

VIAGOLD CAPITAL LIMITED

ARBN 070 352 500

NOTICE OF SPECIAL GENERAL MEETING

Date: 16 November 2016

Time: 3.00pm (Beijing time)

Place: Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong
Province, PRC

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25 October 2016

Dear Shareholders,

I am pleased to enclose here with a Notice of Special General Meeting.

The Special General Meeting of the Company is to be held at 3.00 pm (Beijing time) on 16 November 2016 at Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, China.

At the Special General Meeting, the members will be asked to consider and vote on resolutions relating to:

1. Increase of Capital: the authorized capital of the Company be increased from AUD10,000,000 to AUD20,000,000 by creation of an additional 50,000,000 shares of par value AUD0.20 ranking pari-passu with the existing shares of the Company.
2. Confirmation of Acts: for ratifying and confirming all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date of this meeting.

The resolutions are set out in the Notice of Special General Meeting.

If you are unable to attend the Special General 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

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VIAGOLD CAPITAL LIMITED
(the "Company")

NOTICE IS HEREBY GIVEN that a special general meeting of the Members of the Company will be held at Floor 7, 53 Bailian Road, Jida, Zhuhai, Guangdong Province, PRC on 16 November, 2016 at 3:00 p.m. for the following purposes:

AGENDA

1. To appoint a chairperson of the meeting.
2. To confirm notice.
3. To consider the minutes of the last meeting of the Members, if available.
4. To consider and if thought appropriate pass the following proposed resolutions:
 - a. That the authorised capital of the Company be increased from AUD 10,000,000 to AUD 20,000,000 by the creation of an additional 50,000,000 shares of par value AUD 0.20 ranking *pari-passu* with the existing shares of the Company; and
 - b. That the Members ratify and confirm all and any actions taken by the Directors and Officers of the Company, relative to the business of the Company, up to the date of this meeting.

Dated: 25 October 2016



Secretary

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(the "Company")

FORM OF PROXY

I/We, _____ of _____, the holder of _____ shares in the Company hereby appoint _____ of _____, or failing him, the chairman of the meeting, as proxy to vote on my behalf at the Special General Meeting of the Company on 16 November, 2016 and at any adjournment thereof (the "Meeting") for the purpose of considering and, if thought fit, approving the matters set out in the notice convening Meeting (the "Notice"), and at such Meeting to vote for me/us and in my/our name(s) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

The completed proxy must be deposited as follows before 3:00 p.m. on 14 November, 2016 in order to be valid:

- 1) by mail: ViaGold Capital Limited
Av. Xian Xing Hai, Ed. Golden Dragon Centre
6 J-K, Macau, China
- 2) by facsimile: ViaGold Capital Limited +853 2872 7819 (Macau) or +61 2 9283 3168 (Australia)
- 3) by email: ViaGold Capital Limited - herman@hermanchowco.com

Resolutions	For	Against	Abstain
RESOLVED THAT the authorised capital of the Company be increased from AUD 10,000,000 to AUD 20,000,000 by the creation of an additional 50,000,000 shares of par value AUD 0.20 ranking pari-passu with the existing shares of the Company.			
RESOLVED THAT the Members ratify and confirm all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date of this meeting.			

Date: _____, 2016 Name: _____

Authorised Signatory
For and on behalf of:

Signature: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of the shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
3. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice or abstain.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company as specified above.

ANY SHAREHOLDER WITH ANY QUESTIONS REGARDING THE COMPLETION OF THIS FORM OF PROXY SHOULD CONTACT THE COMPANY AS ABOVE.