

VIA GOLD

RARE EARTH

Ms. Kate Kidson
Principal Adviser, Listings Compliance
ASX Compliance Pty Limited
525 Collins Street, Melbourne VIC 3000

12 October 2021

Dear Ms. Kidson,

ViaGold Rare Earth Resources Holdings Limited (ASX: VIA; “The Company”) provides the following responses to the share price queries issued by ASX on 12 October 2021:

Q1 Is VIA aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

In responding to this question, please consider in particular whether VIA is aware of any information that its earnings for the 6 months period ended on 30 September 2021:

(a) are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period, or

(b) if VIA has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if VIA is not covered by analysts, its earnings for the prior corresponding period)?

A No VIA is not aware of any information concerning it that has NOT been announced to the market which could explain the recent trading in its securities. Our Q1 FY22 Quarterly Cash Flow and Activities Report for period 1 April 2021 – 30 June 2021 has illustrated a 41.57% jump over last quarter. Such Quarterly Cash Flow and Activity Report was announced to the public on 2 August 2021. However, the Q2 FY22 Quarterly Cash Flow and Activities Report that due on 31 October 2021 is still processing and not yet announced and therefore no information is available at the moment.

Q2 If the answer to question 1 is “yes”, can an announcement be made immediately?

A Not applicable

Q3 If the answer to question 1 is “no”, is there any other explanation that VIA may have for the recent trading in its securities?

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A The Company is not aware of any reason relating to its activities or its financial position that would give rise to the price and volume change in the securities of the Company referred to in the ASX queries of 12 October 2021.

The Company confirms that the Director presentation on the Consolidated Results and Review of Operations in the Audited Annual Financial Report on 1 July 2021 covers all the aspect of the Company's business to date.

Q4 Please confirm that VIA is complying with the Listing Rules and, in particular, Listing rule 3.1.

A The Company confirms that it is in compliance with the Listing Rules, in particular, Listing Rule 3.1

Q5 Please confirm that VIA's responses to the questions above have been authorized and approved under its published continuous disclosure policy or otherwise by its board or an officer of VIA with delegated authority from the board to respond to ASX on disclosure matters.

A The Company confirms that its responses to the questions above have been authorized and approved under its published continuous disclosure policy or otherwise by its board to respond to ASX on disclosure matters.

Yours very truly,



Peter King Choi Leung – Company Secretary

For further information, please contact me at Ph +86 138 2871 5156 or
Ms. Vivien Shi – Executive Director and C.E.O. at Ph + 86 138 2560 6716



12 October 2021

Mr Peter Leung
Company Secretary
Viagold Rare Earth Resources Holdings Limited
By email: peter10298@126.com

Dear Mr Leung

Viagold Rare Earth Resources Holdings Limited ('VIA'): Price - Query

ASX refers to the following:

A. The change in the price of VIA's securities from a low of \$1.01 to a high of \$1.50 in the last few days.

Request for information

In light of this, ASX asks VIA to respond separately to each of the following questions and requests for information:

1. Is VIA aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

In responding to this question, please consider in particular whether VIA is aware of any information that its earnings for the 6 month period ended on 30 September 2021:

- (a) are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period; or
 - (b) if VIA has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if VIA is not covered by analysts, its earnings for the prior corresponding period)?
2. If the answer to question 1 is "yes".
 - (a) Is VIA relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in VIA's securities would suggest to ASX that such information may have ceased to be confidential and therefore VIA may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
 - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
 - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that VIA may have for the recent trading in its securities?
4. Please confirm that VIA is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that VIA's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of VIA with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.30 AM AEDT Wednesday, 13 October 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, VIA's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require VIA to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceMelbourne@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in VIA's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in VIA's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to VIA's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that VIA's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Kate Kidson

Principal Adviser, Listings Compliance (Melbourne)