VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED

ARBN 070 352 500

NOTICE OF ANNUAL GENERAL MEETING

AND EXPLANATORY STATEMENT

Date:	**13 March 2023**
Time:	**3:00 p.m.**
Place:	**Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China**

13 February 2023

Dear Shareholder

I am pleased to enclose the 2022 Notice of Annual General Meeting and accompanying Explanatory Statement. The Explanatory Statement sets out information for shareholders regarding the business of the 2022 Annual General Meeting.

The 2022 Annual General Meeting of the Company is to be held at 3.00 p.m.(Beijing time) on 13 March 2023 at the Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China.

At the Annual General Meeting, the members will be asked to consider and vote on resolutions relating to:

1. the approval of the financial statements of the Company for the year ended 31 March 2022;

2. the re-election of Dr. Longguang Shi, Ms. Mulei Shi and Mr. King Choi Leung as Directors of the Company; and

3. the re-appointment of KTC Partners CPA Limited as the auditor of the Company;

Each of the resolutions are set out in the Notice of Annual General Meeting. Further details and an explanation of each resolution are included in the Explanatory Statement.

If you are unable to attend the Annual General Meeting, please complete the attached 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

VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

The 2022 Annual General Meeting of the members of **VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED** ('**Company**') will be held at the Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China at 3:00 p.m.(Beijing time) on 13 March, 2023

ORDINARY BUSINESS:

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

Financial Statements and Reports

1. To receive and adopt the audited financial statements, together with the Directors' report and the auditor's report, of the Company for the year ended 31 March 2022.

Re-election of Directors

2. That Dr. Longguang Shi, 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 Ms. Mulei Shi, 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.

4. That Mr. King Choi Leung, 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.

Appointment of Auditor

5. That KTC Partners CPA Limited, having consented to act as auditor of the Company, be appointed as auditor of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix its remuneration.

DATED: 13 February 2023

BY ORDER OF THE BOARD
Leung King Choi
Company Secretary

NOTES

Entitlement to Vote

- The Company has determined that, for the purpose of the 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 7.00 p.m.(Beijing time) on 11 March 2023. Accordingly, only those persons will be entitled to attend and vote at the meeting.

Voting by proxy:

- A shareholder who is entitled to attend and vote at the 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 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 3:00 p.m. (Beijing time) on 11 March 2023 (i.e. no later than 48 hours before the scheduled time of the Meeting).

Proxies may be lodged with the Company:

- by mail to the Company at:

  Floor 7, 53 Bailian Road, Jida, Zhuhai, Guagdpng Province, PRC; or

  Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia
- by facsimile to the Company at:

  +86 756 3378207 (China); or,

  +61 2 9283 3168 (Australia)
- by email to the Company at:

  herman@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 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 intends to vote, as proxy for any such Shareholder, in favour of each Resolution.

VIAGOLD RARE EARTH RESOURCES HOLDINGS LIMITED

EXPLANATORY STATEMENT – 2022 AGM

PURPOSE OF INFORMATION

This information is given to shareholders in relation to the resolutions to be considered at the 2022 Annual General Meeting of the Company to be held at the Conference Room, Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, People's Republic of China at 3:00 p.m. (Beijing Time) on 13 March 2023

Definitions

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

AGM or **Meeting** means the 2022 Annual General Meeting of the Company (to be held on 13 March 2023) that is the subject of, and convened by, the Notice of Meeting.

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 Annual General Meeting dated 13 February 2023 referred to in and which accompanies this Explanatory Statement.

PRC means the People's Republic of China.

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

Share means an ordinary share in the capital of the Company.

Shareholder means any person or entity registered as the holder of one or more Shares.

A reference to **$, A$, $A** or **AUS$** is to the legal currency of Australia.

THE PROPOSALS

The Resolutions before the meeting relate to the following matters:

1. the approval of the financial statements of the Company;
2. the re-election of Dr. Longguang Shi and Ms. Mulei Shi and Mr. King Choi Leung as Directors of the Company; and
3. the re-appointment of KTC Partners CPA Limited as the auditor of the Company.

Each of the Resolutions is an ordinary resolution. Each Resolution will be passed if approved by a majority of the votes cast by the Shareholders present (i.e. present in person or by proxy, attorney or authorised representative) at the Meeting and voting on the Resolution.

WHY THE MEETING IS BEING HELD

Resolution 1 - Financial Statements & Reports

Pursuant to the Companies Act, a public company that is required to hold an annual general meeting must table its financial statements and reports for the previous year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 March 2022. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the audited financial statements and the associated reports will be tabled at the meeting for the approval of the Shareholders.

Resolutions 2, 3 and 4 - Re-election of Directors

Pursuant to Bye-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 ensures that no Director is able to remain in office for longer than 3 years without facing re-election. If eligible to hold office, a 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, Dr. Longguang Shi, Ms. Mulei Shi and Mr. King Choi Leung, will be retiring by rotation. As each is eligible and wishes to continue as a Director, each of them is standing for re-election as a Director.

Biographical details

Resolution 2 – Dr. Longguang Shi

Dr. Longguang Shi has been appointed Chairman and non-executive director of the Company in September 2010. Dr. Shi has resigned as Chairman on 30 September 2019 but resumed as non-executive Director of the Company. He is founder and chairman of LongDa Education Management Group. He is life-long engaged in education carrier for over 30 years. He is engaging in both vocational competence training education, providing professional consulting and management services to vocational education schools and developing education related businesses. Dr. Shi has a doctorate degree in Business Administation and Philosophy, a master degree in Economics and an MBA degree. Dr. Shi is also the vice-chairman of numerous Provincial and Municipal higher education associations.

Resolution 3 – Ms. Mulei Shi

Ms. Mulei Shi has been executive director and C.E.0. of the company since October 2010. Ms. Shi served in a top investment bank in New York and worked in a large global enterprise – Konka Group, the giant manufacturer of electronic products that is listed in the Shenzhen Stock Exchange (Code: 000016 Shenzhen B Shares). She is the vice-principal of a Zhuhai vocational school and achieved rich management experience. Additionally, she is also the executive director of the Association of Young Entrepreneurs, Guangdong Province. Ms. Shi holds a bachelor degree in Economic and Law and an MBA concentrated in Finance from the United States.

Resolution 4 – Mr. King Choi Leung

Mr. King Choi Leung has been executive director and C.F.O. of the company since October 2010 and as Company secretary since August 2015. Mr. Leung has 15 years banking experience and was formerly a corporate banking manager of BNP-Paribas. He has over 20 years experience in management. He had been the executive director of Maytex Group; the deputy president of the Deans brand apparel company in New York and the Finance Director of Digital City Hong Kong Limited. Mr. Leung holds an Honors Business Administration (HBA) degree from the Richard Ivey Business School of the University of Western Ontario, Canada.

Resolution 5 - Appointment of Auditor

In accordance with the requirements of Bye-Law 35.1(b) of the Constitution, at each annual general meeting, the Company is required to appoint one or more firms of auditors as its auditor to hold office until the conclusion of the next annual general meeting.

KTC Partners CPA Limited is the current auditor of the Company, having been first appointed as the auditor in 2018. The Company wishes to re-appoint KTC Partners CPA Limited as its auditor for the next 12 months. KTC Partners CPA Limited has confirmed its willingness to act as the Company's auditor and, therefore, the Company recommends its appointment to that role for the current financial year and proposes Resolution 5 accordingly.

RECOMMENDATION

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

HOW TO VOTE

To vote on the Resolutions you will need to attend the meeting or complete the following steps:

Vote by proxy - to be valid, the form appointing the proxy 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 3:00 p.m. (Beijing time) on 11 March 2023 (i.e. by no later than 48 hours before the time of the meeting).**

Proxies may be lodged with the Company:

- by mail to the Company at:

  Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, PRC; or

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

- by facsimile to the Company at:

  +86 756 3378 207 (China); or,

  +61 2 9283 3168 (Australia),

- by email to the Company at:
  herman@hermanchowco.com (Australia)

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

By Order of the Board
King Choi Leung
Company Secretary

Dated: 13 February 2023

PROXY FORM

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 meeting, the Chairman of the 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 2022 Annual General Meeting of the members of Viagold Rare Earth Resources Holdings Limited to be held at 3:00 p.m.(Beijing time) on 13 March 2023 and/or at any adjournment of that meeting.

This proxy is authorised 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.	Approval of financial statements of the Company	☐	☐	☐
2.	Re-election of director – Dr. Longguang Shi	☐	☐	☐
3.	Re-election of director – Ms. Mulei Shi	☐	☐	☐
4.	Re-election of director – Mr. King Choi Leung	☐	☐	☐

5.	Re-appointment of KTC Partners CPA Limited as the Company's auditor	☐	☐	☐

If the Chairman of the 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 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 meeting for the resolutions (other than as proxy holder) will be disregarded because of that interest.

☐

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.(Beijing time) on 11 March 2023 (i.e. being not less than 48 hours before the time and date for holding the Meeting). Proxies may be lodged with the Company:

- by mail to the Company at:

  Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, PRC; or

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

- by facsimile / email to the Company on:

  Facsimile: +86 756 3378 207or +61 2 9283 3168

  Email: herman@hermanchowco.com (Australia)