



VIKING MINES LIMITED

ACN 126 200 280

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday, 29 November 2017

Time of Meeting: 11.30am (WST)

Place of Meeting: The Celtic Club
48 Ord Street
West Perth WA

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

VIKING MINES LIMITED
ACN 126 200 280

LETTER TO SHAREHOLDERS

Dear Shareholder,

This is to notify you of the Annual General Meeting (**AGM**) to be held on Wednesday, 29 November 2017 at the Celtic Club, 48 Ord Street, West Perth commencing at 11.30am (WST).

In addition to the normal AGM business, the AGM will consider resolutions that will determine who controls the Company, its future direction and the application of its increasing cash reserves.

A formal Notice of Annual General Meeting accompanies this letter. The issues that will be put before you at the AGM are extremely important and have significant implications for the future of the Company and your investment.

This letter outlines the reasons why your current Directors unanimously recommend that you:

**VOTE FOR RESOLUTION 2 and
AGAINST RESOLUTIONS 3, 4 & 5**

If you are unable to attend the AGM, you are encouraged to complete and return the enclosed Proxy Form by 11.30am (WST) on Monday, 27 November 2017.

WHY YOU SHOULD NOT SUPPORT A CHANGE OF LEADERSHIP AND DIRECTION

Resolution 2 is to consider the re-election of Mr Peter McMickan, a current executive director of the Company. Resolutions 3, 4 & 5 are to consider the appointment of Messrs Glovac, Thomas and Tassone, being the three directors of GTT Global Opportunities Pty Ltd (**GTT**).

The Viking Board unanimously recommends that you vote **FOR** resolution 2 to re-appoint Mr McMickan, and that you vote **AGAINST** resolutions 3, 4 & 5 for the following reasons:

1. If resolution 2 is defeated and resolutions 3, 4 & 5 are passed, then GTT's three proposed directors will comprise the majority of the Board, meaning GTT's directors will have the ability to control the direction of Viking:
 - without GTT making a formal takeover bid for Viking; and
 - without GTT paying any consideration to Viking's shareholders.
2. Your Board is very concerned that if GTT achieves control of the Board, GTT will have the ability to control the utilisation of Viking's significant cash resources, including the cash delivered by the successful sale of Viking's Akoase gold project – comprising US\$5,000,000 already received and US\$3,000,000 remaining to be paid.

Voting intentions of Viking Directors

The Directors of Viking, their associates and other supportive shareholders, who collectively hold approximately **32.5%** of the total shares on issue, have confirmed to the Company that they intend to vote **FOR** resolution 2 and **AGAINST** resolutions 3, 4 & 5.

Recent behaviour of GTT

The Board considers that the recent behaviour of GTT gives a clear indication of its intentions, particularly with respect to depleting the Company's cash reserves.

On 11 August 2017, the Company received a notice pursuant to section 249D of the Corporations Act from GTT, requesting that the Company hold a general meeting of Shareholders to consider resolutions to remove the current two executive Directors (Messrs Gardner and McMickan) and appoint two new Directors nominated by GTT (Messrs Thomas and Henderson) (**GTT Resolutions**). In compliance with section 249D of the Corporations Act, a meeting of shareholders was held on 10 October 2017 to consider the GTT Resolutions (**Section 249D Meeting**).

At the Section 249D Meeting, 58.94% of the votes cast were against the GTT Resolutions, representing 47.57% of the Company's issued capital. The shareholders of Viking clearly were of the view not to hand control of the Company to GTT and its associates.

Notwithstanding the result of the Section 249D Meeting, GTT's three directors have caused the nomination of one another to be considered as directors of the Company in a continuation of their efforts to take control of the Company.

In connection with their prior attempt to secure control of the Board, GTT and its associates made the following proposals:

- that GTT's nominee as a non-executive director be paid non-executive directors' fees of \$72,000 per annum, far exceeding the current remuneration for Viking non-executive directors of \$25,000 per annum, and being well above market rates for comparable companies;
- that the Company engage GTT Ventures Pty Ltd, a corporate advisory company associated with GTT, to advise Viking on "marketing" itself, and that the Company pay the following fees to GTT Ventures Pty Ltd:
 - a fee of \$10,000 per month for 6 months;
 - a 1% management fee on the value of any shares in the Company issued to GTT or its associates;
 - a 5% capital raising fee on the value of any shares in the Company issued to GTT or its associates; and
 - a finder's fee of 10% on any project consideration (cash or shares including future milestone payments) that may be paid by the Company for any project introduced to the Company by GTT;
- that the Company pay all expenses of GTT, including its legal fees; and
- that the Company indemnify GTT and its directors against any claims that may arise from their actions.

The fees that were proposed by GTT to be paid to its associates were considered excessive and not in the best interests of Viking or the majority of its shareholders.

In conclusion, I urge you to vote **IN FAVOUR** of resolution 2 and to vote **AGAINST** resolutions 3, 4 & 5.

Yours Sincerely



John (Jack) Gardner
Executive Chairman

VIKING MINES LIMITED

ACN 126 200 280

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the sixth annual general meeting of shareholders of Viking Mines Limited ACN 126 200 280 ("**Company**") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia at 11.30am (WST) on Wednesday, 29 November 2017.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Annual General Meeting.

AGENDA

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report for the Company and its controlled entities for the period ended 30 June 2017.

ORDINARY RESOLUTIONS

1. Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the Company and its controlled entities for the period ended 30 June 2017 be adopted."

2. Re-election of Mr McMickan as a Director

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

"That Mr Peter McMickan, who retires by rotation in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

3. Appointment of Mr Glovac as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Mr Patrick Glovac, having consented to act, be appointed as a Director of the Company, with effect from the conclusion of the Meeting."

4. Appointment of Mr Thomas as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Mr Charles Thomas, having consented to act, be appointed as a Director of the Company, with effect from the conclusion of the Meeting."

5. Appointment of Mr Tassone as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Mr Rocco Tassone, having consented to act, be appointed as a Director of the Company, with effect from the conclusion of the Meeting."

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 parties |
|--------------|---|
| Resolution 1 | Members of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and their Closely Related Parties (which includes spouse, child, dependent, other family members and any controlled company). |
| Resolution 2 | N/A |
| Resolution 3 | N/A |
| Resolution 4 | N/A |
| Resolution 5 | N/A |

However, the Company need not disregard a vote on Resolution 1 if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



Michael Langoulant
Company Secretary
Dated: 24 October 2017

VIKING MINES LIMITED

ACN 126 200 280

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the sixth Annual General Meeting of Shareholders to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia at 11.30am (WST) on Wednesday, 29 November 2017.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. A glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

Annual financial statements and reports

The Corporations Act requires that the Annual Report (which includes the Annual Financial Report, Directors' Report and Auditor's Report) be laid before the Annual General Meeting.

There is no requirement for the Shareholders to approve the Annual Report. However, Shareholders will be given an opportunity to ask questions and make comments about the Annual Report or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

Mr Graham Swan, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2017 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to the Company Secretary's office, **Suite 2, 47 Havelock Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received by no later than 5.00pm (WST) on Friday, 17 November 2017.

In accordance with section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing from members, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

1. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial period ended 30 June 2017 is set out on pages 15 to 17 of the Company's 2017 Annual Report. It sets out a range of matters relating to the remuneration of Directors, executives and senior managers of the Company.

Pursuant to section 250R(2) of the *Corporations Act 2001* (Cth), a resolution that the Remuneration Report be adopted must be put to vote at the Company's Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the

Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

In accordance with the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director) must go up for re-election.

The Company encourages all eligible Shareholders to cast their votes on Resolution 1 (Remuneration Report).

A voting exclusion applies to Resolution 1 in the terms set out in the Notice. Key Management Personnel and their Closely Related Parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 1.

Board Recommendation

The Board unanimously recommends that Shareholders vote **In Favour** of adopting the Remuneration Report.

2. Resolution 2 – Re-election of Mr McMickan as a Director

It is a requirement under the Company's constitution that Mr Peter McMickan retires by rotation at the Annual General Meeting. Mr McMickan, being eligible for re-election pursuant to the Company's constitution, offers himself for re-election.

Peter McMickan was appointed a Director on 27 July 2007. He graduated with an Honours Degree in Geology from the University of Melbourne, Australia in 1977 and has post-graduate qualifications in Mineral Economics from Macquarie University and is a Member of the Australasian Institute of Mining and Metallurgy.

His professional career has spanned 34 years worldwide with a number of major, well respected international exploration and mining companies including Newmont, Pancontinental Mining, BP Minerals, Kalgoorlie Consolidated Gold Mines and Homestake. He is a highly regarded geologist and manager, with a proven track record of business and technical success throughout his career.

His experience covers corporate, senior management and technical supervision of mining, development and exploration projects throughout Australia, Africa and Europe. He managed the mine geology, exploration and successful resource development of Guinor’s Lero gold project in Guinea, West Africa. During his four years with the company, the company’s exploration spend increased to US\$1 million per month, which sustained the existing heap leach operation and resulted in expansion of the resource to over 4Moz of gold in the space of two years. This expanded resource base underpinned a major re-development of the Lero project to a 6Mtpa CIP/CIL operation producing 350,000 ounces of gold per year.

Board Recommendation

As regards Resolution 2, the Directors unanimously recommend to Shareholders that they vote **IN FAVOUR** of Mr McMickan being re-elected.

It is noted that at the recent general meeting of shareholders held on 10 October 2017, **58.94%** of the votes cast at that meeting were in favour of Mr McMickan remaining a director of the Company. The Board of the Company continues to support Mr McMickan's appointment as a director of the Company for the reasons as set out in the Chairman's Letter which is attached to this Notice of Meeting.

3. Resolutions 3, 4 & 5 – Appointment of Messrs Glovac, Thomas & Tassone

Background

Any shareholder is entitled to nominate a person to be considered as a director of the Company at the Company's Annual General Meeting. Each of the three directors of GTT Opportunities Fund Pty Ltd, being Messrs Glovac, Thomas and Tassone, have been nominated as a director of the Company by related entities.

Resolution 3

Mr Glovac, a company director, has been nominated by Mr Tassone as sole director of Syracuse Capital Pty Ltd <Tenacity a/c>.

Board Recommendation

The Directors unanimously recommend to Shareholders that they vote **AGAINST** resolution 3 and Mr Glovac being appointed.

Resolution 4

Mr Thomas, a company director, has been nominated by Mr Glovac as sole director of Murdoch Capital Pty Ltd <Glovac Super Fund a/c>.

Board Recommendation

The Directors unanimously recommend to Shareholders that they vote **AGAINST** resolution 4 and Mr Thomas being appointed.

Resolution 5

Mr Tassone, a company director, has been nominated by Mr Glovac as sole director of Murdoch Capital Pty Ltd <Glovac Super Fund a/c>.

Board Recommendation

The Directors unanimously recommend to Shareholders that they vote **AGAINST** resolution 5 and Mr Tassone being appointed.

GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

"**ASX**" means ASX Limited, or the stock exchange conducted by ASX, as the context requires

"**Annual Report**" means the Company's Annual Report including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017.

"**Auditor's Report**" means the independent auditor's report contained in the Annual Report.

"**Board**" means the Board of Directors of the Company.

"**Closely Related Party**" has same meaning given to it in section 9 of the Corporations Act.

"**Company or Viking**" means Viking Mines Limited ACN 126 200 280.

"**Constitution**" means the Company's constitution from time to time.

"**Corporations Act**" means the *Corporations Act 2001 (Cth)*.

"**Directors**" means the directors of the Company from time to time.

"**Directors' Report**" means the directors' report contained in the Annual Report.

"**Explanatory Memorandum**" means the explanatory memorandum that accompanies and forms part of this Notice.

"**Key Management Personnel**" has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the remuneration report 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.

"**Listing Rule**" means a Listing Rule of ASX Limited.

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of Shareholders of the Company convened by this Notice.

"**Notice**" or "**Notice of Annual General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Remuneration Report**" means the remuneration report appearing in the Annual Report.

"**Resolution**" means a resolution referred to in the Notice.

"**Shareholder**" means a shareholder of the Company.

"**WST**" means Western Standard Time in Western Australia.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS - HOW TO VOTE

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (“**Corporations Act**”). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate “Appointment of Corporate Representative” form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company’s share registry.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company’s share registry.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company’s share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11.30am (WST) on Monday, 27th November 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 4.00pm (WST) on Monday, 27 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Graham Swan, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2017 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about the conduct of the audit; the preparation and content of the Auditor's Report; the accounting policies adopted by the Company in relation to the preparation of financial statements; and the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions, please submit any question you may have by mail to the Company Secretary's office, **Suite 2, 47 Havelock Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received at least five business days prior to the Meeting.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2017. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.



Viking Mines Limited
ABN 38 126 200 280

VKA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11:30am (WST) Monday, 27 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Viking Mines Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Viking Mines Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 29 November 2017 at 11:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

The Board recommends that you vote **FOR** Resolutions 1 and 2

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-election of Mr McMickan as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board recommends that you vote **AGAINST** Resolutions 3, 4 and 5

| | | | |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 3 Appointment of Mr Glovac as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Appointment of Mr Thomas as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Appointment of Mr Tassone as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Refer to the notice of annual general meeting for full details regarding the Board's recommendation.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2. The Chairman of the Meeting intends to vote undirected proxies against Resolutions 3, 4 and 5. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

| | | |
|---|---|---|
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| <input style="width: 100%; height: 100%;" type="text"/> | <input style="width: 100%; height: 100%;" type="text"/> | <input style="width: 100%; height: 100%;" type="text"/> |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____