

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To

Company Name/Scheme

VIKING MINES LIMITED

ACN/ARSN

38 126 200 280**1. Details of substantial holder(1)**

Name

RAYMOND LAURENCE WHITTEN

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on**27/10/2017**

The previous notice was given to the company on

29/10/2014

The previous notice was dated

29/10/2014**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when the last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ordinary shares	23,187,060	10.85%	45,926,307	14.64%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
27.10.2014	Barbary Coast Investments Pty Ltd	Correction to original notice	Nil	724,795	0.2%
18.12.2014	Barbary Coast Investments Pty Ltd	Auminco Debt Agreement Shares issued	Sale of Auminco debt securities	13,256,907	4.2%
18.12.2014	Torona Pty Ltd	Auminco Debt Agreement Shares issued	Sale of Auminco debt securities	5,651,815	1.8%
27.10.2017	Barbary Coast Investments Pty Ltd	On market purchase	\$74,751	3,105,730	1.0%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
R Whitten	Barbary Coast Investments Pty Ltd	Barbary Coast Investments Pty Ltd	Director and shareholder	32,710,675 ordinary shares	10.43%
R Whitten	Newton Holdings Pty Ltd	Newton Holdings Pty Ltd	Director	4,425,570 ordinary shares	1.41%
R Whitten	Gleneagles Advisors Pty Ltd	Gleneagles Advisors Pty Ltd	Director and shareholder	2,102,175 ordinary shares	0.67%
R Whitten	Torona Pty Ltd	Torona Pty Ltd	Director	6,687,887 ordinary shares	2.13%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
R Whitten, Barbary Coast Investments Pty Ltd, Newton Holdings Pty Ltd & Gleneagles Advisory Pty Ltd	Level 5, 137 Bathurst St Sydney NSW 2000
Torona Pty Ltd	345 Anzac Parade Kingston NSW 2032

Signature

print name RAYMOND LAURENCE WHITTEN capacity DIRECTOR

sign here RAYMOND LAURENCE WHITTEN date 2 / 11 / 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute on class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit of the substantial holder or its associates in relation to acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present and any change in that association since the last substantial holding notice.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	VIKING MINES LIMITED
ABN	38 126 200 280

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	RAYMOND LAURENCE WHITTEN
Date of last notice	18 th December 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shareholder/director of Barbary Coast Investments Pty Ltd Newton Holdings Pty Ltd Gleneagles Advisors Pty Ltd Torona Pty Ltd
Date of change	27 October 2017
No. of securities held prior to change	42,820,577 ordinary shares (previous notice incorrectly listed holdings at 42,095,782 ordinary shares)
Class	ordinary shares
Number acquired	3,105,730
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$74,751

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	45,926,307 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

⁺ See chapter 19 for defined terms.