



9 October 2017

Mr Ben Secrett  
Senior Adviser, Listings Compliance (Perth)  
ASX Compliance Pty Ltd  
Level 40, Central Park  
152 – 158 St Georges Terrace  
Perth WA 6000

Dear Mr Secrett

**Viking Mines Limited – ASX aware query**

Viking Mines Limited (“VKA” or the “Company”) refers to your aware query letter dated 6 October 2017.

Unless otherwise defined, capitalised terms in this letter have the meanings given to them in your aware query letter.

The Company provides the following responses:

**1. Is it a correct reading of the Gold Sale Update and the Annual Report that VKA has now received the Further USD500,000?**

Yes, the Company has now received the Further USD500,000.

**1.1 If the answer to question 1 is “yes”, please advise when VKA first become aware that it had received the Further USD500,000? In answering this question, please state the date and time that the entity first became aware of this information.**

The Company first became aware that it had *received* the Further USD500,000 after 5.00pm (WST) on Friday, 25 August 2017, when it received a copy of the bank’s SWIFT transfer notice confirming payment of the Further USD500,000.

However, during the period 14 to 17 August 2017, the Company received payment of USD1,500,000 in 3 separate tranches and had several telephone conversations with the purchaser of the Akoase Gold Project (“Purchaser”) about the payments. Over the course of this period it became apparent to the Company, that the Purchaser had instructed its bank to make payment of the Further USD500,000 to the Company, that the bank was waiting to receive the necessary currency to make the payment to the Company, and that the Further 500,000 payment would be received.

**2. If VKA has received the Further USD500,000, does VKA consider the receipt of the Further USD500,000 to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No, the Company does not consider actual receipt by the Company of the USD500,000 to be new materially price sensitive information.

**3. If the answer to question 2 is “no”, please advise the basis for that view.**

Company does not consider actual receipt by the Company of the USD500,000 to be new materially price sensitive information because the Company had already informed the market in the Gold Sale Update released to ASX prior to the commencement of market trading on 18 August 2017 that the payment of the Further USD500,000 was “*expected to be received as soon as the purchaser’s local bank completes the conversion of the local Ghanaian currency into USD*”, and that the payment to the Company was “*in process through the Ghanaian banking system*”.

It is clear from the Gold Sale Update that the Further USD500,000 was expected to be received, and also that the payment was being processed within the Ghanaian banking system. On this basis, the Company does not consider that there was any doubt that payment would in fact be received, as was the case.

**4. If VKA first became aware of receipt of the Further USD500,000 before the Annual Report was released, did VKA make any announcement prior to release of the Annual Report which disclosed the receipt of the Further USD500,000? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe VKA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps VKA took to ensure that the information was released promptly and without delay.**

Yes, the Company first became aware of receipt of the Further USD500,000 before the Annual Report was released.

No, the Company did not make an announcement in addition to the Gold Sale Update to disclose the actual receipt of the Further USD500,000.

The Company released confirmation of the pending receipt of the Further USD500,000 (the “**Information**”) under Listing Rules 3.1 and 3.1A promptly and without delay, immediately after Thursday, 17 August 2017, being the time that it became aware that that the Purchaser had instructed its bank to make payment of the Further USD500,000 to the Company, that the bank was waiting to receive the necessary currency to make the payment to the Company, and that the payment would be received.

The Company does not consider the actual receipt of the Further USD500,000 to be market sensitive information in itself, as the Company had already disclosed that the payment was being processed in the Gold Sale Update.

**5. With reference to clauses 16 and 17 of the Dealing Policy, did Mr Gardner obtain the prior approval of the VKA board of directors or of VKA’s Managing Director for his acquisition of VKA shares on 24 August 2017.**

Yes, Mr Gardner did obtain the prior approval of the VKA board of directors or of VKA’s Managing Director for his acquisition of VKA shares, which acquisition took place on 24 August 2017.

**5.1 If the answer to question 5 is “yes”, please detail the time and date of each of the dealing request and the dealing approval, and the form of each of the dealing request and the dealing approval.**

As the Company’s Executive Chairman, Mr Gardner is required by clause 18 of the Company’s Securities Dealing Policy (“**Dealing Policy**”) to obtain the prior approval of the Board or the next most senior of the Company’s directors (“**Directors**”) before trading in the Company’s securities.

On 17 August 2017, in a meeting with each of the other Directors, being Peter McMickan and Ray Whitten, and the Company's company secretary ("**Company Secretary**") (the latter two persons being in attendance by telephone conference), Mr Gardner informed Mr Whitten, Mr McMickan and the Company Secretary of his intention to acquire shares in the Company (**Shares**), for which both Mr Whitten and Mr McMickan gave their approval orally.

**5.2 If the answer to question 5 is "yes", please advise whether Mr Gardner notified VKA's Company Secretary of each of his intention to trade and subsequent confirmation that the trading had occurred. Please also detail the form in which such notifications was given to VKA's Company Secretary.**

As set out above, Mr Gardner notified the Company Secretary, on 17 August 2017, in a telephone conversation, of his intention to trade in Shares.

Mr Gardner notified the Company Secretary of his purchase of Shares by email on Thursday, 24 August 2017.

**5.3 If the answer to question 5 is "no", please:**

**5.3.1 advise what, if any, action VKA is taking in respect of the breach of the Dealing Policy; and**

Not applicable.

**5.3.2 detail VKA's procedures for monitoring and enforcing compliance with the Dealing Policy.**

Not applicable.

**6. In respect of the Tumentu Announcement, please advise VKA's understanding of the timeframe for the Tumentu prospecting licence to "be granted shortly."**

The Company's expectation is that the Tumentu prospecting licence ("**Tumentu Licence**") will be granted to the Company prior to the end of the 2017 calendar year.

All local community notification and public consultation processes are complete, and all necessary environmental approvals to drill on the Tumentu Licence have been received.

The Company's application for the grant of the Tumentu Licence must now be reviewed by the Minerals Commission technical board ("**Technical Board**"), which will then make its recommendation to the Minister for Mines.

The convening of the Technical Board has been delayed due to the replacement of the Minister for Mines. The Minister for Mines has now been replaced, and the members of the Technical Board are expected to be sworn in place shortly. The replacement of the Minister for Mines and the appointment of a new Technical Board are both part of the normal internal business mechanics in the public service in Ghana.

The Company understands that once an application has been recommended for approval by the Minerals Commission technical board, approval by the Minister for Mines can be expected. Once approved by the Minister for Mines, the Tumentu Licence will be granted.

As far as the Company is aware, all documentation lodged in respect of the Tumentu Licence is in order and the Company has not been given any indication that the Tumentu Licence will not be granted in due course.

The exact date of the grant of the Tumentu Licence is dependent on the time that may be taken by the Technical Board to review the Company's application for the Tumentu Licence, and for the Minister of Mines to give final approval of the grant of the Tumentu Licence.



**7. In respect of the Notice, has VKA sent any correspondence and/or pre-filled proxy form to any VKA shareholder/s?**

Yes.

**7.1 If the answer to question 7 is "yes", please provide details of the correspondence and documents despatched, and advise the basis on which recipients were chosen and the number of recipients.**

The Company sent a letter and a blank proxy form to those shareholders who were both registered holders in respect of 500,000 or more Shares and who had not already returned a completed proxy form to the Company, excluding institutional shareholders and GTT Global Opportunities Pty Ltd and its associates. The letter and proxy form were sent to a total of 41 shareholders.

The proxy form that accompanied the letter was in identical terms to the proxy form that accompanied the relevant notice of meeting, which had already been provided to every shareholder of the Company.

We note the letter and proxy form were previously provided to ASX.

**8. Please confirm that VKA is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

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

**9. Please confirm that VKA's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VKA with delegated authority from the board to respond to ASX on disclosure matters.**

The Company confirms that its responses to the questions above have been authorised and approved by its board.

Please do not hesitate to contact me on (08) 6313 5151 if you have any further questions.

Yours sincerely

A handwritten signature in black ink, appearing to read 'MLC'.

Mike Langoulant  
Company Secretary  
Viking Mines Limited



6 October 2017

Mike Langoulant  
Viking Mines Limited  
Suite 2, Level 1  
47 Havelock Street  
WEST PERTH WA 6005

By email

Dear Mr Langoulant

**VIKING MINES LIMITED ("VKA"): AWARE LETTER**

ASX Limited ("ASX") refers to the following.

- A. VKA's securities dealing policy released to the market on 20 December 2010 ("Dealing Policy").
- B. VKA's announcement entitled "*Akoase Gold Project Sale Update*" released to the market on Friday, 18 August 2017 (the "Gold Sale Update"), disclosing that VKA had received a further USD1,500,000 in sales proceeds from the sale of the Akoase Gold Project for a total of USD4,500,000 received to date, and expected to receive a further USD500,000 ("Further USD500,000") "as soon as the purchaser's local bank completes the conversion of local Ghanaian currency into USD."
- C. VKA's annual report for the financial year ended 30 June 2017 released to the market on Monday, 28 August 2017 ("Annual Report"), in which the "Chairmans Letter" states that "Of the USD 8 million cash component of the Akoase, USD 5 million has been received, with a further USD 3 million expected by December." The Annual Report also states on page 13:  
  
*"There has not been any matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods other than the receipt of a further USD2 million in sales proceeds relating to the sale of the Akoase gold project."*
- D. VKA's announcement entitled "*Change in Director Interests and Form 604*" released to the market on Tuesday, 29 August 2017 ("Director's Notice"), disclosing that John William Gardner acquired 6,642,770 VKA shares for \$136,455 through an on-market trade conducted on 24 August 2017.
- E. VKA's notice of general meeting released to the market on Monday, 4 September 2017 ("Notice") issued by VKA in response to a notice received from GTT Global Opportunities Pty Ltd pursuant to section 249D of the *Corporations Act 2001* (Cth).
- F. VKA's announcement entitled "*Drilling Planned on Multiple Gold-in-Soil Anomalies at Tumentu*" released to the market on Friday, 6 October 2017 ("Tumentu Announcement"), disclosing that agreements for drilling and analytical services for VKA's planned Tumentu gold project exploration program had been signed and that VKA expected that the Tumentu prospecting licence would "be granted shortly."



- G. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- H. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity"*
- and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* "When does an entity become aware of information".
- I. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
- 3.1A.1 *One or more of the following applies:*
- *It would be a breach of a law to disclose the information;*
  - *The information concerns an incomplete proposal or negotiation;*
  - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
  - *The information is generated for the internal management purposes of the entity; or*
  - *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed."*
- J. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:
- "Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."*



Having regard to the above, ASX asks VKA to answer separately each of the following questions and provide the following confirmations in a format suitable for release to the market in accordance with Listing Rule 18.7A.

1. Is it a correct reading of the Gold Sale Update and the Annual Report that VKA has now received the Further USD500,000?
  - 1.1. If the answer to question 1 is “yes”, please advise when VKA first become aware that it had received the Further USD500,000? In answering this question, please state the date and time that the entity first became aware of this information.
2. If VKA has received the Further USD500,000, does VKA consider the receipt of the Further USD500,000 to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 2 is “no”, please advise the basis for that view.
4. If VKA first became aware of receipt of the Further USD500,000 before the Annual Report was released, did VKA make any announcement prior to release of the Annual Report which disclosed the receipt of the Further USD500,000? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe VKA was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps VKA took to ensure that the information was released promptly and without delay.
5. With reference to clauses 16 and 17 of the Dealing Policy, did Mr Gardner obtain the prior approval of the VKA board of directors or of VKA’s Managing Director for his acquisition of VKA shares on 24 August 2017.
  - 5.1. If the answer to question 5 is “yes”, please detail the time and date of each of the dealing request and the dealing approval, and the form of each of the dealing request and the dealing approval.
  - 5.2. If the answer to question 5 is “yes”, please advise whether Mr Gardner notified VKA’s Company Secretary of each of his intention to trade and subsequent confirmation that the trading had occurred. Please also detail the form in which such notifications was given to VKA’s Company Secretary.
  - 5.3. If the answer to question 5 is “no”, please:
    - 5.3.1. advise what, if any, action VKA is taking in respect of the breach of the Dealing Policy; and
    - 5.3.2. detail VKA’s procedures for monitoring and enforcing compliance with the Dealing Policy.
6. In respect of the Tumentu Announcement, please advise VKA’s understanding of the timeframe for the Tumentu prospecting licence to “be granted shortly.”



7. In respect of the Notice, has VKA sent any correspondence and/or pre-filled proxy form to any VKA shareholder/s?
  - 7.1. If the answer to question 7 is “yes”, please provide details of the correspondence and documents despatched, and advise the basis on which recipients were chosen and the number of recipients.
8. Please confirm that VKA is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
9. Please confirm that VKA’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of VKA 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, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, **by not later than 6.30am AWST on Tuesday, 10 October 2017**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in VKA’s securities under Listing Rule 17.3.

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, VKA’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.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [tradinghaltspert@asx.com.au](mailto:tradinghaltspert@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.

#### ***Listing Rules 3.1 and 3.1A***

In responding to this letter, you should have regard to VKA’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 VKA’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.

#### ***Trading Halt***

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in VKA’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 may 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*.

Please contact me if you have any queries about the above.

Yours sincerely

*[sent electronically without signature]*

Ben Secrett

**Senior Adviser, ASX Listings Compliance**