

VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED
ARBN 070 352 500

ADDENDUM

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

Viagold Rare Earth Resources Holdings Limited gives notice that its 2020 Annual General Meeting which commenced on 10 August 2020 and was then adjourned to a date to be fixed will now be re-convened as follows:

Date: 7 September 2020

Time: 3:00pm

Place: Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China



12 August 2020

Dear Shareholder

On 16 July 2020, the Company published the Notice of Meeting for its 2020 Annual General Meeting. Unfortunately, several resolutions relating to the election of Directors were unintentionally omitted from that Notice.

Enclose is an Addendum to the Notice of Meeting for the 2020 Annual General Meeting and a further Explanatory Statement which provide details of the resolutions inadvertently not included in the original Notice of Meeting and an explanatory information in respect of those resolutions.

The additional resolutions which the members will be asked to consider and vote on at the reconvened Meeting relate to:

1. The re-election Mr. Fuchuan Guo and Mr. Xuchang Hu as Directors of the Company; and
2. The election of Ms. Jingcui Hong as Director of the Company.

The re-convened 2020 Annual General Meeting of the Company will be held at 3:00pm on Monday, 7 September 2020 at Conference Room, Floor 7, 53 Baillian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China.

If you are unable to attend the reconvened 2020 Annual General Meeting, please complete the attached new Proxy Form and return it to the Company.

For and on behalf of the Board

Mr. Changyuan Liao
Chairman
Viagold Rare Earth Resources Holdings Limited

ME_150667929_2

ViaGold Rare Earth Resources Holdings Limited
(Listed in ASX code VIA)
Suite 1102, Level 11, 370 Pitt Street
Sydney, NSW 2000
+61 2 9283 3933
ARBN 070 352 500

VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED
ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

The 2020 Annual General Meeting of the members of **VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED** ('Company') will be reconvened at the Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China at 3:00pm on 7 September 2020.

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions.

Election of Directors

1. That Ms. Jingcui Hong, a Director retiring in accordance with By-Law 19.4 of the Constitution and being eligible, be elected as a director of the Company.
2. That Mr. Fuchuan Guo, a Director retiring in accordance with By-Law 19.1 of the Constitution and being eligible, be re-elected as a director of the Company.
3. That Mr. Xuchang Hu, a Director retiring in accordance with By-Law 19.1 of the Constitution and being eligible, be re-elected as a director of the Company.

DATED: 12 August 2020

BY ORDER OF THE BOARD
Leung King Choi
Company Secretary

NOTES

Entitlement to Vote

- The Company has determined that, for the purpose of the reconvened meeting, the shares of the Company will be taken to be held by the persons who are registered as the holders of those shares in the Register of Members of the Company at 7.00pm (PRC time) on 5 September 2020. Accordingly, only those persons will be entitled to attend and vote at the reconvened meeting.

Voting by proxy:

- A shareholder who is entitled to attend and vote at the reconvened meeting may appoint up to two proxies to attend and vote on behalf of that shareholder.
- If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
- If a shareholder appoints more than one proxy, neither proxy will be entitled to vote on a show of hands.

- A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form for the reconvened meeting and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 3:00pm (PRC time) on 5 September 2020 (i.e. no later than 48 hours before the time of the Meeting).

Proxies may be lodged with the Company:

- by mail to Viagold Rare Earth Resources Holdings Limited at:

Floor 7, 53 Baillian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China; or

Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia;

- by facsimile to Viagold Rare Earth Resources Holdings Limited at:

+86 756 3378207 (China); or,

+61 2 9283 3168 (Australia); or

- by email to Viagold Rare Earth Resources Holdings Limited at:

office@hermanchowco.com

- A proxy given by a corporate shareholder must be executed in accordance with the constitution of the company giving the proxy or under the hand of a duly authorised attorney of the company.
- A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a Shareholder appoints the chairman of the reconvened meeting as the Shareholder's proxy and does not specify how the chairman is to vote on an item of business, the chairman may vote as he or she thinks fit. The chairman advises that he or she intends to vote, as proxy for any such Shareholder, in favour of each Resolution to be put before the members at the reconvened meeting.

VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED

EXPLANATORY STATEMENT – 2019 AGM

PURPOSE OF INFORMATION

This information is given to shareholders in relation to the resolutions to be considered at the reconvened 2020 Annual General Meeting of the Company, which meeting is to be reconvened at the Conference Room, Floor 7, 53 Baillian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China at 3:00pm on Monday, 7 September 2020.

Definitions

In this Addendum to the Notice of Meeting and this further Explanatory Statement the following terms have the following meanings:

Addendum means the Addendum dated 12 August 2020, which addendum is supplementary to the Notice of Annual General Meeting dated 16 July 2020 for the 2020 AGM of the Company.

AGM or Meeting means the 2020 Annual General Meeting of the Company convened and held (in part) on 10 August 2020 and the resumption of that meeting on 7 September 2020.

ASX means ASX Limited.

Board means the Board of Directors of the Company.

Company or Viagold means Viagold Rare Earth Resources Holdings Limited, a company incorporated in Bermuda.

Companies Act means the Companies Act 1981 of Bermuda.

Constitution means the constitution of the Company.

Director means a director of the Company from time to time.

Listing Rules means the Official Listing Rules of ASX.

Notice of Meeting means the notice of meeting dated 16 July 2020 convening the AGM.

PRC means the People's Republic of China.

reconvened AGM or reconvened Meeting means the reconvened AGM (to be held on 7 September 2020) that is the subject of, and convened by, this Addendum to the Notice of Meeting.

Resolution means a resolution referred to in the Adjourned Notice of Meeting.

A reference to \$, A\$, \$A or AU\$\$ is to the legal currency of Australia.

ADDITIONAL RESOLUTIONS

The Resolutions before the meeting relate to the following three matters:

1. The election of Ms. Jingcui Hong as Director of the Company;
2. The re-election of Mr. Fuchuan Guo as Director of the Company; and
3. The re-election of Xunchang Hu as Director of the Company.

Each of the Resolutions is an ordinary resolution. Each Resolution will be passed if approved by majority vote of the Shareholders present at the Meeting and voting on the Resolution.

WHY IS THE RECONVENED MEETING NECESSARY

When the Company published the Notice of Meeting for its 2020 Annual General Meeting on 16 July 2020, there was, unfortunately, an error in the Notice. Resolutions 2 and 3 in the original Notice of Meeting related to re-election of Mr Yan Wang and Mr Changyuan Liao, both of whom had been re-elected to office at the Company's Annual General Meeting in 2019.

The original Notice of Meeting (dated 16 July 2020) should have included resolutions relating to the election of Ms. Jingcui Hong, Mr. Fuchuan Guo and Mr. Xuchang Hu as Directors of the Company. In the absence of corrective action being taken in the form of the resolutions to be put to the reconvened Meeting on 7 September 2020, each of Ms. Jingcui Hong, Mr. Fuchuan Guo and Mr. Xuchang Hu would have been required to resign from office as a director of the Company at the conclusion of the 2020 AGM.

As the Company does not believe it is in the interests of the Company or its Shareholders that the three Directors cease to be directors, the Company elected to adjourn the AGM in order to allow for proper notice to be given to the Shareholders (in the form of the Addendum) of the additional resolutions (relating to the re-election of those Directors) which the Company wishes to put before the Shareholders before the conclusion of the 2020 AGM.

Resolution 1 – Election of Director

Pursuant to By-Law 19.4 of the Constitution, a Director appointed to fill a casual vacancy or as an addition to the Board during the course of a year must not hold office (without being required to seek election) past the next annual general meeting of the Company.

Ms. Jingcui Hong was appointed as Director (as an addition to the Board) on 30 September 2019.

As the 2020 AGM is the first annual general meeting of the Company following the appointment of Ms. Jingcui Hong, she will retire in accordance with the requirements of the Constitution and ASX Listing Rules at the conclusion of that Meeting. As Ms. Hong is entitled and eligible for election, she seeks election as a Director of the Company at the reconvened Meeting.

Biographical details

Ms. Jingcui Hong is an outstanding senior investment expert with extensive experience in the supervision and management of rare earth assets. Ms. Hong has actively and outstandingly served the large-scale stated-own company of Rising Nonferrous Metals Co Ltd which is listed on the Shanghai Stock Exchange (Code: SH600259); and Guangdong Rare Earths Industry Group Co Ltd. Ms. Hong holds a Bachelor Degree from York University, Toronto, Canada, with a major in Financial Investment.

Resolutions 2 & 3 - Re-election of Directors

Pursuant to By-Law 19.1 of the Constitution, at each annual general meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office, with the Directors who have been the longest in office since being appointed or re-appointed being the Directors who must resign in any year. The Managing Director is exempted from retirement by rotation.

The Constitution also ensures that no Director is able to remain in office for longer than 3 years without facing re-election. If eligible to hold office, each retiring Director is entitled to offer herself or himself for re-election as a Director at the annual general meeting which coincides with his or her retirement.

At the Meeting, the following Directors, Mr. Fuchuan Guo and Mr. Xuchang Hu will be retiring by rotation. As each is eligible and wishes to continue as a Director, they are standing for re-election as Directors at the reconvened Meeting.

Resolutions 2 and 3 respectively relate to the re-election of Mr. Fuchuan Guo and Mr. Xuchang Hu.

Biographical details

Resolution 2 – Mr. Fuchuan Guo

Mr Guo is an independent Non-executive Director of the Company. He holds a Registered Qualification Certificate of Enterprise Legal Advisor of the People's Republic of China and Certificate of Accounting Profession. Mr. Guo has over 30 years experience in credit management, risk control, financial management, legal affairs and asset assessment. He is deputy General Manager of Guolianghang

Assets Appraisal Company Limited and had served as Section Chief of credit department at Jialing Branch of the Industrial and Commercial Bank of China and as CFO of Shenzhen Baixinbai Investment Company Limited. Mr. Guo graduated from the Guangdong University of Finance with a major in Urban Finance.

Resolution 3 – Mr. Xunchang Hu

Mr Hu is an independent Non-executive Director of the Company. He is the senior engineer and Assistant to General Manager of Guangdong Rare Earth Industry Group Limited which is one of the largest State-owned rare earth groups in China. Mr. Hu holds a Bachelor Degree in Engineering from Jiangxi University of Science and Technology, with a major in non-ferrous metallurgy. He served as Director of Marketing and Production Operations in the Guangdong Rising Nonferrous Metal Co., Ltd (which is listed on Shanghai Stock Exchange (Code: 600259)) from November 2007 to September 2014. Before that, he had also served in Jiujiang Tanbre's Smeltery, Jiangxi Province, and with the Bureau of Land and Resources of Jiujiang County. Mr. Hu has had over 30 years business management experience in non-ferrous metals and rare earth sectors, especially in trading and processing of rare earths and the application of technologies to and in the use of new materials.

RECOMMENDATION

Your Directors recommend that Shareholders vote in favour of all three Resolutions.

HOW TO VOTE

To vote on the Resolutions at the reconvened meeting, you will need to follow these steps.

EITHER Vote by proxy - to be valid, the form for appointing a proxy for the reconvened Meeting and the power of attorney or other authority (if any) under which it is signed (or any attested copy thereof) must be lodged with the Company **by no later than 3:00pm (PRC time) on 5 September 2020 (i.e. by no later than 48 hours before the time of the meeting).**

Proxies may be lodged with the Company:

- by mail to Viagold Rare Earth Resources Holdings Limited at:
Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China; or
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia;
- by facsimile to Viagold Rare Earth Resources Holdings Limited at:
+86 756 3378207 (China); or
+61 2 9283 3168 (Australia); or
- by email to Viagold Rare Earth Resources Holdings Limited at:
office@hermanchowco.com

Shareholders are urged to return their proxies as soon as possible and, in any event, to be valid, proxies must be received by 3:00 p.m. (PRC time) on **5 September 2020**, being not later than 48 hours before the time for holding the meeting;

OR Attend the meeting.

The return of a proxy form for the reconvened meeting will not prevent you from attending and voting at that meeting.

By Order of the Board
King Choi Leung
Company Secretary

Dated: 12 August 2020

PROXY FORM - RECONVENED AGM

The Secretary

Viagold Rare Earth Resources Holdings Limited (ARBN 070 352 500)

I/We _____ Full Name: _____
(please print)
of _____ Address: _____
(please print)

being a member(s) of Viagold Rare Earth Resources Holdings Limited appoint:

Name of Proxy Name: _____ Address: _____

or, in his /her absence:

Name of Proxy Name: _____ Address: _____

or, if I/we have not nominated a proxy or if the nominee is absent from the reconvened meeting, the Chairman of the reconvened meeting as my/our proxy to vote on my/our behalf in accordance with the following instructions (or if no instructions are given, as the proxy sees fit) at the reconvened 2020 Annual General Meeting of the members of Viagold Rare Earth Resources Holdings Limited to be held at 3:00pm on 7 September 2020 and at any adjournment of that reconvened meeting.

This proxy is authorized to exercise votes /% of my/our total voting rights.

Directing your Proxy

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

Please note – If the Chairman is or is deemed to be your proxy, the Chairperson advises that he intends to vote all undirected proxies in favour of each resolution.

I/We instruct my/our proxy to vote on the Resolution in the notice of meeting):

	For	Against	Abstain
1. Election of director – Ms Jingcui Hong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of director – Mr Fuchuan Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of director – Mr Xunchang Hu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the reconvened meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the reconvened meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman of the reconvened meeting for the resolutions (other than as proxy holder) will be disregarded because of that interest.

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If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

This proxy must be signed by each appointing member (or the member's attorney). Proxies given by a company must be executed in accordance with the constitution of the company giving the proxy or under the hand of a duly authorised attorney of the company.

Dated:

COMMON SEAL	SIGNATURE(S)	NAME (print)

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by no later than 3:00 p.m. PRC time on 5 September 2020 (i.e. being not less than 48 hours before the time and date for holding the Meeting). Proxies may be lodged with the Company for the reconvened Meeting:

- by mail to Viagold Rare Earth Resources Holdings Limited at:
 Floor 7, 53 Baillian Road, Jida, Zhuhai, Guangdong Province,
 People's Republic of China; or
 Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia;
- by facsimile to Viagold Rare Earth Resources Holdings Limited at:
 +86 756 3378207 (China); or
 +61 2 9283 3168 (Australia); or
- by email to Viagold Rare Earth Resources Holdings Limited at:
 office@hermanchowco.com