



Education Is The Future



ViaGold Capital Ltd

金网资本有限公司

ASX ANNOUNCEMENT

ASX 公告


11 September 2013

2013 年 9 月 11 日

Strategic Co-operation Agreement

We attach a copy of a Strategic Co-Operation Agreement signed between Viagold Mining Group Ltd (VMG), a wholly owned subsidiary of ASX listed Viagold Capital Limited (VIA) and Maoming Jin Sheng Mining Co. Ltd (MJSM). MJSM's controlling shareholder is the Shanghai listed company GuangDon Rising Nonferrous Metals Share Co Ltd, a major enterprising group in the ferrous metal industry in China. According to the strategic agreement, VMG is responsible for sourcing Zircon sand and other high quality raw material and other related suppliers in country outside of China for MJSM and both parties will jointly develop Zircon sand mining business offshore.

Signed



M/s Mulei Shi

CEO

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Strategic Cooperation Agreement

Party A: Maoming Jin Sheng Mining Co Ltd (茂名市金晟矿业有限公司)

Address: Floor 3, 19, Chengling Road, Shuidong Town, Dianbai County, Maoming, Guangdong Province, China

Party B: Viagold Mining Group Limited (金网矿业集团有限公司)

Address: Room C,15/F., Ritz Plaza, 122 Austin Road, Tsimshatsui, Kowloon, Hong Kong, China

WHEREAS:

1. Party A is State-controlled company engaging in processing and sales of ferrous metal ore, non-ferrous metal ore, rare earth, rare metal ore, in particular concentrated on zircon ore dressing and rare earth separation, and rare earth recycling business. Party A planned to expand zircon sand ore processing up to a 50,000 Tons annually. China is the world's number one country to consume zircon sand. Zircon sand is mainly used as major raw material in the foundry industry, ceramics industry, glass industry, the manufacturing of refractories, ferroalloys, pharmaceutical, paint and chemicals. Zircon sand mining and production in China cannot meet the domestic market demand, it needed to be imported from Australia, Indonesia, South Africa and other countries.
2. Controlling shareholder of Party A – Guangdong Rising Nonferrous Metals Share Co Ltd 广晟有色金属股份有限公司 (Code: 600259 – Shanghai Listing) is a major enterprising group in ferrous metal industry in China. It possesses all 5 tungsten mines and all 4 exclusive rare earth mining licenses in Guangdong Province, China. It has built up full systems for mining, mine beneficiation, smelting, separation, further processing, scientific research, applications, trading, logistic, import and export. With the industry's most advanced mining and beneficiation technology, it provides strong technical support to Party A.
3. Party B is an investment holding company and subsidiary of ViaGold Capital Ltd, a company listed on the Australian Securities Exchange (ASX Code: VIA). Party B, through the cooperation with Party A to develop its business in the mine development and trading field, broaden its scope of investment.

As such, Party A & Party B, basing on the principles of equality and reciprocity, with each of their strength and resources, through friendly consultations, reached the following strategic cooperation agreement:

(I) Content

Cooperation between Party A & Party B: Party B is responsible for sourcing Zircon sand and other high quality raw material and related suppliers in any other countries except China and act as importer of those raw materials for Party A, including importing, finance and related services. Each transaction will be basing on volume and shall be defined according to Party A's production plan.

- a. Both parties will jointly develop zircon sand mining business offshore in Australia, Tanzania, Indonesia and Africa
- b. Both parties will, basing on the actual situation, combining their respective strengths and resources to carry out further in-depth cooperation

(II) Other

- a. This agreement only serves as a framework of co-operation and the detailed terms would be further defined in contractual agreements by both parties.
- b. This Agreement becomes effective upon execution by both parties at the date of their signing.
- c. This Agreement has four signed copies, each party holds two copies, and each bears same legal effect.

Party A: SIGNED

Party B: SIGNED

By:

By:

Date: September 3, 2013

Date: September 3 , 2013