

ASX Announcement

4 November 2014



ASX Code: VKA

Past Issue of Securities

Viking Mines Limited (**Viking or Company**) advises that further to the Company's announcement of 27 October 2014, that in respect of the recently completed issues of equity securities under the Company's prospectus dated 18 August 2014, the Company has breached:

- (a) Listing Rule 7.1 in issuing 38,382,595 shares and 13,821,471 options under the prospectus in excess of the 15% limit permitted under Listing Rules 7.1 for the issue of securities without shareholder approval; and
- (b) Listing Rule 10.11 in issuing 11,000,000 shares and 2,750,000 options (**Director Securities**) to entities associated with directors of the Company, Mr John Gardner and Mr Peter McMickan (**Relevant Directors**), later than the one time period permitted by the Listing Rules and the previous shareholder approval given at the Company's general meeting held on 2 May 2014.

ASX has considered the breaches and in accordance with ASX's requirements, the Company will seek shareholder ratification of the issue of the Director Securities at the Company's forthcoming annual general meeting.

With the Relevant Directors' consents, a holding lock has been applied to the Director Securities until such time as shareholder ratification has been obtained.

If the shareholder ratification is not obtained at the annual general meeting, the Director Securities must be sold within a period determined by the Company and ASX. Any loss arising from the sale of Director Securities must be borne by the Directors, and any profit from the sale of Director Securities must be donated to a registered charity in accordance with ASX guidelines. Any dividends paid in relation to Director Securities will also have to be donated to a charity if the shareholder ratification is not obtained (there is no intention of the Company to pay any dividend at this time).

The Company will disregard any votes that may be cast by the Relevant Directors on any resolution put to shareholders, unless and until shareholder ratification of the Director Securities has been obtained.

In accordance with ASX's requirements the Company states that:

1. Ratification by security holders of the issue of the 52,204,066 equity securities issued under the prospectus will not refresh the Company's capacity to issue securities without security holder approval under listing rule 7.1, as ratification under listing rule 7.4 is only available where the securities are issued without breaching listing rule 7.1.
2. The Company has provided to ASX an undertaking not to issue any equity securities without security holder approval until 24 October 2015, unless the issue comes within an exception in listing rule 7.2.

Michael Langoulant
Company Secretary