same as shown in Step 2</i>	15,844,169
<b>Subtract "E"</b>  <i>Note: number must be same as shown in Step 3</i>	15,844,169
<b>Total</b> ["A" x 0.10] – "E"	Nil  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.