

VIAGOLD CAPITAL LIMITED

ARBN 070 352 500

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

Date: Thursday, 3 December 2015

Time: 3.00pm (Macau time)

Place: AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau



10 November 2015

Dear Shareholder

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

The Meeting of the Company is to be held at 3.00pm (Macau time) on Thursday, 3 December 2015 at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau.

At the General Meeting, the members will be asked to consider and vote on a Resolution relating to the approval of the proposed issue by the Company of up to 12,000,000 options. No other business will be conducted at the Meeting.

The Resolution to be considered at the Meeting is set out in the Notice of Meeting. Further details in respect of the Resolution are included in the Explanatory Statement.

If you are unable to attend the Meeting, please complete the attached Proxy Form and return it to the Company.

For and on behalf of the Board
Dr Longguang Shi
Chairman
ViaGold Capital Limited

VIAGOLD CAPITAL LIMITED

NOTICE OF MEETING

A General Meeting of members of **VIAGOLD CAPITAL LIMITED** ('Company') will be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 3.00pm (Macau time) on 3 December 2015.

ORDINARY BUSINESS:

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

Approval of issue of Options

1. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given to the Company to the issue to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company of up to 12,000,000 Options at an issue price of A\$0.05 per Option on the terms and conditions set out in the Explanatory Statement accompanying this Notice.

DATED: 10 November 2015

BY ORDER OF THE BOARD

Peter Leung
Company Secretary

NOTES

Entitlement to Vote

- The Company has determined that for the purposes of the Meeting the Shares of the Company will be taken to be held by the persons who are registered as the holders of the Shares in the Register of Members of the Company at 7.00pm on 1 December 2015. Accordingly, only those persons will be entitled to attend and vote at the meeting.

Voting Exclusions

Resolution 1

The Company will disregard all votes cast on Resolution 1:

- by any person who may participate in the proposed issue of Options and by any person who may obtain a benefit from the proposed issue of the Options, except a benefit solely in the capacity of a holder of Shares if Resolution 1 is passed; and
- by any associate of any such person.

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

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or

- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

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 3.00pm (Macau time) on 1 December 2015.

Proxies may be lodged with the Company:

- by mail to ViaGold Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau; or
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia
- by facsimile to ViaGold Capital Limited at:
+ 853 2872 7819 (Macau) or,
+61 2 9283 3168 (Australia),
- by email to ViaGold Capital Limited 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 motion, 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 CAPITAL LIMITED

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

This information is given to Shareholders in relation to the Resolution to be considered at the General Meeting of the Company to be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 3.00pm (Macau time) on Thursday, 3 December 2015.

Definitions

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

Act means the Companies Act 1981 of Bermuda.

ASX means ASX Limited.

Board means the Board of Directors of the Company.

Company or **ViaGold** means ViaGold Capital Limited.

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.

Meeting means the meeting (to be held on 3 December 2015) that is the subject of, and convened by, the Notice of Meeting.

Notice of Meeting means the Notice of Meeting dated 10 November 2015 referred to in and which accompanies this Explanatory Statement.

Option means an option to subscribe for a Share on the terms and conditions set out in 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.

Shareholders means the holders of Shares.

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

THE PROPOSALS

The sole Resolution before the Meeting seeks the approval of the Shareholders to the issue by the Company of up to 12,000,000 Options.

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

WHY THE MEETING IS BEING HELD

Resolution 1 – Approval of the issue of Options

Background

The Company is involved in a number of initiatives to expand the scope of its existing business operations and investment activities in PRC and, for those purposes, it needs to raise additional working capital. In particular, the Company is seeking to pursue further investment in expanding its investment interests in mining, processing and trading of minerals.

The Resolution is proposed for the purpose of facilitating the raising of the new capital. The Resolution, if

approved by the Shareholders, will permit the Company to issue up to 12,000,000 Options at an issue price of A\$0.05 per Option.

Each Option will entitle the holder to subscribe for one Share on payment of an exercise price of A\$0.44 at any time prior to the expiry date of the Option (that being the fifth anniversary of the date of the Meeting). The Options will be issued to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company and who have been nominated by the Company.

It is not intended that any recipient of Options, if the Resolution is approved, will be a Director, an associate of a Director or other related party of the Company.

If the Resolution is approved by the Shareholders at the Meeting, the Company intends to immediately approach professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company for the purpose of raising the required new capital. It is expected that the subscription for up to 12,000,000 Options will be completed shortly following the Meeting.

Why is shareholder approval being sought?

Listing Rule 7.1 provides that an ASX listed company must not issue or agree to issue equity securities, without the prior approval of its shareholders, if the number of equity securities issued (or agreed to be issued), when aggregated with the number of equity securities issued by the company during the previous 12 months, would exceed 15% of the total number of ordinary shares on issue in the company at the commencement of that 12 month period.

An issue by the Company of 12,000,000 Options would involve the issue of new equity securities constituting in excess of 15% of the total number of Shares on issue in the Company. As such, the approval of the Shareholders of the issue of the Options is required under Listing Rule 7.1 before that issue can take place.

Further, by obtaining the approval of the Shareholders to the issue of the Options, there is an added benefit to the Company in that, when those Options are issued, they will not count within the 15% limit when determining compliance by the Company with Listing Rule 7.1 over the next 12 month period. Accordingly, if the Resolution is approved, the Company will be permitted to issue up to 12,000,000 Options (within the 3 month period following the Meeting) without impacting the ability of the Company to subsequently issue securities up to the 15% limit in the next 12 month period.

In that way, Shareholder approval of the new issue will permit the Company to raise any additional working capital that may be needed, up to the full 15% limit under Listing Rule 7.1, in the coming 12 month period as and when it is needed and to do so without the requirement for Shareholder approval. This ability to issue new Shares (or other securities convertible into Shares) provides the Company with flexibility and an ability to undertake new initiatives and investment opportunities as and when they arise.

The Company does not believe there are any material disadvantages to the Company and Shareholders if the Resolution is approved. The Company notes that the aggregate sum of the issue price and exercise price of the Options is equivalent to the last sale price of the Shares traded on ASX. The Shareholders may be disadvantaged by the time period in which the Options may be exercised and, if the Options are exercised, the resulting Shares may be issued at less than the then trading price of the Shares on ASX. Further, if the Options are exercised, the interests of all other Shareholders will be diluted by the issue of the resulting Shares. However, balancing those disadvantages are the fact that:

- investors must pay A\$0.05 per Option upfront;
- as the Options will not be listed for quotation on ASX and the market for the Shares on ASX is illiquid, any benefit granted to the investors in the Options is likely to be more than offset by the illiquidity of the market for the Options and the resulting Shares (if the Options are exercised); and
- exercise of the Options will require the investors to contribute material funds to the Company (which will be to the benefit of the Company's business and all other Shareholders).

It is also possible, if the full 12,000,000 Options are issued to only three (or fewer) investors, that those investors, on exercise of the Options, may then hold significant shareholdings in the Company. The Company notes that it is unlikely that any new investor will, as a result of the proposed issue of Options, be in a position to control or substantially influence the affairs of the Company, noting (in particular) that it is not proposed to offer any investor subscribing for the Options the opportunity of having representation on the Board.

Information concerning the Options

If approved, the Resolution will permit the issue by the Company of up to 12,000,000 Options to professional and sophisticated investors identified by the Company.

Each Option will entitle the holder to subscribe for one Share on payment of an exercise price of A\$0.44 at any time prior to the expiry date of the Option (that being the fifth anniversary of the date of the Meeting).

The issue price of the Options is A\$0.05 per Option.

Listing Rule 7.3 requires the following information concerning the proposed issue of Options under the Resolution be included in the Notice of Meeting:

- Maximum number of securities to be issued or formula for calculating the number of securities the entity is to issue: The maximum number of Options to be issued is 12,000,000.

- Issue / Date / Date by which the entity will issue the securities:

It is expected the Options will be issued to professional and sophisticated investors identified by the Company. It is intended that the Options will be issued selectively as the relevant investors are identified and agree to subscribe for the Options. The Options will be issued progressively in the three month period immediately following the Meeting and, in any event, no Options will be issued to any person later than three months after the date of the Meeting.

- The issue price of the securities

The Options will be issued for A\$0.05 per Option. An amount of A\$0.44 is payable on the exercise of an Option. The final date for exercise is the date 5 years after the date of the Meeting.

- Name of allottees (if known) or the basis upon which allottees will be identified or selected

The Company intends to grant the Options to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company. It is intended that the Options will be issued progressively. None of the persons to be granted Options will be a Director (or associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).

- Terms of the securities

The principal terms of each Option are:

- Each Option will entitle the holder to be issued one new Share on the payment of the exercise price (i.e. A\$0.44) on or before the final exercise date (see below).
- The issue price of each Option is A\$0.05.
- The final date for exercise of the Options will be the date 5 years after the date of the Meeting (i.e. 3 December 2020).
- The Options may be exercised at any time before the final exercise date.
- If any reconstruction of the issued capital of the Company takes place, the terms of the Options (in particular, the number of Options and /or the exercise price of the Options) will be reconstructed in accordance with the ASX Listing Rules such that, after the reconstruction, no Option holder is either advantaged or disadvantaged, compared to the holders of Shares, by the reconstruction of the Company's capital.
- The Options will be transferable.

- No performance or other vesting conditions will attach to the Options.
- It is not intended that the Options will be listed for quotation on ASX (or any other recognised stock exchange).
- A holder of Options has no right to participate in new issues of securities by the Company without exercising the Option.
- Except as permitted by ASX Listing Rule 6.22, no Option confers a right to a change in the exercise price or a change in the number of underlying securities over which it can be exercised.

The Shares issued on exercise of the Options will rank equally with all other existing Shares from the date of issue.

- Intended use of funds raised

All funds raised by the issue of the Options and by the exercise of the Options, if any one or more of the Options are exercised, will be used primarily by the Company for the purpose of providing additional working capital to fund the Company's existing activities and various initiatives being undertaken by the Company to expand the scope of its business operations and activities in PRC.

Voting exclusion statement

A voting exclusion statement relating to the Resolution is included in the Notice of Meeting.

What do the Directors recommend?

Your Directors recommend that Shareholders vote in favour of the Resolution.

HOW TO VOTE

To vote on the Resolutions you will need to follow these steps.

EITHER

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 mail to ViaGold Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau; or
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia
- by facsimile to ViaGold Capital Limited at:
+ 853 2872 7819 (Macau) or,
+61 2 9283 3168 (Australia),
- by email to ViaGold Capital Limited at:

herman@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 3.00pm (Macau time) on 1 December 2015, being not later than 48 hours before the time for holding the meeting;

OR Attend the meeting.

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

By Order of the Board

Peter Leung

Company Secretary

Dated: 10 November 2015

PROXY FORM

The Secretary

ViaGold Capital Limited (ARBN 070 352 500)

Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau

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

being a member(s) of **ViaGold Capital 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 General Meeting of the members of ViaGold Capital Limited to be held at 3.00pm on 3 December 2015 and 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 box below. If you do not instruct your proxy how to vote on the 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 in relation to all undirected proxies to vote in favour of the Resolution.

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

	For	Against	Abstain
1. Approval of issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Resolution and that votes cast by the Chairman of the meeting for the Resolution (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 3.00pm on 1 December 2015 (being not less than 48 hours before the time and date for holding the Meeting).

- by mail to ViaGold Capital Limited at:
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau;
or
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia.

or to

- by facsimile / email to ViaGold Capital Limited on:
Facsimile: + 853 2872 7819 (Macau) or +61 2 9283 3168
Email: herman@hermanchowco.com (Australia)