



**ViaGOLD Capital Limited
(ARBN 070 352 500)
Announcement to
Australian Securities Exchange Limited ("ASX")
(ACN 008 624 691)**

29 February 2016

To: Australian Securities Exchange Limited ("ASX")
Company Announcements Office
10th Floor, 20 Bond Street
Sydney NSW

Four parties Strategic Framework Cooperation Agreement between
Guangdong Rare Earth Industry Group Co Limited;
Shenzhen Xingbang Investment Co Limited;
Zhuhai Leyu Enterprise Management Consulting Co Limited;and
ViaGold Capital Limited

Further to the market announcements made by the Company on 22 January 2016, the Directors of ViaGold Capital Limited (Company) are delighted to announce that simultaneously during this period employing professionals to perform valuation and expert's report for the proposed acquisition of Polygoal Capital Limited (Polygoal) as set out in the earlier announcement dated 22 January 2016, the Company has entered into a 4 parties strategic framework cooperation agreement (Agreement) with

1) Guangdong Rare Earth Industry Group Co Limited (GDREIG), 2) Shenzhen Xingbang Investment Co Limited (Shenzhen Xingbang) and 3) Zhuhai Leyu Enterprise Management Consulting Co Limited (Zhuhai Leyu) for GDREIG to acquire 100% equity

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interest in Zhuhai Leyu (Acquisition). After the Acquisition, GDREIG will hold about 1.28% equity of the Company.

About the other three parties in the Agreement:

(1) GDREIG is a wholly owned subsidiary of Guangdong Rising Management Co Limited (GRAM) which invested RMB1 billion Yuan into GDREIG. GRAM also owns Guangdong Rising Nonferrous Metal Co Limited (GRNONFEMET code: 600259 SH) whereas GRNONFEMET owns 50% of Maoming Jinsheng Mining Co Limited (MJSM) as set out in the earlier announcement dated 6 and 19 November 2015.

GRAM is a state-owned company with registration capital of RMB10 billion Yuan, the total assets of GRAM exceeds RMB100 billion Yuan. In the mining sector, GRAM owns two listed companies in China: GRNONFEMET code: 600259 SH and Shenzhen Zhongjin Lingnan Nonfemet Co Limited code: 000060 SZ) In February 2012, GRAM established GDREIG, which was a strong driving force to integrate the domestic medium and large-size rare earth resources and strengthened the rare earth industry in south of China;

(2) Shenzhen Xingbang is the beneficial owner of 402,000 ordinary shares of the Company; and

(3) Zhuhai Leyu is an entity 100% owned by Shenzhen Xingbang. Through its wholly owned subsidiary – Smartweed Investments Limited, Zhuhai Leyu indirectly owns 402,000 ordinary shares of the Company which represents 1.28% of the current issued shares of the Company.

According to the Strategic Framework Cooperation Agreement:

1. Shenzhen Xingbang shall coordinate to effect transfer of 100% equity of Zhuhai Leyu to GDREIG which will then effectively hold 1.28% current issued shares of the Company. Upon completion, the Company shall invite GDREIG to appoint



one director to the board of the Company.

2. GDREIG shall provide the Company with relevant industrial policy support of rare earth and in particulars it shall provide formal supporting document to Maoming Jinsheng Mining Co Limited (MJSM) to support its rare earth business in Xinyi, Guangdong.

As indicated in the Company's announcement dated 22 January, 2016, the board believes that through the proposed acquisition of Polygoal's 100% equity interest and thus part of the equity interest of MJSM and Jintan Hailin Rare Earth Co Limited (JHRE) is a good opportunity that brings the Company into rare earth industry.

The entering of this Strategic Framework Cooperation Agreement letting GDREIG to own 1.28% of ordinary shares of the Company will further provide opportunities to the Company to benefit from GDREIG's strong position, business resources and professional team in the rare earth industry, coupled with the Company's resources, will accelerate the pace of building a complete industrial chain in rare earth ; sustaining the growth of business of the Company and achieve good profit for its shareholders in the future.

A handwritten signature in black ink, appearing to read "Peter K.C. Leung", is written over a large, empty oval shape.

Peter K.C. Leung
Company Secretary



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